

12/31/12

THE SNOWCHASERS SKI CLUB, INC.

BY -LAWS

**ARTICLE I NAME AND
PROPERTY**

Section 1. Name: The name of this organization, hereinafter referred to as Club, shall be The Snowchasers Ski Club, Inc.

Section 2. Property: No member of the Club, or other individual, organization or company shall be entitled to any use of any club property or assets without the approval of the Board of Directors. The logo, name, newsletter name and contents, home page, membership data, and anything else determined by the Board of Directors are the intellectual property of the Club.

**ARTICLE II
PURPOSE**

The purposes for which the Club is formed are: to promote interest in skiing and snowboarding, year-round social and athletic activities, to sponsor trips and other skiing activities, to facilitate the various arrangements attendant to skiing, to derive social pleasure from the companionship of skiing enthusiasts and to support and promote safer and better skiing. All purposes of the Club shall be directed toward the benefit of its members.

**ARTICLE III PERSONAL
LIABILITY**

Section 1. All persons or corporations extending credit to, contracting with or having any claim against the Club, shall look only to the funds and property of the club for payment of any such contract, claim, debt, judgment, damage, degree, cause of action, or any money that may in any way become due and payable from the club.

Section 2. Neither the members of the Club nor the Board of Directors, present, past or future shall be personally liable for any debt set forth in Section 1 of this article.

Section 3. The Club is a nonprofit organization. The members hereof shall not be entitled to

any individual or collective interests, participation, share, right, and/or property right in or to the assets of the club. No pecuniary profits, or dividends of payments of like nature, shall be declared or paid to members of the Club.

Section 4. The Club will not assume any liability for injury to, or damage done by, any member, or for injury sustained by anyone at a Club function.

ARTICLE IV MEMBERS

Section 1. Persons who are in sympathy with the ideals of the club and wish to promote its objectives shall be eligible for membership.

Section 2. The number of memberships of the Club is unlimited.

Section 3. Membership shall be classified as follows:

- A. Senior:** including all persons 18 years of age or older, not qualified under a family membership.
- B. Family:** composed of one or two adult individuals, and any dependent children under the age of 21 residing at one primary address.
- C. Lifetime:** awarded at the discretion of the Board of Directors to any person who has been a member of the club five years or longer and whose contributions have resulted in significant achievements for the club.
- D. Junior:** includes all persons under 18 years of age (must be a part of a Family membership).
- E. Honorary:** awarded at the discretion of the Board of Directors for a renewable one-year term. Cannot vote on club business.
- F. Associate:** Individuals who are not members of Snowchasers and who wish to attend a Snowchasers sponsored event requiring membership may become an Associate member of Snowchasers, with the purpose of attending that one event, by completing an Associate membership application and paying \$15.00 per person or \$25 per couple to Snowchasers. Additionally, individuals who wish to attend a specific event in one year requiring membership in any ski club of BAC or Far West Ski Association may become an Associate member of Snowchasers, with the purpose of attending that specific event or to participate in any single function that requires membership in Snowchasers, BAC, and/or FWSA, by completing an Associate membership application and paying \$15.00 per person or \$25 per couple per year to Snowchasers.

Section 4. All members 18 years of age and over shall be eligible to vote except honorary

members.

Section 5. Membership term in the Club shall date from November of each year, with membership renewing in November of the following year.

Section 6. Active Members shall consist of two classifications:

A. Renewal membership.

1. Any renewing past member in good standing whose membership has not lapsed for more than two (2) months. Renewal action does not change the renewal date of November of each year and does not warrant a prorated amount of dues.
2. Any renewing member returning from a Board approved Leave of Absence.

B. New membership:

1. New applicants whose applications have been approved.
2. Past members whose status has been changed due to rules infractions or previous members who failed to meet the requirements.
3. Any member joining in a month other than November shall be charged prorated dues for the membership amount of time until November of that year.

Section 7. Membership requirements

- A. All active members shall submit a yearly membership application, pay annual dues, and comply with all Club by-laws, rules and regulations.
- B. Applications for membership (new and renewal) shall be made in writing and signed by the applicant using the form provided for that purpose. A release of liability must be signed and included with the application.
- C. No applicant shall be rejected by reason of sex, sexual orientation, religion, race, national origin, or age.
- D. Each member shall have the general obligation to be informed of all rules and regulations of the club, to report (to the membership director) any changes of address within one (1) month of any change, and to maintain membership status by complying with all rules and obligations either specifically stated or implied by the by-laws of the club.

Section 8. Limitation on Members Data

Use of member contact and personal data is restricted to official club business unless authorized by the Board of Directors. Official club business use of personal data includes, but is not limited to: Newsletter mailings, club phone lists, racer phone lists, recognition of special events (birthdays, anniversaries), and determination of racer

classes.

ARTICLE V DUES

Section 1. The Board of Directors shall establish the annual dues for membership.

Section 2. Annual dues shall be due in November of each year. A delinquent member may forfeit his or her membership at the discretion of the Board of Directors, but any member who has so forfeited his or her membership may be reinstated by vote from the Board of Directors.

Section 3. Lifetime and Honorary members shall be exempted from annual dues of the Club.

Section 4. No assessments shall be levied against members of the Club except by written ballot, with the majority consent of the membership present at any meeting for that purpose and with a quorum in attendance (see Article X). Notice of such intent shall be given at least 30 days prior to that meeting.

ARTICLE VI OFFICERS

Section 1. The officers of the Club shall consist of President, Vice-President, Activities Director, Secretary, Treasurer, Membership Director, BAC Representative, Race Director, Past-President, Administrative Director, and Web Master.

Section 2. Any member 18 years of age or older and in good standing is eligible to hold office. Any member of the club in good standing and eligible to vote in club elections may be a candidate to hold office.

ARTICLE VII

DUTIES OF THE OFFICERS

Section 1. President: The President shall be the general executive officer of the Club, subject to the control of the Board of Directors and shall preside at all meeting of the club and of the Board of Directors, and shall be ex-officio member of all committees, except the Nominating Committee. He or She shall be required to make a report on the health and status of the Club at the Annual Meeting.

Section 2. Vice-President: The Vice-President shall assume all duties of the President in his or her absence or disability. The Vice-President shall be in charge of organizing informational programs at club meetings. He or She shall be custodian of all documents and property of value belonging to the Club, all of which shall be handed over to his or her successor upon completion of term. The Vice-President will submit a written inventory of all Club property to the Secretary annually by June 1.

Section 3. Activities Director: He/she shall be in charge of the following committees: Winter Activities, Summer Activities, Trip and any other committee deemed necessary to

further the athletic and social activities of the Club. He or She shall have the power to appoint committees under his or her jurisdiction with the Board's approval. He or She shall be responsible for overseeing or chairing annual and special fund raising activities and events for the Club. He or She will maintain the club calendar and have authority to designate (on behalf of the Board) activities as "club-sanctioned."

Section 4. Administrative Director: The Administrative Director shall be in charge of and oversee the following committees: Newsletter, Public Relations and any other committee deemed necessary for the administration of the Club. He or She shall have the power to appoint committees under his or her jurisdiction with Board approval. The Board shall have ultimate control over the contents of the newsletter.

Section 5. Secretary: The Secretary shall keep careful and complete records of the proceedings of all Club meetings and of all members of the Club. He or She shall conduct the correspondence, send out notices of meetings and other Club activities, and shall attend to such other duties as may be incidental to his or her office. The Secretary shall maintain the By-laws of the Club.

Section 6. Treasurer: The Treasurer shall be custodian of all funds of the Club. He or She shall sign bank checks and disburse the funds of the club upon the authorization of the Board. The Board shall have the discretion to require the Treasurer to be insured by a Bonding Company. Costs associated with the bonding process are to be paid from club funds. The Treasurer shall keep adequate records of all funds collected and disbursed. The Treasurer shall be responsible for timely preparation and submission of tax documents as required by law. He or She shall render an Annual Report that shall be audited by one or more members of the Club to be appointed by the Board of Directors, with one member designated to supervise the audit. The supervising appointee shall independently deliver a written statement to the Board that will identify the time period audited and the conclusion of the audit. The Treasurer shall also prepare an annual budget under the direction and with the approval of the Board.

Section 7. Membership Director: The Membership Director shall be in charge of the Membership Committee, Club Roster, Far West Membership and Hospitality and any other committees deemed necessary for the overall membership of the Club. He or She shall have the power to appoint members to committees under his or her jurisdiction with the Board's approval. It is the responsibility of the Membership Director to prepare, maintain, and distribute a formal membership roster for the Board. The Membership Director shall provide a copy of the roster to any general member of the Club upon request. Any and all copies of the roster distributed shall include a statement prominently displayed that indicates the roster is intended for the exclusive private use of members for Club business and that any other use is strictly prohibited.

Section 8. Race Director: The Race Director shall be responsible for coordinating inter-club and intra-club races. He or She promotes interest in racing and cooperates with the BAC in the running of recreational races. The Race Director is the official representative to the Open

League Race Committee. The Race Director should also organize and publicize an active instruction program of ski and race clinics. He or She shall also promote safe skiing techniques.

Section 9. BAC Representative: The Bay Area Council-Far West Ski Association Director shall represent the interests of the Club at the Bay Area Council of Ski Clubs (hereinafter called BAC) meetings and shall vote accordingly on all matters brought to a vote. He or She shall attend all meetings of the BAC. In case of emergency, he or She may delegate his or her responsibility to an alternate delegate who is an active member of the Club. He or She shall be in charge of coordinating the Club's activities with those of the BAC where possible. He or She shall have the power to name alternate delegates to the BAC meeting, as well as representatives to the BAC Intra Murals and any other committee at which the Club shall have representation.

Section 10. Past-President: The Past-President is a voting officer of the Board of Directors. He or She shall have whatever duties assigned by the President and/or the Board of Directors. He or She shall be responsible for the administration of Historian activities and Elections. He or She shall have the power to appoint committees under his or her authority to accomplish these activities.

Section 11. Web Master: The Webmaster is a voting officer on the Board of Directors. He or She shall be in charge of promoting, creating, and maintaining the Club's website. The Webmaster shall have the power to appoint committees under his or her jurisdiction with the Board's approval. The Board shall have ultimate control over the contents of the web pages, including design, location, and editorial content.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Membership: The Directors are the officers described in Article VI, above. The Board of Directors shall consist of all Directors. At the discretion of the Board, the Club offices described in Article VI may be combined with the following conditions:

- A. The minimum number of Directors is five.
- B. Combining positions does not entitle the incumbent to more than one vote at Board meetings.
- C. Each director has only one vote.
- D. The combined position must be approved by a simple majority of the other Board members present at a Board meeting.
- E. Every three months, until the next annual general meeting, the President solicits volunteers to assume the combined positions.
- F. Volunteers are to be elected by the method described in section 4 of this article, below.

Section 2. Meetings: The Board of Directors shall meet upon the call of the President. A quorum shall consist of five or more Directors. The President shall call within 30 days a meeting of the Board upon the written request of any three (3) members of the Board of

Directors. The President shall also schedule a special Board meeting upon verbal request of three Board members at a regular Board meeting. A schedule of regular Board meetings will be maintained by the Board of Directors and publicized to the general membership.

Section 3. Terms of Office: The term of office for elected officers of the Club shall be two (2) years and shall begin June 1 of the elected year. The election of the Board shall be staggered. The President, Administrative Director, BAC Representative, Membership Director, and Web Master shall be elected odd-numbered years. The Vice-President, Activities Director, Secretary, Treasurer, and Race Director shall be elected even numbered years.

The out-going President shall automatically assume the office of Past-President. Should the incumbent President be re-elected, the incumbent Past-President shall continue in office if he or She wishes. If the most recent President declines the opportunity to hold the office of Past-President, the opportunity shall pass to the next in line of former Presidents until one is willing to fulfill the position. If no former President is willing to serve, then the position will remain unfilled until such time as there is a former President is willing to serve.

Section 4. Filling Vacancies: Any vacancy on the Board caused by death, resignation or any other reason, may be filled by the affirmative vote of a majority of the Directors present at any meeting in which a quorum is present. The general membership must ratify the appointment by simple majority vote at the next scheduled General meeting. The term of office will be the balance of the current term as described in section 3 above.

Section 5. Exemption from Liability: Members of the Board of Directors will not be held liable for their actions.

Section 6. Voting on Board business: All Directors are entitled to vote on all Board business. Approval of all Board business shall require an affirmative vote by a simple majority of all Directors present at meetings where a quorum is established

ARTICLE IX

DUTIES AND POWERS

OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall act as the governing body of the Club and shall be responsible to the Club membership for the proper execution of these by-laws.

Section 2. The Board of Directors shall carry out the specific duties assigned elsewhere in the by-laws, and shall further complete such rulings as it may deem necessary to promote Club objectives and activities.

Section 3. The Board of Directors shall appoint such agents and/or committees, as it may deem necessary to conveniently carry on the affairs of the Club with such powers, as the Board may deem proper.

Section 4. The Board of Directors shall report to the membership. Any ruling made by the Board shall not be binding on the membership until it has been so announced. In the absence of an overruling vote by the membership (as in Sections 5) the announced Board action shall become binding.

Section 5. Overriding Board Decisions: Upon a majority vote of the members present, any decision by the Board can be discussed at a general membership meeting. Any such discussion or debate shall be confined strictly to the specific action in questions. (See Articles XIV and XV for exceptions.) Following discussion, a two-thirds majority vote of the quorum present shall be required to overrule the Board action in question (see Articles XIV and XV for exceptions).

Section 6. Financial Authority: The Board of Directors must authorize all financial transactions in excess of \$50 (including the securing of debt), subject to the following requirements:

- A. Two signatures will be required on all checks.
- B. Voting requirements described in Article VIII section 6 will be met.
- C. Expenditures of the Club will not exceed 90% of the revenue anticipated for any major event without the specific authorization of the Board.

Section 7. Board members of Snowchasers shall not be officers or board members of other ski clubs if, in the opinion of the nominations committee, a conflict of interest could result.

Section 8. All decisions made by the Board of Directors shall be recorded in the minutes of the Board's meetings including the date the decision was adopted and explanation of why the ruling was made.

Section 9. Use of Club Property: The Board of Directors must give prior approval of any use of club property, both tangible and intellectual. This shall include use of the Club logo, newsletter, membership information, physical assets, web page, and anything else that the Board considers property of the Club.

ARTICLE X GENERAL MEETINGS OF THE MEMBERSHIP

Section 1. The fiscal year of the Club shall be the twelve (12) months ending on the 31 day of May.

Section 2. The annual meeting of the Club shall be held at the first regular meeting in May and at such place and upon reasonable written notice as the Board of Directors may determine. The purpose of this meeting is to elect officers and conduct any other Club business as necessary.

Section 3. The Board of Directors shall determine the day and time of the regular meetings that are to be held during the year.

Section 4. Fifteen percent (15%) of the membership or twenty-five (25) members of the Club

eligible to vote, whichever is less, shall constitute a quorum for doing any official business beyond exchange of information and social interaction at any meeting of the Club.

ARTICLE XI COMMITTEES

AND ELECTION OF OFFICERS

Section 1. The President shall appoint such special committees that in his or her judgment, may be necessary to carry on the work of the Club. Officers shall appoint members for their respective standing committees.

Section 2. All committees shall consist of a chairperson and at least two committee persons. All committee members must be Club members.

Section 3. Elections: The annual election of officers shall be at the first general meeting in May. The Board shall set a timetable for nominations for Club officers and publish this schedule to the membership. The President shall call for nominations from the floor at the three regular meetings scheduled prior to the closure of nominations. All nominations to club offices must be seconded by another member and accepted by the nominee before being placed on the ballot. A ballot shall be sent by mail to each member of the Club with the notification of the date of the annual meeting, subject to the following:

- A. Elections shall be by secret written ballot.
- B. Ballots are to be sent via US mail, to all adult members of record on April 15 of the current year, as kept by the Membership Director. The deadline for return of the ballots will be set by the Board of Directors, with a minimum of fourteen days from the date of mailing. The Board may elect to include ballots with the newsletter and require return by the General meeting held the first meeting in May.
- C. Collection of the completed ballots is the responsibility of the Club Secretary.
- D. To be valid in the election, ballots must be completed and in possession of the Secretary at or before the annual meeting. The Secretary will keep the ballots confidential and sealed until the annual meeting.
- E. At the annual meeting, the ballots are opened by the Secretary and Past-President. Total votes received by each candidate shall be tallied but kept confidential by the Election Committee.
- F. The candidate who receives the most votes on all ballots cast wins the election. In cases of ties, the Board will determine the winner as described above in Article VIII, section 6.
- G. Unopposed candidates shall be elected by right of acclimation and will not appear on the ballot.

ARTICLE XII PROCEDURE

Section 1. Robert's Rule of Order shall be parliamentary authority for all matters of procedure not specifically covered by the by-laws, or be specific rules of procedures

adopted by the Club.

Section 2. The Club shall have a written policy statement. Said statement shall apply to special circumstances not covered in the by-laws. The Board of Directors, by majority vote, shall update or revise the policy statement as needs require. The policy statement shall have the weight and force of the by-laws.

Section 3. The Board shall complete a formal compliance review of the By-laws annually. If a procedure or activity of the Board or the general membership is found to be out-of-compliance with requirements of the By-laws, the Board will either institute a change in practices or approve an amendment in the By-laws to bring about full compliance. The Secretary shall see that all Board members receive a copy of the current By-laws.

ARTICLE XIII BY-LAW AMENDMENTS

Any member of the club in good standing may propose an amendment to the By-laws. The proposed amendment shall be delivered in writing to the Club Secretary. The Board of Directors shall recommend or disapprove the amendment within 60 days of its receipt by the Secretary. If approved by the Board of Directors, the amendment must then be ratified by the affirmative vote of two-thirds of all members present at a special meeting of the membership called for the purpose of considering the amendment.

ARTICLE XIV DISSOLUTION

This corporation shall use its assets only to accomplish the object and purpose specified in Article n hereof, and no part of said assets of the corporation shall be distributed to the members of this organization. On dissolution, the assets of the corporation shall be distributed to one or more regularly organized, qualified charity organizations to be selected by the Board of Directors, such assets to be used for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code and as the same may be amended from time to time.

ARTICLE XV SUSPENSION OR EXPULSION

Section 1. Refusal or neglect on the part of any member to comply with the provisions of these by-laws of the Club shall render such person liable to suspension or expulsion from membership by action of the Board of Directors.

Section 2. Suspension: Minor violations of Official club policy governing actions during club activities, including financial indebtedness to the Club, shall warrant suspension.

Section 3. Expulsion: In the event that any member repeatedly violates the by-laws and

conducts his-self or her-self in a manner likely to injure or discredit the reputation of the Club or ignores the Board policy for appropriate conduct during Club functions, the member shall be subject to expulsion from the Club.

The Board of Directors shall have the power, by two-thirds (2/3) of its vote, to expel such member subject to the following restrictions:

- A. Charges alleging such violations or misconduct must first be brought against the member in writing and presented at a meeting of the Board of Directors
- B. Any member charged shall be notified either by letter or other means of communication.

Section 4. Appeal: Any member suspended or expelled shall have the right of appeal by appearing before the Board of Directors with witnesses on his or her behalf and stating the facts surrounding the violation, suspension, or expulsion, if said person fails to appear without just cause, automatic suspension or expulsion will ensue. Reinstatement is at the discretion of the Board of Directors. The Club at the discretion of the Board will retain all monies.

Section 5. Removal of officers and directors: Upon a vote of two-thirds (2/3) of the Board of Directors, any officer of this corporation shall be suspended or expelled from office and the Board of Directors until such time as the Board of Directors or until he/she shall be reinstated to office under provision of Article XV, Section 6.

Section 6. Method of appeal for officers and directors: Upon notice of suspension or expulsion by the Board of Directors, any officer or director may appeal to the general membership of the Club by securing not less than ten (10) letters of confidence, which may then be brought to the next general business membership meeting where a quorum, as defined in Article X, Section 4, may overrule and reverse the action of the Board.

ARTICLES XVI RESOLUTION OF DISPUTES

Disputes over the interpretation or administration of the By-laws not involving the Board of Directors as a body, shall be referred to the Board of Directors. The decision of the Board in such cases shall be final and shall not be subject to membership discussion or action as set forth in Article VIII, Section 6. If the Board of Directors as a body is challenged in a dispute, then the Club membership will vote to resolve the dispute.