

Mountain High Ski and Snow Sports Club

Bylaws

Article I. General

Section 1. Purpose. The purpose of this corporation (hereinafter referred to as the Club) is to promote skiing, snow sports and other recreational and social activities designed to increase the enjoyment of its active members.

Section 2. Business Year. The fiscal year of this Club shall be July 1st to June 30th. An annual fiscal audit will be conducted by the board.

Section 3. No Compensation for Volunteered Services. The Club is a nonprofit organization and relies upon the volunteered assistance of its members. No compensation shall be paid to officers, directors, committee members, or trip captains for serving in these (or similar) volunteered offices or capacities.

Section 4. Affiliations. This Club is of itself and not subject to the by-laws, articles or any other document or restrictions of any other Club.

Section 5. Alcohol Policy. The Club shall maintain an alcohol policy in its records consistent with requirements of its liability insurance policy. Club members are expected to be fully responsible for their actions and conduct resulting from the consumption of alcohol. Failure to act responsibly may result in expulsion from the Club.

Section 6. Liability Insurance. The Club shall maintain Commercial General Liability Insurance coverage and Director's and Officer's Liability coverage. Review and purchase to be done by BOD on an annual basis.

Article II. Membership

Section 1. Qualifications. Any person twenty-one (21) years of age or older, and of good reputation and character, may apply for membership.

Section 2. Admission. A member is a qualified applicant who has been accepted by the Board of Directors and who has paid the required dues for the applicable membership year.

Section 3. Dues. The Board of Directors shall establish a membership application form, shall set the annual dues and time of payment, and may also establish prorated dues for a member joining during the membership year.

Section 4. Rights and Obligations. Each member may attend meetings of the membership, is entitled to vote on matters to be determined by the membership, and is eligible to participate in any function of the Club upon payment of any required charge therefore. Each member is required to adhere to the bylaws of the Club and to the policies and activity guidelines of the Club.

Section 5. Non-Member Policy. Club activities are for members only. Some activities are open to non-members, as documented in the SOP.

Section 6. Resignation. A member may resign from the Club by submitting to any Club officer or Board Member a written resignation, paper or electronic. Dues will not be refunded to a member who voluntarily resigns.

Section 7. Expulsion. Any member, who for any act or conduct, which by the decision of the Board of Directors is injurious to the best interest of this Club, may be expelled from office and/or from the Club upon a two-thirds (2/3) affirmative vote of the Board of Directors.

Section 8. Meetings.

- A) **Board Meetings.** Meetings of the board shall be held monthly on such a day as determined by the Board of Directors. Robert's Rules of Order shall control all procedures not covered by these Bylaws.
- B) **Annual Meeting.** The Annual Meeting of the Club shall be held in the Month of May or at such other date as the Board of Directors shall determine.
- C) **Notice.** A written notice of the date, time, and place shall be mailed or electronically transmitted to the members not less than 15 days before the regular meeting and annual meeting and 10 days prior to a special meeting.

Article III. Dues

- A) **Dues.** Membership dues shall be established by the Board of Directors
- B) **Payments.** Policy will be maintained in an SOP.
- C) **Payment of Expenses.** Policy will be maintained in an SOP.

Article IV. Officers & Board of Directors

Section 1. Authority. The property, affairs, activities, and concerns of the Club shall be vested in a Board of Directors, who shall have the responsibility for the management of the Club. The Board of Directors shall consist of elected officers and appointed board members as described below.**Section 2. Officers.** The elected officers of this Club shall be President, Vice President, Secretary, Treasurer and immediate past president (who will also be an officer).

Section 3. Officer Qualifications. A candidate for an elected office in this Club must have been an active member for at least one (1) year and agree to remain an active member during the term of office for which he is a candidate.

Section 4. Officer Nominations and Elections.

- A) **Nominations.** A nominating committee shall be approved by the Board of Directors prior to the regular May membership meeting. Nominations will be closed at the end of the April Board of Directors meeting.
- B) **Elections.** Elections for the officers of this Club shall be held at the annual meeting. Mail in ballots and/or electronically submitted ballots must be received by the election officials prior to the meeting.
- C) **Term of Office.** Each officer shall hold office for one (1) year or until a successor is elected and qualified.
- D) **Vacancy.** If a board member's position becomes vacant because of death, resignation, or removal, the Board of Directors shall elect a successor to serve for the unexpired term.
- E) **Removal.** A director may be removed, with cause, by a two-thirds majority vote of the Board of Directors (provided a quorum is present).

Section 5. Officer Duties.

- A) **President.** The President shall be the chief executive officer of the Club, and shall chair the Board of Directors, shall preside over all of its meetings and all of the business meetings of the Club, and may appoint additional directors. The President shall assign duties to officers and directors as required by the Bylaws.

The President shall also perform the Club's list of primary responsibilities assigned to the President's position as specified in an SOP.

- B) **Vice President.** The Vice President shall perform the duties of the President due to absence or inability to act. He shall be responsible for expediting and coordinating committee assignments and activities, shall act as liaison between the President and committees and shall make Club meeting arrangements.

The Vice President shall also perform the Club's list of primary responsibilities assigned to the Vice President's position as specified in an SOP..

- C) **Secretary.** The Secretary shall take the minutes, have such minutes distributed at all meetings except committee meetings.

The Secretary shall also perform the Club's list of primary responsibilities assigned to the Secretary's position as specified in an SOP.

- D) **Treasurer.** The Treasurer shall have custody of all funds and keep complete records of funds, report status of same at all Board meetings be responsible for the acquisition and management of all financial programs, and provide basic budget information for all Club functions.

The Treasurer shall also perform the Club's list of primary responsibilities assigned to the Treasurer's position as specified in an SOP.

Section 6. Board of Directors (BOD). The members of the Board of Directors of this Club shall be President, Vice President, Secretary, Treasurer, Immediate Past President and other appointed directors as necessary. The following appointed director positions may be appointed by the President to assist in Club management: Membership, Communication (Newsletter), Skiing, Trips, Social Events, Database/IT, NWSCC, Community Service and others as needed.

Section 7. Director Qualifications. Any member may be appointed or elected to a directorship if they have been an active member for at least one year immediately prior to their appointment or election.

Section 8. Director Vacancy. If a director's position becomes vacant because of death, resignation, or removal, the President will nominate a successor, which shall be ratified by the BOD to serve for the remainder of the unexpired term.

Section 9. BOD Duties are the Establishment of Policies and Regulations. It shall be a primary function of the BOD to establish the general policies, goals, and priorities of the Club, and to adopt rules, activity guidelines, regulations, and operating procedures that are designed to manage and monitor all activities of the Club, and to oversee the officers, committees, and any employee of the Club

as those persons carry out the policies and procedures adopted by the membership and the BOD.

Section 10. Club Property and Expenses. A primary function of the BOD shall be to establish and oversee fiscal procedures to ensure that money and property of the Club is preserved, that no expenditures shall be made unless authorized by the BOD, that a required level of expenditure shall be substantiated by receipt or of the appropriate written documentation, and to establish appropriate internal and external auditing procedures. Club property for which BOD maintains responsibility includes bylaws, minutes, procedures, bank authorizations, and insurance policies.

The Treasurer, President and Vice President will be authorized to sign checks for expenditures.

Section 11. Meetings. The BOD shall hold a regular meeting at least once each calendar month. Special meeting may be called at any time by the President or at the request of any four (4) members of the board. Written or verbal notice must be given at least ten (10) days prior to regular meetings and five (5) days prior to Special Meetings. The Directors may also hold a meeting of the BOD by means of telephone conference call, or electronic means of communications, and participation in a meeting pursuant to this method shall constitute presence in person at the meeting.

Section 12. Quorum. Attendance by two-thirds (2/3) of the directors shall constitute a quorum.

Section 13. Attendance. A Director shall be expected to attend all regular membership and BOD meetings, and shall accept the duties and responsibilities of the position as directed by the President or BOD.

V. Voting

Section 1. Ballot. The method by which the Members shall elect officers, amend bylaws, and determine all other substantive matters upon which they are entitled to vote, shall be by show of hands, written ballot, e-mail, FAX, or other electronic means and in accordance with the procedures specified herein. The Board shall set a Voting Deadline Date for the return of the ballots.

Section 2. Voting Information. The Board shall prepare voting information which is to be made available to the membership ten (10) days prior to the elections, and provide a ballot to be available at the meeting or on-line at election time.

VI. Committees and Appointed Positions

Section 1. Special Committees. The President or the BOD may from time to time establish special committees which shall be chaired by members appointed by the President.

Section 2. Committee Meetings. Each committee shall meet at such times and places as directed by the chairperson.

Section 3. Term of the Chair and Committee Members. The committee chairperson shall serve at the direction of the President and BOD, who may remove and replace the chairperson or any member of the committee at the sole discretion of the BOD.

VII. Amendments

Section 1. Amendment by Membership. The members may amend or modify the Bylaws at the annual meeting by an affirmative vote of a majority of the members voting thereon.

Section 2. Amendment by Directors. The Board of Directors may make non-substantive, housekeeping amendments to the Bylaws by an affirmative vote of two-thirds of all of the directors, provided that more than 45 days prior to such vote the Board of Directors has sent to the membership a written notice of the proposed amendment.