

# Mountain High Ski and Snow Sports Club

## Bylaws

### Article I. General

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**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 members.

**Section 2. Business Year.** The fiscal year of this corporation shall be May 1st to April 30th. An annual Audit will be conducted by the board.

**Section 3. No Compensation for Volunteered Services.** The corporation 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.

### Article II. Membership

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**Section 1. Qualifications.** Any person of good reputation and character 21 years of age or older 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. Meetings.**

A. Meetings of the board shall be held monthly on the first Tuesday of each month or on such other day as determined by the Board of Directors. Special meetings of the members may be called from time to time 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 to the members not less than 15 days before the regular meeting and annual meeting and 10 days prior to a special meeting.

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

**Section 7. Suspension or Expulsion.** The Board of Directors shall have the power, by the affirmative vote of a majority of a quorum present, to suspend for any period of time, or to expel, or to preclude for any period of time the right to apply for readmission, because of any conduct on the member's part or on the part of a guest for whom a member is responsible which, in the opinion of the Board, is prejudicial to the welfare, best interests, or reputation of the club, or for any conduct in violation of the Bylaws or established rules, or activity guidelines of the Club. The Board of Directors shall be the sole judge as to whether such conduct warrants expulsion, suspension, or preclusion for readmission.

**Section 8. Non-Member Policy.** Mt. High activities are for members only. Specific activities may be designated as mixers or designed to attract new members at the discretion of the Board. A member's child (under 21) will be considered a member when attending activities designed to include children if accompanied by the parent-member or legal guardian.

### **III. Board of Directors**

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**Section 1. Number.** The Board of Directors of the Club each year shall consist of:

- a) The immediate past president (who shall act as Parliamentarian);
- b) The following persons elected at the annual election of officers: President, Vice President, Secretary, Treasurer,

c) Additional directors as deemed necessary will be appointed at the discretion of the president.

**Section 2. Term of Office.** An elected director and an appointed director shall serve for a one-year term or until such director's successor is elected or appointed.

**Section 3. 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.

**Section 4. 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. 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.

**Section 6. Establishment of Policies and Regulations.** It shall be a primary function of the Board of Directors 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 Board.

**Section 7. Club Property and Expenses.** A primary function of the Board of Directors 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 Board of Directors, that all expenditures shall be substantiated by receipt or other appropriate written documentation, and to establish appropriate internal and external auditing procedures.

**Section 8. Meetings.** The Board of Directors shall hold a regular meeting at least once each calendar month. Special meetings may be called at any time by the President or at the request of any four members of the Board. Robert's Rules of Order shall control all procedures not covered by these Bylaws. Written or verbal notice must be given at least ten days prior to regular meetings and five days prior to Special Meetings. The Directors may also hold a meeting of the Board by means of telephone conference calling or other similar communication procedure by means of which all Directors participating in the meeting can communicate with one another, and participation in a meeting pursuant to this method shall constitute presence in person at the meeting. Written or verbal notice must be given at least five days prior to such meeting.

**Section 9. Quorum.** Attendance by two-thirds of the directors shall constitute a quorum.

**Section 10. Attendance.** A Director shall be expected to attend all regular membership and Board of Directors meetings, and shall accept the duties and responsibilities of the position as directed by the President or Board of Directors.

## **IV. Officers**

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**Section 1. Offices.** The officers of the Club shall be President, Vice President, Secretary, and Treasurer, who shall be elected each year by the members.

**Section 2. Qualifications.** To be eligible for election as an officer, a candidate shall have been a member for the entire year immediately preceding the election.

**Section 3. Term and Vacancy.** An officer shall serve for the one-year term and shall hold office until a successor is elected. If an officer's position becomes vacant because of death, resignation or removal, the Board of Directors shall elect a successor to serve for the remainder of the unexpired term.

### **Section 4. Duties.**

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

**B. Vice President.** The Vice President shall perform the duties of the President in the absence or inability of the President to act, and shall be responsible for expediting and coordinating committee assignments and activities, and shall act as liaison between the President and committees.

**C. Secretary.** The Secretary shall take the minutes, have such minutes typed and distributed at or before all Board meetings except committee meetings, and be in charge of all corporation correspondence.

**D. Treasurer.** The Treasurer shall have custody (on behalf and in the name of the corporation) of all funds and all items of value as may come into the corporation's possession, keep complete records of funds, give financial reports at or before all regular Board meetings and at the annual meeting, be responsible

for the management of all financial programs, make Club billings, and provide basic budget information.

**Section 5. Removal.** An officer may be removed from office by the membership by a vote of the majority of the members who vote on the removal and, if so removed, the vacancy for that officer's term of office shall be filled by the Board of Directors.

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## V. Voting

**Section 1. Written 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 written ballot, e-mail or FAX and in accordance with the procedures specified herein. The Board shall set a Voting Deadline Date for the return of the ballots. The Voting Deadline for the annual election of officers shall be 7:00 p.m. of the day of the annual meeting.

**Section 2. Voting Information.** The Board shall prepare voting information/ballot to be available at the meeting or on-line at election time.

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## VI. Committees and Appointed Positions

**Section 1. Special Committees.** The President or the Board of Directors 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 pleasure of the President, who may remove and replace the chairperson or any member of the committee in the sole discretion of the President.

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## VII. Amendments

**Section 1. Amendment by Membership.** The members may amend 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.