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THE SKIWI SKI CLUB, INC.
(a Michigan not-for-profit corporation)

CONSTITUTION AND BYLAWS

ARTICLE I

NAME

The name of this non-profit corporation shall be THE SKIWI SKI CLUB, INC. hereafter referred to as the Club.

ARTICLE II

PURPOSE

The purpose for which the Club was organized is to encourage interest in skiing and group social activities, and to promote friendship and sportsmanship.

ARTICLE III

MEMBERSHIP

Section 1:

Membership in the Club shall be open to all individuals, regardless of race, creed, color, who meet the requirements set forth in these Bylaws. Applications for membership shall be approved by the Membership Committee in accordance with the provisions set forth in these Bylaws. In considering applications for membership, no person shall be discriminated against for any reason whatsoever.

Section 2:

Membership classifications:

A.	Active
R	Associate

Section 3:

A. **Active Membership:** Active Membership shall be available to any individual who has reached the age of twenty-one (21) years. Except as may otherwise be authorized by the Board of Directors, Active Membership shall be limited to those persons who have been Associate Members for a period of at least six months, are current in membership dues, and are in good standing as determined by the Board of Directors. Active Members shall be able to vote and participate in the management of the Club as defined in Article V, Section 2, Paragraph A. Qualifications of each member shall be reviewed prior to all elections and membership renewal.

B. **Associate Membership:** Associate Membership shall be defined as anyone who has reached the age of twenty-one (21) years, is current in their membership dues, but does not fulfill the requirements of any other membership category. Associate members may use the facilities, services and privileges extended to Active Members. Associate Members shall not hold office, vote, or participate in the management of the Club. An Associate Member may be reinstated to Active Membership upon satisfying Active Membership qualifications, or by Board approval. Qualifications of each member shall be reviewed prior to all elections and membership renewal.

C. **Honorary Membership:** Upon recommendation of any Active Member and approval of the Board, Honorary Membership may be extended to anyone who does not currently hold another membership category. Honorary Members may use the facilities, services, and privileges extended to Active Members, subject to any limitations imposed by the Board; however, they shall not hold office, vote, or participate in the management of the Club.

D. **Alumni Membership:** Alumni of the Club may have newspaper mailing privileges available to them at a fee stipulated by the Board of Directors. No other privileges shall be available to these members. Alumni membership will be limited to those members who have been active at least three (3) years and who do not currently hold another membership category.

Section 4:

Application

A. Application for membership shall be submitted for approval to the Membership Committee upon the applicant meeting the requirements as set forth by the Bylaws.

B. Applicant shall pay membership fee prior to becoming a member.

C. Membership may be closed by Board action any time it deems necessary.

D. Membership may be revoked by Board action for any member who does not guide himself/herself in accordance with the Club Bylaws and in the best interest of the Club.

E. The Board of Directors, with the approval of 2/3 of the Board Members present, has the right to make exception to the above rules of membership.

Section 5:

Dues

Annual membership fees shall be continuous for twelve (12) months.

Membership renewal shall be on or before the end of the month the member joined from the previous year. Membership shall be at the appropriate member rate. dues shall be used for operating the Club.

ARTICLE IV

MEETINGS

Section 1:

Regular membership meetings of the Club shall be held monthly. Special meetings may be held, when deemed necessary, with the approval of a quorum of Club Officers.

Section 2:

Board of Directors meetings shall be held monthly.

Section 3:

All membership and Board meetings shall be with advance notice. A joint Board meeting of old and new Officers must be held in accordance with Article V, Section 3.

Section 4:

Committees shall have meetings called by the Chairperson of said committee or by the President.

Section 5:

Any member entitled to vote at a meeting may vote by proxy, provided a quorum is otherwise present. All proxies shall be in writing and shall be signed by the member issuing the proxy.

ARTICLE V

OFFICERS

Section 1:

The elected Officers of the Club shall be the President, the Vice President, the secretary, the Treasurer, and two (2) Directors.

Section 2:

Elections

A. Qualifications of Candidates: Candidates for office shall be Active Members. Candidates for President and Director shall have a minimum of one year prior Board experience.

B. Qualifications of Voters: Eligibility for voting is limited to Active Members as defined in Article III, Section 3 of the Bylaws.

C. Election of Officers: Nominations shall be opened the first General Meeting of February and accepted by the Nominating Committee up to the Elections. All elections shall be held by secret ballot by the last General Meeting in April, including absentee ballots.

Section 3:

Term of Office

A. Officers shall serve a term of one (1) year. Exchange of materials and authority between old and new Officers shall occur at a special Board Meeting to be held following the elections and prior to the first General Meeting in May.

B. Vacancies: In the event of a vacancy of an elected Officer, all members shall be notified and an election will be held at the meeting following notification of said vacancy, according to these Bylaws. The elected successor(s) shall hold office for the remainder of the term. This election may be held by voice vote if running unopposed.

C. Recall of Officers: voting members shall have the right to recall any elected officer upon petition of 25% of the voting membership, and a majority vote in a special election. The officer in question will have the appropriate time to answer to charges at a Board of Directors meeting.

Section 4:

Duties (all officers shall refer to the Policy Procedure Manual for specific details.)

A. **President** - It shall be the duty of the President to:

- a. Be the official head and public spokesperson of the Club.
- b. Preside at all meetings (Board of Directors and Membership).
- c. Be responsible for all resolutions being put into effect.
- d. Appoint committee Chairpersons with majority approval of elected Officers.
- e. Provide an agenda for Board and General Meetings.
- f. Be responsible for the overall operation of the Club and of the committees.

B. **Vice President** - It shall be the duty of the Vice President to:

- a. Assist the President in the discharge of the above-stated duties.
- b. In the absence of the President, shall perform the duties of that office.
- c. Be the custodian of the current Club Bylaws, Policy and Procedure Manual and current Board Job Descriptions.
- d. Be responsible for and/or assist with the administration of the Club.

C. **Secretary** - It shall be the duty of the Secretary to:

- a. Keep the minutes of each Board meeting.
- b. Conduct the correspondence pertaining to the Club.
- c. Be responsible for the safekeeping of such records.
- d. Provide copies of minutes of Board of Directors meetings for Board approval.
- e. Provide copies of approved minutes of Board of Directors meetings for General Membership as requested.

D. **Treasurer** - It shall be the duty of the Treasurer to:

- a. Be responsible for the funds of the Club.
- b. Keep a correct and itemized account of all receipts and disbursements.
- c. Deposit all monies in the name and to the credit of the Club in a timely manner.
- d. Only disburse funds with the approval of the Board of Directors or the committee chairperson. Withdrawals from the Club account shall be made only with joint signatures of two (2) of the elected officers.
- e. Make proper vouchers for all disbursements.
- f. Render to the members at the monthly Board meeting, an account of all transactions performed by his/her office and of the financial condition of the Club.
- g. Present a complete financial statement to the board at the end of his/her term of office.
- h. Require receipts and invoices for all club expenditures.
- i. Refer to Article VIII, Section 2, C & D for more details.

E. **Directors** - Directors shall act in advisory capacity to the chairpersons and Board of Directors and shall coordinate the activities of all committees as assigned by the Board.

ARTICLE VI

BOARD OF DIRECTORS

Section 1:

The Board of directors shall consist of:

- A. Six (6) elected officers
- B. Eight (8) appointed standing - committee chairpersons
- C. One (1) MDSC Representative
- D. One (1) Sergeant of Arms

Section 2:

A. Each position of the Board of Directors shall have on (1) equal vote, and ability to make and second motions. In the event of absence of the Chairperson of the standing committee, the Vice-Chairperson or another member of the committee, with the approval of the committee chairperson, will have the right to vote and make motions. In the absence of the Chairperson, vice-Chairperson, or the Chairperson's appointee, no vote is to be considered from the particular committee involved.

B. Each member of the Board of Directors shall present a summary report of their current respective activities at each Board of Directors meeting, and shall prepare a written and complete report of all activities at the end of his/her term.

C. The president shall not make motions, and shall vote only in the event of a tie.

Section 3:

Quorum: Two thirds (2/3) of the Board of Directors constitutes a quorum, and a majority of those present must approve to pass a motion.

Section 4:

A. Board of Directors shall carry out the mandates and policies of the Club.

C. Subject to the provisions of these Bylaws, the Board of Directors has full power and complete authority to perform all acts and to transact all business on behalf of the Club.

ARTICLE VII

COMMITTEES

Section 1:

Nominating Committees: A nominating Committee shall be appointed by the Board of Directors by the first General Meeting in January. This committee shall conduct the elections, and shall check the qualifications of all nominees. They shall publish a set of rules by the first week of February on how the elections shall be conducted prior to the opening of nominations, and publish a procedure for absentee ballots as approved by the Board. As well as publishing a set of qualifications for said nominees, they may recruit members for assistance in conducting said elections. The committee will announce nominees for office and accept nominations from the membership. This committee shall hold no vote within the Board of Directors.

Section 2:

Standing Committees: The Standing Committees of the Club shall be eight (8) in number. (All committees shall refer to the Policy and Procedure Manual for specific details.)

A. **Membership Committee** - It shall be the duty of the Membership Committee to:

- a. Process applications.
- b. Review the qualifications of potential members.
- c. Provide a list of eligible voting members to the Election Committee prior to elections.
- d. Collect and record dues payments.

f. Maintain an updated listing of members for use in obtaining address labels.

B. Editorial Committee - It shall be the duty of the Editorial Committee to keep the Club informed of all activities and events through a monthly publication which is mailed to each member's home address. (** Refer to Article VIII, Section 2, Paragraphs C & D)

C. Social Committee - It shall be the duty of the Social Committee to plan, organize, and carry into effect all social activities of the Club, except skiing, racing and sports activities, and coordinate with other committees. (** Refer to Article VIII, Section 2, Paragraphs C & D)

D. Ski Committee - It shall be the duty of the Ski Committee to plan, organize, and carry into effect all ski activities with the exception of racing. (** Refer to Article VIII, Section 2, Paragraphs C & D)

E. Racing Committee - It shall be the duty of the Racing Committee to plan, organize, and carry into effect all ski racing activities. (** Refer to Article VIII, Section 2, Paragraphs C & D)

F. Hospitality Committee - It shall be the duty of the Hospitality Committee to greet and assist members and guests at meetings and activities, and to plan and execute procurement of entertainment at General Membership meetings. (** Refer to Article VIII, Section 2, Paragraphs C & D)

G. Sports Committee - It shall be the duty of the Sports Committee to plan, organize, and carry into effect all sports activities of the Club, except skiing and ski racing, and coordinate it's activities with other committees. (** Refer to Article VIII, Section 2, Paragraphs C & D)

H. Publicity Committee - It shall be the duty of the Publicity Committee to publicize the Club and it's activities through various media both internal and external to the Club. (** Refer to Article VIII, Section 2, Paragraphs C & D)

ARTICLE VIII

FINANCIAL OPERATION

Section 1:

A. No expenditure shall be made of Club funds unless authorized by a majority vote of the Board of Directors or by the committee Chairperson.

B. All Club trips and activities must be approved by the Board of Directors prior to expenditure of funds. Proposed events must include a financial estimate prior to approval.

C. No expenditure shall be made of Club funds to the Board of Directors for compensation for the performance of duties as stated in Article V, Sections 4 and Article Vii of the Bylaws unless authorized by a majority of the Voting Membership present at a regular General Meeting.

Section 2:

Financial Reports

A. The Treasurer shall submit a detailed financial report at each Board of Directors meeting, to include, but not to be limited to: income and expense by Committees and events, outstanding deposits, committed funds, uncommitted funds, and total funds on deposit.

B. The Treasurer will submit a general statement of the financial condition of the club when requested by the Membership. A detailed financial statement will be made available per specific request.

C. Each trip and activity Chairperson shall submit a detailed financial report first to the respective Club Committee Chairperson, and then with his/her approval, to the Treasurer. This report shall include, but is not limited to: itemized income and expenses (including receipts and invoices), refunds, credits, number of participants, correspondence, and future recommendations.

D. Failure to submit a complete financial report within one (1) month following the event shall result in removal of the event Chairperson from active membership, unless extended by the Board of Directors.

Section 3:

Funds

A. All funds collected from individuals for payment for Club funded activities shall be turned over directly to the Club Treasurer in a timely manner.

B. No disbursements of Club funds shall be made without submittal of a valid Check Request to the Treasurer.

Section 4:

Fiscal Year/Budget

A. The fiscal year of the Club shall be from May 1st of one year until April 30th of the following year.

B. A budget for the fiscal year shall be approved by the Board of Directors for the purpose of managing Club funds. It shall be the responsibility of the elected officials or a designated committee to plan the budget and present it to the Board. The budget may be reviewed and revised by the Board at any time during their administration.

C. Sufficient funds to cover deposits, refunds, projected expenses, etc. shall be passed on from one administration to the next.

D. The format and details of the budget shall be as outlined and directed in the Club Policy and Procedure Manual.

E. Copies of the proposed and approved budget shall be available to Club Members.

Section 5:

Subsidies and Compensation

The Board of Directors may vote to subsidize or compensate the Active Membership of the Club according to the guidelines set forth in the Club Policy and Procedure Manual.

ARTICLE IX

CLUB RESPONSIBILITY

The Club shall not be liable to any member or guest, or to the relative of any member or guest, for injury or loss to person or personal property at any meeting or activity sponsored by the Club.

ARTICLE X

PARLIAMENTARY PROCEDURE

In the absence of any provision in these Bylaws to the contrary, all meetings of the Club and the Board of Directors shall be governed by the parliamentary rules and usage contained in the current edition of ROBERT'S RULES OF ORDER.

ARTICLE XI

AMENDMENTS

Section 1:

These Bylaws may be amended in whole or in part by a two thirds (2/3) majority vote of Active Members present at a General Meeting.

Section 2:

Amendments may be proposed to the membership by:

- A. A simple majority vote of the Board of Directors, or
- B. A petition bearing the signatures of a minimum of twenty-five (25) Active Members.

Section 3:

- A. A copy of the proposed amendment(s) must be submitted by mail to all voting members, at least ten (10) days prior to the published date for voting.
- B. Pro and con opportunities for discussion will be provided.

ARTICLE XII

POLICY AND PROCEDURES MANUAL

- A. the Board of directors shall maintain a manual of Club policy and procedures. Contents shall be available to Club members.
- B. The Board shall notify Club members, in a timely manner, of any changes in the Manual.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Club shall indemnify each member of the Board of Directors and each Officer of the Club at any time in office, whether prior or subsequent to the adoption of this Bylaw, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Board member or Officer of the Club against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believes to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Club; and with respect to any criminal action proceeding, shall not have had reasonable cause to believe that his or her conduct was unlawful.. The foregoing right of indemnification shall not preclude any indemnification of any such Board member or Officer or any employee or other person acting for or in the interests of the Club, to which such Board member, Officer, employee, or other person may be entitled by law or by virtue of any document or agreement, or which may be legally provided or afforded by or under any action by the members an/or Board members or this Club. All rights of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of the person involved.