

# Southbay Ski Club

## BYLAWS

### **ARTICLE I MEMBERSHIP**

#### **Section 1 - Members**

Membership shall be open to all individuals who subscribe to the goals and purposes of this club which are to make skiing more available, to promote and enhance the sport of skiing and related recreation, to encourage development of safe practices and proficiency, and to foster related social activities.

There are three Classes of membership: Active, Associate and Honorary.

#### **Section 2 - Active Members**

Active members shall be entitled to all rights and privileges of the club, and shall share in its responsibilities. Active memberships shall be limited to a maximum of seventy five (75). Each active member shall have one vote.

#### **Section 3 - Associate Members**

The spouse/adult partner of an Active member and their children under 21 years of age are eligible for Associate Membership. The Active Membership, together with the voting rights and privileges, may be transferred to the adult Associate Member upon written notification to the Secretary, where upon the transferee becomes the Active Member.

Associate Members may serve on committees but not as an officer, nor have voting privilege.

#### **Section 4 - Honorary Members**

Honorary Membership may be conferred upon any person upon approval of the Board of Directors. Such membership shall be restricted to persons whose extraordinary activities and public utterances are consistent with the purposes of the club and shall be conferred for a period of one (1) year only, subject to renewal by approval of the Board of Directors. Honorary Members are not eligible to hold any office or exercise voting privileges, but are eligible to participate in all other club activities.

#### **Section 5 - Election to Membership**

Any Active Member may sponsor eligible prospective members. Application for membership shall be made on the proper form [Application for New Membership] after the prospective member has attended at least two (2) club activities. Such application, accompanied by the initiation fee and dues, shall be submitted to the membership committee chairperson. The said chairperson shall present the properly executed application to the membership committee at least two (2) weeks prior to the next regular club meeting. Upon a favorable recommendation, the pending application is to be announced to the membership. Without objection the applicant shall be declared elected to membership at the next regular meeting of the club. The previously submitted initiation fee and dues shall then be turned over to the Treasurer.

#### **Section 6 – Expulsion**

A member may be deprived of club membership only by a two-thirds (2/3) majority vote of the Board of Directors taken at a meeting of the Board. Such action may be taken only in the case the member deliberately fails to abide by the regulations of the club, or is guilty of conduct not in conformity with club objectives.

## **ARTICLE II FEES AND DUES**

### **Section 1 - Fees and Dues**

All fees and dues necessary for the financial health of the club will be established by the Board of Directors annually, with the consent of a majority of Active Members in attendance at a meeting announced for that purpose.

### **Section 2 - Initiation Fee**

There shall be an Initiation Fee payable when an Application for Membership is filed with the Membership Chairperson. This fee shall be returned if the applicant is not accepted.

### **Section 3 – Dues**

There shall be an annual dues period defined as that twelve month period ending each October 31<sup>st</sup>. Membership dues become payable November first. Members whose dues fall in arrears beyond December 1<sup>st</sup> shall automatically lose membership.

### **Section 4 - Reinstatement**

A delinquent membership may be reestablished with payment of current dues, late fees and/or assessments. A rejoining member will not be eligible for the new member proration as described in Section 5. An Initiation fee is required for reinstatement after absence of more than one year.

### **Section 5 - Annual Dues Rates**

The Board of Directors shall establish rates for membership, and a prorated schedule for new memberships according to date of acceptance to the club.

### **Section 6 - Other Fees**

There will be a summer rate and a winter rate for lodge occupancy.

### **Section 7 - Honorary Members**

Honorary Members shall be exempt from annual dues.

## **ARTICLE III MEETINGS**

### **Section 1 - Regular Meetings**

Membership meetings shall be held monthly, October through May, at a regular date, time and place to be determined by the Board of Directors. Meetings during the summer months may be called by the Board of Directors or President.

### **Section 2 - Special Meetings**

Special meetings may be called by a majority vote at any regular meeting at which a quorum is present, by the Board of Directors, or by the President. All Active Members shall be informed of such special meetings.

### **Section 3 - Board of Directors**

The Board of Directors of this club shall meet at least once every three months, or as called by the President, or as requested by any Board member

**ARTICLE IV QUORUM**

**Section 1 – Board Meeting**

Six members of the Board of Directors shall constitute a quorum for transaction of business of the Board.

**Section 2 – Membership Meeting**

Ten Active Members shall constitute a quorum for the transaction of business at any club meeting.

**ARTICLE V ELECTION OF OFFICERS AND DIRECTORS**

**Section 1 - Offices**

The offices to be filled by election are President, Vice-president, Secretary, Treasurer, Lodge Chairperson, and at least four Directors at large. There shall be no less than seven (7) and no more than thirteen (13) Officers and Directors.

**Section 2 – Nominations**

Nominations for all officers shall be made by a nominations committee appointed by the President and consisting of at least three (3) Active Members. The committee shall nominate at least one candidate for each office and shall present its nominations at the regular club meeting immediately preceding that at which the election is to take place. Additional nominations may be made from the floor by Active Members at either the meeting at which the committee's nominations are presented, or immediately preceding the election. All nominees must be Active Members and must give their consent to having their names placed in nomination.

Any adult Associate Member who wishes to run for office may do so with the provision that they will become Active Members during the next dues period.

**Section 3 - Election**

Election of officers shall be held in April of each year. Newly elected officers shall be installed in office at the first meeting following the election and shall serve for a term of one year or until successors are elected and installed. All elections shall be by secret ballot. The election of an officer shall require a majority of the votes returned. If only one candidate is nominated per office, election may be by acclamation.

**Section 4 - Vacancies**

Any vacancy in office shall be filled by a special election held at the next meeting following announcement of the vacancy.

**ARTICLE VI REPRESENTATION and AFFILIATION**

This club may affiliate with such regional and national skiing associations or other organizations as are consistent with club objectives. The Board of Directors may appoint members to represent the club in such organizations.

## **ARTICLE VII DUTIES OF OFFICERS**

### **Section 1 - President**

The President shall preside at all meetings of the club and of the Board of Directors. The President shall have general supervision of the administration of the club, shall appoint all committee chairpersons, and shall be an ex-officio member of all committees. The president shall not serve in excess of two consecutive terms.

### **Section 2 - Immediate Past President**

The immediate past president shall serve on the Board of Directors and provide continuity and expertise to the current officers and chairpersons.

### **Section 3 - Vice-President**

The vice-president shall preside in the absence of the president and shall assist in the organization and supervision of the committees, shall be responsible for planning entertainment for the monthly meetings, and coordinate club publicity.

### **Section 4 - Secretary**

The Secretary shall have custody of the club's Bylaws and all other permanent records and documents other than financial; shall record meetings of the club, conduct any correspondence, maintain the membership roster. Upon retirement, the Secretary shall turn over all records to the incoming Secretary.

### **Section 5 - Treasurer**

The Treasurer shall manage all monies of the club. Receipts from fees, dues, special events are deposited in a checking account at an accredited bank or Federal Savings and Loan, or Federal Credit Union approved by the Board of Directors. The account shall be established with four (4) signatures, including the Treasurer and three other officers. Checks must be signed by two officers.

The Treasurer shall make timely payments for insurance, taxes, utilities, and authorized club expenses, issue dues renewal notices in a timely manner, maintain and control the supply of lodge keys.

The Treasurer shall keep an accurate record of all financial transactions and make periodic reports to the membership, and prepare a budget estimate to the incoming Board of Directors in May for the purpose of establishing the rate of dues for the coming membership year starting November first.

At the end of the Treasurer's term an audit committee shall be appointed by the President or the Board of Directors to audit all financial records of the preceding year. Said audit committee shall then make its report to the Board of Directors prior to the installation of the new Treasurer. The retiring Treasurer shall then transmit all treasury books and undistributed funds to the incoming Treasurer.

### **Section 6 - Lodge Chairperson**

The Lodge Chairperson shall oversee lodge operations and maintenance, and shall preside over the lodge committee.

## **ARTICLE VIII COMMITTEES**

### **Section 1**

All Active and Associate Members are encouraged to serve on at least one committee during a year's time. Committee members may be appointed by the President or the Committee Chairperson.

### **Section 2 - Committees**

Committees of this club shall be: Membership, Newsletter, Lodge, Web Page, and Audit. Additional committees may be established by the President as a need arises. A committee may consist of one or more members except as required by these bylaws.

### **Section 3 - Duties of the Committees**

**a. Membership** The membership committee shall accept and process applications for memberships as in the Bylaws, Article 1, Section 5.

**b. Newsletter** The Newsletter Committee shall regularly publish and distribute to all Active Members, Honorary Members and prospective members, a newsletter containing input by officers, members and from other sources of interest to the membership.

**c. Lodge** The Lodge Committee shall designate a reservation taker who will regulate lodge occupancy and parking in accord with club policies. The Committee shall recommend to the Board of Directors reservation policies which maximize equitable lodge usage by the members and their guests.

The Lodge Committee shall prepare and organize the annual summer work plan for the minor maintenance, repair, replacement and upgrade of the lodge to be submitted to the Board for approval, and provide necessary supervision of approved tasks.

The Lodge Committee shall establish a procedure to provide advice and authorization for making emergency repairs. The committee shall determine and recommend for Board approval major repairs, and may invite bids for major repairs by contractors.

The Lodge Committee shall maintain and update lodge rules and procedure notebooks on site at the lodge.

### **Section 4 – Other Committees**

Other committees shall be appointed as needed by the President.

## **ARTICLE IX RULES OF ORDER**

Robert's Rules of Order, Revised shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of this club's Bylaws.

## **ARTICLE X AMENDMENTS**

These Bylaws may be amended by a secret ballot on which the existing bylaws and the proposed amendments are printed; the ballots are to be circulated to all Active Members. A two-thirds majority of ballots received shall determine whether or not the Bylaws are to be amended. Such amendment must be proposed in writing by an Active Member at the meeting immediately preceding the circulation of the ballot. The results thereof shall be announced at the next regular meeting following presentation of the written proposal.

## **ARTICLE XI DISSOLUTION OF THIS CORPORATION**

Upon dissolution of this corporation, after paying or providing for the payment of all its debts and obligations, all remaining property shall be perpetually and irrevocably donated or contributed to some other non-profit corporation, group or association or governmental body for the purposes of continuing or carrying on the same, or substantially the same primary purposes as those expressed as being the primary purposes of this corporation as set forth in the Article II of the Articles of Incorporation. It is expressly understood that upon dissolution, none of its assets shall inure to the benefit of any individual Member.

Southbay Ski Club, Incorporated 1958, San Jose, California