

PROPOSED

BYLAWS OF

THE WILMINGTON SKI CLUB, INC.

PROPOSED

TABLE OF CONTENTS

ARTICLE I – Purpose – _____ 2024

ARTICLE II – Officers – _____ 2024

ARTICLE III – Ski Club Council – _____ 2024

ARTICLE IV – Membership – _____ 2024

ARTICLE V – Meeting of Members – _____ 2024

ARTICLE VI – Contracts, Checks, Deposits, and Funds – _____ 2024

ARTICLE VII – Books and Records – _____ 2024

ARTICLE VIII – Finance – _____ 2024

ARTICLE IX – Dues – _____ 2024

ARTICLE X – Amendments – _____ 2024

ARTICLE I - PURPOSE

The Wilmington Ski Club, Inc. (hereinafter also referred to as the Ski Club) shall have for its purpose the promotion of the sport of skiing, snowboarding, and related indoor and outdoor recreational activities and may include participation in national and regional ski associations. Secondly, the Ski Club may promote other group activities as approved by the Wilmington Ski Club Council (hereinafter also referred to as Council).

ARTICLE II - OFFICERS

Section 1 - Officers

The officers of the Wilmington Ski Club, Inc. shall be a President, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer (as needed). If the office of President is vacated, the Vice President shall succeed as President, and a new Vice President shall be elected pursuant to Article II, Section 4. Elected officers shall be limited to two successive elected terms.

Section 2 - Election and Term of Office

The election of officers shall be completed by June 20th.

Candidates for elected office shall be nominated by Council, and these candidates will be presented to the Membership-at-Large at the regular April and/or May membership meetings. At these meetings, the members may nominate additional candidates. A candidate for an elected office must have been a member in good standing for at least one (1) year.

Electronic ballots/voting instructions will be sent to the Membership-at-Large by the Ski Club Newsletter Editor after the May Annual Meeting with a specified voting window. Votes received after the specified end date will not be counted. Any ties for an office will be broken by decision of voting members of Council. The Ski Club Newsletter Editor will send out an announcement of the new officers to the Membership-at-Large by the June club meeting.

The term of office shall begin on July 1 and shall run for the twelve (12) month period thereafter.

Section 3 - Removal

Any officer may be removed by the Ski Club Council. The process of removal of an Officer shall be initiated by formal complaint by a Ski Club member to Council. Council shall vote to dismiss the complaint or to initiate an investigation under the process for Disciplining a Member (Article IV, Section 5 of these Bylaws). If the discipline process is utilized, a Special meeting of Council shall be held to review the report of the Discipline Committee. Based upon the report of the Discipline Committee, an Officer may be removed by a majority vote

of Council.

Section 4 - Vacancies

Any vacant office may be filled by the affirmative vote of a majority of the Council at the next regularly scheduled Council Meeting (provided a quorum is present). An Officer elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 5 - Duties of Officers

1. President: The President shall oversee and coordinate the activities of the Wilmington Ski Club, Inc. and shall be Chairperson of Council.
2. Vice President: The Vice President shall handle the duties of the President in the President's absence and such other duties as the President directs. The Vice President shall be the Interclub Representative to the Eastern Pennsylvania Ski Council, and other like organizations.
3. Treasurer: The Treasurer shall have charge of the funds and securities of the Ski Club; shall receive monies paid to the Ski Club, and deposit such monies in the Wilmington Ski Club, Inc.'s name in such banks or other depositories as shall be selected for the purpose; and shall cause money to be paid out as the Ski Club may require. The Treasurer shall maintain the books of account of the Ski Club. The Treasurer shall have all the authority and perform all the duties normally incident to the office of Treasurer and shall perform such additional duties as may be assigned to the Treasurer by the Council.
4. Secretary: The Secretary shall maintain the Minutes of all Ski Club Council meetings and other meetings and shall handle such correspondence, whether digital or paper, as the President shall direct. The Secretary shall maintain an electronic file of the Minutes of the Council meetings summarizing the meetings and any motions passed by Council. Documents are retained based on the Retention Policy.
5. Assistant Treasurer: The Assistant Treasurer, in general, shall perform such duties as shall be assigned by the Treasurer.

Section 6 - Compensation

Officers as such shall not receive any compensation for their services.

ARTICLE III - SKI CLUB COUNCIL

Section 1 - Council Members

Ski Club Council (hereinafter also referred to as Council) positions shall consist of the Ski Club officers and the following Committee Chairpersons: Membership, Newsletter Editor, Webmaster, Activities, Trips, Legal, Meetings, and Business Management, and potentially others as deemed appropriate by Council. The Council shall serve as the governing body of the Wilmington Ski Club, Inc., and shall be considered to be the directors of the corporation.

Section 2 – Appointment of Council Members

The Officer-Elects shall meet after the election of Officers is complete, but no later than July 15th, to appoint or reappoint members of Council for the coming year. Council members shall serve for a term of twelve months to coincide with the terms of the Officers of the Ski Club. Council members may not serve in more than one position with the exception of the Legal Council position unless approved by Council. Elected Officers may not serve in more than one Council position.

Appointment to Council positions shall be by a majority vote of the Officer-elects. The President-elect shall nominate Ski Club members for Council positions. When the Officer-elects vote against a nominee, the President shall have two weeks to present a new nominee(s). If the President does not provide a nominee, as specified in this paragraph, any of the other Officer-elects may nominate Ski Club members for the vacant Council positions.

Section 3 - Duties of Council

The duties of Council are to set policies and procedures for managing and conducting the affairs of the Ski Club.

Section 4 - Committees

All Council positions may have standing committees to execute the policies and procedures set by Council. The committees shall be as needed and composed of the Council members and other committee members as suggested below, and they shall be chaired by the assigned Council member. The committee members will supervise and monitor the ski club activities in their assigned areas within guidelines and policies set by Council. The Council member of each committee will be responsible for oversight of the other members on their committee.

Council members and other committee members suggested are for such Committees as follows:

Communications Committee: Newsletter Editor, Webmaster, Email distribution and their assistants, if any.

Trips Committee: Trip Council members(s), Day Trips organizer and other persons selected by the Trip Council Member(s), e.g. current and prospective Trip Leaders and Assistant Leaders.

Activities Committee: Activities Council member and any other supporting members for Sports, Appreciation, Hospitality, and Events.

Interclub Relations Committee: Vice President and other assistants, if desired.

Section 5 - Term of Office

Each member of Council shall be appointed for a term of one year from July 1st through June 30th, unless removed sooner by majority vote of the Council.

Section 6 - Vacancies

Vacancies in any Council position or Committee position may be filled by appointments made in the same manner as provided in the case of the original appointments pursuant to Article III, Section 2.

Section 7 - Council Meetings

Council shall have scheduled monthly meetings to conduct the business of the Ski Club. These meetings will be advertised in the Ski Club newsletter and on website. Members are invited to attend meetings of Council except during the portions of any council meetings concerning discipline of Ski Club members.

Section 8 - Quorum

A majority of the current, in-place, voting Council shall constitute a quorum.

Section 9 – Voting Privileges

Voting privileges are accorded to each voting member of the Ski Club Council.

Section 10 - Committee Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with policies and procedures adopted by Council.

Section 11 - Compensation

Council members shall not receive any compensation for their services.

ARTICLE IV - MEMBERSHIP

Section 1 - Classes of Members

1. There shall be two classes of members whose rights shall be as follows:
 - A. Individual Membership is available to any person who is 18 years of age or older.
 - B. Family Membership shall be available to:
 - 1) married couples/domestic partners living together wherein one of the partners is at least 18 years of age;
 - 2) any person under 18 years of age who is a member of a family consisting of at least one parent, grandparent, other close relative or legal guardian who is at least 18 years of age and legally responsible for the under 18 member.
2. At any Ski Club function, Family Members under the age of 18 must be accompanied by at least one of their parents, grandparents, other close relative or legal guardian who is also a member.
3. Guests may attend functions of the Ski Club under terms and conditions prescribed by the Ski Club Council.

Section 2 - Admission of Members

Any person may apply for membership in the Ski Club subject to the conditions of this Article. The Membership Chairperson shall review all membership applications for conformance to the requirements of this Article.

Section 3 - Term of Membership

Membership shall be for a term of one year from July 1st through June 30th. The term of membership for all members shall terminate on June 30th regardless of the commencement date of membership.

Section 4 - Voting Rights

Each individual member shall be entitled to one vote on each matter submitted to a vote of the members. If members are married couples or domestic partners and "Family Members" (as defined in Article IV, Section 1), each member 18 or over shall be entitled to one vote.

Section 5 – Disciplining a Member

1. Conduct unbecoming a member.

- A. A member may be disciplined as provided in this section for conduct unbecoming a member of the Ski Club.

Conduct unbecoming a member of the Ski Club includes the following:

- 1) Using illegal drugs at a Ski Club function;
- 2) Drunk or disorderly conduct at a Ski Club function;
- 3) Physical assault on another at a Ski Club function;
- 4) Issuing a check to pay for Ski Club functions with insufficient bank funds and subsequent failure to make prompt restitution upon due demand by the Ski Club Treasurer;
- 5) Misrepresenting or concealing information which is submitted to the Ski Club;
- 6) Any activity which adversely affects the Ski Club or exposes the Ski Club to liability.

2. Procedures for Disciplining a Member

- A. The following procedure shall be followed when the conduct of a member is questioned.

- 1) Any Ski Club member who observes another member engaging in conduct unbecoming a member of the Wilmington Ski Club may file with the Ski Club Council a charge, in writing, stating the time, place, and circumstances of such conduct.
- 2) A Discipline Committee shall be comprised of the Membership Chairperson and two Council members as appointed by the President. Should the President become a party to the Complaint, the Discipline Committee shall consist of the Membership Chairperson and two Council members appointed by a majority vote of the Officers of the Ski Club.
- 3) The Discipline Committee shall investigate any charge of unbecoming conduct and shall communicate to the member a statement of the charges against the member. The statement shall state the date, time, place, and circumstances of the charges. The member shall be provided an opportunity to respond to the charges and to confront witnesses. Thereafter, the Committee shall decide, by majority vote, whether the member should be disciplined and the nature of the discipline. Discipline may include termination of a membership,

suspension for a period of time, an apology, return of Ski Club property or monies, or any other appropriate remedy. The Discipline Committee shall report its findings to the Council prior to communicating with the member being considered for discipline. If the Council is not satisfied with the report of the Committee, it may direct the Committee to conduct additional hearings and shall so advise the disciplined member.

- 4) Any member subject to discipline who is dissatisfied with the decision of the Discipline Committee shall have thirty (30) days to appeal the decision of the Committee to the Ski Club Council. The Ski Club Council shall schedule the appearance of the appealing member before its next regularly scheduled meeting. The Council, except for members of the Discipline Committee, shall hear the appeal. The Council, by majority vote, may affirm, reverse, amend, or remand the decision of the Committee. The Discipline Committee and the appealing member shall not be present during the vote of the Council.
- 5) Any person whose membership is terminated shall be ineligible for membership for a minimum of two years following the membership year when the termination was decided. The Membership Chairperson shall maintain a list of terminated members and shall refuse to admit them to membership until the period of termination expires.
- 6) A suspended member shall be barred from any Ski Club activity during the period of suspension.

B. The following procedure shall be followed when the conduct of a Council member is questioned.

- 1) The procedures for disciplining a member described in Article IV, Section 5.1.A shall be utilized with the following exception:

The Discipline Committee shall gather facts and present them for final disposition to a special meeting of Council. The Discipline Committee shall not make any recommendations for action concerning a complaint against a member of Council.

Section 6 – Transfer of Membership

Membership in the Ski Club is not transferable or assignable.

ARTICLE V - MEETING OF MEMBERS

Section 1 - Annual Meeting

An annual meeting of the members shall be held in the month of May each year for the purpose of opening nominations for officers and for the transaction of such other business as may come before the meeting.

Section 2 - Special Meeting

Special meetings of the members may be called by the President of the Council.

Section 3 - Notice of Meetings

Written notice stating the place, day, and hour of any meeting of members shall be delivered, electronically via newsletter and/or email, to each member in advance of the meeting by the Newsletter Editor or other member of the Communication Committee, as well as posted on the Ski Club website. In case of a special meeting or when required by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4 - Quorum

A quorum is designated as 50 or more members as defined in Article IV of these Bylaws.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 - Contracts

Contracts may be entered into by officers of the Ski Club or within the policies and guidelines established by Council.

Section 2 - Checks and Drafts

Any officer of the Ski Club is authorized to sign checks on behalf of the Ski Club within the policies and guidelines established by Council.

Section 3 - Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Council may select.

Section 4 - Gifts

Members may accept on behalf of the Ski Club any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Ski Club only within guidelines established by Council. All such contributions or gifts shall be reported to an officer of the Ski Club within thirty days of receipt of such contributions or gifts.

Under no circumstances shall such gifts accrue to the personal benefit of a club member or involve payments to or on behalf of a member except within the guidelines and policies established by Council.

ARTICLE VII – BOOKS AND RECORDS

The Wilmington Ski Club, Inc. shall keep correct and complete books and records of accounts, minutes of the proceedings of the Council, a record giving the names and addresses of the members entitled to vote, the Certificate of Incorporation, the Bylaws and a record of all policies, guidelines, and resolutions adopted by Council. These records may be in hardcopy or electronic form.

ARTICLE VIII - FINANCE

Section 1 - Non-Profit Status

The Wilmington Ski Club, Inc. is and shall continue to be a nonprofit organization.

Section 2 - Benefactors

No part of the net income will inure to the benefit of any private individual or corporation.

Section 3 - Liquidation

On liquidation, the assets of this organization will be given to a similarly qualified organization entirely under the prevailing section of the general revenue code.

Section 4 - Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Section 5 – Indemnification

Council may authorize expenditures for legal expenses of Officers, Council Members and member volunteers to defend actions taken within the policies of the Ski Club.

Section 6 – Trip or Activity Leader Compensation

Trip or Activity Leaders and Assistant Leaders may be compensated for their efforts under policies established by Council.

ARTICLE IX - DUES

Section 1 - Annual Dues

The Council may determine from time to time the amount of annual dues payable to the Ski Club by members of each class, as defined in Article IV, Section 1.

Section 2 - Payment of Dues

Dues shall be payable in advance of July 1 of each fiscal year or prior to engagement in any Ski Club activity during the membership year.

Section 3 - Termination of Membership

Any member who does not pay dues by July 1 of the fiscal year or upon first engagement in any Ski Club activity will cease to be a member for that year and not entitled to participate in Ski Club activities. Membership can be reinstated during the fiscal year via full payment of dues.

ARTICLE X - AMENDMENTS TO BYLAWS

Amendments to the Bylaws may be proposed by any voting member of Council or by Ski Club members in good standing representing 20% of active Ski Club members. Proposed Amendments to the Bylaws shall be reviewed by Council and voted upon by Council at a regularly scheduled Council meeting.

Proposed Amendments approved by a majority of voting members of Council shall be presented to the Ski Club membership in the Ski Club newsletter one (1) month prior to the date of voting.

Voting on proposed Amendments by the Ski Club membership will be done by one of the two following methods:

1. A majority approval by members at a regularly scheduled Ski Club meeting, provided there is a quorum in attendance.

2. A majority approval by members via an online voting application. A minimum of 50 active Ski Club members must participate in the online voting.

These Bylaws are intended to amend, incorporate, and replace the Bylaws of the Wilmington Ski Club, Inc. as revised and adopted in June 1989, revised March 1994.

PROPOSED