

CONSTITUTION
OF THE
PICO SKI CLUB, INC.

(Revised April 1, 2017)

ARTICLE I

Name

Section 1 - This organization shall be known as the Pico Ski Club, Inc.

ARTICLE II

Purpose and Activities

Section 1 - This club is a non-profit making organization adhering to the principles laid down by the Constitution and By-laws of this organization,

Section 2- The activities of the Pico Ski Club, Inc. shall be:

- A. To promote interest in and disseminate information on the sport of skiing.
- B. To provide a local, active unit which will organize the available talents and interest of local skiers.
- C. To assist, when occasion arises, in organizing and running competitive events and to sponsor instruction as may be appropriate.

ARTICLE III

Membership

Section 1 - Every- member must be a skier, or interested in becoming one, or willing to dedicate his/her interest -in skiing to the greater development of the club's programs.

Section 2 - Requests for membership shall be by formal application to the chairperson of the membership committee. The application shall bear the signature of the member acting as the sponsor for the applicant. The sponsor shall submit a written endorsement of the applicant to the chairperson. The chairperson shall submit all applications to the Board & Directors for action.

Section 3 - Classes of Membership, there shall be two classes of membership, namely: Honorary and Active.

Section 4 - Description of Classes,

- A. *Honorary*. Honorary membership, with exemption from fees and dues, shall be granted to anyone recommended by the Board of Directors and endorsed by a unanimous vote of the members present at any duly assembled business meeting.
- B. *Active*. Active members are subject to all membership fees and dues.
- C. *Voting*. Only adult members shall have voting privileges,

Section 5- Maintenance of Membership, Members in good standing at the end of the current fiscal year shall automatically qualify for continuing membership,

ARTICLE IV

Dues and Assessments

Section 1- Dues shall be due and payable no later than August 15 of the current fiscal year. Any member delinquent in payment on September 15 shall be dropped from the rolls without further notice. A member so dropped may reapply for membership following the procedure for new members. Policies governing the membership rolls, duties of the membership committee and chairperson shall be promulgated and administered in accordance with Section 4 of Article IX of this constitution.

Section 2 - The Board of Directors may recommend an assessment on all adult senior active members for any purpose deemed necessary, such assessment must be authorized by a vote of not less than two-thirds of the adult active members present at a regular or special meeting provided notice has been sent out at least two weeks prior to the meeting,

ARTICLE V

Meetings

Section 1- An annual meeting shall be held in March, April or May of each year in the discretion of the Board.

Section 2 - There shall be held at least two business meetings in addition to the annual meeting, any other business meeting may be held at the discretion and call of the President or the Board of Directors.

Section 3 - Members shall be advised at least one week prior to any meeting,

Section 4 - Meeting shall be conducted in accordance with Roberts Rules of Order unless otherwise superseded herein.

ARTICLE VI

Officers-

Section 1 - The officers of this organization shall be President, Vice-President, Recording Secretary, comprise a Board of Directors of eleven members.

Section 2 - The officers of this organization shall be voting members.

Section 3 - The duties of the various officers shall be fixed by the By-laws.

Section 4 - In the event of a vacancy in any of the offices of the organization, the Board of Directors shall appoint from among the voting members, one to fill the vacancy until the next election.

ARTICLE VII

Terms of Office

Section 1 - The President and Vice-President shall be elected each year and will automatically be members of the Board of Directors. Terms of office shall not exceed two successive years or any portion thereof.

Section 1 - The Treasurer and Secretary shall be elected each year and will automatically be members of the Board of Directors. Terms of office shall not exceed four successive years or any portion thereof.

Section 3 - Effectivity of office shall coincide with the fiscal year.

ARTICLE VIII

Elections

Section 1 - Officers shall be elected at the annual meeting of the club by a majority vote of the voting members of the organization present at the meeting.

Section 2 - The President shall appoint a Nominating Committee of three members for the purpose of selecting candidates for the various offices. The membership shall be advised of the candidates for election in the newsletter one month prior to the annual meeting.

Section 3 - Voting for officers and directors shall be by a majority vote at the annual meeting. Voting may be by written ballot at the meeting or by absentee ballot. Voting by proxy is not allowed. Absentee ballot voting will be submitted electronically unless a member specifically requests in writing to a current officer at least two (2) weeks before the meeting to receive a written absentee ballot. All absentee ballots must be submitted at least 24 hours before the day of the meeting for elections. An absentee ballot cannot be withdrawn once submitted but a voting member can attend the meeting when the election is held.

ARTICLE IX

Board of Directors-

Section 1 - The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and seven members elected from the membership.

Section 2- If either the President or Treasurer is succeeded in office, he/she shall automatically become a Board member for the following year. In such cases, there shall be only five or six members at large to bring the Board to eleven members.

Section 3- The Board of Directors shall meet at the discretion call of any of its members.

Section 4- The Board of Directors shall control and manage the policies, actions and properties of the organization.

Section 5 - At any meeting of the Board, seven members shall constitute a quorum.

Section 6 - The Board of Directors shall approve annually a Chairperson to each of the Committees. necessary for the proper functioning of the club.

ARTICLE X

Amendments

Section 1 - This constitution may be amended at any duly constituted meeting of this club by a 2/3 majority vote of all voting members at the meeting, provided notice of the proposed amendment shall have been given to all voting members of the club one week prior to the vote; or it may be amended at any meeting without previous notice, provided those present and voting in favor of the amendment shall constitute 2/3 of the voting members then in good standing.

BY-LAWS OF THE PICO SKI CLUB, INC.

(Revised April 2017)

ARTICLE I

Duties of Officers

Section 1- The President shall preside at all meetings of the membership and the Board of Directors and appoint chairpersons of the standing committees, He/she may appoint such special committees as shall be deemed advisable. He/she shall be responsible for the preparation and submittal of a budget to the membership at the annual meeting,

Section 2 - The Vice-President shall assume the duties of the chair in the absence of the President. The Vice-President shall perform such other duties as requested by the President.

Section 3- The Secretary shall keep minutes of all meetings of the general membership and the Board of Directors. He/she shall make a report at the call of the presiding officer and shall preside at meetings in the absence of the President and Vice-President,

Section 4- The Treasurer shall control all monies from the several sources, and maintain accurate accounts as shall be directed by the Board of Directors. The Treasurer shall present a written report at the annual meeting and prepare interim reports as requested by the President or membership upon one week's prior notice. The Treasurer shall make disbursements in any amount in accordance with an approved budget upon receipt of proper invoices, The Treasurer may also make emergency disbursements not to exceed \$500 upon approval of the Board of Directors and non-budgeted disbursements in excess of \$500 with the approval of the membership, The Treasurer shall preside at meetings in the absence of the President, Vice-President and Recording Secretary,

Section 5- The Board of Directors shall function in accordance with the provisions of Article IX, Section 4 of the Constitution, It may inspect as often as it deems advisable all books and records and other properties of the organization, It shall approve or reject by majority vote properly submitted membership applications. It may, from time to time, establish new policies, actions, and procedures.

Section 6 - Members of the Board of Directors shall not receive any salaries or wages for their services.

Section 7 - This corporation shall indemnify its directors and officers and former directors and officers to the maximum extent permitted under Subchapter 5 of Title 11B of the Vermont Statutes Annotated. This corporation shall pay for or reimburse reasonable expenses incurred by a director or officer to the maximum extent permitted under Subchapter 5 of Title 11B of the Vermont Statutes Annotated. This corporation may purchase and may maintain insurance on behalf of directors, officers, employees or agents of the corporation against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee or agent, whether or not the corporation had the power to indemnify the person against the same liability under Subchapter 5 of Title 11B of the Vermont Statutes Annotated.

ARTICLE II

Fiscal Year

Section 1 - The fiscal year shall be July 1 to June 30 inclusive.

ARTICLE III

Standing Committees

Section 1 - The several ~committees shall perform the following duties'

A. Social Committee- Composed of one person and not less than two committee people appointed by the chairperson who shall manage entertainment, excursions, movies, dances, banquets and other activities of a fund-raising and social nature.

B. Membership Committee - Composed of a chairperson and not less than two committee people appointed by the chairperson who shall generally encourage and solicit membership, prepare, distribute and process all application forms and warning notices; prepare and distribute membership cards upon proper release notice from the Treasurer, and generally be responsible for all matters involving new and renewal memberships, They shall also prepare and distribute an up to date membership roster and make appropriate revisions on a timely basis.

C. Racing Committee - Composed of a chairperson and not less than four committee members appointed by the chairperson who shall plan and arrange all competitions both within and outside the organization, arrange instruction for competitors within the program, disseminate competition information and provide all services as required to the competitor.

D. House Committee - Composed of a chairperson and not less than two committee people appointed by the chairperson who shall be responsible for the management, maintenance and operation of the lodge facility.

E. Communications Committee - Composed of one chairperson and not less than one committee person appointed by the chairperson who shall manage matters of technology and communications for the club excluding race, including but not limited to manage internal and external communications for the club, manage website content, Social Media, and associated online integrations with outside vendors for by way of example membership and activity registrations and related fee transactions.

F. Executive Committee - Composed of the Officers of the Pico Ski Club to act upon any business as deemed necessary by the President.

ARTICLE IV

Membership Structure

Section 1- The membership of this organization shall be individual and family.

Section 2- Children of parents who have paid for family membership will be considered members as long as they are under age 22 and attending school -full-time. Such membership, however, does not include voting privileges.

ARTICLE V

The annual dues (structure. and amount) shall be determined by the Board of Directors and published at the annual meeting in accordance with Section 4 of Article IX of the constitution.

ARTICLE VI

Notice

Notice shall be given by electronic communication or by mail at the discretion of the Board. A member proving notice to the Board by September 1 may opt for notice to be given by mail only in which case the notice is effective for the fiscal year in which the request is made.

ARTICLE VII

Amendments

These By-laws may be amended at any duly constituted meeting of this club by a 2/3 majority vote of all voting members at the meeting, provided notice of the proposed amendment shall have been given to all voting members of the club one week prior to the vote; or it may be amended at any meeting without previous notice, provided those present and voting in favor of the amendment shall constitute 2/3 of the voting members then in good standing.

Force and Effect

These By-laws are subject to the provisions of Title 11B of the Vermont Statutes Annotated, Section 1.01, et seq., and the corporation's Constitution, as they may be amended from time to time. If any provision in these By-laws is inconsistent with the provisions in the statute or the Constitution, the provision of the statute or the Constitution shall govern.

I certify the foregoing By-Laws have been adopted by the corporation.

Date: _____

, Secretary