

PHOENIX SKI CLUB, INC.

BY-LAWS

April, 2018

ARTICLE I

Name

The name of this organization is the Phoenix Ski Club, Inc., an Arizona non-profit corporation, hereinafter referred to as the "Club".

ARTICLE II

Purpose

The purpose of the Club is to promote snow skiing, and social, cultural and outdoor activities conducive to the health and welfare of its members.

ARTICLE III

Principal Offices

The principal office of the Club will be located in the City of Phoenix, County of Maricopa, State of Arizona. The Club may establish such other offices, either within or without the State of Arizona, as the Board of Directors may determine. The Club will continuously maintain within the State of Arizona a registered office and a registered agent as required by the Arizona Non-Profit Corporation Act.

ARTICLE IV

General Provisions

Section 1 Fiscal Year.

The fiscal year of the Club is May 1 through April 30th.

Section 2 Membership Year.

The membership year of the Club is May 1 through April 30th.

Section 3 Rules of Order.

The most recent edition of "Robert's Rules of Order", will be recognized as the authority governing all meetings of the Club when not in conflict with these By-laws or special rules of this organization.

ARTICLE V

Membership

Section 1. Classification of Members.

The members of this Club consist of the following classes:

1. Regular Members
2. Lifetime Members
3. Honorary Members

Section 2. Regular Members.

A Regular Membership may be conferred upon any person at least 21 years of age or older who has completed a membership application and paid the dues established by the Board of Directors. Regular Members will be entitled to participate in all activities of the Club, including voting and holding office.

Section 3. Lifetime Members.

A Lifetime Membership may be conferred upon any person who has been elected to this class of membership by the unanimous vote of the Board of Directors. Lifetime Members are entitled to participate in all activities of the Club, including voting and holding office.

4. Honorary Members.

An Honorary Membership may be conferred upon any person who, because of outstanding work in promoting the purposes of the Club, is deemed worthy of such honor and is elected to this class of membership by the unanimous vote of the Board of Directors. Nominations for election to this class of membership are proposed in writing and submitted to the Board of Directors.

Section 5. Membership Rights.

Only Regular Members and Lifetime Members will have the right to vote or hold office in the Club.

ARTICLE VI

Membership Procedures

Section 1. Application for Membership.

Applications for membership are made in the manner established and approved by the Board of Directors. Any new member who joins in March or April will pay the regular membership fee and that membership will be valid through the following fiscal year at no additional charge.

Section 2. Termination of Membership.

The Board of Directors may suspend or expel a Member for cause by a majority vote. Grounds for expulsion include, but are not limited to, failure to adhere to these By-laws, the Club's Articles of Organization, or any other policies and procedures established by the Board of Directors. The decision of the Board of Directors with respect to the suspension or expulsion of a Member is final.

Section 3. Resignation.

Any member may resign upon surrender of all Club property, including monies. However, such resignation does not relieve

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the resigning member of the obligation to pay assessments, or other accrued charges. A person resigning from membership will not be entitled to any refund of dues.

Section 4. Transfer of membership.

Membership in the Club is not transferable or assignable.

Section 5. Waiver of Liability.

All members and guests attending a Club activity or event are required to sign release and waiver of liability forms as established by the Board of Directors.

Section 6. Grievances.

Any member who disagrees with a Board of Directors decision may present his/her grievance at a regularly scheduled Board of Directors meeting.

ARTICLE VII

Dues

Section 1. Amount of Dues.

The dues of each class of membership will be set by the Board of Directors, with the exception that Lifetime and Honorary Members will not be required to pay any dues.

Section 2. Payment of Dues.

Membership dues are assessed and collected in the manner established by the Board of Directors.

ARTICLE VIII

Membership Meetings

Section 1. Regular Meetings.

Regular membership meetings will be held at least once each month at the date and time established by the Board of Directors. A schedule of regular meetings will be published within the Club's website. No other notice of regular meetings is required.

Section 2. Annual Meeting.

The Club will hold an annual meeting of the membership during the last calendar quarter of each membership year for the purpose of electing Officers and Directors and for the transaction of such other business as may properly come before such meeting. Notice of the annual meeting will be given in the manner provided in Section 5 below.

Section 3. Special Meeting.

The Board of Directors may call a special meeting of the membership. Notice of the special meeting will be given in the manner provided in Section 5 below.

Section 4. Place of Meeting.

Any place, either within or outside the State of Arizona may be designated by the Board of Directors as the place of meeting for any annual, regular or special meeting.

Section 5. Notice of Meeting.

Notice stating the place, date, hour and purpose of any annual or special meeting of members, must be delivered to the members at large at least 30 days prior to the meeting. The notice of a special meeting shall be deemed to be delivered when given personally, sent electronically via E-mail or when posted in the U.S. mail to the addresses as they appear in the Club's official membership database. For annual meetings, it is sufficient to post the notice on the Club's website.

Section 6. Quorum.

Fifteen percent (15%) of the total number of Regular and Lifetime Members will constitute a quorum at any membership meeting. If less than a quorum is represented at a meeting, the members present and entitled to vote, will have the power to adjourn the meeting until a quorum is present.

Section 7. Proxies.

Proxies may be allowed at any special or annual meeting of the membership. When proxies are allowed, a notice of the procedures for execution and verification of proxies will be included in the notice of the meeting as required in Section 5 above.

ARTICLE IX

Board of Directors and Officers

Section 1. Number, Tenure and Qualifications.

The Board of Directors consists of the seven Officers enumerated in Section 4 below, and one or two Regular or Lifetime members appointed to the Board as Directors at Large. With the exception of Ski Trip Coordinator, Directors at Large, and Past President, Officers are elected by ballot each year to serve for a one year term. They take office on May 1st of each year and serve until their successors are elected and qualify.

The Ski Trip Coordinator Officer will be appointed by the President and must be ratified by the Board of Directors. The President may make appointments in the last quarter of the current fiscal year, in which case the term of office is from the

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date of ratification through the end of the next fiscal year, or until a successor is appointment and ratified.

No more than two members will be solicited from the membership and selected by the current Board of Directors as Directors at Large.

No Director or Officer will hold more than one elective or appointed office at the same time. Officers will not be eligible to serve for more than 3 consecutive terms, holding the same office.

Section 2. Board of Directors Powers and Duties.

It will be the duty of the Board of Directors to control and manage the property and business of the Club in a prudent and careful manner in the best interests of the Club. The Board of Directors may adopt rules and establish policies as may be necessary for the efficient management of the Club.

Section 3. Immediate Past President

In addition to serving as a Director of the Club in the current year, this person will:

1. Prepare a written summary of important motions passed during his/her term as President. This summary is reviewed with the new Board at their first meeting in May.
2. Review the By-laws with the new Board of Directors at the last Board of Directors meeting in April.

Section 4. Officers.

The Officers of the Club consist of the following:

1. President
2. Executive Vice President Membership
3. Vice President – Activities
4. Treasurer
5. Ski Trip Coordinator
6. Secretary
7. Past President

Section 5. Duties of Officers.

1. The President is the Chief Executive Officer of the Club and endorses official documents issued or published by the Club. He/she presides at all meetings of the Club and of the Board of Directors. He/she will be responsible for carrying out the By-laws and policies of the Club and Board of Directors, and for serving as ex-officio member of all the committees. He/she assumes the duties of Past President on the Board of Directors immediately after serving his/her term.
2. The Executive Vice President of Membership, in the absence or upon the resignation of the President, assumes all the powers and duties of that office until the President's return, or a special election is held for replacement. The Executive Vice President of Membership chairs the membership committee, and provides for the membership amenities, roster, and welcoming activities. He/she manages the Club's database of all members, past and present, and reports to the Board the status of such on a recurring basis. He/she is in charge of all external public relations for the Club.
3. The Vice President of Activities chairs the non-ski activity committees and is responsible for all public relations relative to activities. This includes posting appropriate material on the Club's website and mass mailings to members and interested persons via the various Club E-mail and website facilities.
4. The Secretary keeps a book of minutes of all meetings of the Board of Directors, including all actions taken by the Board electronically. He/she conducts the official correspondence of the Club.
5. The Treasurer maintains correct accounts of all financial transactions for the club. The Treasurer advises the Board of Directors monthly and the membership annually of the Club's financial condition. The books of account will, at all times, be open to inspection by any current member. A financial review of all accounts will be completed within 90 days after the close of each fiscal year. Financial data maintenance is to be in a common system of record. The system of record reports are to be utilized by the Financial Review Committee during their financial review.
6. With the President's approval, the Ski Trip Coordinator selects a ski trip committee from the membership, to plan the ski season. The Ski Trip Coordinator and his/her committee are then responsible for organizing and scheduling all Club sanctioned ski trips for the following year. These plans, together with appropriate financial forecasts must be reviewed and approved by the Board of Directors.
7. In addition to the duties enumerated above, the President may designate, from the members of the Board, a Parliamentarian, who must be ratified by the Board of Directors.

Section 6. Executive Committee.

The Board of Directors may from time to time establish a non-permanent Executive Committee, whose purpose is to expedite special items of business for the Club, which items are not otherwise taken care of by the normal functions of the Club. The Executive Committee shall consist of not less than two members of the Board. All actions taken by the committee are reported to and ratified by the Board of Directors at the next regular meeting of the Board.

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Section 7. Regular Board of Director Meetings.

Regular meetings of the Board of Directors will be held at least quarterly. Board meeting locations and notice thereof will be made in a manner consistent with Section 11 below.

Section 8. Special Board of Director Meetings.

Special meetings of the Board of Directors may be called by the President on three days' notice to each Director. Notice may be provided in-person, by telephone or by electronic E-mail. Special meetings shall be called by the President in like manner and on like notice upon the written request of a majority of the Board of Directors.

Section 9. Annual meeting of the Board of Directors.

An annual meeting of the members of the Board of Directors will be held during the first calendar quarter following the annual election of Officers and Directors. The purposes of the annual meeting are to establish a budget for the ensuing fiscal year, to establish goals and objectives, to establish a tentative calendar of events, to review the obligations of members of the Board, and to conduct any other business as may be necessary.

Section 10. Quorum.

A majority of the occupied Board of Directors' positions shall constitute a quorum for the transaction of business. A majority vote, of a quorum, is necessary to carry a motion.

Section 11. Place of Meetings.

All meetings of the Board of Directors will be held at such place as may be fixed from time to time by the President or Secretary of the Club, either within or outside the state of Arizona, as stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 12. Vacancies.

A vacancy within the Board of Directors because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the remaining Board members. Any Officer or Director so appointed will serve only for the balance of the unexpired term.

Section 13. Resignation.

Any Officer or Director may resign from office at any time by giving thirty (30) days written or electronic E-mail notice to the Board of Directors or to the President.

Section 14. Absences.

Any Director who misses more than two consecutive Board meetings or more than three Board meetings in a single year will be automatically dropped from the Board of Directors unless the President has been previously advised of the intended absence.

Section 15. Removal of Officer and/or Director.

Proceedings for removal from office of an Officer or Director may be initiated by a vote of 2/3 of the other members of the Board of Directors at a regular Board meeting. Notice of such proceeding must be in writing and will state the reason in full and will be served on the Officer or Director, either personally or by registered mail to the last known address. Service by mail will be deemed complete upon mailing. Within two weeks of service of the notice, the Officer or Director may mail to the Club or serve personally on an Officer or Director, other than himself, a written demand for a hearing before the Board of Directors. Such hearing will be held at the next regular Board meeting of the Club. If at the close of such hearing, a 2/3 vote of the other members of the Board of Directors confirms the proceedings against the Officer or Director, or if the Officer or Director fails to make timely demand for a hearing, he/she will be removed from office.

Section 16. Action Without Meeting.

Unless otherwise restricted by the Articles of Incorporation or these By-laws, any action required or permitted to be taken at any regular meeting of the Board of Directors may be taken without a meeting, if the following conditions are met:

1. For purpose of this Section, E-mail is considered "writing".
2. All members of the Board are given notice in writing of the proposed action to be taken.
3. Members of the Board are given five (5) days to respond in writing to the proposed action.
4. The proposed action will pass if seven (7) or more Board members respond in the affirmative and in writing.
5. Writings concerning the subject action are filed with the minutes of the Proceedings of the Board.

**ARTICLE X
Committees**

The standing committees of the Club are:

1. Communication Committee
2. Ski Trip Committee
3. Activities Committee
4. Membership Committee
5. Budget and Finance Committee
6. Financial Review Committee
7. Election Committee

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The President appoints all standing committee chairmen except Membership and Activities. The Activities Committee is jointly chaired by its Vice Presidents. The chairman of each committee appoints its members.

The Board of Directors may authorize, and the President may appoint, such special committees as it deems necessary for the proper conduct of the affairs and activities of the Club.

Standing Committee Descriptions & Functions:

1. **Communication Committee:** The Communication Committee consists of the Webmaster, the Activities Vice Presidents and assistants. All members of the Committee must be members in good standing. The purpose of the committee is to ensure that:
 - The Club's Website and Social Media are kept current with the club activities and trips
 - Members are kept informed of club activities, news, and club related information
 - Potential members easily find information about club trips and activities.
2. **Ski Trip Committee:** The Ski Trip Committee consists of the Ski Trip Coordinator, and one or more Club members. Responsibilities include: establishing the ski trip schedule, setting prices, training trip captains, overseeing all ski trip activities, and reporting ski trip finances to the Board.
3. **Activities Committee:** The Activities Committee consists of the Vice Presidents of Activities and one or more members. Responsibilities include: establishing the non-ski activity schedule, setting prices, advertising, soliciting and advising activity leaders, and reporting finances to the Board.
4. **Membership Committee:** The Membership Committee consists of the Executive Vice President Membership and one or more Club members. The committee supports the Executive Vice President Membership in maintaining the membership database, greeting members and guests at regular meetings, and internal and external public relations.
5. **Budget and Finance Committee:** The Budget and Finance Committee consists of the Treasurer and one or more Club members. The purpose of this committee is to assist in establishing a budget for the year ahead, and to advise in all matters of Club finances. This committee is formed on May 1, and presents an annual budget for Board ratification at the regular Board meeting in June.
6. **Financial Review Committee:** The Financial Review Committee consists of two or more Club members who are not Officers, Directors, or current committee chairmen, who are appointed by the President by May 15th for the purpose of reviewing the last year's Treasurers' reports. The findings of the Financial Review Committee will be presented to the Board of Directors for approval. Notice of approval will be published in a prominent place on the Club's website, and the report of findings will be made available to individual members upon written request.
7. **Election Committee:** An Election Committee chairman will be appointed by the President from the Club members at large prior to the January Board meeting. The chairman in turn will select one or more Club members to support the committee's activities. Responsibilities of the Election Committee include: soliciting qualified candidates for all open offices and Board positions, distributing and processing absentee ballots, and formally conducting the election process during the first general meeting in April.

**ARTICLE XI
Elections**

The Club holds its annual election of Officers and Directors during the first general meeting in April. Fifteen (15) percent of the total numbers of Regular Members and Lifetime Members will constitute a quorum for the transaction of elections.

Only those members present at the elections meeting who have not tendered an absentee ballot, will receive an election night ballot. Ballots cast using the on-line Club website will be classified as absentee ballots. Absentee ballots will be counted as members present for purposes of this election process.

All Club members are eligible to run for office, with the exception of the office of President. A member wishing to run for the office of President, must have been a member in good standing for at least one year and served on the Board of Directors for a full term of office. If no member meeting these requirements volunteers to run for the office of President, then any member who has been in good standing for at least one year prior to election night, may tender his/her candidacy for the office of President.

1. On election night, nominations may be made from the floor for any office.
2. Candidates will be allowed a short campaign speech prior to any formal vote.
3. Voting for Officers will be done in descending order as shown in Article IX, Section 4. Voting for the Directors at Large will follow the voting for Officers. If a candidate is not successfully elected to an office, he/she may be then nominated for another office from the floor.
4. Voting will be done by written, secret ballot. Absentee ballots cast on-line will qualify as written. A plurality will be sufficient to elect where there are more than two candidates for an office, or more than two offices to be filled.
5. The marking, collecting, counting of ballots, and preliminary announcement of winners will be executed by the Election Committee during the election meeting.

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ARTICLE XII

Public Service Support

Section 1. Charities.

The Board will decide at the start of each fiscal year which charities and public works the Club will support/sponsor for the entire year. To carry this out, the Board will receive written requests for supporting charitable causes and public works throughout the year. During its first meeting of the year, the new Board will consider all requests it has received, along with the causes it has traditionally supported, and make a decision as to which ones it will support or sponsor throughout the forthcoming year. The results of the Board's decision will be published on the Club's website.

ARTICLE XIII

Dissolution & Distribution of Assets

Section 1. Dissolution.

Dissolution of the Club shall require an affirmative vote of a majority of Regular Members and Lifetime Members entitled to vote thereon, who are present at a meeting called exclusively for such purpose, provided a quorum is present.

Section 2. Distribution of Assets.

Upon the dissolution of the Club, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Club, shall arrange for the distribution of the remaining assets to a scientific, educational or charitable organization which at the time qualifies under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code, as amended.

Section 3. Audit.

An independent auditor or a committee of qualified Club members will be retained and, except for fraud or error fact, its determinations will be final.

ARTICLE XIV

Repeal, Alteration or Amendment

These By-laws may be repealed, altered or amended or substitute By-laws may be adopted at any regular or special Board of Directors meeting by majority vote. However, before the Board of Directors can vote on the proposed changes:

1. Notice of all proposed changes must be communicated to the membership one month prior to the meeting at which the Board will vote.
2. To be considered by the Board of Directors, proposed changes from any member must be in written form and presented to the Board at a regularly held meeting.