

BY-LAWS OF THE DESERT SKI AND SNOWBOARD CLUB

ARTICLE I: PURPOSE

The primary purpose of this non-profit corporation, hereinafter referred to as the Desert Ski and Snowboard Club (DSC) is to encourage and promote the enjoyment of snow skiing, snowboarding, and other recreational and social activities among its members.

ARTICLE II: MEMBERSHIP

Section 1. Qualification

Any person of good moral character, who has not been previously expelled, and has reached his or her (hereinafter the masculine gender is used for either male or female references) twenty-first (21st) birthday is eligible for membership. No person shall be denied membership because of religion, race, creed, or color.

Section 2. Term of Membership

The annual term of membership shall start after September 30 of each year when the member pays his annual dues and shall run to September 30 of the following year. Alternatively, a shorter second-half-of-the-year term is available and shall start after March 31 when the member pays his half-year dues and shall only run to September 30 of that year.

Section 3. Classification

A. **Member:**

- 1 An individual shall be termed a member when he has paid his dues in full.
- 2 Honorary Member: A member shall be termed an Honorary Member by action of the Board of Directors. Honorary members possess all of the rights of members, including the right to vote, without being required to pay annual dues. All Past Presidents of the DSC shall be designated as Honorary Members

B. **Guest:**

- 1 As a means of recruiting new members, a DSC member may invite and accompany a non-member guest to designated members-only DSC activities. Members may do so twice within each DSC business year. The guest may only attend two such DSC activities as a non-member, thereafter the guest would be expected to become a member to participate. The guest shall sign a release of liability waiver and shall be expected to follow the same rules and regulations as a member. The member shall be responsible for the actions of his guest at the DSC activity.
- 2 A member who has been suspended or expelled from the DSC is not eligible to attend DSC functions as a guest

- C. **Affiliate:** Affiliate memberships shall consist of those firms, associations, or organizations affiliated with the DSC or its activities as provided by the Board of Directors. No such membership shall, at any time, be entitled to vote upon DSC matters

Section 4. Rights and Obligations

- A. All members shall be eligible to attend all functions and to vote at all general and special meetings
- B. It is the obligation of each member to adhere to the by-laws, rules, regulations, policies, and designated procedures of the DSC.
- C. Participation in DSC sponsored activities shall be by members only, unless specifically designated otherwise or as provided in Section 3.B of these by-laws.

Section 5. Applications

Any eligible person may apply for membership by submitting a signed written membership application along with his dues to the Membership Chair.

Section 6. Resignation

A member may verbally resign from the DSC or from a DSC office at any general, special, or Board of Directors meeting, or may submit a written resignation to the President at any time.

Section 7. Suspension or Expulsion

If the Board of Directors decides, in their opinion, that a member's action or conduct is injurious to the best interests of the DSC, they may negatively sanction the member by a temporary suspension or permanent expulsion. The Board would first have to notify the member of the charges against him and grant him the opportunity to respond to them, and then two-thirds of the Board members present at a Board meeting would have to affirmatively vote to suspend or expel the member.

Section 8. Meetings of the Membership

- A. General Meetings: General membership meetings shall be held on a periodic basis prior to and throughout the winter ski season to facilitate trip sign-ups.
- B. Special Meetings: Special meetings for the purpose of conducting DSC business may be called at any time during the year by the President, or by recommendation of two-thirds (2/3) of the Board of Directors. All members shall be notified in a timely manner prior to the meeting of the date, time, place, and nature of the business to be conducted.
- C. Quorum: All members in attendance shall constitute a quorum.

ARTICLE III: DUES

The amount of annual dues and alternative second-half dues to be paid by the members and affiliates of the DSC shall be determined by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Definition

- A. The Board of Directors shall include the President, the immediate Past President, Vice President, Trip Director, Secretary, Treasurer, Membership Director, and the Website/Newsletter Director.
- B. The members of the Board of Directors shall serve without compensation

Section 2. Terms of Office

The term of office for the Board of Directors shall be two fiscal years, from July 1 to June 30 and shall start on even years.

Section 3. Election

The Board of Directors shall be elected at the April general meeting.

Section 4. Qualifications

A candidate for an elected position on the DSC Board of Directors must have been a member for a least one-full year immediately prior to his appointment or election, or have actively participated in DSC events.

Section 5. Nominations

- A. The Board of Directors shall appoint a Nominating Committee composed of at least two members, neither of whom shall be members of the current Board. Additionally, the Board of Directors shall appoint one of these two members as the Election Chairperson.
- B. The Nominating Committee shall attempt to select a minimum of two nominees for each of

the open positions. In addition, any qualified member of the DSC may be nominated by himself or by any other member of the DSC and at the March general meeting the President shall request of the general membership nominations from the floor.

- C. All nominees must consent to run for the position before their names are placed on the ballot.

Section 6. Voting

- A. A ballot containing the names of all candidates shall be prepared, publicized and distributed in a timely manner prior to the election general meeting by the Secretary. The ballot shall provide for absentee balloting and write-in voting for each open position.
- B. Balloting shall be by secret written ballot.
- C. Ballot control and counting shall be the responsibility first of the Election Chairperson, and then of the other Nominating Committee Member.
- D. Absentee ballots must be received by the DSC on or before the day preceding the general meeting, and shall remain unopened until the tallying of the votes. The exact format of the ballot, including mandatory signature, shall be developed by the Nominating Committee, President and Secretary.
- E. After the ballots are counted and the results announced, the ballots should be placed in an envelope, sealed and retained by the Secretary for a period of thirty days following the election. If there is no challenge to the election during the thirty day period the ballots will be destroyed.

Section 7. Powers and Duties of the Board of Directors

- A. In addition to the powers granted by other provisions of these by-laws, the Board of Directors shall have the following powers and duties:
 - a. To acquire, hold, administer, maintain, and dispose of all tangible and intangible property of the DSC;
 - b. To adopt a budget, set the members' dues amounts, and to appropriate the funds of the DSC for the purposes set forth in these by-laws;
 - c. To contract for services and supervise them for the DSC;
 - d. To conduct, manage, supervise, delegate, and otherwise control all the business of the DSC including, but not limited to, the management of all financial matters, the conduct of ski trips and recreational activities, and the making of all contracts in connection therewith;
 - e. To censure, suspend, expel or otherwise discipline any member for just cause.
- B. Job duties of the individual members of the Board of Directors shall include the following:

President: The President shall have general supervision of all affairs of the DSC; shall preside at all meetings; shall call special meetings, when required; shall assign duties to Officers, Board Members, and members as required by the needs of the DSC; and shall appoint, with the approval of the Board of Directors, committees to carry out the business of the DSC. The President is an ex-officio member of all committees except where specifically excluded by these by-laws. The President shall also assist the DSC Treasurer in disbursing DSC moneys upon authorization of the DSC Secretary and, when applicable, in accordance with the DSC refund policy.

Past President:

The Past President shall assist and provide continuity of service to the elected board members.

Vice President: The Vice President shall assist the President as required; shall assume the duties of the President in the absence of the President; and shall assist the President in

expediting and coordinating committee assignments and activities. The Vice president shall also be responsible for DSC fundraising and publicity activities and shall coordinate such activities with the Board of Directors.

Trip Director: The Trip Director, with the approval of the Board of Directors, shall plan and administer the DSC trip program. The Trip Director duties shall include:

- Selecting the trips and developing the trip schedule for each business year
- Arranging trip accommodations, lodging and transportation
- Preparing trip budgets
- Recruiting, training, assisting and supervising Trip Leaders and Assistant Trip Leaders
- Coordinating trip newsletter articles and other publicity and the trip signup process
- Making presentations to the membership at the general meetings
- Presenting to the Board of Directors for approval such policies and procedures as needed to operate, provide order and provide member safety during trips and other activities.

Secretary: The Secretary shall give notice of all Board meetings; shall keep minutes of all meetings; shall distribute copies of the minutes to all members of the Board of Directors in a timely manner; shall receive and file all correspondence and committee reports; shall keep a current record of the policies and the bylaws of the DSC including amendments thereto; and shall prepare correspondence. The Secretary shall also authorize the DSC President and Treasurer to disburse moneys of the DSC.

Treasurer. The Treasurer shall receive all dues and moneys of the DSC; shall disburse same upon authorization of the DSC Secretary and, when applicable, in accordance with the DSC refund policy; shall maintain adequate books of account; shall show the books of account at any time at the request of any member; shall provide monthly financial reports to the Board of Directors; shall provide an annual itemized financial report at the conclusion of the fiscal year; and shall ensure that the DSC files all forms as required by federal, state and local laws.

Membership Director: The Membership Director shall recruit new and renewing DSC members; shall receive and record all membership applications and dues; shall forward all dues promptly to the Treasurer; shall maintain and provide a current membership list as needed; and shall promote interest in and active participation in the DSC activities.

Website/Newsletter Director: The Website/Newsletter director shall be responsible for maintaining and updating the DSC website on a monthly basis or as otherwise needed; and shall update the DSC newsletter and DSC Bulletin Board on a monthly basis based on input solicited from the Board of Directors, Trip Leaders and DSC members.

Section 8. Meetings of the Board of Directors

- A. The Board of Directors shall hold regular meetings once each month, and at such other times as called by the Secretary at the request of the President.
- B. A majority of the Board shall constitute a quorum for the transaction of all business. A quorum must be present to conduct any business of the DSC.

Section 9. Removals, Resignations, and Vacancies on the Board of Directors

- A. A member of the Board of Directors may be removed from office with cause by a two-thirds (2/3) vote of the Board of Directors, with the vote of the Director being considered for removal being disallowed.
- B. A member of the Board of Directors may also be removed from office by a two-thirds (2/3) vote of the members present at a general meeting or a special meeting called for that purpose.
- C. Any member of the Board of Directors being considered for removal shall be notified of the charges and shall be granted the opportunity to respond to them.

- D. Any member of the Board of Directors who shall be absent without prior approval of the overall Board of Directors from any three consecutive regular Board meetings, or from four out of any six such consecutive meetings, shall be considered to have resigned from the Board, and shall cease to be a member thereof.
- E. A replacement for any vacancy on the Board of Directors shall be solicited by the President and ratified by a majority vote of the remaining members of the Board of Directors. The replacement shall serve for the remainder of the elected term.

ARTICLE V: BUSINESS YEAR

The fiscal year of the DSC shall be from July 1 to June 30.

ARTICLE VI: AFFILIATIONS

The DSC is of itself and not subject to the by-laws, articles, or any other documents or restrictions of any other Corporation.

ARTICLE VII: AMENDMENTS AND REVISIONS

Amendments and revisions to the by-laws may be considered by members of the DSC upon a petition signed by at least twenty (20) members, or upon a petition by at least two-thirds (2/3) of the Board of Directors. All members shall be notified of the date, time, place and purpose of the general or special meeting being called for voting on the proposed amendment(s) and revision(s). The concurrence of two-thirds (2/3) of all members present and casting a vote shall be required to pass any amendment(s) and revision(s).

ARTICLE VIII: INDEMNIFICATION

Members of the DSC, including Members of the Board of Directors, shall not be personally liable for any damages (whether direct, indirect, special or consequential) incurred or arising from their acts or omissions in the performance of the DSC duties. The DSC shall at all times indemnify and hold harmless all members for any and all damage or liability that occur may from the performance of said duties except for damage or liability resulting from a member's gross negligence or willful misconduct.

ARTICLE IX: OPERATING POLICIES AND PROCEDURES

The DSC shall formulate and adopt such policies and procedures as are necessary to conduct the business and activities of the DSC. They shall be duly recorded and filed by the Secretary.

ARTICLE X: RULES OF ORDER

Except as otherwise provided in the by-laws, the latest edition of Robert's Rules of Order shall govern the conduct of business at all DSC Board and committee meetings.

Revised and approved this ____ day of _____.

The Article IV revision will be implemented for the 2010 Board of Directors election. The overall (Articles I-X) revision will be implemented starting July 1, 2010.

President _____