

# **Charlotte Ski & Snowboard Club - Bylaws**

## **ARTICLE I – ORGANIZATION AND OBJECTIVE**

The Charlotte Ski and Snowboard Club, herein referred to as the Club, is a non-profit organization for the pleasure and recreation of its members in a social setting. It is organized according to Internal Revenue Service (IRS) rulings and agreements of IRC 501 (C) (7). No part of any earnings is to benefit any member.

## **ARTICLE II – OFFICERS AND THE EXECUTIVE BOARD**

### **Section 1 – Duties and Responsibilities of the Executive Board**

The General management of the affairs of the Club shall be vested in the Executive Board. It is incumbent upon each member of the Executive Board, therefore, to thoroughly familiarize himself/herself with the Club Bylaws, and Policies and Procedures Handbook and to perform the duties outlined therein.

The Executive Board shall

- a) Have the authority and responsibility to govern the Club
- b) Set goals and strategies
- c) Set policies and procedures, direct planning and oversee the implementation of said plans
- d) Report actions and recommendations to the Membership at the Membership meetings
- e) Authorize payment of invoices and payment requests
- f) The Executive Board shall have the final decision on questions of interpretation of the Bylaws

### **Section 2 – Composition**

The Executive Board consists of five Officers. Four of the Officers are elected by majority vote of a quorum at the Annual Meeting. The elected Officers shall be:

President  
Vice President  
Treasurer  
Secretary

The fifth Officer shall be the past President.

### **Section 2 – Eligibility and Tenure**

All Officers of the Executive Board must be Club members in good standing. They serve for the Fiscal Year or until their termination or resignation, or until their successors are elected and installed.

### **Section 3 – Vacancies**

In the event of incapacity or resignation of an Officer, the Executive Board shall have the authority to appoint a replacement to complete the term for all offices.

### **Section 4 – Duties and Responsibilities of the Officers**

Executive Board Officers have a fiduciary responsibility to manage Club business without regard for personal bias and interests. The specific duties and responsibilities for each Officer are described in the Policies & Procedures Handbook.

### **Section 5 – Removal of an Officer**

Removal of any Officer of the Club requires a majority vote of the Club's Officers and Committee Chairs.

### **Section 6 – Voting**

All members of the Executive Board shall be voting members unless the Bylaws state differently.

### **Section 8 – Executive Board Quorum**

A majority of the voting members of the Executive Board present shall constitute a quorum for the transaction of business at all regular and special meetings of the Executive Board.

## **ARTICLE III – COMMITTEES**

### **Section 1 – Establishment**

Committees and Committee Chairs are established for each fiscal year at the direction of the Executive Board President and confirmed by the Vice President. Examples of Committees are as follows:

- Trips
- Marketing & Communications
- Membership
- Social
- Racing

### **Section 2 – Budget Commitments**

All Committees shall restrict their yearly expenses to those specifically allocated for such purposes in the Club's Annual Budget. The approval of the Executive Board must be obtained by Chairs prior to expending additional Club funds.

### **Section 3 – Planning**

All Committees shall, after installation and in consultation with the incoming President, plan their programs, projects, and events for the coming year. These must be submitted by the August Executive Board meeting for approval.

Committees shall hold regular planning meetings throughout the year, as necessary.

**Section 4 – Communications**

Committee Chairs report directly to a liaison Executive Board Officer and this Officer reports the status or needs of the given Committee to the rest of the Executive Board during the Executive Board meetings. Committee Chairs or Committee members may be required to attend Executive Board meetings if requested by the Executive Board.

**Section 5 – Removal of a Committee Chair**

Committee Chairs who fail to report or conduct their assigned duties for more than two consecutive Executive Board meetings can be removed by the Executive Board.

**Section 6 – Ex-Officio**

The President shall be an ex-officio member of all Committees except the Nominating Committee and must be notified of all Committee meetings.

**ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS**

**Section 1 – Membership Categories**

The Club is composed of individual members. Only natural persons can be members. Memberships are not transferable or assignable.

The Club offers a number of memberships with the following voting rights in all matters that are subject to a membership vote:

1. Single Member – Membership for one person who shall be entitled to one vote.
2. Household Membership – Membership for a household consisting of up to two adults plus any of their dependent children under the age of 18 or under the age of 21 if a dependent full-time student. The household will have one vote for every household adult.
3. Junior Member - Membership for persons at least 12 years of age and not more than 21 years of age. Persons less than 18 years old require a rider indicating parental permission. Junior members are restricted to skiing or snowboarding activities only and have no voting rights.
4. Promotional or Honorary Memberships – Extended to persons on occasional basis for promotional purpose or persons deemed worthy of being awarded a free membership approved by a majority of the Executive Board for a period not to exceed one year or until the next

membership renewal date. No voting rights accompany this form of membership.

5. Lifetime Memberships – Granted to persons approved by a majority of the Executive Board on a case-by-case basis. Lifetime members pay no membership fees and will each have one vote.

### **Section 2 – Becoming a Member**

Becoming a member requires the submission of the appropriate membership application which includes the acceptance of the Club waiver and the payment of the annual membership fee.

### **Section 3 – Evidence of Membership**

The annual membership card serves as evidence of membership. It is available to members in good standing by logging on to the Club website.

### **Section 4 – Termination of Membership and Reinstatement**

The Executive Board by majority vote may suspend or expel a member who fails to meet the membership guidelines for a member in good standing. The member must be given the opportunity to be heard before a decision by the Executive Board. Full or partial reinstatement of a membership is available by application to the Secretary and is at the discretion of the Executive Board.

### **Section 5 – Right to Inspection**

Any member with voting rights may inspect the financial records, meeting notes or records of the Club upon written request to the Secretary of the Executive Board. The documents must be made available without delay.

## **ARTICLE V – ANNUAL DUES**

Annual dues are set by the Executive Board and cover one Fiscal Year beginning June 1 and ending May 31 of the following year. New members joining at any time during the course of the Fiscal Year pay the full amount. If a new member joins on April 1 or later the payment of the dues will be applied to the following Fiscal Year.

## **ARTICLE VI – MEETINGS**

### **Section 1 – General Membership Meetings**

A minimum of six General Membership meetings shall be held each year between the months of September to May. One of these meetings will be the Annual Meeting.

### **Section 2 – Board Meetings**

The Executive Board shall hold meetings on a regular basis, approximately monthly, as scheduled by the President. Special meetings may be called by the President or upon written request by two members of the Executive Board. Board members shall attend all Executive Board meetings.

### **Section 3 – Special Meetings**

A Special meeting may be called by the President, the Executive Board or by a minimum of five (5) members by written request to the President. All members must be notified of such meetings not less than seven (7) days prior to the date on which they are to be held.

### **Section 4 – Annual Meeting**

The Annual Meeting for the club members shall be held no later than the second week of April for the purpose of electing the Executive Board Officers and addressing other matters as needed.

If due to extraordinary circumstances the Annual Meeting cannot take place by the second week of April it shall be scheduled as soon as possible thereafter. If the in-person Annual Meeting cannot be scheduled before the end of the fiscal year due to extraordinary circumstances the Executive Board shall call for an electronic vote to elect the Officers for the new fiscal year.

### **Section 5 – Committee Meetings**

The Chair schedules meetings as necessary. All members of a Committee must be notified of each meeting.

### **Section 6 – Notice**

Any meeting shall be announced via email at least seven (7) days before the date of the meeting.

## **ARTICLE VII – NOMINATIONS AND ELECTIONS**

### **Section 1 - Composition of the Nominating Committee**

The Nominating Committee is appointed at the January Executive Board meeting and presented at the February General Membership meeting. The Nominating Committee consists of five club members. The Nominating Committee shall elect its Chair.

## **Section 2 - Duties of the Nominating Committee**

The Nominating Committee will present a candidate for each office to be elected at the March Joint General Membership meeting. The candidates will be published to the membership at least ten (10) days prior to the March General Membership meeting.

## **Section 3 - Qualifications for Office**

- a) As a prerequisite for serving as an officer, a candidate must have been an active member for a minimum of one year.
- b) As a prerequisite for serving as President, a candidate must have been an active member for a minimum of two years.

## **Section 4 - Election of Officers**

- a) Officers shall be elected at the Annual Meeting by a majority vote, provided a quorum is present. In case a quorum is not present the Club members will be given the opportunity to cast an electronic vote within 10 days after the Annual Meeting.
- b) Nominations for any officer can be provided from the floor. The candidate must accept the nomination before being included in the vote for the office.
- c) The officers will be installed on the first day of the fiscal year and will assume duties of the office at that time.

# **ARTICLE VIII – QUORUM**

## **Section 1 – Membership Quorum**

10% of all members with voting rights shall constitute a quorum. A quorum must be present in order to properly transact business and vote on matters before the membership. In the absence of an in-person quorum on a voting matter, an electronic vote may be conducted.

## **Section 2 – Voting**

A simple majority vote by a quorum shall rule on all issues voted on by the membership.

# **ARTICLE IX- FISCAL COMPLIANCE**

## **Section 1 – Fiscal Year**

The Fiscal Year shall begin on June 1 and end on May 31 of any given year.

## **Section 2 – Accounts**

The Club shall keep correct and complete records and books of accounts. The books and accounts of the Club shall be kept in accordance with the cash basis of accounting and shall be reviewed annually as per Policy and Procedures in the Handbook.

The Club shall also keep minutes of the proceedings of Executive Board meetings, and, when appropriate, membership meetings and Committee meetings.

**Section 3 – Annual Audit**

The President of the Club shall have an independent audit of the finances of the Club for the previous fiscal year performed and published within sixty (60) days of its close.

**Section 4 – Contracts**

Contracts must be signed by the applicable Committee Chair and an Executive Board Member.

**ARTICLE X – BYLAWS AND AMENDMENTS**

**Section 1 – Amendment of Bylaws**

The bylaws may be altered, amended or repealed and new bylaws may be adopted during the Annual Meeting or any General Membership Meeting by a majority vote of the quorum. All such proposed changes must be submitted in writing to the general membership at least seven (7) days prior to the meeting at which time the vote be taken.

**Section 2 – Corrections in Bylaws**

The Secretary of the Executive Board shall have the authority to make technical and typographical corrections to the Bylaws in order to assure editorial continuity while the Executive Board and the membership must approve substantive changes. These technical and typographical corrections shall be reported to the President and Vice President of the Executive Board.

**ARTICLE X – BYLAWS AND AMENDMENTS**

Upon dissolution of or concluding the affairs of Club, the Executive Board, after providing for the payment of all obligations, shall, at its discretion, distribute any remaining assets to one or more of any other non-profit tax-exempt organization.