

BY-LAWS OF THE CHARLOTTE SKI BEES. INC

ARTICLE I — OFFICES

Offices: The principal office of the corporation in the State of North Carolina shall be located at 1400 S. Mint Street, Charlotte, Mecklenburg County. The corporation may have other such offices, either within or without the City of Charlotte as the Board of Directors may determine, or as the affairs of the corporation may require from time to time. The corporation shall have and continue to maintain in the City of Charlotte, State of North Carolina, a registered office. The registered office may be, but need not be; identical with the principal office in the City of Charlotte, State of North Carolina, and Board of Directors, subject to the corporation laws of the State of North Carolina, may change the address of the registered office from time to time.

ARTICLE II — MEMBERSHIP

SECTION 1

Classes of Members: The Corporation shall have five (5) classes of members. The designation of such classes and the qualification and the rights of the members of such classes shall be as follows:

A. **SINGLE MEMBERSHIPS:** This is a membership for one (1) person, who upon payment of initiation fees and yearly dues, shall receive a membership card, and shall be entitled to one (1) vote.

B. **HOUSEHOLD MEMBERSHIPS:** This membership shall consist of one to two (1-2) adults in the same household plus all of their dependent students under eighteen (18) years of age, or full time dependent students under twenty-one (21) years of age. A household membership will receive a membership card for each skiing member of the household, and the adults have the privilege of one (1) vote each, and each may hold any elected office. The dependent children or student members shall not be entitled to vote or hold office.

C. **JUNIOR MEMBERS:** This is a single membership for persons at least 12 years of age, but not yet 21 years of age. A rider indicating parental permission must be signed and attached to the Membership Application; an initiation fee of \$7.50 is required and can be applied as in full when continuing as an adult single member. A junior member is restricted to skiing activities only. A junior member may not vote and must have a parent or guardian or chaperone on all Bus Trips and ski trips.

D. **HONORARY MEMBERSHIPS:** These will be extended to those persons not members of the corporation, whom the President deems worthy, for a period of one (1) year. The membership should be subject to approval by two-thirds majority of the Board of Directors. No initiation fee or annual dues shall be required of honorary members, and they shall not be entitled to a vote,

E. **LIFETIME MEMBERSHIPS:** Lifetime memberships will be given when the President deems same worthy, subject to approval by a two-thirds majority of the Board of Directors. Lifetime members shall not be required to pay either initiation fees or annual dues.

SECTION 2

Acceptance of Members: Persons interested in joining the corporation shall do so by submitting an online membership application, together with payment. By doing so, the applicant acknowledges the waiver posted on the website. Paid memberships will be automatically approved.

SECTION 3

Voting Rights: Each adult member shall be entitled to a vote in the manner stated in SECTION 1, on each matter submitted to a vote of the membership.

SECTION 4

Termination of Membership: The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for good cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period fixed in ARTICLE XI of these Bylaws.

SECTION 5

Resignation: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation of paying any dues, assessments, or their charges therefore accrued and unpaid.

SECTION 6

Reinstatement of Membership: Upon a written request, signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7

Transfer of Membership: Membership in this corporation is not transferable or assignable.

ARTICLE III — MEETINGS

SECTION 1

Annual Meetings: An Annual Meeting of the members shall be held at the first meeting in February of each year and at such place, as shall be designated by the Board of Directors, for the purpose of electing officers and for the transaction of such business as may come before the meeting. If the election of officers shall not be held on the day so designated for an Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special membership meeting as conveniently scheduled as possible.

SECTION 2

Other Meetings: The President shall arrange and announce at least 10 days in advance, at least six (6) General Membership Meetings per year, beginning October or November, with at least one (1) meeting per month provided that one of the aforementioned meetings may be the Annual Meeting required by SECTION I of this Article.

SECTION 3

Special Meetings: The President, the Board of Directors, or not less than one-tenth of the members having voting rights shall call special meetings of the members.

SECTION 4

Place of Meetings: The Board of Directors may designate any place, as the place for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of the meeting shall be at the registered office of the corporation in the City of Charlotte, State of North Carolina; but if a majority of the members shall meet at any time and place, either within or without the State of North Carolina, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and as such, any corporate action may be taken.

SECTION 5

Notice of Meetings: Written or printed notice stating the place and hour of any meeting of members shall be delivered either in person or by mail to each member entitled to vote at such meetings, not less than ten (10) or more than fifty (50) days before the date of such meeting.

SECTION 6

Quorum: Attendance of 10% or more of the membership at a given General Membership Meeting will constitute a quorum. If a quorum is not present, any business transacted is null and void, and the meeting may be adjourned.

ARTICLE IV — BOARD OF DIRECTORS

SECTION 1

General Powers: The Board of Directors shall maintain the affairs of the Corporation.

SECTION 2

Number, Tenure and Qualifications: The Board of Directors shall consist of: the Elected Officers herein named, the Chairpersons (or Directors) of all the standing committees, and the immediate Past President. Each director shall hold office until the next Annual Meeting of the membership and until his successor shall have been elected and qualified. The President, when elected, will have been a member of the corporation during two fiscal years and served on the Board of Directors during one of those two years.

SECTION 3

Regular Meetings: An Annual Meeting of the Board shall be held within thirty (30) days after the end of the fiscal year in which new officers are elected. At this meeting the Board will make provisions for the holding of regular meetings of the Board throughout the remainder of the fiscal year.

SECTION 4

Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State as the place for holding any special meeting of the Board called by them.

SECTION 5

Notices: Notices for any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice, telephone notice, or personal delivery.

SECTION 6

Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board but if less than a majority of the directors is present, said meeting may be adjourned from time to time by a majority of the Board of Directors present without further notice.

SECTION 7

Passage: The act of a majority of the directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8

Vacancies: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9

Removal: Any member of the Board of Directors who is not present at any two (2) consecutive Board meetings, and who does not designate his or her proper representative at said meeting, will be subject to removal from the Board of Directors. Any such removal shall require a two-thirds vote of a quorum of the Board.

ARTICLE V — OFFICERS

SECTION 1

Executive Officers: The executive officers of the corporation shall be a President, Vice President, Treasurer and Secretary. No two offices may be held by the same person,

SECTION 2

Election and Term: The officers of the corporation shall be elected annually by the general membership at the regular Annual Meeting of the general membership. Each officer shall hold office from June 1 of the year to June 1 of the following year.

SECTION 3

Removal: Any officer or agent elected may be removed by the general Membership at any regular or special meeting of said general membership, but such removal shall require a two-thirds vote of the quorum of general members there

present.

SECTION 4

Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, termination of membership, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, and any duly qualified member of the corporation shall be eligible for such vacancy.

SECTION 5

President: The President shall be the principal Executive Officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties instant to the office of President and other duties as may be prescribed by the Board of Directors from time to time. The President shall be awarded an Honorary Lifetime Membership upon successful completion of his or her term, unless deemed otherwise by a two-thirds majority of the Board of Directors.

SECTION 6

Vice President: In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President. and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board,

SECTION 7

Treasurer: If required by the Board of Directors, the Treasurer shall have a bond for the faithful discharge of his or her duties in such sum and with such security as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever; and deposit any such moneys in the name of the corporation at such banks, trust companies, or other depositories as shall be selected in accordance with provisions of ARTICLE VII of these Bylaws, and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 8

Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one more books provided for this purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the mailing address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

ARTICLE VI — COMMITTEES

SECTION 1

Standing Committees: The Corporation shall have the following standing committees:

- Bylaws
- Community Relations
- Handbook
- Membership
- Newsletter
- Programs
- Publicity
- Racing
- Scrapbook
- Socials
- Special/Local Trips
- Sports & Recreation
- Western Trips

Any others deemed necessary by the President and three-fourths majority of the Board of Directors may be added at any time. Chairpersons of the foregoing standing committees shall be members of the Board of Directors as herein above provided.

SECTION 2

Standing Committee Chairpersons: Chairpersons of all standing committees shall be selected by a majority of the officers and the immediate Past President, which selection shall occur between the Annual Meeting when the President is elected and the next meeting of the corporation.

SECTION 3

Term of Office: Each standing committee chairperson shall hold office from the time of appointment until the next Annual Meeting of the members of the corporation and until his or her successor is appointed, unless the committee itself is sooner terminated, or unless such chairperson shall cease to qualify as a member of the corporation; provided, however, that the Board of Directors by a two-thirds vote may remove any standing committee chairperson for good cause shown, with or without a hearing.

SECTION 4

Vacancy: Vacancies in the chairpersonship of any standing committee may be filled by appointments made in the same manner as provided herein in the case of the original appointments.

SECTION 5

Members of Standing Committees: The Chairpersons of any standing committees shall appoint such member(s) to this committee as he or she deems necessary for the performance of the duties of said committee.

SECTION 6

Rules: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

ARTICLE VII — CONTRACTS, CHECKS, DEPOSITS & FUNDS

SECTION 1

Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation, and such authority may be general or defined to specific instances.

SECTION 2

Checks, Drafts, Etc.: All checks, drafts or others for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors; such instrument shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3

Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation to such checking accounts, savings accounts, or other depositories that the Board of Directors may select.

SECTION 4

Gifts: The Board of Directors may accept, on behalf of the corporation, a contribution, gift, bequest, or device for the general purposes or for any special purposes of the corporation.

ARTICLE VIII EVIDENCE OF MEMBERSHIP

SECTION 1

Evidence of Membership: A membership card, signed by the President and Membership Chairperson, shall evidence Membership in the corporation. The name and address of each member and the date of issuance of the membership card shall be entered on the records of the corporation. If any membership card shall become lost, mutilated or destroyed, a new membership card may be issued therefore upon such terms and conditions as the Board of Directors may determine.

SECTION 2

Issuance of Membership Cards: When a member has been elected to membership and has paid initiation fees and dues that may be required, a membership card shall be issued in his or her name and delivered by the Membership Chairperson.

ARTICLE IX — BOOKS & RECORDS

SECTION 1

Books and Records: The corporation shall keep correct and complete records and books of accounts and shall also keep minutes of the proceedings of its meetings of members, Board of Directors, and when necessary, committees. The Secretary shall at all times have available for any member, a record showing the names and addresses of all members entitled to vote. Any member, of his or her agent or attorney, may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

SECTION 2

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

ARTICLE X — FISCAL YEAR

SECTION 1

Fiscal Year: The fiscal year of the corporation shall begin on the first day of June and end on the 31st day of May of each year.

ARTICLE XI — INITIATION FEES & DUES

SECTION 1

Initiation Fees: Prior to any application for membership being considered by the Board of Directors, and also prior to any applicant being eligible for membership, such applicant must submit the sum of \$0 for a Single or Family Membership, and \$0 for a Junior Membership as defined in ARTICLE II, SECTION 1, herein.

SECTION 2

Annual Dues: The amount of annual dues may be changed by a two-thirds vote of the membership of the Board of Directors at their Annual Meeting held at the time provided for in ARTICLE IV of these Bylaws. In accordance with the classifications described in Article II, SECTION 1 of these Bylaws, the annual dues are as follows:

- \$30.00 for New Single Membership
- \$30.00 for On-Time Renewal
(add \$0.00 for late renewal)
- \$50.00 for New Family/Married Membership
- \$50.00 for On-Time Renewal
(add \$0.00 for late renewal)

SECTION 3

Payment of Dues: Dues are payable on October 1st of each year, regardless of the anniversary of your initial membership. An additional fee of \$0.00 will be required if your dues are received late.

SECTION 4

Default and Termination of Membership: When a member of any class shall default in the payment of dues for a period of two (2) months said membership might therefore be terminated by the Board of Directors in the manner provided for in ARTICLE II of these Bylaws.

ARTICLE XII — SEAL

SECTION 1

Corporate Seal: The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have in thereon the name of the corporation and the words "Corporate Seal of The Charlotte Ski Bees, Inc

ARTICLE XIII — WAIVER OF NOTICE

SECTION 1

Waiver: Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina, or under the provisions of the Articles of Incorporation, or the Bylaws of this corporation, a waiver thereof to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV — AMENDMENTS TO THE BYLAWS

SECTION 1

Amendments: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted during a General Membership Meeting by a majority vote of the members present. All such proposed changes must be submitted in writing to the general member ship at least ten (10) days prior to the meeting at which time the vote will be taken.