

BY - LAWS

MIDDLEBURY SKI CLUB

Article I – Name:

This organization shall be known as the *MIDDLEBURY SKI CLUB, INC.*

Article II – Purpose:

The Corporation is organized for the purpose of promoting skiing, supporting young skiers and ski racers as well as promoting social interaction among children and adults in a healthy, physical environment.

Article III – Membership:

DESCRIPTION NEEDED

Section 1 - Payment of Dues:

Annual dues for individual and family memberships are due and payable on September 1 of each year. If said dues are not received by December 15 of the same year membership in the organization will cease.

Section 2 – Privileges of Membership:

- (a) The privileges of voting are granted to any member in good standing whose dues are current.
- (b) A family membership entitles two (2) adult members of the family to vote.
- (c) An individual membership entitles one (1) adult member to vote.

Section 3 – Termination of Membership:

The Board of Directors may terminate any membership for cause at any time and shall have full discretionary powers in so doing.

Article IV – Meetings of Members:

Section 1 – Regular Meetings:

The annual meeting of this organization for the election of Directors and the transaction of any other business shall be held in the spring of each year and held at such time and place determined by the Board of Directors. Notice of the

meeting shall be posted at headquarters or notices may be mailed to members at least fifteen (15) days in advance of the date set for such meeting.

Section 2 – Special Meetings:

Special meetings shall be called at any time by the Secretary when so directed by the President or by a majority of the Board of Directors. Notice of such meetings shall be posted at headquarters or notices may be mailed to members at least fifteen (15) days in advance of the date set for such meeting.

Section 3 – Quorum:

Ten (10) percent of the voting membership shall constitute a quorum for the transaction of business at any meeting of this organization; however a lesser number shall have power to adjourn to a specified later date.

Section 4 – Rules:

Any question concerning parliamentary procedure at meetings of this organization shall be determined by reference to Roberts Rules of Order, Revised.

Article V – Board of Directors:

Section 1 – Number:

The Board of Directors shall consist of seven (7) members, four of whom shall be the officers of the organization. In addition, the manager of the Middlebury College Snow Bowl shall be a voting ex-officio member of the Board.

Section 2 – Term of Office:

A director shall hold office for a term of three (3) years and until his successor is elected. No Director shall hold two (2) consecutive terms. The membership of the Board shall be divided into three (3) groups such that the terms of either two (2) or three (3) members expire each year.

Section 3 – Manner of Election:

Directors shall be elected by a plurality of the votes cast by ballot at the Annual Meeting. At the first meeting only, Directors shall be elected as follows: Three (3) for a three (3) year term, two for a two (2) year term, and two (2) for a one year (1) year term.

Section 4 – Authority:

The Board shall have control of and be responsible for the management of the affairs and property of this organization: shall have power to fill vacancies on the Board or in offices for the unexpired portion of any term either upon or without recommendation from the Nominating Committee, shall have full discretion in the election of members of this organization and the termination of such membership, shall appoint and have the power to remove all officers and employees and prescribe their duties, not inconsistent with the provisions of these By-Laws, and generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion of its welfare.

Section 5 - Attendance at Meetings:

Any Director who absent without excuse from three (3) consecutive meeting may be removed from the Board of Directors by a majority vote thereof and the Board of Directors may appoint a replacement to fulfill the unexpired terms of such director.

Article VI – Meetings of Board of Directors:

Section 1 - Organization Meeting:

A meeting of the directors shall be held following the election of Directors at the Annual Meeting each year which meeting shall be designated the Organization Meeting.

Section 2 – Other Meetings:

At least one other regular meeting of the Board of Directors shall be held prior to the end of the year and other regular meetings of the Board of Directors may be held at such other time as determined by the Board.

Section 3 – Quorum:

A majority of the Directors then in office shall constitute a quorum for the transaction of any business.

Article VII – Officers:

Section 1 – Number and Titles:

The officers of the organization shall consist of a President, Vice President, Treasure and Secretary. They shall be elected by the Board of Directors at the Organization Meeting, to serve for a period of one (1) year and thereafter until their successors are elected. All officers shall be elected from the membership of the Board of Directors.

Section 2 – President:

The president shall be the chief executive of the Organization. The President shall preside at all meetings of the Board and of the Organization, shall be chairperson of the Executive Committee and a member, ex officio, of all other committees and shall have the authority to sign such papers as may be required in the sale of securities or other assets belonging to the organization or in connection with the settlement of estates or trusts in which the organization has an interest. The President shall deliver a message to the members at each Annual Meeting.

Section 3 – Vice President:

The Vice President shall in the absence or disability of the President performs the duties of the President and act in his/her stead. The Vice President shall also be known as the Committee Coordinator and shall be the liaison member between committees.

Section 4 – Secretary:

The Secretary shall give due notice of the time and place of the Organization, the Board of Directors, and the Executive Committee, and perform such other duties as usually are expected of such officer. The Secretary shall have custody of the Corporate seal, By-laws, records and general archives of the Organization, except as they may be expressly placed in charge of others by order of the board.

Section 5 – Treasurer:

- (a) The Treasurer shall have charge and custody of the financial records of the Organization and shall be responsible for depositing in its name, in one or more national banks or incorporated trust companies designated as depositories by the Board of Directors; all monies received, and generally shall perform such duties as appertain to the same office in similar Organizations.
- (b) The Treasurer shall have the authority to sign such paper as may be required in the sale of securities or other assets belonging to the Organization or in connection with the settlement of estates or trusts in which the Organization has an interest.
- (c) Funds shall be withdrawn from any depository upon check signed by such persons as the Board of Directors may designate.
- (d) The books and accounts shall be audited every two (2) years.

Article VIII – Committee:

Section 1 – Number and Titles of Standing Committee:

There shall be six (6) standing committees: Executive, Finance, Nominating, Membership, Competition and Social.

Section 2 – Selection:

The Board of Directors at the Organization Meeting each year shall elect such members of the standing committees that are not specifically designated in the By-laws, to serve until their respective successors are elected and shall have power to fill vacancies in such committees.

Section 3 – Executive Committee:

- (a) The executive committee shall consist of the President, Vice President, Treasurer, secretary and two (2) other Directors appointed by the President. The President shall serve as the Chairperson of the Executive Committee.
- (b) The Executive Committee shall act between meetings of the board and shall possess all the powers of the Board in regard to the conduct of the routine business of the Organization, subject, however, to any action being confirmed by the Board. It shall have no power to approve or terminate memberships or to fill vacancies on the Board or in offices. It shall meet on call of the President whenever, in his judgment, the business of the Organization may require.

Section 4 - Finance Advisory Committee:

- (a) The Finance advisory Committee shall consist of five (5) persons, including the President, the Treasurer and at least one (1) Director.
- (b) The duty of the Finance Advisory Committee shall be to advise on financial problems and investments generally and to perform such further duties as the Board may from time to time prescribe. The Committee shall meet on call of its Chairperson or the President.

Section 5 - Nominating Committee:

- (a) The Nominating Committee shall consist of three (3) members of the Board of Directors. The Committee shall select one of its members to be Chairperson.
- (b) The Nominating Committee, in addition to performing the duties described in Article VIII, shall at least ten (10) days prior to any meeting of the Board of Directors present to the members of the Board its recommendations for filling vacancies on the Board of Directors or in offices.

Section 6 – Membership Committee:

- (a) The Membership Committee shall consist of three (3) members of the Corporation and shall be appointed by the President.
- (b) The duty of the Membership Committee shall be to encourage membership in the Corporation by those persons in a position to benefit from or contribute to the Corporation.

Section 7 - Competition Committee:

- (a) Competition Committee shall consist of three (3) members, two (2) of whom shall be members of the Board of Directors and shall be appointed by the President and one (1) of whom shall be a college representative.
- (b) The duty of the Competition Committee shall be to establish the direction of the racing program for the Middlebury Ski Club.

Section 8 – Social Committee:

- (a) The Social Committee shall consist of five (5) members of the Corporation who shall be appointed by the President.
- (b) The duty of the Social Committee shall be to organize and coordinate social activities for the Middlebury Ski Club.

Article IX – Amendment of By-Laws:

These By-Laws may be repealed, altered, or amended at any Annual Meeting of this Organization called for that purpose, provided any alteration or change proposed shall first have been submitted to the Board of Directors and approved by a majority vote thereof not less than sixty (60) days prior to the holding of such Annual or Special Meeting.

Following such approval by the Board, copies of such proposed alterations or changes shall be mailed to all members of this Organization, not less than fifteen (15) days prior to the holding of such Annual Meeting or five (5) days prior to the holding of such special meeting.

Article X – Effective Date:

These By-Laws are effective upon their adoption.

Article XI – Termination of Organization:

The Organization may be terminated at any time by a vote of a minimum of two-thirds of all voting members. All remaining funds would then be turned over to the Middlebury College Snow Bowl.

Proposed for adoption at general meeting of membership on June 9, 1985

Adopted on June 9, 1985

Revisions adopted on April 13, 2003

**PROPOSED CHANGES TO MIDDLEBURY SKI CLUB BY-LAWS
ADOPTED JUNE 9, 1985**

Article VIII - Section 7:

Change Section 7 Heading to "***Program Development Committee*** "

Paragraph (a) to "***The Program Development Committee shall consist of six (6) members, two of whom shall be members of the Board of Directors and be appointed by the President, two (2) shall be club members at large and be appointed by the President, one (1) shall be the ski club Head Coach, and one (1) shall be a Middlebury College Snow Bowl Representative.***

Article VIII - Section 8:

Change Section 8 to Section 9 "***Social Committee*** "

Article VIII – Section 8:

New Section 8 to read "***Race Committee*** "

The Race Committee will consist of one (1) Board Member and two (2) Club Members. The race Committee will be responsible for race worker coordination, organizing and training of volunteer race workers and race coordination between Middlebury College Snow Bowl Management and the Middlebury Ski Club.