

SAGA SKI CLUB BYLAWS

ARTICLE I

The name of the club shall be 'SAGA SKI CLUB' (hereinafter referred to as 'Club').

ARTICLE II

PURPOSE

The purpose of the Club shall be to encourage recreational snow skiing and snowboarding, as well as other sports and social activities, among its members as hereinafter defined.

ARTICLE III

DEFINITIONS

- A. Member in Good Standing: An individual who has current approval for Club membership and has paid, in full, all applicable Club dues and fees for the current Club year.
- B. Club Year: The period of June 1 of a given calendar year to May 31 of the following calendar year.
- C. Executive Council: The currently duly elected officers of the Club. The Executive Council is empowered to manage all activities of the Club.
- D. General Business Meeting: A scheduled meeting of the general membership of the Club to be held at least once from September through May of each Club year, and at other times as the Executive Council deems necessary. These meetings may be in-person and/or by electronic means.
- E. Quorum:
 - 1. For a general business meeting: More than one-fourth of the regular members in good standing.
 - 2. For an Executive Council meeting: More than half of the current Executive Council members.
 - 3. For a committee meeting: More than one-third of duly appointed members of any committee.

ARTICLE IV

MEMBERSHIP AND FEES

- A. Regular Membership: Any individual, over the age of 21 and expressing an interest in the Club, shall be eligible for regular membership. Membership candidates must complete a membership application, must pay dues as required by this article, and must be approved for membership by the Executive Council before they will be deemed to be Regular Members. Failure or refusal to pay dues will constitute sufficient grounds to prevent an individual from becoming a regular member or for removing a regular member's name from the regular membership roster. Persons whose memberships have lapsed because of the non-payment of dues may be reinstated following the payment of dues for the renewal year and the approval of the Executive Council. Participation in Club activities as a regular member may commence only upon payment of applicable dues and fees and approval of membership by the Executive Council.
- B. Guests: Non-members over the age of 21 may attend club trips and social events upon paying such guest surcharges as may be established by the Executive Council. All such guests are invited to join as members. Non-members under the age of 18 may attend club trips and social events only if all of the following are true: (1) the minor guest is accompanied and supervised throughout the trip or event by a parent or legal guardian, (2) the parent or legal guardian is a club member, and (3) the Executive Council approves such attendance. In approving

or denying such attendance, the Executive Council may consider, among other things, the safety of the minor, the availability of appropriate accommodations, and the consideration of other members.

- C. **Expulsion of Members:** Any individual member of the Club may be expelled for cause, upon a two-thirds (2/3) vote of the Executive Council. The expelled member shall be notified in writing, and the notification shall state the reason of expulsion. This may include, but is not limited to, violating the Club Code of Conduct.
- D. **Membership Dues and Fees:** All members shall pay dues. The Executive Council shall establish the annual dues.
- E. **Activity Fees:** Fees charged for Club trips shall cover the expenses of the trip and the administrative expenses of the Club, and shall be established by the Executive Council. Fees for social and other recreational activities shall be charged to cover expenses, unless funds from dues are authorized and budgeted for such purposes by the Executive Council. The Club Treasurer or the Treasurer's designee shall collect fees and/or deposits for Club events. Only with prior approval from the Executive Council shall any person have authority to expend or obligate funds on the Club's behalf.
- F. **Cancellation and Refund Policy:** The Executive Council shall establish a cancellation and refund policy for Club trips and events. Any cancellations or requests for refund by a club member or guest shall receive a refund, if any, based on the Club's stated cancellation policy, as approved by the Executive Council, and may be subject to an administrative charge as determined by the Executive Council. In determining refunds, cancellation charges, and administrative charges, the Executive Council may take into account the timing of the cancellation or refund request, charges by vendors, non-refundable items, costs incurred because of the cancellation, and the financial outcome of the event.

ARTICLE V

ORGANIZATION

- A. **General Management:** The general management of the club shall be vested in an Executive Council. The president of the Club, or the President's appointee, shall chair Executive Council meetings. Any action taken by the Executive Council requires that a quorum be present, either in person, by electronic means, by proxy or absentee ballot, or by written or electronic consent, and a majority vote of those members of the Executive Council so voting.
- B. **Directors:** If the Club is incorporated, the corporation's Board of Directors shall consist of the Executive Council and, as used in these bylaws, "Director," "Officer," and "member of the Executive Council" shall be used interchangeably. The Directors of the corporation shall be indemnified by the corporation to the fullest extent permitted by the California Corporations Code.
- C. **Officers:** The officers shall be elected from the regular membership of the Club. All officers must be members in good standing. Officers shall consist, at a minimum, of the following: President, Secretary, and Treasurer. Additional officer positions may be created or eliminated by a 2/3 vote of the Executive Council. At no time, however, shall the Executive Council create or approve officer positions so that the number of officers or director exceeds eleven. Officers shall be elected annually in May either in person or by electronic means. The term of the office shall be one Club year. Officers must remain regular members in good standing throughout the term of their office. No member shall serve in the capacity of more than one office at a time.
- D. **Committees:** The Executive Council may, from time to time and in its discretion, create committees to further the activities of the Club. All such committees must be chaired by an Executive Council member. Committee members shall be appointed by the Executive Council and may include Regular Members in good standing.
- E. **Quorum:** No matter of business may be voted upon at a general business meeting, an Executive Council Meeting, or a committee meeting unless a quorum is present.
- F. **Officer Nominations:** A slate of all persons expressing to the Executive Council an interest in being elected to any office shall be presented to the general membership by electronic means at least ten (10) days in advance of the election. No member shall stand as a candidate for more than one office at any election. Nominations will remain

open until the election in May.

- G. Election of Officers: The Executive Council shall conduct an election of officers in May. Regular members in good standing will vote by electronic means. Election of officers shall be decided by the majority vote of the votes validly cast. The Executive Council shall appoint one or more Regular Members, none of whom may be nominated nor be a candidate for any Club office, to certify the election of officers. If a majority of the votes validly cast is not obtained by a candidate for office on the first ballot, a run-off election between the two candidates with the most votes for a particular office shall be held.
- H. Unexpired Term of Office: Should the office of President, Secretary, or Treasurer become vacant during the term, it will be filled by an appointment made by the Executive Council. Should any other office become vacant during the term, it may either be filled by an appointment or left vacant, in the discretion of the Executive Council.
- I. Auditing: The Executive Council shall appoint an auditing committee consisting of a chief auditor and at least two (2) other members or membership candidates in good standing, plus the treasurer as an ex officio member of the committee. The auditing committee shall audit the Club's financial records at least biennially and report its findings.
- J. Amendment of Executive Council Action: Any Regular Member in good standing who wishes to challenge an action or decision by the Executive Council shall present that challenge to the Executive Council meeting. If the challenge cannot be satisfactorily resolved between the member and the Executive Council, the action or decision by the Executive Council may be amended or rescinded by a vote or two-thirds (2/3) of the votes validly cast by Regular Members in good standing and in attendance at a general business meeting where a quorum of the Regular Membership is present or by electronic means.

ARTICLE VI

MEETINGS, TRIPS, AND ACTIVITIES

- A. Schedules: The Executive Council shall establish and distribute a schedule of trips, meetings and events no later than October. Deviations in the schedule may occur as a result of natural causes, extenuating circumstances, or as deemed necessary by of the Executive Council. Additions in the schedule may also occur.
- B. Executive Council Meetings: The Executive Council shall meet in a timely manner. Dates and times are to be set by the Executive council members. Such meetings are open to any member in good standing.

ARTICLE VII

OFFICER RESPONSIBILITIES

- A. President: It shall be the responsibility of the President to prepare agendas, to preside at meetings of the Executive Council, and to officially represent the Club. The President is responsible for the day-to-day management of the Club's property, subject to Executive Council approval.
- B. Secretary: The Secretary shall be responsible for maintaining all records of the Club and Club proceedings. The Secretary shall keep the minutes of all official meetings of the Club, and shall report these minutes when requested by the Executive Council. The Secretary shall attend to all Club correspondence. The Secretary, or such other officer as the Executive Council may designate, shall file such records, returns, and reports, as may be required by Federal, State, or local laws, except tax returns.
- C. Treasurer: The Treasurer shall keep accurate books and records of the Club funds and assets for inspection, and shall collect and disburse funds at the direction of the Executive Council. The Treasurer shall deposit all Club funds in the name of the Club in such bank or banks as the Executive Council designates. The Treasurer is responsible for presentation of the financial reports to the Executive Council at least quarterly. The Treasurer shall also be responsible for preparation and filing of all tax returns required by law.

- D. All Club Officers: No officer or member of the Club may obligate the Club, financially or otherwise, without approval of the Executive Council. No officer of the Club may materially change the terms of any club trip or event without approval of the Executive Council. Any officer responsible for organizing or implementing a Club activity shall keep accurate records of all income and expenditures of such activity and shall furnish such records to the Executive Council at or before the next Executive Council meeting following the activity.

ARTICLE VIII

AMENDMENT OF BY-LAWS

These By-Laws may be amended only by a vote of Regular Members in good standing in which a quorum of Regular Members in good standing casts votes by electronic means. Two-thirds (2/3) of those voting must approve the changes. A draft of the wording of proposed amendments shall be posted on the Club website at least ten (10) days prior to the vote.