

Constitution and Bylaws of the Ski and Board Club at Stratton

Effective November 2013, Amended July 2015.

ARTICLE I Name

The name of the club is the Ski and Board Club at Stratton (the Club).

ARTICLE II Organization

The Club exists as an incorporated association of its members. Its Articles of Organization comprise these Bylaws, as from time to time amended.

ARTICLE III Purpose

The Club is organized and operated for the following purposes:

- a. Exclusively for charitable and educational purposes and as a qualified amateur sports organization, to foster local, national and international amateur athletic competition within the meaning of Sections 501(c)(3) and 501(j) of the Internal Revenue Code (IRS) of 1986 (as amended);
- b. To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Vermont which are consistent with the preceding paragraph; and,
- c. In accordance with the Club's Articles of Incorporation in the State of Vermont, to operate exclusively as "a Charitable Organization, Church or Religious Organization, or Private Foundation (AS DEFINED BY IRS CODE 501(C)(3)) formed for the purpose of charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, or preventing cruelty to children or animals and will not be participating in political activity as defined in sections 501(c)(4) (FOR ACTION ORGANIZATIONS) or 527 (FOR POLITICAL ORGANIZATIONS) of the IRS Code."

ARTICLE IV Basic Policies

- a. The Club shall cooperate with United States Ski Association (USSA), Vermont Amateur Racing Association (VARA), Eastern Freestyle Association, and other organizations in pursuit of its purposes.
- b. The Club shall cooperate with Stratton Mountain Corporation and their affiliate(s) in matter's pertaining to the Club.
- c. The Club's fiscal year shall begin on October 1 and end on September 30, or such other fiscal year as determined by the Board of Directors.

ARTICLE V Membership

Section 1: Any individual(s) who subscribe(s) to the purpose and basic policies of the Club may become a Member subject only to and compliance with the provisions of the Bylaws.

- A. Classes of Membership: May include, but are not limited to:
 - 1. Family: Adult partners and dependent children (including children under the age of 24),
 - 2. Adult: Adult partners or single person of majority age,
 - 3. Social: Adult partners or single person with or without dependent children using the clubroom only on non-holiday weekdays and for social events,
 - 4. Competition: Individuals enrolled in Junior Competition programs and their immediate family members, who otherwise are not members under any of the above classes, and,
 - 5. Other: Such other classes of membership as shall be determined by the Board.
- B. The Club shall conduct an annual enrollment of members, although members may be admitted at any time during the year.
- C. The Membership of the Club, or access to its facilities, may be restricted as necessary to ensure that the Clubhouse utilization remains in compliance with applicable fire laws or otherwise at the discretion of the board.

Section 2. All members are eligible to participate in the privileges of membership in accordance with the following:

- A. Voting: Each individual member aged 18 years and older, each person in a family holding a family membership 18 years and older, shall have one (1) vote in the election of elected directors and officers and in all other matters with respect to which a vote of the Membership is permitted or required. Voting in person or by proxy shall be permitted. The Board of Directors may establish voting methods and procedures from time to time, including voting by mail and/or written ballot.
- B. Members under 18 years on the first day of the current Club fiscal year, in good standing, may participate in membership meetings, serve in appointed position(s), but may not vote or serve in any elective position.
- C. All Stratton Resort Competition Program participants must be Club members.
- D. An individual responsible for a Club program must be a member of the Club.

Section 3: Discipline of Members

- A. Serious or continued violation of the Club's Rules and Regulations, conduct unbecoming a member of the Club or nonpayment of Club dues assessments may result in disciplinary action against the offending member. Disciplinary action can result in reprimand, revocation or suspension of certain or all Club privileges or termination of Club membership.
- B. A complaint against a member charged with serious or continued violation of the Club's Rules and Regulations or conduct unbecoming a member of the Club shall be referred to a special committee appointed by the Board for the purpose of investigation, reporting, and making a recommendation before any action is taken on such charges by the Board. Written notice of the charges, the investigation, and the hearing shall be given to such Club member against whom such charges are sustained, after a hearing before the Board, may be disciplined by a majority vote of the entire Board; provided, that termination of Club membership shall require a two-thirds(2/3) vote of the entire Board. Any such decision of the Board shall be final and binding.
- C. "Conduct unbecoming a member of the Club" is defined as any conduct that:
 - 1. Is compatible with the best interests of the public or of members of the Club; or
 - 2. Tends or threatens to harm the standing or reputation of the Club in the local or global community.
- D. Any person whose membership has been terminated in any manner shall forfeit other property and all rights to use of the Club.

Article VI Dues

Section 1. All members of the Club, according to their class of membership, shall pay annual membership dues set by the Board.

Section 2. The collection of dues shall be the responsibility of the Treasurer and an accurate report kept with all the monies of the Club.

Article VII Membership Meetings

Section 1. Regular and Special meetings shall be held.

- A. An annual meeting shall be held no later than April of each calendar year, at which reports shall be presented by the Officers and Directors and an election shall be held

for all open Directors and Officers positions for ensuing terms, as well as for open Nominating Committee positions.

- B. Special meetings of the Club may be called at the discretion of the Board or upon the written request of a majority of the members of the Club in good standing.
- C. Time and location of General Membership and special meetings will be posted in the Clubhouse and/or disseminated electronically.
- D. A quorum to transact business at any membership meeting shall be constituted by the members present.

Article VIII Board of Directors

Section 1. The Board shall consist of such number of members as shall be determined by the Board that is currently sitting, but at all times shall consist of at least 7 members and no more than 11 members. The Board at all times shall include the Officers and the most recent past-President. Remaining Board members are elected by the membership, and may include a representative from Stratton Mountain School.

- A. All members of the Board shall have one vote when conducting business.
- B. All members shall serve consistent with the Bylaws governing each position.

Section 2. The slate for the elected Director positions shall be determined by the Nominating Committee.

Section 3. The duties of the Board shall be:

- A. To transact necessary business between regular meetings of the Club and any other business it or the Club may deem necessary.
- B. To establish committees of the Board in such areas as the Board may determine and to review the plans and actions of such committees.
- C. To set the dates and notify the membership of the General Memberships meetings of the Club.
- D. To approve the Club's Budget and any expenditure in excess of \$500 of those in the approved budget.

- Section 4. The Board shall meet at least twice a year.
- A. All dates for meetings throughout the Club year shall be set in advance with at least two weeks' notice provided to all Board members disseminated through any electronic medium approved by the Board.
 - B. A quorum, in order to transact business at any meeting of the Board of Directors, shall constitute one half (1/2) of the members of the Board members.
 - C. All votes of the Board and committees established by these Bylaws and the Board shall be determined on a majority basis.
 - D. Anything which may be done by the Board in a meeting may, without a meeting and without any previous notice being required, be done by unanimous written consent, would be entitled to attend a meeting of the Board and vote on the resolution. Such unanimous written consent may be signed in as many counterparts as necessary.
 - E. In addition to attending the meeting personally, members may attend meetings through such voice or electronic medium as shall be determined by the Board.

Section 5 The Executive Committee of the Board shall consist of the President, the Vice President(s), the most recent President and the Treasurer and Secretary.

- A. If necessary, between regularly scheduled meetings of the Board, business of the Board may be conducted by the Executive Committee.

Section 6. Terms of Office for elected Directors shall be 2 years, and the terms may alternate at the discretion of the Board.

Section 7. The Board of Directors, through the Treasurer, is responsible for debt retirement, depreciation accruals, insurance coverage, governmental permits, taxes or other requirements pertinent to the property owned or leased by the Club.

Article IX Officers

Section 1. The officers of the Club shall consist of the President, Vice President(s), Treasurer and Secretary. The officers shall be elected by the membership at the annual meeting and will serve at the discretion of the Board. All officer vacancies shall be replaced by the Board, except in the case of the removal of officers by a vote of members of the Club pursuant to Article X below.

Section 2. The slate for the elected positions shall be determined by the Nominating Committee and the terms of office for Officers shall be 2 years.

Section 3. Duties of Officers

- A. The President shall preside at all meetings of the Club and the meetings of the Board at which he/she may be present. The President shall carry out such other

duties as may be prescribed in these Bylaws or assigned to her/him by the Board and shall coordinate activities of the other Officers and Directors. The President shall be a member x-officio of all Committees except the Nominating Committee. In the event of a tie, the President shall cast the deciding vote.

- B. The Vice Presidents shall act as an aide to the President; shall perform the duties of the President in his/her absence and shall carry out his/her own respective duties as determined by the Board. Unless otherwise modified by the Board, the duties include:
 - 1. The First Vice President shall be responsible for relationships between the Club and Stratton Corporation, including the Directors of the Competition Programs and/or head coaches and other representatives of the Corporation.
 - 2. The Second Vice President shall coordinate the activities of all special committees appointed by the Board of Directors.
- C. The Treasurer shall have custody of all of the funds of the Club and shall:
 - 1. Keep full, accurate and up-to-date accounts of the receipts and disbursements.
 - 2. Make disbursements in accordance with the approved budget.
 - 3. Retain responsibility for collecting dues, fees and other accounts receivable.
 - 4. Present the Club's books of account to the Board for annual review.
 - 5. Present, in writing, a current fiscal year-to-date statement of financial condition at each regular meeting of the Board.
 - 6. In consultation with the President and any relevant committees established by the Board, prepare capital and operating budgets, including a dues and fees structure for the next fiscal year.
- D. The Secretary shall:
 - 1. Record minutes of the meetings of the General Membership and the Board and present these minutes for approval at the next meeting of each body respectively.
 - 2. Receive and transmit communication and perform such other duties as may be determined by the Board.

Article X Removal of Officers and Directors

Section 1. Members of the Board and Officers may be removed from office with or without cause by (i) a vote of two thirds (2/3) of the members of the Board or (ii) a vote of two thirds

(2/3) of the members of the Club in good standing at a General Membership meeting or a special meeting of the members of the Club.

Section 2. Any vacancy created by the removal of a member of the Board or an officer shall be filled by (i) the Board, in the event that the removal of such member of the Board or officer occurred as a result of a vote of the members of the Board, or (ii) a plurality vote of the members of the Club, in the event that the removal of such member of the Board or officer occurred as a result of a vote of the members of the Club at a General Members hip meeting or a special meeting of the members of the Club.

Article XI Committees

Section 1. Standing Committees are the on-going annually functioning Committees of the Club.

- A. Members of the Committees shall consist of interested Club members.
- B. The specific committees shall be defined and established by the Board, and may include the following:
 - 1. Financial Audit
 - 2. Social Events
 - 3. Fundraising
 - 4. Competition program advisory by discipline
 - 5. Communications
 - 6. Buildings and Clubhouse
 - 7. Membership
 - 8. Volunteer Coordination
 - 9. Other committees added at the discretion of the Board of Directors.

Section 2. Advisory Committees: The Board of Directors may appoint from its number, or from among such persons as the Board of Directors may see fit, one or more advisory committees.

- A. Advisory Committees shall report through a Chairperson, appointed by the President to a Vice President.

Section 3. The Nominating Committee shall be chaired by the most recent past-President, and additionally consist of the First Vice President, two Committee Chairs appointed by the Board, and three elected discipline-related positions, or as otherwise modified by the Board. The three disciplines are alpine racing, freestyle, snowboard competition/freeski. The nominees shall have that discipline as their primary competition interest. If any of the discipline-related positions cannot be filled, the position will be opened up to other club members regardless of discipline interest.

- A. The Nominating Committee shall prepare slates of recommended elected Directors and Officers.
- B. The Nominating Committee shall present the slates of elected Directors and Officers to the Board 45 days prior to the General membership meeting, and to the membership one month prior to the General membership meeting.
- C. Nominating Committee terms will be for two consecutive years. The nominating Committee shall be elected at the annual membership meeting, and the members will prepare the recommend states for the subsequent annual meeting (the following year's meeting).
- D. Any member in good standing may run for a discipline-related position on the Committee and must inform the Board of their interest at least one month prior to the annual membership meeting.
- E. New members may be appointed by the Board as necessary to fill any vacancies. Any member who seeks an elected office shall be replaced by the Board.

Article XII Fiscal Year

The fiscal year of the Ski and Board Club at Stratton shall begin on October 1 and end on September 30.

Article XIII Amendments

These Bylaws may be amended or revised by a majority vote of the members of the Club present in person or by proxy at a General Membership meeting or a special meeting of the members of the Club duly convened and having a quorum. Notice of the proposed changes shall be presented to the members of the Club at least 10 days prior to the meeting called to vote on such proposed changes.

Article XIV Conflict with Laws

If it is determined at any time that any of the terms of these Bylaws are in conflict with the laws and regulation of the State of Vermont, the laws and regulation of the State of Vermont shall prevail over the terms of these Bylaws.

Article XV Parliamentary Authority

The parliamentary authority for all matters of procedure not specifically covered in these Bylaws shall be *Robert's Rules of Order Newly Revised*.

Article XVI Severability

Each provision of these Bylaws shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of these Bylaws is held to be invalid or illegal in any respect under applicable law or rule in any jurisdiction, such invalidity or illegality shall not affect the validity or legality of any other provision of these Bylaws and these Bylaws shall be reformed and constructed as if such invalid or illegal provision had never been contained herein.

Article XVII Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken or carried on by an organization exempt under Code Section 501(c)3 and its Regulation as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Code Section 170(c)(2) and its Regulation as they now exist or as they may hereafter be amended.