

**BYLAWS OF THE
BLUE RIDGE SKI AND OUTING CLUB, INC.**

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Article I. Article I. Name and Purpose

SECTION 1.

- 1.1. The Blue Ridge Ski And Outing Club, Incorporated, hereinafter referred to as the "BRSOC", shall be a non-profit corporation Chartered in the Commonwealth of Virginia for the purpose of promoting the general interest and enjoyment of the sport of snow skiing. The BRSOC shall support and further skier training, safety, education and courtesy. It shall organize group trips to ski resorts, host social functions for members and their guests and plan other activities for the furtherance of fellowship among its members.

Article II. Article II. Membership

SECTION 1. Member Qualification and Admission

- 1.1. Membership in the BRSOC shall be open to those approved by the Membership Committee and who meet the requirements of the Board of Directors and these Bylaws.
- 1.2. Those making application for membership pledge themselves to observe and be governed by the Charter and Bylaws of the Club, by the direct action of the majority of the General Membership, the Board of Directors and the Club Officers and to cooperate in the accomplishment of the aims and purpose of the organization.
- 1.3. Upon approval by the Membership Committee such applicant shall be received into the General Membership and shall enjoy the rights and privileges accorded by the Charter, the Bylaws and the rules and regulations of the Board of Directors.

SECTION 2. Types of Membership

- 2.1. **Individual Member**
Individual Members shall be those persons accepted who are eighteen (18) years of age or older.
- 2.2. **Family Member**
Family Members shall be those persons accepted as husband and wife and their children or single parent and his/her children less than twenty-one (21) years of age. Family membership constitutes only one voting membership. Otherwise each member of the family shall enjoy benefits of membership excepting only those provisions set forth herein relating to participation of minors.
- 2.3. **Life Member**
Life Members shall be those persons who have been members for at least 5 years and recognized by the Board of Directors as someone who has made substantial contribution of time, effort, and outstanding service to BRSOC. Such members shall be elected by unanimous vote of the Board of Directors and shall be entitled to life membership and exemption from the payment of dues. No more than one life membership shall be awarded in each fiscal year.
- 2.4. **Honorary Member**
Honorary Members shall be those persons who as non-members have performed outstanding and beneficial services to BRSOC. Upon authorization of the Board of Directors, such persons shall be granted a one-year club membership as appreciation from BRSOC. Honorary members shall enjoy all benefits of club membership and shall be entitled to renewal without payment of the initiation fee.

SECTION 3. Application for Membership

- 3.1. **Application**
Application for membership shall be made in writing on a form prescribed by the Board of Directors; all applications must be accompanied by the applicable dues and fees. Each applicant must sign a release and hold harmless agreement. All such applications shall be referred to the Membership Committee for consideration and approval or rejection.

3.2. Application of Minors

3.2.1. No application will be accepted from persons who have not yet attained eighteen (18) years of age. Parents may have their dependent children enrolled as members provided they themselves are members and provided further that such parent or parents, as the case may be, have signed waivers of liability for both themselves and their children thereby relieving BRSOC, its Officers, Directors, members, legal representatives, or agents of any damages or injuries suffered as a result of any activity as a member of BRSOC.

3.2.2. The Board of Directors, at its sole discretion, may elect to close certain functions, activities, or trips to minors when it is in the best interest of the General Membership.

SECTION 4. Cancellations

4.1. Cancellation of membership must be made in writing. Refunds will be granted only for memberships canceled on or before thirty days after the membership application is received at the BRSOC office.

SECTION 5. Dues and Fees

5.1. Membership Periods

The BRSOC membership year shall be October 1 to September 30.

5.2. Dues

5.2.1. The applicable dues for each class of membership for each period of membership shall be as follows:

Full Year

Individual \$15.00

Family \$27.50

5.2.2. Dues shall be reduced by fifty (50) per cent after March 1, for the remainder of the current membership year.

5.3. Initiation Fee

The applicable new member initiation fee shall be as follows:

Individual \$ 5.00

Family \$ 7.50

5.4. Membership Renewal

Application for membership shall be mailed to each member prior to October 1. All members whose applications and dues are received on or before October 1 shall be renewed full year members. Those members whose applications and dues are received after October 1 but prior to November 30 may keep their membership current by payment of a \$3.00 late application fee in addition to the dues. Renewal applications received on or after November 30 shall be considered delinquent and the membership expired. Expired memberships will require application as a new member and payment of the applicable initiation fee and dues.

5.5. Exemptions

The immediate past President shall be exempted from paying dues during the year following his term of office. Life members shall be exempted from payment of dues. Honorary members shall be exempted from payment of initiation fee and dues during the one-year term of such honorary membership.

5.6. Other Fees and Charges

No member shall be liable for any assessment other than those charges due for participation in a club trip or other activity entered into at the option of the participant.

SECTION 6. Termination of Membership

6.1. Powers of the Board of Directors

Any member whose acts or conduct are inconsistent with these Bylaws, BRSOC policy, rules, and regulations or whose acts or conduct may be deemed injurious to the welfare, interest, reputation, or harmony of the BRSOC may be removed from the membership or refused renewal of membership by action of the Board of Directors.

6.2. Conduct Committee

The President shall appoint the Conduct Committee, which shall consist of the Vice President, as Chairman, and two members of the Board of Directors. In addition, the Conduct Committee may appoint two members-at-large to serve on the Committee. Member removal proceedings may be initiated by action of the Board of Directors setting forth the reasons thereof. Upon initiation of said proceedings the Conduct Committee shall investigate the charges brought against any member and shall make a recommendation to the Board of Directors for action.

6.3. Action of the Board

Based on the findings of the Conduct Committee, the Board of Directors may send the member in question a letter of reprimand, refuse to renew said member's membership, terminate the membership or take other action deemed appropriate. In the event of termination, the sole liability of the BRSOC shall be the refund of the prorated membership dues paid during the year.

6.4. Appeal

Any member acted upon by the Board under paragraph 6.3.1 above may appeal the Board's decision within thirty (30) days of such action. Said member may appear before the Board at the regular monthly Board of Directors meeting to make such appeal. Any decision of the Board at this time shall stand as final.

Article III. Article III. Officers

SECTION 1. Officers

1.1. Elected Officials

The President, Vice President, Secretary, and Treasurer shall be elected for two-year terms at the regular March membership meeting.

1.2. Officer Duties and Responsibilities

1.2.1. President

The President shall superintend the business of the Club, preside at all general membership meetings, Board of Directors meetings, and Executive Committee meetings, and in case of a tie shall cast the deciding vote. He shall be Chairman of the Board of Directors and Executive Committee. He shall sign all minutes of all meetings. He shall be custodian of all deeds and documents of value, cups, medals, trophies, and other properties of the Club. He shall maintain an inventory thereof in the minute's book and transfer the same to his successor. The President shall be an ex-officio member of all committees. He shall appoint the Directors as provided elsewhere in these Bylaws. He is authorized to sign all checks on all bank accounts in the name of the Club. He shall be bonded in the amount determined by the Board and shall not assume his duties until such bond is in effect.

1.2.2. Vice President

The Vice President shall, in the absence of the President, discharge his duties. In the absence of the President and Vice President, the Board of Directors shall elect a Chairman Pro tem from their own number. The Vice President shall be an ex-officio member of all committees. He shall assist the President in all matters and assume responsibilities delegated by the President.

1.2.3. Secretary

The Secretary shall keep the minutes of all business meetings of the general membership, the Board of Directors, and the Executive Committee meetings. The Secretary will distribute in writing to each Officer and Director a copy of the minutes of all meetings, not later than the next scheduled board meeting. He will keep such other books or records required by law or deemed necessary by the Board of Directors. The Secretary shall be responsible for the management of the Club office. He shall be responsible for all correspondence sent in the name of the Club, its Officers or Directors, and shall retain a copy of each such correspondence in his file. The Secretary shall be responsible for maintaining a current, up to date master copy of the Bylaws and shall revise the master copy promptly upon revision of said Bylaws by action of the Board. The Secretary shall discharge such other duties as may be assigned by the Board of Directors, the President, or Vice President.

1.2.4. The Treasurer

The Treasurer shall be responsible for receiving and disbursing all moneys or negotiable instruments of the Club. He shall make expenditures only with budget authorization or as may be specifically authorized by the Board of Directors. He shall secure and complete vouchers for all expenditures and shall keep full and accurate accounts, making report to the Board of Directors, in such form as to show the financial condition of the Club and the results of its yearly operations. He shall make such added reports to the Board of Directors as they may from time to time prescribe. The Treasurer is authorized to sign all checks on all bank

accounts in the name of the Club. The Board of Directors at its option may require the countersignature of the President or Vice President. All reimbursed expenses payable to Officers, Directors, or members must be accompanied by the standard voucher form approved by the Board. Such voucher form will contain description of the expense, the project it was incurred for, the exact amount and any other pertinent information. Said form must be signed by the person requesting reimbursement and countersigned by an Officer or Director.

The Treasurer will submit all financial records of the Club to a professional accountant at the end of each fiscal year or upon termination of his official capacity, whichever is sooner, for an audit. He shall assist said accountant with the audit until such time as the audit is submitted in writing to the Board. The Treasurer's liability and responsibility shall end upon acceptance of the audit by the Board of Directors regardless of the date of termination of his office.

The Treasurer shall be responsible for preparation and filing of the BRSOC tax return by a professional accountant. The Treasurer shall be bonded in an amount determined by the Board. The Treasurer shall not assume his duties until such bond is in effect and the bond shall likewise be continued until the audit required is received.

The Treasurer shall prepare an annual report of the Club's financial condition and operations to the general membership. Such report may be in whatever format and accompanied by whatever explanatory comments are deemed appropriate, so long as it fairly and accurately reflects the Club's true financial situation. It may be published in the Club magazine or newsletter, or in a separate mailing, at the discretion of the Board after the audit.

Article IV. Article IV. Directors

SECTION 1. Directorships

1.1. The Directors shall be appointed by the President and these shall be Chairmen of the Standing Committees. Officers of the preceding year who have not been re-elected to an Officer position shall be appointed Directors-at-Large.

1.2. Standing Committees

The following committees shall be established and maintained:

- a) a) Social
- b) b) Membership
- c) c) Newsletter
- d) d) Programs
- e) e) Publicity and Public Relations
- f) f) Long Distance Trips
- g) g) Local Trips

1.3. Responsibilities of Directors

1.3.1. In accepting the position of Director, he pledges himself to be governed by these Bylaws, to perform the duties of this position as set forth herein as well as other such duties as may be designated by the Board, to attend all Board Meetings and conduct himself in a manner becoming to his position and to the image of the BRSOC.

1.3.2. Directors shall be accredited the responsibilities under the law which governs an incorporated concern.

1.4. Duties of Directors

1.4.1. Social Director

The Social Director shall be Chairman of the Social Committee, which will be responsible for the selection, planning, and promotion of social functions for members and guests, which will enhance the aims and purposes of the Club. The Social director shall be responsible for the administration of the Social Budget as approved by the Board at the regularly scheduled May Board meeting.

1.4.2. Membership Director

The Membership Director shall be Chairman of the Membership Committee. His committee shall be responsible for the promotion and furthering the membership of the Club. It shall be responsible for the processing of the applications for renewal by receiving the applications and transmitting the dues and fees to the Treasurer. The committee will maintain a current roll of members and will be responsible for publishing an annual directory of all members on record as of September 30. Such directory will be distributed to all members no later than December 1st. The Committee will issue a membership card to each individual member and to the head of each family membership and spouse. The membership Director shall be custodian for club insignias, decals, nametags, pins, etc., which are offered for sale to members. Such items will be offered for sale to members through the Ski Club publication and the membership meetings. The Director will maintain an inventory of all merchandise and will remit all proceeds to the Treasurer. The Membership Committee shall be host to all guests and new members at meetings and social functions and shall offer such hospitality to them as may be in the interest of the

Club.

1.4.3. Newsletter Director

The Newsletter Director shall be responsible for the content, publication, and distribution of the monthly newsletter, and shall publish the newsletter monthly. The Newsletter Director shall appoint a staff to assist in the production of the publication. The Director shall contact each Officer and each Director monthly to secure information on upcoming ski club activities and other necessary information to be communicated to the general membership. He will be responsible for securing paid advertising for the newsletter and shall invoice advertisers as necessary.

1.4.4. Program Director

The Program Director shall be Chairman of the Program Committee, which will be responsible for planning and producing programs for membership meetings that will encourage the development and participation of the sport of skiing.

1.4.5. Publicity and Public Relations Director

The Publicity and Public Relations Director shall be Chairman of the Publicity and Public Relations Committee. This committee will be responsible for furthering the image of the Club before the public in such a manner as to enhance its reputation and publicize its activities. It shall organize and disseminate periodic news releases of Club activities to members of the press and the general public.

1.4.6. Distant Trip Director

The Distant Trip Director shall be Chairman of the Distant Trip Committee, which shall be responsible for organizing, promoting, and conducting skiing trips to resort areas of the United States, Canada, and Europe. Ski Trips involving travel by aircraft shall be classified as distant trips. The Distant Trip Director shall select the destination resorts, make all transportation and lodging arrangements and shall negotiate for the best available ski package for the members. The Distant Trip Director shall be responsible for the operation and management of each distant trip. Only the President shall have the authority to sign airline charter contracts in the name of the club or cancel any such arrangements.

1.4.7. Local Trip Director

The Local Trip Director shall be Chairman of the Local Trip Committee, which shall be responsible for organizing, promoting, and conducting skiing trips to the resort areas of the Southeastern United States. The Local Trip Director shall be responsible for the local trip program schedule, destinations, transportation, lodging and other matters pertaining to Local Trips. The Local Trip Chairman shall appoint a Trip Captain for each Local Trip and shall instruct them as to their duties, responsibilities, and authority under these Bylaws and the Club Rules and Regulations.

h) a) Trip Application -- The Trip Committees shall prescribe a standard contractual trip application form for distant trips and for local trips. All applications and trip monies will be sent to the Club Office for processing. Trip applicants shall either be confirmed on the trip or placed on a waiting list. All monies will be transmitted to the treasurer for deposit in the appropriate account. A list of trip applicants will be maintained at the Club Office in accordance with instructions from the Trip Director.

i) b) Trip Cancellations -- It shall be the duty of the Trip Director with

approval of the President, to cancel any trip that due to weather conditions, possible financial consequences to the Club, lack of trip participants or other reason may be deemed injurious to the best interest and reputation of the Club. A definite policy regarding trip participant cancellations will be established by the Trip Committee and approved by the Board. Said cancellation policy will be plainly stated in writing on each trip application form. It shall also state that the Club reserves the right to cancel or modify the trip at any time. It shall state the refund policy in the event of cancellation by the Club or the participant. Said statement shall be approved by the Club Legal Counsel prior to use.

- j) c) Trips Budget -- All Trip Directors shall operate within the budget approved by the Board. Each trip should be planned so that receipts equal the actual direct expenses of promoting and operating the trip.
- k) d) Refunds -- It shall be the policy of the Club and the responsibility of the trip Directors and the Treasurer to process refunds due to members at the earliest possible date. (This policy shall also apply to all Directors whose activities entail refunding deposits to members).
- l) e) Non-affiliated member surcharges -- Persons participating in BRSOC sponsored ski trips who are not members of either BRSOC or any other recognized Ski Club will be assessed the following surcharges:
 - Local Day Trips--\$5.00
 - Week-end Trips--10.00
 - Long-distance Trips--25.00

1.4.8. Director-at-Large

Officers of the preceding fiscal year will be Directors-at-Large and will attend to such matters as requested by the President or the Board of Directors. In the event the past Officers are unwilling or unable to attend the regular board meetings, (a) at their request or upon a majority vote of the Board their position may be changed to Honorary Directors with voice but without vote, or (b) they may resign from the Board, or (c) they may be removed as provided in V 9.2. In the event that any Directors-at-Large position is unoccupied, for whatever reason, the President may appoint a member at large who has previously been an Officer or Director of the Club to occupy the vacant position. Such appointment must be approved by a majority of the Board.

1.4.9. Internet Communications Director

The Internet Communications Director shall be the chair of the Internet Communications Committee, which shall be responsible for maintaining, organizing, and promoting the club's full-feature website. In addition, the Internet Communications Director shall insure that appropriate club officers and members are trained on the efficient use of the website. The website should contain resources and information that will encourage members and non-members to engage in club activities with the goal of promoting membership in the club.

Article V. Article V. Government

SECTION 1. *Governing Body*

The Government of BRSOC shall be vested in the Board of Directors as set forth in these Bylaws.

1.1. Board of Directors

The current Officers of the Club, the current Directors and the Directors-at-Large shall constitute the Board of Directors with full power to act for the Club.

1.2. Policy

The Board of Directors shall be responsible for establishing, reviewing, and maintaining Club policy, procedures, and practices other than those abridged, designated, amended, or arrested by the Charter and Bylaws. Such policy, procedure, and practices adopted by the Board will be binding on subsequent Boards until such times as they are amended or repealed according to these Bylaws.

1.3. Duties and Responsibilities of Officers and Directors

In general, the Officers and Directors shall be responsible for all business of the Club and in addition to specific duties assigned in these Bylaws and shall be accredited the responsibility normally associated with the Officers and Directors of a corporation under the law.

SECTION 2. *Bylaws*

2.1. Interpretation

The interpretation of the Bylaws shall rest with the Board of Directors and the President.

2.2. Bylaw Revision

Proposed Bylaws revisions shall be presented at any regular Board meeting as a motion and shall be voted upon at the next regularly scheduled Board Meeting. The Secretary shall notify each member of the Board in writing at least two (2) weeks prior to the next regularly scheduled Board meeting, stating the exact wording of the proposed Bylaws revision, and the date, time, and location of the meeting. The proposed Bylaws revision must be approved by the two-thirds vote of all the members of the Board.

2.3. Distribution of Bylaws

A copy of BRSOC Bylaws will be provided to any member upon request. This availability will be published at least once annually in the Club newsletter.

SECTION 3. *Voting*

3.1. Each Officer and each Director shall have one vote. In the event of a tie vote, the President, as Chairman of the Board, shall cast the deciding vote.

3.2. Quorum

A majority of the Board of Directors, present and voting, shall constitute a quorum.

3.3. Voting by General Membership

The President upon request of the Board of Directors shall submit to the general membership any matter that in the judgment of the Board of Directors calls for decision by the general membership. Such a vote shall be received by mail and

shall be binding upon the Club, its Directors, and Officers and members if 50 percent of the members of the Club send their vote in writing, signed by the member, to the Secretary and received prior to a date predetermined by the President.

SECTION 4. Executive Committee

4.1. Executive Committee Membership

The Executive Committee of BRSOC shall be composed of the President, Vice President, Secretary, Treasurer, and the immediate Past President. The Executive Committee shall hold this position until the annual April Membership Meeting.

4.2. Powers of the Executive Committee

During the intervals between the meetings of the Board of Directors, the Executive Committee may exercise all of the powers of the Board of Directors in the management of the business affairs of the corporation, in regards to any matter requiring action on behalf of the club in order to promote and further its purposes in the interval between the regularly scheduled Board of Directors meeting, including all powers herein or in the Articles of Incorporation specifically granted to the Board of Directors, and may authorize the signing of all papers which may require it; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Directors that by its terms shall not have the authority of the Board of Directors in reference to :

- a) a) amending the Articles of Incorporation or Bylaws of the corporation;
- b) b) adopting a plan of merger or consolidation;
- c) c) the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation; or
- d) d) a voluntary dissolution of the corporation or a revocation of any such voluntary dissolution.

4.3. Conduct of Executive Committee Meetings

4.3.1. 4.3.1. The Executive Committee shall meet from time to time on call of the President or any two or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places, within or without the Commonwealth of Virginia as the Executive Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings.

4.3.2. 4.3.2. The Executive Committee may fix its own rules of procedure, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Directors at the meeting thereof held next after they have been taken, and such proceedings shall be subject to revision or alteration by the Board of Directors except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

4.3.3. 4.3.3. The Executive Committee shall act by majority vote of its members.

4.3.4. 4.3.4. Alternate Members

The Board of Directors, by resolution adopted in accordance with paragraph 4.1 of this section, may designate one or more Directors as

alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committees.

SECTION 5. Meetings

5.1. The President shall be Chairman of the Board and shall preside at all meetings of the Board.

5.2. Board of Directors Meetings

5.2.1. The Board of Directors will meet at least once a month at a time and place designated by the Board. A special Directors meeting may be called by the President or by request in writing of three Directors addressed to the President.

5.2.2. Attendance at Board Meetings

- e) a) Officers and Directors by virtue of their acceptance of their elected office or appointed position, agree to attend all regularly scheduled board meetings. If it is necessary for a board member to miss a meeting, he will inform the President or Vice President that he must be absent and shall see that his report is presented by a representative of his committee or by another attending Board member.
- f) b) BRSOC club members shall be privileged to attend the regularly scheduled Board meetings with voice but without vote.

5.3. Membership Meetings

A meeting of the General Membership shall be held on the second Thursday of each calendar month at a place and time designated by the Board.

SECTION 6. Budget and Finance

6.1. Fiscal Year

The fiscal year of BRSOC shall be April 1 to March 30.

6.2. Budget

6.2.1. Officers and Directors shall have the responsibility of operating within an approved budget and to take any action as may be required for the welfare of the Club. No Director may exceed his annual budgeted expenditure without advance approval of the Board.

6.2.2. The Budget shall be prepared by the Finance Committee, which shall consist of the President, Treasurer, and a Board Member at large to be appointed by the President. The Finance Committee shall present the Budget for the approval of the Board at the regularly scheduled May Board meeting. Such Budget will be in effect from June 1 until May 31 of the following year.

6.3. Finance

6.3.1. The Board of Directors may assess appropriate monies from available funds as necessary for emergency purposes.

6.3.2. The President and the Treasurer shall be authorized to disburse funds from club accounts and each shall be bonded by a reputable firm at the expense of BRSOC.

6.3.3. The Treasurer shall be responsible for controlling all funds, maintaining operating and surplus funds in proper checking and saving accounts,

maintaining proper, adequate bookkeeping records, and preparation of the annual tax return. The books shall be audited by an accountant at the end of each fiscal year. A financial statement shall be prepared and presented to the Board.

SECTION 7. Contracts and Agreements

7.1. 7.1. Conduct of Business

7.1.1. All business of BRSOC shall be conducted with sound practice. All contracts and agreements for goods and services procured in the name of BRSOC, or on behalf of BRSOC, or any cancellation by BRSOC of said contracts and agreements shall be done in writing wherever practical. Transactions involving a major expenditure of Club funds require that such actions be done in writing.

7.1.2. Any contractual agreement involving the charter or service of an aircraft or any pending transaction requiring a major expenditure of club funds must be signed by the President.

SECTION 8. Vacancy in Offices and Directorships

8.1. 8.1. President

In the event of a vacancy in the Office of President, the Vice President shall assume the duties of the President and a new Vice President shall be elected by the Board of Directors.

8.2. Other Officers

In the event a vacancy exists in the Office of Vice President, Secretary, or Treasurer, the vacancy shall be filled by election of the Board.

8.2. Directors

Any vacancy in a directorship shall be filled by appointment by the President with approval of the Executive Committee.

SECTION 9. Removal of Officers and Directors

9.1. Failure to attend board meetings

If an Officer or Director fails to attend two consecutive Board Meetings, the President shall inquire if such Officer or Director desires to maintain his position as Officer or Director. The President shall present his recommendation to the Board of Directors for action.

9.2. Removal from Office

9.2.1. Any Officer or Director may be removed from office by vote of two-thirds of the full Board of Directors at a regularly scheduled board meeting when the Board deems that the Officer or Director has failed to or is unable to comply with his responsibilities under these Bylaws or is not acting in the best interest of the Club.

9.2.2. Removal can take place only after the Officer or Director has been informed in writing to his last known address, that the Board is considering his removal at least 20 days prior to the Board Meeting when the removal is to be considered. Said Officer or Director may elect to appear before the Board to discuss the matter before action is taken.

Article VI. Article VI. Elections and Appointments

SECTION 1. Elections

- 1.1. The President, Vice President, Secretary, and Treasurer shall be elected every other year at the regular March Membership Meeting according to the following:
- 1.2. **Eligibility for Office**
 - 1.2.1. 1.2.1. Nominees for any Office shall have been a member of BRSOC in good standing for no less than one full year prior to the time of nomination.
 - 1.2.2. 1.2.2. Eligible nominees shall be determined by the Caucus Committee, which shall be composed of the President, the immediate Past President, two members of the Board, and two members-at-large. The Board shall appoint the Caucus Committee.
 - 1.2.3. 1.2.3. Only those persons who possess the leadership qualities, the professionalism, and ability to competently perform the duties of the Office and who have demonstrated interest and involvement in BRSOC activities shall be considered as eligible nominees.
- 1.3. **Nominating Committee**
 - 1.3.1. The Board of Directors shall sit as a Nominating Committee at a special meeting held prior to the regular February Board Meeting. The President shall notify each Officer and Director in writing of the time and place of the meeting at least seven days prior to said meeting date.
 - 1.3.2. The purpose of the special meeting shall be to nominate candidates for office and to recommend potential candidates for Directors for the forthcoming fiscal year.
 - 1.3.3. The President shall sit as Chairman of the Nominating Committee or may appoint a Chairman from the Board.
 - 1.3.4. Nominations will be accepted by the Chairman and recorded by the Secretary. Nominations will be received for one office at a time. A nominee will be selected by majority vote for that office before proceeding to selecting a nominee for the next office. Nominees will be selected in the following order: President, Vice President, Secretary, Treasurer respectively.
 - 1.3.5. The Board of Directors, at the regular February Board Meeting, shall elect a slate of nominees for officer positions to recommend to the membership.
- 1.4. **Nominations from the General Membership**
 - 1.4.1. The President will announce the slate of nominees to the general membership at the regular February Meeting. Further nominations from the general membership for the four officers must be made in writing and addressed to the President and be received at the Club Office on or before seven days after the date of the February Membership Meeting.
 - 1.4.2. In the event additional nominees are named by the General Membership, the Caucus Committee shall meet to determine the eligibility of those nominated.
- 1.5. **Acclamation**

In the event no office is opposed, the nominee, as named by the Board, shall be declared elected.

1.6. Election by the General Membership

1.6.1. As determined by the Caucus Committee, if more than one eligible nominee seeks a particular office, the election shall proceed as follows.

1.6.2. 1.6.2. After all nominations have been presented, the Secretary shall mail at least ten days prior to the March Membership Meeting to each membership on the roll a prenumbered ballot which the voter may vote and return to the Secretary by mail or may deposit the ballot in the ballot box at the regular March Membership Meeting.

1.6.3. 1.6.3. Only those nominees indicated on the ballot will be considered. No write-in-votes will be counted.

1.6.4. 1.6.4. Votes will be tabulated by the Secretary and verified by the Treasurer. Nominees having a plurality of votes cast shall be declared winners. The President will announce the winners at the conclusion of the meeting.

1.7. Term of Office

The new Officers shall be installed at the Regular April Membership Meeting and shall assume their duties at that time. The term of office shall run through the April 30, two years from that date.

SECTION 2. Appointments

2.1. Directors

The President-Elect shall appoint the new Directors prior to the April Board meeting. Said appointments shall be approved by the majority vote of the forthcoming new Executive Committee. New appointed Directors will attend the April Board Meeting with voice but without vote.

2.2. Assistant Officers

The Board may appoint assistant Officers with voice and without vote, to assist any Officer and shall define the scope of their duties and authority.

2.3. Legal Counsel

The Board may appoint an attorney as Legal Counsel to advise and represent the Board on all legal matters. The Board is authorized to pay reasonable retainer and other fees for services rendered.

2.4. Employment of Assistants

The Board may employ such other aid, professional services, or assistance as may be required to properly administer the affairs of the Club.

2.5. Other Committees

Other Committees may be established by the Board or by the President. Such committee Chairman may attend the Board meetings with voice but without vote. The Board of Directors shall have the power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee or committees.

Article VII. Article VII. Club Office

SECTION 1. Authority

- 1.1. The Board of Directors may obtain, establish, and maintain facilities for a "Club office" for the transaction of the Club's business and related needs at such time and such place as is deemed feasible and beneficial to the Club. Such office shall be used as the Club's principal place of doing business, and shall be managed by the Secretary. All permanent records of the Club shall be maintained and stored at such office.

SECTION 2. Executive Secretary

- 2.1. An Executive Secretary may be retained and remunerated by the Board of Directors, as it deems necessary. This person will be responsible for performing the normal administrative and secretarial duties pertaining to managing the "Club office" and necessary clerical and related duties as authorized by the President or the Board of Directors. This person shall have no power to make decisions, set policy, authorize expenditures, or act for the Club in any manner without explicit authority or instructions from the President or the Board of Directors. The Executive Secretary shall be an ex-officio member of the Board of Directors with voice but without vote.

Article VIII. Article VIII. Dissolution

SECTION 1. Election

1.1. The BRSOC may dissolve only by approval of three-fourths of the Board of Directors.

SECTION 2. Distribution of Assets

- 2.1. 2.1. No part of the club assets shall inure to the benefit of any of its members.
- 2.1.1. It shall be the duty of the President to place any records, surplus funds or other assets into Trust for the BRSOC.
 - 2.1.2. These funds and assets shall be held in Trust for a period of three years after which if BRSOC has not then reorganized, under these Bylaws, the funds and assets shall be distributed to the National Ski Patrol in the name of BRSOC as designated by the Trustee.