

BYLAWS OF FRESNO SKI CLUB, INC.
AMENDED MARCH 2008
Table of Contents

	Page
ARTICLE I – GENERAL	3
SECTION 1. Purposes	3
SECTION 2. Principal Address	3
SECTION 3. Corporate Seal	3
ARTICLE II – MEETINGS OF MEMBERS	3
SECTION 1. Place of Meetings	3
SECTION 2. General Business Meetings	3
SECTION 3. Corporate Business Meetings	3
SECTION 4. Notice	4
SECTION 5. Special Business Meetings	4
SECTION 6. Quorum	4
SECTION 7. Presiding Officer	4
SECTION 8. Secretary	4
ARTICLE III – DIRECTORS	4
SECTION 1. Number of Directors	4
SECTION 2. Term	4
SECTION 3. Vacancy	5
SECTION 4. Place of Meetings	5
SECTION 5. Regular Director’s Meetings	5
SECTION 6. Called Meetings	5
SECTION 7. Notice of Special Meetings	5
SECTION 8. Recording of Meetings.	5
SECTION 9. Quorum	5
SECTION 10. Powers of Directors	6
SECTION 11. Voting Rights	6
SECTION 12. Executive Session	6
ARTICLE IV – OFFICERS	6
SECTION 1. Officers	6
SECTION 2. Removal and Resignation	6
SECTION 3. Compensation of Officers	7
SECTION 4. Disbursement of Funds	7

ARTICLE V – DUTIES OF OFFICERS AND DIRECTORS	7
SECTION 1. Board of Directors Authority	7
SECTION 2. President	7
SECTION 3. Executive Vice-President/President Elect	8
SECTION 4. Secretary/Archivist	8
SECTION 5. Treasurer	8
SECTION 6. Director of Winter Activities	8
SECTION 7. Director of Summer Activities	9
SECTION 8. Director of Social Activities	9
SECTION 9. Director of Member Services	9
SECTION 10. Director of Communications	9
SECTION 11. Director of Ways and Means	9
SECTION 12. Director of Marketing	9
SECTION 13. Director of Skier Development	10
ARTICLE VI – MEMBERS	10
SECTION 1. Eligibility	10
SECTION 2. Certificate of Membership	10
SECTION 3. Suspension and Expulsion of Members	10
SECTION 4. Classes of Members	10
SECTION 5. Liabilities	11
ARTICLE VII – ELECTIONS AND AMENDMENTS	11
SECTION 1. General Elections	11
SECTION 2. Mail-in Balloting	11
SECTION 3. Nominations	11
SECTION 4. Elections Commission	12
SECTION 5. By-Law Amendments	13

ARTICLE I
GENERAL

SECTION 1. Purposes. The purposes of the Corporation as stated in the Articles of Incorporation dated December 22, 1937 are as follows:

1. To promote the common benefit, interest and advantage of persons, firms, and co-partnerships engaged in the educational and recreational work in and about the community of Fresno in particular and to carry on all programs incident to the main purpose of said corporation elsewhere in the State of California.
2. To participate in any and all programs or events of educational, recreational or social nature in the State of California.

This Corporation is one that does not contemplate pecuniary gain or profits to the members thereof.

SECTION 2. Principal Address. The principal address of the transaction of business of the Corporation is hereby fixed and located at Post Office Box 5593, in the City of Fresno, County of Fresno, and State of California. The Board of Directors is hereby granted full power and authority to change said principal address from one location to another in said city as it may from time to time deem expedient, and in the best interests of this Corporation.

SECTION 3. Corporate Seal. This Corporation shall have a common seal, consisting of the words Fresno Ski Club with a figure of a skier standing upright in the center of the name of this Corporation.

ARTICLE II

MEETING OF MEMBERS

SECTION 1. Place of Meetings. Meetings shall be held at such place or places as from time to time may be designated by the Board of Directors.

SECTION 2. General Business Meetings. General business meetings of the members of this Corporation shall be held at times that the Board of Directors so designates with proper notice of the general meeting being given to the general membership of the Corporation.

SECTION 3. Corporate Business Meetings. This Corporation shall have at a minimum one annual general membership meeting designated as a corporate business meeting. The Board of Directors will give at least a one-month advance notice to the membership of this meeting.

SECTION 4. Notice. No written notice of meetings of the membership of the Corporation is required to be given, except as the laws of the State of California or these By-Laws may require, and when such notice is required it shall state the purpose of which said meeting is called.

SECTION 5. Special Business Meetings. Special business meetings of the membership may be called at anytime for any purpose or purposes whatsoever by the President or by six (6) or more members of the Board of Directors.

SECTION 6. Quorum. At any general business meeting of the membership, the presence in person of not less than 10% of such members in good standing shall constitute a quorum for any all purposes, including the election of directors.

SECTION 7. Presiding Officer. The President, or in the President's absence, the Executive Vice-President/President Elect, or in the absence of the President and Executive Vice-President/President Elect, a chairman elected by the members present, shall call the general meeting of the members to order and shall act as the presiding officer thereof.

SECTION 8. Secretary. The Secretary/Archivist of the Corporation shall act as secretary at all meetings of the members and, in the Secretary's absence, the presiding officer may appoint any person to act as secretary.

ARTICLE III

DIRECTORS

SECTION 1. Number of Directors. The Corporate powers, business, and affairs of the Corporation shall be executed, conducted, and controlled by the board of twelve (12) directors, consisting of the President, Executive Vice-President/President Elect, Secretary/Archivist, Treasurer, Director of Winter Activities, Director of Summer Activities, Director of Social Activities, Director of Membership Services, Director of Communications, Director of Marketing, Director of Ways and Means, and Director of Skier Development.

SECTION 2. Term. The Executive Vice-President/President Elect shall be elected each year to a term of two (2) years with said officer serving the second year of their elected term in the position of President. All other directors shall be elected for a term of one year.

Interim Election. Upon the first election after the passage of these revised by-laws the positions of President and Executive Vice-President/President Elect shall be two separate board positions. The President shall be elected for only a one-year term and the Vice-President/President Elect shall serve two separate one year terms. The first term will be as Vice President and the second term will be as President. After the President's one-year term this provision will expire and be deleted from the Corporation's By-Laws.

SECTION 3. Vacancy. Any vacancy occurring in any Director's position shall be filled by an appointee of the majority of the remaining directors, even if less than a quorum, or by a sole remaining director. In the case of a vacancy in the position of President the Executive Vice-President/President Elect will take over the position of President. If the position of President and Executive Vice-President/President Elect are open the appointee for President must have previously served as a President, Executive Vice-President/President Elect, Secretary/Archivist or Treasurer. Such director so appointed shall hold office until his/her successor is elected at the next general membership election or at any special meeting duly called for that purpose prior thereto.

SECTION 4. Place of Meetings. All meetings of the Board of Directors shall be held at any place as the President may order or as the directors by resolution shall order and shall be open to all active members.

SECTION 5. Regular Directors' Meetings. Regular directors' meetings shall be held from time to time as the President notifies the Directors, or as the Directors by resolution, may determine.

SECTION 6. Called Meetings. Special meetings of the Board of Directors shall be called at anytime on the order of the President or on the order of six (6) or more directors.

SECTION 7. Notice of Special Meetings. Notice of special meetings of the Board of Directors, stating the time and in general terms the purpose or purposes thereof, shall be mailed, phoned, or personally delivered to each of the directors not later than one (1) day before the day appointed for the meetings. An entry of the service of notice, given in the manner provided above shall be made in the minutes of the proceedings of the Board of Directors' meeting, and such entry, if read and approved at a subsequent meeting of the Board of Directors, shall be conclusive on the question of service. If the directors shall be present at any Directors' Meeting, however called or noticed, or sign a written consent thereto which is entered on the records of such meeting, or if the majority of the directors are present and those not present, sign a written waiver of notice of such meetings, whether prior to or after the holding of such meeting, which said waiver shall be filed with the Secretary of the Corporation and entered on the records of such meeting, any business may be transacted at such meeting and the transactions thereof shall be as valid as if had at a meeting regularly called an noticed.

SECTION 8. Recording of Meetings. Minutes of proceedings of all meetings of the Directors and corporate business meetings will be recorded and stored in accordance to procedures established by the Board of Directors.

SECTION 9. Quorum. One half plus one of the authorized number of directors shall constitute a quorum for the transaction of business, and every act or decision of the majority of the directors present at a meeting at which a quorum is present, made or done when duly assembled, shall be valid as the act of the Board of Directors.

SECTION 10. Powers of Directors. The Board of Directors shall have the full power and authority to do and perform the following: (1) Borrow money on behalf of the Corporation, including the power and authority to borrow money from any of the members, directors or officers of the Corporation, and otherwise to incur indebtedness on behalf of the Corporation. (2) Authorize the execution of promissory notes or other evidence of indebtedness of the Corporation and agree to pay interest thereon, and subject to the provisions of Section 5110 of the Corporation's Code, to sell, convey, alienate, transfer, lease, assign, exchange and otherwise dispose of, mortgage, pledge, hypothecate, and otherwise encumber the property, real and personal, and the franchises of the Corporation. (3) Lease the property of the Corporation and generally to do and perform, or cause to be done and performed, any and every act which the Corporation may lawfully do and perform, except as said powers are herein above limited. (4) Purchase, lease, or otherwise acquire property, real and personal on behalf of the Corporation, and in the ordinary course of business to enter into such contracts as they may deem it advisable, without authorization or approval from the members of the Corporation. (5) Make all policy decisions regarding the educational, recreational and social activities of the Corporation to promote its purpose and to be for the best interests of the general membership. (6) Appoint chairs and create such committees and task forces as necessary to undertake the activities of the Corporation. (7) assess dues as required by the needs of the corporation with review on an annual basis.

SECTION 11. Voting Rights. On all motions brought before the Board of Directors each Director has the right to cast one vote.

SECTION 12. Executive Session. The proceedings of the board of directors are open to active members. For the purposes of confidential deliberations on legal actions or board actions referenced in Articles IV and VI of these bylaws an executive session may be called by the unanimous vote of the directors present, notwithstanding a quorum, for purposes of excluding non-elected directors.

ARTICLE IV

OFFICERS

SECTION 1. Officers. The officers of the Corporation shall be the President, Executive Vice-President/President Elect, Secretary/Archivist and Treasurer. The Corporation may also have at the discretion of the Board of Directors, one or more Assistant Vice-Presidents, Assistant Secretaries and or Assistant Treasurers, as well as such other assistants as the Board may from time to time determine appropriate or necessary to appoint. Such additional assistants are not Officers or Directors.

SECTION 2. Removal and Resignation. All persons elected by the general membership as officers and directors may be removed from office only by a vote of two-thirds (2/3) of the members voting for such stated reason duly called for that purpose in writing. A petition for the removal of any Director must state the reasons for the removal and must be signed by at least fifteen (15) current members in good standing of the Corporation.

Only one Director can be named per petition. This petition shall be delivered to the President or Executive Vice-President/President-Elect if the President is named in said petition. Upon receipt of this petition the Director named shall receive a copy of the petition within three (3) days. After such receipt, the named Director has seven (7) days to prepare and deliver a rebuttal argument to the President or Executive Vice-President/President-Elect if the President is named. Within fourteen (14) days of the original petition receipt it will be the President or Executive Vice-President/President-Elect's duty to publish for the general membership both the arguments for and against such removal. The vote by the general membership for removal will then be held thirty (30) days after such publication. The Board of Directors, upon the recommendation of the President, may appoint and remove all other assistants, committee chairmen, agents and employees of the Corporation as they may deem proper and fix the duties of the same. The Board of Directors may delegate the power of appointment and removal of agents to any Director of the Corporation.

SECTION 3. Compensation of Officers. No officer, director, or agent of the Corporation shall be paid any fixed salary or compensation for service on the Board of Directors except for a free membership following each year of service. All officers, directors, or agents of the Corporation are entitled to reimbursement for any reasonable expenses incurred on behalf of the Corporation.

SECTION 4. Disbursement of Funds. All disbursements of funds, whether by check, draft or any other means shall require the signature of (1) one of the following three (3) officers: President, Executive Vice-President/President Elect or Treasurer. The President and the Treasurer will maintain a procedure for approval of dispersal of funds. The Treasurer may transfer money between the various accounts owned by the Corporation as long as such transfers do not constitute a withdrawal of funds.

ARTICLE V

DUTIES OF OFFICERS AND DIRECTORS

SECTION 1. Board of Directors Authority. Per Article III, Section 10, the Board of Directors has the full power and authority to make all policy decisions regarding the educational, recreational, and social activities of the Corporation. The following duties of Officers and Directors shall be performed under the direction of the Board of Directors.

SECTION 2. President. The President shall be the chief executive officer of the Corporation. The President will preside at all meetings of the Board of Directors and at any corporate business meetings of the members. The President will have general charge of the business of the Corporation, shall execute, with the Treasurer, in the name of the Corporation, all deeds, bonds, contracts, and any other obligation and instruments, when authorized by the Board of Directors to be executed. The President shall also have such other powers and shall perform such other duties as may be, from time to time, temporarily assigned to the office by the Board of Directors and these By-Laws.

SECTION 3. Executive Vice-President/President Elect. The Executive Vice-President/President Elect shall be vested with all the powers and shall perform all the duties of the President in the case of the absence or disability of the President. The Executive Vice-President/President Elect shall be responsible for and shall coordinate all guest appearances, movies, videos, and meeting places for all general meetings and will conduct these general meetings. The Executive Vice-President/President Elect shall also have such other powers and shall perform such other duties as may be, from time to time, temporarily assigned to the office by the Board of Directors.

SECTION 4. Secretary/Archivist. The Secretary/Archivist shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. The Secretary/Archivist shall attend to the filing and serving of notices of all meetings of the members and of the Board of Directors and otherwise. When so ordered by the Board of Directors the Secretary/Archivist shall affix the seal to deeds, bonds, contracts, and other obligations and instruments. The Secretary/Archivist shall keep and have charge of the minutes of the meetings of the Board of Directors and of the members, The Book of By-Laws, and such other books and papers as the Board of Directors may direct. The Secretary/Archivist shall also act as the Archivist for the Corporation. In this capacity the Secretary/Archivist shall be responsible for maintaining the historical record of the Corporation. The Secretary/Archivist shall, in general, perform all duties incident to the office of Secretary/Archivist subject to the control of the Board of Directors.

SECTION 5. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including losses, capital surplus and shares. The books of account shall, at all times, be open to inspection by any member in good standing. The Treasurer shall deposit all monies and all other valuables in the name of, and to the credit of, the Corporation with such depository as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request, an accounting of all transactions and of the financial, condition of the Corporation. The Treasurer shall see that all expenditures shall be approved by the Board of Directors. The Treasurer may, with the President, execute, in the name of the Corporation, all deeds bonds, contracts, and other obligations and instruments, when authorized by the Board of Directors to be executed. The Treasurer shall have such other powers and perform such other duties as may be, from time to time, temporarily assigned to the office by the Board of Directors.

SECTION 6. Director of Winter Activities. The Director of Winter Field Activities shall arrange and generally supervise all in-state and out-of-state ski trips for the Corporation, including the creation and management of a standing committee of trip chairs. The Director of Winter Activities shall also be responsible for all other winter activities set forth by the Board of Directors and may be called for assistance by the Director of Summer Activities during Summer activities. The Director of Winter Field Activities

shall have such other powers and perform such other duties as may be, from time to time, temporarily assigned by the Board of Directors.

SECTION 7. Director of Summer Activities. The Director of Summer Activities shall be responsible for planning and carrying out the summer activities for the next calendar year. The Director of Summer Activities may be called on by the Director of Winter Activities for assistance during Winter Activities. The Director of Summer Activities shall have such powers and perform such duties as may be, from time to time, temporarily assigned by the Board of Directors.

SECTION 8. Director of Social Activities. The Director of Social Activities shall be responsible for any and all social activities conducted by the Corporation. The Director of social Activities shall have such other powers and perform such other duties as may be, from time to time, temporarily assigned by the Board of Directors.

SECTION 9. Director of Member Services. The Director of Member Services shall be responsible for collecting and maintaining records of member information and preparing and issuing the annual membership directory. The director of Member Services shall have such powers and perform such other duties as may be, from time to time, temporarily assigned by the Board of Directors.

SECTION 10. Director of Communications. The Director of Communications shall be responsible for any official publications authorized by the Board of Directors, including but not limited to the periodical newsletter. The Director of Communications shall have such powers and perform such other duties as may be, from time to time, temporarily assigned by the Board of Directors.

SECTION 11. Director of Ways and Means. The Director of Ways and Means shall be responsible for all fund raising activities for the Corporation, including but not limited to raffles, annual ski swap, and sale of all Corporation promotional items at general meetings. The Director of Ways and Means shall prepare an annual fund raising budget with the President and Treasurer, appoint event committees and chairs as needed to plan and implement fund raising activities and events. The Director of Ways and Means shall have such powers and perform such other duties as may be, from time to time, temporarily assigned by the Board of Directors.

SECTION 12. Director of Marketing. The Director of Marketing shall work in coordination with the other directors and their event chairs being responsible for the dissemination of news and information regarding the Corporation and its activities to the various news media intended primarily to publicize the Corporation to the general public for the purposes of fund raising, membership recruitment, and image. The Director of Marketing will manage the Corporation's web site and will advise the Board regarding opportunities for public exposure of the corporation. The Director of Marketing shall have such other powers and perform such other duties as may be, from time to time, temporarily assigned by the Board of Directors.

SECTION 13. Director of Skier Development. The Director of Skier Development shall be responsible for developing and conducting events and activities to enhance member ski or snowboard skills, shall coordinate Club ski days at local resort(s), and shall serve as a liaison to ski resorts designated by the Board of Directors. The Director of Skier Development shall have such powers and perform such other duties as may be, from time to time, temporarily assigned by the Board of Directors.

ARTICLE VI

MEMBERS

SECTION 1. Eligibility. Any person over the age of 18 whose application has been approved by the Board of Directors, and who agrees to comply with the Articles of Incorporation and By-Laws of this Corporation, and upon payment of dues in the amount determined by the Board of Directors, shall become a member of this Corporation.

SECTION 2. Certificate of Membership. Certificates, or other evidence of membership, shall be in such form and device as may be determined from time to time by the Board of Directors, and in the event such certificates or evidences are required to be signed, they shall be signed by the President and countersigned by the Treasurer.

SECTION 3. Suspension and Expulsion of Members. The Board of Directors shall have summary powers by vote of a majority of its members present at any general or special meeting, to suspend or expel, after a hearing, and terminate the membership of any member for conduct which it may determine to be of such character as to disturb the order, dignity, business or harmony, or which impairs the good name of the Corporation, or for any conduct in violation of these By-Laws. The proceedings of the Board of Directors in any and all such matters shall be final and conclusive.

SECTION 4. Classes of Membership.

- A. Individual Membership. Any person upon reaching his/her 18th birthday and has qualified for membership, shall have all rights and privileges of this Corporation.

Family/Household Membership. Any person who has met the requirements for "Individual Membership" shall be eligible for "Family/Household Membership" if any of the following conditions are met:

- (1) Married "Individual Member" and spouse.
- (2) Married "Individual Member" and spouse and children under 18 years of age of either adult.
- (3) Unmarried "Individual Member" and his or her children under 18 years of age."
- (4) Any two adults residing together who have both met the requirements for "Individual Membership" and the children under 18 years of age of either adult.

The minors qualifying for “Family Membership” need not be living with the “Individual Member” need not be living with the “Individual Member”. Names and addresses of those to join as “Family Members” must be listed on the membership application. The minors qualifying under “Family Membership” shall have all rights and privileges of membership, except to hold office and vote for election of officers and directors.

SECTION 5. Liabilities. All members must abide by all federal and state laws and local ordinances when participating in club functions. Waivers will be signed by each club member for functions, which the Board of Directors deems necessary.

ARTICLE VII

ELECTIONS AND AMENDMENTS

SECTION 1. General Elections. The general election for the Corporation shall occur during the month of March. All ballots shall be written secret ballots. There shall be no write in ballots for any office. Ballots shall be mailed out to members by March 1st, with separate ballots for each adult member. Pursuant to SECTION 2 below ballots shall be accepted by mail, if postmarked on or before the 2nd general meeting in the month of March and received on or before the 5th day following the date of the 2nd general meeting in the month of March. If ballots are not timely mailed to members, returned ballots will be accepted if postmarked by the later of 2 weeks following the mail-out date or the 5th day following the date of the 2nd general meeting in the month of March. Voting in person, by secret ballot, shall take place during the 2nd general meeting in the month of March. The requirement for written, secret ballots may be waived, and a voice vote taken at the 2nd general meeting in the month of March, if there is only one candidate for each position and there are no proposed bylaw changes.

SECTION 2. Mail-in Balloting. Notwithstanding any other section of these By-Laws, in any and all elections, the vote of the members of the Corporation shall be conducted by written secret ballot cast at a meeting so designated for such elections and by such mail-in ballots as shall be cast by members in good standing of the Fresno Ski Club and authenticated by such means as the Board of Directors may from time to time deem appropriate. The requirement for written, secret ballots may be waived, and a voice vote taken, if there is only one candidate for each position and there are no proposed bylaw changes. The means of authentication shall be made public by the Board of Directors at least one month prior to the date of the proposed election.

SECTION 3. Nominations. The Vice-President/President Elect shall be the chairman of the Nominating Committee.

- A. The Vice-President/President Elect shall appoint four (4) additional members in good standing who are current or past members of the

Board of Directors to also serve on the Nominating Committee. No more than two (2) of these committee members may be current sitting members of the Board of directors.

- B. The Vice-President/President Elect shall present the Nominating Committee members to the Board of Directors by the November Board of Directors meeting.
- C. The Nominating Committee shall provide at least one (1) name for each position, which is to be elected at the next general election.
- D. The Nominating Committee shall present its list of nominees to the Board of Directors on or before the January Board of Directors meeting. This list will be published in the February newsletter.
- E. In addition to nominees presented by the Nominating Committee, nominations from the floor will be accepted during both general meetings in the month of February. Any member in good standing shall have the privilege of making any nomination of any other member in good standing, from the floor for any of the offices to which candidates are to be elected.
- F. No member may be nominated for more than one office. Any member nominated must be present, if nominated from the floor. No nomination for Vice-President/President Elect shall be made, accepted or placed on the ballot unless the nominee has been a member of the Board of Directors in good standing for at least one term. No nomination will be made, accepted or placed on the ballot for the position of Treasurer unless that person has verified bookkeeping or accounting experience.
- G. All nominated candidates, whether by nominated by the Nominating Committee or by the floor, will be given an opportunity to present themselves, their qualifications and reasons for wishing to serve during the 2nd general meeting in February.
- H. Officers and Directors so elected shall assume their respective duties on the first day of the new fiscal year after their election. Upon the passage of this revised by-law, the first term of the Director of Summer Activities will be from the first day of November of the year of their election continuing until the last day of the fiscal year. At the expiration of their term, this provision will expire and be deleted from the Corporation's bylaws.

SECTION 4. Election Commission. The President and two (2) other members, who are not current members of the Board of Directors and shall be appointed by the President, shall serve as the Election Commission. The Election Commission shall be responsible

for collecting, opening and counting all ballots. The Election Commission shall have the exclusive right and duty to decide if the ballots to be counted have met all criteria to be considered valid under these By-Laws and the procedures for authentication as set forth by the Board of Directors pursuant to SECTION 2 above. The Election Commission shall publish the results of the election in the April newsletter. The new Officers and Directors shall be presented to the members of the Corporation during the 1st general meeting in April.

SECTION 5. By-Laws Amendments. Proposed amendment(s) to the By-Laws shall be submitted in writing to the Board of directors no later than the December board meeting. The Board of Directors shall vote on any proposed amendment(s) at the January Board of Directors meeting. Any amendment(s) that receive a majority vote of the Board of Directors at this January board meeting will be published in the February and March newsletters, along with an explanation and the reason for each amendment. Each amendment will be separately presented and separately voted on by the members of the Corporation in the March general election.

These bylaws were adopted by the membership of the Fresno Ski Club by general election in March 2008.