

**BY-LAWS
Of
RICHMOND SKI CLUB, INC.**

ARTICLE I

The name of the Corporation is “Richmond Ski Club, Inc.,” hereinafter referred to as RSC (RSC).

ARTICLE II

PURPOSE

The principal purposes of RSC are:

- A. To encourage participation and competition in the sport of snow skiing, snowboarding and related activities. (SKIING)
- B. To educate the membership in SKIING proficiency, technique, types and use of equipment, and safety.
- C. To inform the membership as to SKIING area accommodations, facilities, rates and accessibility.
- D. To use the collective influence of RSC membership toward the improvement of SKIING safety.
- E. To cooperate with regional, national and international SKIING organizations, including the National Ski Patrol System, Inc.
- F. To schedule trips and provide appropriate opportunities for SKIING, with emphasis on good fellowship among SKIING enthusiasts.

ARTICLE III

MEMBERSHIP

Section 1. All persons interested in SKIING are eligible to apply for membership in RSC. New members shall first be approved by the Membership Director upon submission of an application in writing or via RSC's website and payment of the current year's dues in such amount as shall have been established by the Board of Directors.

Section 2. Membership in RSC shall be designated as Individual, Family, Junior or Honorary:

- (a) Individual: Membership held by one person.
- (b) Family: Membership held by husband/wife or two significant others with or without dependent children; or single parent with dependent children living under the same roof.
- (c) Junior: Membership held by an individual between the ages of 18 to 25.
- (d) Honorary: Membership conferred by significant assistance to the sport of SKIING or to RSC in carrying out its objectives and/or for long and distinguished service to RSC.

Section 3. Only members who have paid their dues for RSC's current year shall be members in good standing.

Section 4. All members over the age of 18 shall have the right to vote and hold office.

Section 5. Honorary membership shall be the result of an approved vote by the Board of

Directors serving when the application is submitted.

Section 6. The Board of Directors may revoke the membership of any member for just cause.

Section 7. Members must be current in their RSC Dues to participate and travel on an overnight trip, be it a weekend trip or longer, unless the trip is designated a social event.

Section 8. Only members in good standing may organize, manage or lead a club event. Such event must be approved by the Board of Directors and/or appropriate Director or Officer.

ARTICLE IV

Meetings and Elections

Section 1. RSC shall hold six (6) regular membership meetings a year. The meetings are October, November, December, January, February and March. The March meeting shall be the last regular membership meeting of the fiscal year.

Section 2. RSC's Annual Meeting shall be held at the last regular membership meeting of the fiscal year. At this meeting, the Officers and Directors shall be elected; and any other necessary business may be transacted.

Section 3. Any member who wishes to propose a motion to be presented to the membership must submit it to the Board of Directors for review no less than forty-five (45) days prior to the Annual Meeting. The motion, if approved by the Board of Directors, will be added to the Annual agenda.

Section 4. The Board of Directors shall mail or email information to RSC's membership about proposed transactions of all business not less than thirty (30) days before the Annual Meeting.

Section 5. A quorum at the Annual Meeting shall be a majority of RSC's members in good standing present at the meeting. A quorum at a Board of Directors meeting shall be the majority of the elected/appointed Board member positions in effect at that time.

Section 6. All other gatherings of the membership shall be considered as social gatherings.

Section 7. The Board of Directors shall meet once a month at a time and place decided by the Board.

Section 8. A special meeting of the Board of Directors may be called by the President and shall be called upon written request by two (2) or more of the Board of Directors. The purpose of the meeting shall be stated in the call. Except in emergency cases, at least three (3) days' notice shall be given.

ARTICLE V

Officers and Duties

Section 1. The Officers shall consist of a President, President-Elect, Treasurer, Secretary, and Vice President of Operations, Vice President of Activities and Vice President of Trips. The Board of Directors shall consist of the seven (7) Officers and a minimum of four (4) Directors with a maximum of ten (10) Directors including one Advisor who shall be the immediate past President and will serve in an ex-officio capacity. The number of Directors may be changed from year to year based on the structural need to accomplish the goals of RSC.

Section 2.

- (a) All Officers and Directors must have paid their dues by the first Board meeting of the fiscal year.

- (b) The Board of Directors may change the number of Directors by adding or reducing Director Positions that are needed for the next year.
- (c) The seated Board of Directors may instruct the Nominating Committee as to the number of Director Positions that are needed for the next year.

Section 3.

- (a) President shall preside at all meetings, when possible, shall appoint the chairman of all committees and be empowered to request a report from all or any committee chairman at any time.
- (b) President-Elect shall be empowered to act as President upon the direction of the President or in the absence of the President. Additional duties shall include serving as chairman of the Audit Committee and overseeing filing of the tax return, as well as the responsibility for strategic planning for the next year as President.
- (c) Treasurer shall handle all RSC funds. The Treasurer's records shall be audited as of the end of RSC's fiscal year.
- (d) Secretary shall keep the minutes of all meetings and shall be responsible for publishing and distributing all RSC notices. The Secretary shall handle any correspondence of RSC as directed by the President.
- (e) Vice President of Operations shall oversee and coordinate activities of RSC's operations.
- (f) Vice President of Activities shall oversee and coordinate activities of RSC's meetings and socials.
- (g) Vice President of Trips shall oversee all trips, coordinate the trip committee in selection of the next year's trip schedule, and collect all trip records at the end of the trip for audit.
- (h) Advisor shall serve in an ex-officio position to aid in continuity of management of RSC. This is a non-voting position. If the immediate Past President can not serve in the position, the newly elected Board of Directors for the coming year shall appoint someone to this position.

Section 4.

- (a) The President shall have served as the President-Elect during the immediately preceding year, unless otherwise agreed to by the Nominating Committee, by consensus.
- (b) The President-Elect shall have served as a member of the Board of Directors for the immediate past two (2) years, unless otherwise agreed to by the Nominating Committee, by consensus.
- (c) The Treasurer shall have served as a member of the Board of Directors for at least a year during immediate past five (5) years, unless otherwise agreed to by the Nominating Committee, by consensus.
- (d) The Vice President of Operations and Vice President of Activities shall have served as a member of the Board of Directors for at least one (1) year during the immediate past two (2) years, unless otherwise agreed to by the Nominating Committee, by consensus.
- (e) The Vice President of Trips should have experience acting as a Trip Leader leading a weeklong trip. It is desired that the individual have skills in organizing and/or leading a group, as well as completing final trip records and accounting, unless otherwise agreed to by the Nominating Committee, by consensus.
- (f) Candidates for the Board of Directors shall be members in good standing at the time of election.
- (g) No Officer shall succeed himself or herself more than once in any given position, unless otherwise agreed to by the Nominating Committee, by consensus.

- (h) The President and President-Elect shall each serve a one (1) year term, unless otherwise agreed to by the Nominating Committee, by consensus.
- (i) A vacancy on the Board of Directors shall be filled by an appointment by the remaining Board of Directors. The appointed Officer/Director shall serve until the next regular election.
- (j) The Board of Directors may remove any Director for failure to perform the duties of his/her office by a two-thirds vote of the full Board after giving the Director thirty (30) days notice and an opportunity to be heard.
- (k) The term of all elected Officers and Directors is for one (1) year.

ARTICLE VI

Nominating Committee

Section 1. The Nominating Committee shall be comprised of the President, President-Elect, and three (3) individuals nominated by the existing Board of Directors

Section 2. These nominated individuals need not be members of the existing Board of Directors but must have served as members of the Board.

Section 3. Individuals serving on the Nominating Committee may not be nominated for a position on the Board of Directors for the coming year.

Section 4. In the event that there is no member eligible and qualified to serve in a designated position, the Nominating Committee shall use its best judgment to fill the vacancy with a capable member.

Section 5. The Nominating Committee shall present the slate of Officers and Directors by reference to the position to be filled by the nominated individual to the Board of Directors by February 1st of the current year.

ARTICLE VII

Finances

Section 1. The fiscal year of RSC shall be from May 1 to April 30 of the following year.

Section 2. A financial report representing the previous fiscal year of RSC shall be submitted by the President to the Board of Directors by the July Board Meeting.

Section 3. The President, with the help of the Treasurer, shall prepare the coming year's budget and present it to the Board of Directors by the July Board meeting.

ARTICLE VIII

Liquidation or Dissolution

Section 1. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any individual.

Section 2. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation

from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, exclusively for purposes within those set forth in Article II of these By-laws and Article 2 of the Articles of Incorporation and within the intent of Section 501 (c) of the Internal Revenue Code of 1954 and its Regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IX

Parliamentary Authority

Section 1. Rules contained in the current edition of “Robert’s Rules of Order” shall govern RSC in cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order RSC may adopt.

ARTICLE X

Amendment of By-Laws

Section 1. These By-Laws may be amended at any regular membership meeting of RSC’s Membership by a two-thirds vote “of membership present”, provided that the proposed amendment has been submitted in writing to the Board of Directors forty-five (45) days before that regular membership meeting and that the Board of Directors has mailed or emailed the proposed amendment RSC’s members at least thirty (30) days before that membership meeting. No alteration, amendment or repeal of the By-Laws shall be made which results in a conflict with the Articles of Incorporation.

Approved: 14 March 2007