

By-laws of the Huggers' Ski Club, Inc.

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I. Name

The name of this Club shall be "The Huggers' Ski Club, Inc." (hereinafter referred to as the "Club").

II. Purpose

The purpose of the club shall be to promote sporting, recreational and social activities of interest to club members.

III. Membership

A. Application

Application for membership is open to any interested person who has attained the age of twenty-one (21) years and who subscribes to the purposes and objectives of the Club. The membership chair will screen all applicants to ensure that past members not in good standing are not allowed to join.

B. Revocation or Suspension

1. The membership of an individual may be revoked or suspended if said member's conduct adversely affects the reputation of the Club or offends its members, or if a member fails to honor a check offered to the Club, misappropriates Club funds, or violates Club policies or rules. Any member of the Club may present to the Board of Directors written charges against any other member asserting such conduct. Said member shall be notified and given an opportunity to be heard in answer to such charges. Upon reviewing the case, the Board of Directors may suspend such accused members from all right and privileges permanently. Such revocation or suspension requires approval by a three-quarters (3/4) vote of the Board of Directors.

2. Any member thus suspended or expelled shall have the right within one (1) month thereafter, to appeal to the Club the decision of the Board of Directors, by filing with the Secretary, a written notice of such appeal. The Secretary shall bring the matter before the next scheduled meeting of the Club. The members present, by a two-thirds (2/3) vote, may reverse the action of the Board of Directors, and restore the appellant to membership, but until such reversal, he/she shall not be entitled to privileges of membership.

C. Honorary Members

An individual may be nominated for honorary membership by the Board of Directors at any regularly scheduled meeting. A two-thirds (2/3) vote of the members present at the meeting will be required to make said individual an honorary member. An honorary member shall be entitled to all the rights and privileges granted to a regular Club member except for voting, holding office, and sharing in the assets of the Club in the event of dissolution.

IV. Officers

A. Number

The Officers of this Club shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may in its discretion elect. No person shall hold more than one office.

B. Duties

The duties of the officers, in addition to those elsewhere herein assigned in these By-laws, shall be those ordinarily associated with the particular office.

C. President

The President shall superintend the business of the Club and preside at all meetings of the members. The President shall also preside at all meetings of the Board of Directors and in the case of a tie, shall cast the deciding vote. He/she shall be the manager of all documents of value belonging to the Club. The President shall be the Chairperson of the Board of Directors. The President shall be the only person authorized to commit the Club to contracts or make obligations above a limit to be set by the Board of Directors. The President shall act as an ex-officio member of each of the Club's various committees.

D. Vice-President

The Vice-President shall assist the President in administering the affairs of the Club. If, for any reason, the President is unable to perform his/her duties, the Vice-President shall occupy the President's position and perform the duties, having the same authority as the President. The Vice-President shall serve on the Board of Directors and shall oversee such committees as determined by the Board of Directors.

E. Secretary

The Secretary shall keep careful and complete records of the meetings of the Club and of the Board of Directors and such other books as prescribed by law. He/she shall appoint a Club member in his/her absence. The Secretary shall receive and transmit communications for the Club and for the officers of the Club. At the end of each term, the Secretary shall supply to the new President all the previous year's minutes. The Secretary shall serve on the Board of Directors and shall oversee such committees as determined by the Board of Directors.

F. Treasurer

The Treasurer shall be responsible for all funds of the Club. He/she shall receive all income due the Club and shall pay or cause to be paid, all bills when properly approved, and shall take and preserve vouchers therefore. The Treasurer shall be responsible for all Club property. The Treasurer shall maintain appropriate financial records and prepare financial statements on a quarterly basis. The Treasurer shall serve on the Board of Directors, and shall oversee such committees as determined by the Board of Directors.

V. Election of Officers

A. Election

The officers of the Club shall be elected at the Spring Quarter General Meeting of the members on a secret ballot. Alternatively, the election may be held remotely if voting is secure and anonymous. If there are more than two people nominated for a given office, a primary vote shall be held at the Winter Quarter General Meeting to reduce the number of candidates to two people. The elected officers shall be determined by a majority of the voting members. If an election results in a tie vote, a revote would be held immediately.

B. Nominations

The Board of Directors shall appoint a Nominating Committee at the January Board meeting which shall have the following responsibilities:

1. Solicit eligible candidates for each office.
2. Ensure that each candidate thoroughly understands the responsibilities and requirements of office.
3. Ensure that each candidate will serve if elected.
4. Present a slate of candidates for office at the Winter Quarter General meeting. The floor will also be open for nominations from the membership at this meeting.
5. Establish procedures to ensure a fair and efficient election.
6. Officiate the election.

7. The Nomination Committee shall perform these same responsibilities with regard to election of Board Members-at-Large and other elected positions.

8. The Nominating Committee will report periodically on its progress to the Board of Directors and make a final report prior to the Spring Quarter General Meeting.

C. Term of Office

The one-year term of office for each director shall begin June 1 and continue through the following May 31 to coincide with the Club's fiscal year. Terms will continue until a successor has been elected or appointed. The four newly elected officers should attend the May Board meeting immediately after their election to facilitate a smooth transition to the new Board.

D. Vacancies

In the event of a vacancy in any elected office except the office of President of the Club, the vacancy shall be filled without undue delay by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors. If the President's office is vacated, the Vice-President becomes President per By-Laws Section IV-D.

E. Board Member-at-Large Elections

The election of the three Board Members-at-Large will be conducted at the Spring Quarter general meeting of the members concurrent with election of officers.

F. Eligibility

To be eligible for office, a nominee for any Board position shall have been a Club member for at least nine (9) months.

VI. Meetings of the Members

A. Attendance

No business requiring a vote of the members shall be transacted at any meeting of the members without the presence of a quorum. The term quorum shall mean at least one-tenth (1/10) of the members entitled to vote.

B. General Meetings

Meetings of the members will be held at least once per calendar quarter. The meeting location, time and date will be at the discretion of the Board. Written notice of all meetings will be communicated to the members no less than ten (10) days and no more than forty (40) days in advance of the meeting.

C. Special Meetings

Special meetings may be held at the call of the Board of Directors. They shall also be called on receipt of a request submitted by ten percent (10%) of the Club's membership in good standing.

D. Annual Meeting

The Annual Meeting of the members shall be held at the Spring Quarter General meeting.

E. Qualification of Voters

Every member of the Club shall be entitled at every meeting of the members to one vote.

VII. Board of Directors

A. Duties

The Board of Directors shall:

- a) Hold Board meetings.
- b) Admit members and suspend or expel them.
- c) Approve the appointment of committee chairpersons chosen from the membership of the Club.
- d) Review and approve the budget, and direct the disbursement of the funds of the Club.
- e) Employ servants and agents.
- f) Devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Club and to best protect the interest and welfare of the members.
- g) Approve the establishment of committees.

B. Composition

The Board of Directors shall be composed of nine members: the four officers of the Club, the Past-President, three Board Members-at-Large, and the Social Committee Chair or Co-chairs. The Social Chair position shall have one vote on the Board, regardless of whether there is more than one chairperson.

C. Past-President Vacancy

Should the Past-President position on the Board become vacant for any reason, including re-election of the previous President, that position may remain vacant for the remainder of the term. Alternatively, the Board may vote to appoint as Past-President an active member in good standing who has previously served as Club President.

D. Committee Chair Appointment Schedule

The Board shall appoint the Social Chair at the June Board meeting. If more than one person wishes to share this responsibility; the Board may appoint co-chairs who will share one Board vote between them.

E. Quorum

A majority of the Board of Directors shall constitute a quorum of the Board of Directors. A majority vote of Board Members present at a legal board meeting shall be needed to pass a motion (excluding those motions otherwise defined in the By-laws).

F. Absence and Removal from Board

A Board Member will be counted present at a Board Meeting if he/she was recorded as being counted in the minutes as having voted on at least 2/3 of the motions of that meeting. The absence of a Board member from three (3) consecutive or four (4) meetings in total of the Board of Directors, in a year, may constitute cause for the Board member's removal from the Board. Removal of a Board member shall require a two-thirds (2/3) vote of the remaining Directors.

G. Decisions Subject to Vote

A decision of the Board of Directors may be overridden by a two-thirds (2/3) vote of the Club members in good standing present at any meeting, in accordance with section VI-A.

H. Annual Report

1. The Board of Directors shall direct the President and the Treasurer to present at the Spring Quarter General Meeting of the members, an annual "State of the Club" report containing the following:
 - a. The assets and liabilities of the Club for the current fiscal year as compared to the previous fiscal year.
 - b. The revenues and expenditures of the Club for the previous fiscal year.

c. The total current membership of the Club including a statement of increase or decrease in membership from the previous fiscal year. The database of Club membership shall be managed and kept up to date by the Membership Chairperson or by a person they designate.

I. Meetings

The Board of Directors shall hold at least one (1) meeting prior to any regularly scheduled meeting of the members. Special meetings of the Board may be convened by order of the President.

VIII. Dues

A. Dues

The dues of the Club shall be set by the Board of Directors.

B. Exemptions

Past Presidents and Honorary Members shall be exempted from dues.

IX. Committees

A. Standing Committees

The Board of Directors shall appoint Chairpersons selected from the membership for the following committees:

1. Winter Trips Committee

The purpose of this committee shall be to coordinate downhill ski events throughout the fiscal year.

2. Social Committee

The purpose of this committee shall be to conduct social events and activities for the members throughout the fiscal year.

B. Special Committees

The Board of Directors may form other special committees as it finds appropriate.

C. Committee Policy

It shall be the policy of the Club that projects be carried out by committees of the members who shall operate by holding meetings and arriving at decisions by agreement of a majority of the committee. Regular reports of committees shall be made by the chairperson of each committee to the Board of Directors. Each committee shall have a chairperson and a treasurer. At the discretion of the responsible Board member, certain inexpensive and smaller club events may be exempted from this policy and a single individual may be allowed to run such events. Examples of this could include Pacesetter walks, Pedal Power bike rides, Happy Hours, Galloping Gourmets, and local cross-country ski outings. Larger events which involve considerable amounts of money and effort must have a committee so the work will be shared.

X. General

A. Seal

The corporate seal shall be in the form of a circle and shall bear the full name of the Club and the words and figures "Corporate Seal", "1972", and "New York."

B. Indemnification of Directors and Officers

To the full extent authorized by law, the Club shall indemnify any person, made or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that he/she, his/her testator, or intestate is or was a director or officer of the Club. The foregoing shall not obligate the Club to purchase directors' and officers' liability insurance, but should applicable law permit, the Club may purchase such insurance if authorized and approved by the Board of Directors.

C. Compensation

Officers, Directors, Committee or Event Chairpersons, or any other club member shall receive payment, gratuities, free goods or services or any other reimbursements as compensation for personal services rendered on behalf of the Club with the express approval by a two-thirds (2/3) vote of the Board of Directors.

XI. Fiscal Year

The fiscal year of the Club shall commence on June 1 in each calendar year and end on May 31.

XII. Amendments

A. Amendment

These By-laws may be amended by a two-thirds (2/3) vote of the members at a general meeting of the Club or by remote voting as stated in Section V-A of these By-Laws. At least one (1) month must have elapsed between the time of initiating the motion to amend and a vote by the membership to allow sufficient time for discussion of such amendment.

B. Notice

The notice of any meeting at which an amendment to the By-laws is to be considered shall state that an amendment to the By-laws will be considered and indicate the nature of the amendment or amendments to be considered.