

BYLAWS

(As amended and approved by the general membership at the February 12, 2007 general meeting.)

These are the Bylaws of the Space City Ski Club, Incorporated, a non-profit organization.

ARTICLE 1.0: OBJECT

- 1.1 OBJECT. The object of this Club is to promote and encourage individual and group interest in the sport of snow skiing.
- 1.2 ACTIVITIES. The Club shall offer activities and services desired by the membership where deemed feasible by the Executive Committee.

ARTICLE 2.0: MEMBERSHIP

- 2.1 QUALIFICATIONS. Membership is open to those persons not less than 21 years of age who are interested in promoting the object of this Club.
- 2.2 DEFINITIONS:
 - A. MEMBERSHIP YEAR: A period corresponding to the Club fiscal year, as defined in Article 5.1, during which a Club membership may be valid.
 - B. ACTIVE MEMBER: Person whose new or renewal application has been accepted and who has paid applicable dues for the current membership year.
 - C. MEMBER IN GOOD STANDING: Active member who has not been the subject of disciplinary action within the preceding twelve (12) month period.
 - D. ASSOCIATE MEMBER: Honorary, dues exempt, non-voting member. Associate memberships, usually given to vendors, other ski clubs, Texas Ski Council officers, etc., are set up primarily to receive copies of the club newsletter.
- 2.3 ACCEPTANCE. Applications accompanied by current dues shall be submitted to and verified by the Vice President-Membership and shall be presented to the Executive Committee for acceptance.
- 2.4 DISCIPLINARY ACTION. A membership may be revoked, or other disciplinary action taken, by a 2/3 vote of all current Executive Committee officers, provided the member has been notified of the reasons for such action and has been given an opportunity to be heard by the Executive Committee. Such action may be brought for disregard or violation of these Bylaws and Standing Rules. Thirty days advance notice of the proposed action shall be given the member by certified mail.
- 2.5 GUEST.
 - A. No person may attend any meeting of the Club as a guest more than two times unless authorized by the Vice President-Membership or the President.
 - B. No person less than 21 years of age shall attend any meeting of this Club.
- 2.6 MEMBERSHIP LIMITATION. The membership of the Club shall be limited to 1400 members; however, after such limitation is reached, the membership may be enlarged for the then present fiscal year by:
 - A. Individuals whose membership application has been received or post marked no later than the date the 1400 member limit is reached.
 - B. Individuals paying in full for a Club approved ski trip package.
 - C. Individuals who have become spouses of members in good standing after the membership limitation was reached.
- 2.7 MEMBERSHIP RENEWAL. Membership in the Club shall be for a period ending on the club fiscal year end. Applications for renewal of membership will be accepted through the end of the first calendar month of that fiscal year; applications received by the Club thereafter shall be treated as though received from an individual seeking to become a new member in the order of the date received. Membership renewal can only be made by a member in good standing.
- 2.8 ACTIVITY ELIGIBILITY. (Amended 2-12-2007)
 - A. SKI TRIPS. A person must be a member in good standing of the Club in order to participate in any Club sponsored ski trip; except, however, the Club may sponsor up to three (3) trips each year that are oriented toward family participation, and minor dependents of members in good standing may be allowed to participate if the member in good standing participates on the trip.
 - B. NON-SKI ACTIVITIES. Membership in the Club is not a prerequisite for participation in non-ski activities.
 - C. NON-SKI OVERNIGHT TRIPS: Membership in the Club is required for non-ski overnight trips, where lodging is included in the price of the trip. If lodging is not included in the price of the trip and staying over night is optional, membership in the Club is not a prerequisite for participation in the activity, as stated in 2.8.B.
- 2.9 MISCELLANEOUS.
 - A. Membership in Space City Ski Club is at all times considered to be an individual membership and is not transferable.
 - B. Membership may be resigned by returning the membership card to the Vice President-Membership. The vacancy may be filled by the Executive Committee in accordance with Article 2.0 of these Bylaws.

ARTICLE 3.0: MANAGEMENT

- 3.1 BOARD OF DIRECTORS.
 - A. MEMBERSHIP. The Board of Directors shall have seventeen (17) members consisting of the Executive Committee officers holding the seven current elective offices, the immediate past seven (7) Executive Committee officers holding those same 7 elective offices, and the three past presidents preceding the immediate past president. The Board shall meet at least quarterly.
 - (1) All members of the Board of Directors shall express a willingness to serve or otherwise be dropped from Board Membership.
 - (2) No member of the Board of Directors shall occupy a dual position on the Board by virtue of serving as a past and present officer.
 - (3) If for any reason replacement is required to maintain the Board of Directors membership at the number specified in these Bylaws, a new Board member shall be elected by the Board of Directors. To be eligible for election to the Board, a candidate must have previously served as a club officer or an Executive Committee Director. (Amended 2-12-07)
 - B. CHAIRMAN. The Chairman of the Board of Directors shall be the immediate past president. If the immediate past president is unable to serve, the Board of Directors shall elect the Chairman from among its members who shall not be a current officer of the Club.

- C. RESPONSIBILITIES. The Board of Directors shall have the following responsibilities:
- (1) Monitor and review overall Club operations. Appoint committee(s) to this end and receive and review these committee(s) reports.
 - (2) Monitor and review Club's goals and objectives established by the Executive Committee.
 - (3) Approve adoption of changes to the Standing Rules of the Club. These Standing Rules shall contain important operation policies and procedures of the Club not covered by these Bylaws.
 - (4) Approve the Club budget.
 - (5) Receive and review periodic financial reports.
 - (6) Approve the appointment of an Audit Committee Chair/Audit Committee.
 - (7) Receive and approve the report of the Audit Committee.
 - (8) Review suggested Bylaw changes.
 - (9) In the event of a vacancy in any elective office, elect a successor to hold office for the remainder of the term.
 - (10) Approve nominees for TSC office.
 - (11) Be empowered to remove an officer holding an elective office, a board member or an appointee of the Board by a 2/3 vote of the full Board membership.
 - (12) Appoint a club delegate and alternate to the Texas Ski Council.
 - (13) Approve any change to officer reimbursement.
 - (14) Approve written guidelines for the Nominating Committee.
 - (15) Authorize new, or modification of existing, Club forms and documents.

3.2 EXECUTIVE COMMITTEE.

- A. MEMBERSHIP. The Executive Committee shall be composed of the officers holding the seven elective offices.
- B. RESPONSIBILITIES. The Executive Committee shall be responsible for managing the business affairs of the Club as further outlined in the Standing Rules. It may authorize any officer or agent to enter into any contract or execute and deliver any instruments in the name of the Club and such authority may be general or confined to specific instances.
- C. APPOINTMENTS.
- (1) The Executive Committee shall approve a Director of Communications, a Director of Programs, a Director of Public Relations, Audit Committee Chair, not more than two Directors of Trips and all Trip Coordinators, Assistant Trip Coordinators and Activity Coordinators. (Amended 3-8-06)
 - (2) The Executive Committee shall have the power to remove any of its appointees.
- D. BONDING. All officers shall be bonded in an amount to be established by the Executive Committee.
- E. ORDER OF SUCCESSION. In the absence of the President or in the event of his/her inability or refusal to act, the officers, in order of succession as listed in this section, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions of that office, pending action of the Board of Directors.
- (1) PRESIDENT. The President shall be the principal executive officer of the Club.
 - (2) VICE PRESIDENT - PROGRAMS. The Vice President-Programs shall have the responsibility for all Club programs and non-ski trips and activities authorized by the Executive Committee.
 - (3) VICE PRESIDENT - TRIPS. The Vice President-Trips shall have overall responsibility for all Club ski trips authorized by the Executive Committee.
 - (4) VICE PRESIDENT - MEMBERSHIP. The Vice President-Membership shall perform all membership duties associated with the Club.
 - (5) VICE PRESIDENT - PUBLICATIONS. The Vice President-Publications shall be responsible for the Club newsletter.
 - (6) SECRETARY. The Secretary shall be the official business recorder of the Club.
 - (7) TREASURER. The Treasurer shall have responsibility for the financial and accounting functions of the Club.

3.3 REPORTS.

- A. ANNUAL REPORTS. All officers shall file written reports documenting their activities while in office in a manner and form acceptable to the Board of Directors within sixty (60) days of the end of their term of office or be in violation of the Club Bylaws.
- B. SKI TRIP REPORTS. A complete trip report must be submitted to the Vice President-Trips by the Trip Coordinators no later than four weeks after the trip return or be in violation of Club Bylaws. Extensions may be granted by the Vice President-Trips.
- C. NON-SKI TRIPS / ACTIVITIES. A complete activity report must be submitted to the Vice President-Programs by the Activity Coordinator no later than four weeks after the activity/trip completion or be in violation of Club Bylaws. Extensions may be granted by the Vice President-Programs.

ARTICLE 4.0: NOMINATION AND ELECTION OF OFFICERS

- 4.1 ELECTION. There shall be an election of officers held at the Annual Meeting in March. Election shall be by written ballot unless there is only one nominee for each office. Written absentee votes shall be allowed for members unable to attend the Annual Meeting if received at the Club post office box no later than midnight of the Saturday prior to the Annual Meeting date, or if received in such other manner as approved by the Board of Directors. The elected officers shall take office on the first day of the club fiscal year.
- 4.2 DEFINITION. The elective offices shall be those of President, Vice President-Programs, Vice President-Trips, Vice President-Membership, Vice President-Publications, Secretary, and Treasurer.
- 4.3 ELIGIBILITY. The only persons eligible to hold office shall be members in good standing as of the date of the Annual Meeting, and who were active members in the preceding membership year.
- A. President. Nominee for President shall have been, or shall currently be, a club officer or an Executive Committee Director of Space City Ski Club who has served a minimum six months term of office at time of nomination as President. (Amended 2-12-07)
- B. Nominating Committee Members.
- (1) No member of the Nominating Committee shall be presented to the membership by the Nominating Committee as a nominee for office unless such member has also been approved as a nominee for office by two-thirds of the Board of Directors at a Board of Directors meeting.
 - (2) No member of the Nominating Committee shall be presented to the membership from the floor as a nominee for office unless such member has resigned from the Nominating Committee prior to the last Nominating Committee meeting at which the Nominating Committee finalizes their nominees for office. Such resignation shall be in writing and delivered to the President.
- 4.4 NOMINATING COMMITTEE. There shall be a Nominating Committee of seven members appointed by the President and approved by the Executive Committee prior to the September Regular Meeting. Not less than three nor more than five past officers or Executive

Committee Directors of the Club shall serve on this committee. Current officers shall be ineligible to serve. Only members in good standing shall be eligible for membership on this committee. The Nominating Committee shall adhere to written guidelines approved by the Board of Directors. (Amended 2-12-07)

- 4.5 NOMINEES. The Nominating Committee shall present one nominee for each office at the regular meeting immediately preceding the Annual Meeting. Any further nominations from the floor must be made at this regular meeting. Consent to serve shall have been secured from all nominees. In the event all the nominees for any office nominated at the meeting preceding the Annual Meeting become unwilling and/or unable to stand for election at the Annual Meeting, then and only then shall nominations be accepted from the floor at the Annual Meeting, and the election shall take place as outlined in 4.1 of these Bylaws.
- 4.6 REPORTING. The Nominating Committee selections shall be reported to the Executive Committee in time for inclusion in the Club newsletter prior to the regular meeting immediately preceding the Annual Meeting.

ARTICLE 5.0: DUES AND FUNDS

- 5.1 FISCAL YEAR. The fiscal year shall be from May 1st to April 30th.
- 5.2 DUES. The dues shall be as specified in the Standing Rules of the Club.
- 5.3 SIGNATURES. Orders for payments for monies, notes or other indebtedness issued in the name of this Club shall be signed by a current elective officer of the Club, after an approved Expense Transmittal is submitted for payment thereof.
- 5.4 DEPOSITS. All funds not otherwise employed shall be deposited to the credit of the Club in such fiscally prudent Investments as the Executive Committee may select.
- 5.5 AUDIT. The Board of Directors shall appoint an Audit Committee Chair at Its first quarterly meeting. The Committee Chair shall report to the Board at each of the following quarterly meetings regarding the accuracy of the financial statements and the adequacy of the current financial systems.

ARTICLE 6.0: MEETINGS AND QUORUMS

- 6.1 REGULAR MEETING. Regular Meetings of the members shall be held on the second Monday of each month from September through May or at such time as announced by the Executive Committee in a written notification.
- 6.2 ANNUAL MEETING. The Annual Meeting shall be held in March at the location to be designated by the Executive Committee in their notice of the Annual Meeting.
- 6.3 SPECIAL MEETING. A Special Meeting of the membership may be called by the Executive Committee at any time provided written notification is postmarked not less than seven days prior to the call date of this meeting.
- 6.4 MEMBERSHIP QUORUM. A quorum at a Regular, Annual or Special Meeting shall be not less than seventy-five (75) members, of which at least two must hold elective office.
- 6.5 EXECUTIVE COMMITTEE MEETING. The Committee shall meet at least monthly at a time and place to be designated by the President. Notification of this meeting shall be given to all Executive Committee members by the Secretary of the Club at least 10 days prior to the meeting. Members of the Board of Directors shall be invited to all Executive Committee meetings in a non-voting capacity. Notification to the membership shall be made through the Club newsletter.
 - A. Special or "called" meetings of the Executive Committee may be called (1) by the President, or (2) by any four members of the Executive Committee. Such meetings shall be for the purpose of transacting specific business which cannot wait until the next scheduled meeting. Notification of the meeting and necessary business items shall be made to all Executive Committee and Board members at least 5 days in advance. Any business transacted, for which notice is not given, must be ratified by the Executive Committee at the next scheduled meeting.
 - B. Notice of a special meeting may be waived by two-thirds vote of the full Executive Committee.
(Paragraph 6.5 in its entirety was amended and approved by the general membership at the 11-12-01 general meeting.)
- 6.6 EXECUTIVE COMMITTEE QUORUM. A quorum at an Executive Committee meeting shall be a majority of the current officers holding elective offices.
- 6.7 BOARD OF DIRECTORS MEETING. The Board of Directors shall meet at least once each calendar quarter at a time and place to be designated by the Chairman. The Secretary of the Club shall notify all members of the Board of Directors at least ten days prior to a scheduled meeting.
 - A. Special or "called" meetings of the Board of Directors may be called (1) by the Chair, or (2) by any five members of the Board. Such meetings shall be for the purpose of transacting specific business which cannot wait until the next scheduled meeting. Notification of the meeting and the necessary business items shall be made to all Board members at least 5 days in advance. Any business transacted, for which notice is not given, must be ratified by the Board at the next scheduled meeting.
 - B. Notice of a special meeting may be waived by two-thirds vote of the full Board.
(Paragraph 6.7 in its entirety was amended and approved by the general membership at the 11-12-01 general meeting.)
- 6.8 BOARD OF DIRECTORS QUORUM. A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE 7.0: PARLIAMENTARY AUTHORITY

- 7.1 RULES OF ORDER. The current edition of Robert's "Rules of Order, Revised" shall be the authority in all proceedings not covered by these Bylaws.

ARTICLE 8.0: TEXAS SKI COUNCIL

- 8.1 TEXAS SKI COUNCIL DELEGATE. The Board of Directors shall appoint a Club delegate and alternate to the Texas Ski Council. Both shall be members in good standing and shall have held an elective office.
- 8.2 RECIPROCITY. The Texas Ski Council standing rule concerning trip reciprocity among member clubs states:
"The member clubs of the Corporation (Texas Ski Council) are required to provide a means by which such Clubs will honor membership in other member Clubs in order to allow such members to participate in another member Club's trips at the discretion and direction of such member Clubs."
Accordingly, members of ski clubs belonging to the Texas Ski Council may participate on Club Ski Trips within the following guidelines:
 - A. The applicant is a member in good standing of any member club of the Texas Ski Council.
 - B. The applicant will be placed on the trip only after final payment date, if a vacancy exists, and payment is made in full. First priority will be given to Space City Ski Club members.

- 8.3 TEXAS SKI COUNCIL OFFICER NOMINATIONS. Nominations for TSC office, who are not incumbent officers, shall be approved by the Board of Directors. The nominees must be members in good standing and must have held an elective SCSC office.

ARTICLE 9.0: AMENDMENTS

- 9.1 METHOD OF AMENDMENT. These Bylaws may be amended only by the following procedure:
- A. A proper motion must be made and seconded at any Regular, Annual or Special Meeting of the general membership, providing a quorum is present.
 - B. The proposed amendment shall then be published in the next Club newsletter.
 - C. The proposed amendment shall then be discussed and voted on at the next meeting of the general membership following the meeting at which the proposal was made.
 - D. Amendment adoption requires two-thirds vote of approval of the members present.

2/12/2007