

**Roanoke Ski Club By-laws**  
**Adopted: May 4, 1994**  
**Revised: April 6, 2007**

These by-laws contain the standing rules of the Roanoke Ski Club and shall govern all affairs of the corporation to the extent applicable. In these by-laws, all references to "he", "him", "himself", or "his" are considered to include "she", "her", "herself", or "her".

**ARTICLE I. Name**

The corporation shall be the Roanoke Ski Club, referred to herein as "the Club".

**ARTICLE II. Purpose**

The purpose of the Club shall be to:

1. Provide appropriate opportunities for and emphasis upon fun and fellowship among Club members including local and long distance ski trips.
2. Encourage participation in the sport of snow skiing and other activities of interest to the membership.
3. Educate the membership regarding skiing proficiency, techniques, types and use of equipment, and safety.
4. Inform the membership on matters of ski area accommodations, facilities, rates, accessibility, special events, and trips.
5. Use the collective influence of the Club to originate and work toward the fulfillment of suggestions for the improvement of skiing, safety, facilities, and accommodations.
6. Cooperate with regional, national, and international ski organizations.

**ARTICLE III. Membership**

1. **Definition of and Eligibility for Membership.** The membership shall be open to all persons interested in skiing and in other Club activities. Reference to "members" herein shall include only:
  - a) Members who have paid for the current membership year, and
  - b) Honorary members, as awarded to persons or organizations who have made outstanding contributions to the Club or the sport of skiing and who are deemed worthy by a two-thirds vote of the eligible members present at a regularly scheduled membership meeting.
2. **Membership Year and Privileges.** The membership year shall run from July 1 through June 30. New members joining April 1 or later shall have membership privileges through the following membership year, except for voting restrictions as detailed in Article IV. Membership privileges expire June 30; therefore, any members whose dues are in arrears shall be ineligible to vote or obtain membership benefits, such as but not limited to member rates on trips and activities.
3. **Dues.** Annual dues shall be as follows:

Full-time student (under age 23)	\$15.00
Individual*	\$30.00
Single Parent	\$35.00
Family**	\$40.00
Mailed paper newsletter	\$10.00 per household (optional)

\*If under age 18, parent or legal guardian must co-sign the membership application form

\*\*Includes all children under age 18, or under age 23 if full-time students

**ARTICLE IV. Voting**

1. **Apportionment of Votes.** Members are entitled to vote in person or by proxy on all matters coming before any meeting of the members. The number of votes is based on the type of membership:

Full-time Student (under age 23)	1 vote
Individual	1 vote
Single Parent	1 vote
Family	2 votes
2. **Eligibility to Vote.** Only members whose current annual membership dues have been paid are eligible to vote. New members must have been members for at least three months in order to vote on issues under consideration, including election of officers.

3. **Proxies.** A member unable to attend a meeting may designate another member to serve as proxy. The member must send a written Proxy Designation to the official Club mailbox, marked "Proxy" on the envelope, and mailed so as to be received at least three (3) days before the membership meeting at which the vote will be cast. The Designation must include the member's name, his proxy's name, and the date of the meeting for which the Designation is being made. A member may hold a proxy for only one other member.
4. **Constitution of a Quorum.** A quorum for the transacting of business at any membership meeting shall consist of ten percent of the members eligible to vote, and shall include proxies. A majority vote of the eligible members present or in proxy shall decide issues up for consideration, including the election of officers.

#### **ARTICLE V. Board of Directors**

1. **Definition.** The Board of Directors of the Club, referred to herein as "the Board" shall consist of four elected officers (President, Vice President, Secretary, and Treasurer), and six appointed directors (Membership Director, Ski Trip Director, Activities Director, Program Director, Past Director and Web Master).
2. **Elections.** The election process for the positions of President, Vice President, Secretary, and Treasurer shall be as follows:
  - a) **Nominations.**
    - 1) **Nominating Committee.** A three-member nominating committee consisting of two members of the Board and one member at large will be appointed by the Board at least thirty (30) days prior to the regular February membership meeting. The nominating committee will present its slate of officers at the February membership meeting. An announcement that this presentation will be made will appear in the February newsletter, which must be mailed (by US postal service or e-mail for those members choosing to receive e-mail) so as to be received at least seven (7) days prior to the February membership meeting.
    - 2) **Qualifications for Nomination.** All those nominated must be currently paid members and must have been members for at least one year prior to May 1. Honorary members are not eligible for nomination. All Officers will be eligible for reelection. (See Terms of Office for exceptions.)
    - 3) **Publication of Nominations.** The Nominating Committee's slate of nominations will be published in the March newsletter, which must be mailed so as to be received at least seven (7) days prior to the March membership meeting.
    - 4) **Nominations from the Floor.** Additional nominations from the floor will be taken at both the February and March membership meetings. Nominations may be made verbally or in writing at the meeting. Members may also send nominations to the official Club mailbox, marked "Nominations" on the envelope, and mailed so as to be received at least three (3) days before the March membership meeting. All nominations from the floor and those submitted by mail must be seconded.
  - b) **Elections.** Elections will take place at the March membership meeting. Rules governing apportionment of votes, eligibility to vote, proxies, and constitution of a quorum are specified in Article IV.
  - c) **Assumption of Offices.** Newly elected Officers shall assume their offices on May 1.
3. **Appointments.**
  - a) **Granting of Appointments.** The President, with the counsel of the other three elected officers, shall appoint the Membership Director, Ski Trip Director, Activities Director, Program Director, Past Director and Web Master.
  - b) **Qualifications for Appointment.** All those appointed must be currently paid members and must have been members for at least one year prior to May 1. Honorary members are not eligible for appointment. All Directors will be eligible for reappointment. (See Terms of Office for exception.)
  - c) **Assumption of Directorships.** Newly appointed Directors shall assume their directorships on May 1.
4. **Position Descriptions and Duties.**

Officers and Directors, by virtue of their acceptance of the elected offices and appointed positions, pledge: to be governed by these by-laws; to conduct themselves in a manner befitting their positions and complimenting the image of the club; to perform the duties of their positions as outlined in these by-laws and any other such duties as may be designated by the Board; and to attend all Board meetings. If a Board member must miss a meeting, the Board member will inform the President or Secretary that they will be absent ahead of time. Specific duties of the Board include, but are not limited to, approval of trips or activities, trip and activity pricing, scheduling, and leader appointment.

- a) **President.** The President shall preside at all general meetings and Board meetings when possible. He shall be responsible for the general supervision of the business and operations of the Club. With the counsel of the other Board members, he shall appoint the non-officer members of the Board. With the counsel of the other Board members, he shall also appoint ad hoc committee chairpersons and be empowered to request a report from such chairpersons at any time. He shall act at all times in the best interests of the Club.
- b) **Vice-President.** The Vice President shall be empowered to act as President in the absence of the President and at the direction of the President. If the office of President becomes vacant, the Vice President shall become President and serve until the next regular election. The Vice President shall make every effort to assist with and learn the duties of the President so that he may take over such duties if necessary.
- c) **Secretary.** The Secretary shall keep the minutes of all membership, Board, and special meetings; he shall distribute a copy of such minutes to each Officer and Director no later than twenty (20) days after such meeting. In addition, he shall be responsible for coordinating: receipt of and response to correspondence, timely production of the monthly newsletter, and the preservation of copies of membership directories, trip schedules, newsletters, minutes, by-laws, and policies and procedures.
- d) **Treasurer.** The Treasurer shall handle all Club funds and financial accounts. He shall coordinate preparation of and maintain copies of tax forms, state filings, receipts and disbursements, and other information appropriate to adequate financial management. He shall make disbursements only for Club purposes as pre-approved by the Board. The Treasurer shall have responsibility for providing historical financial data for the pricing of all trips and other activities of the Club. He shall be prepared to report a summary of receipts, disbursements, and account balances to the membership monthly; a summary of financial position to the Board quarterly; and an annual report to the full membership. The President, with the counsel of the other Board members, will appoint a two-member Audit Committee, consisting of no more than one Board member, no later than June 1. This Committee will perform an audit of the Treasurer's records for the previous fiscal year by July 1. In order for this audit to proceed smoothly, the outgoing Treasurer must coordinate this audit in conjunction with the incoming Treasurer. Results of the audit will be presented to the Board at its July meeting. This Treasurer's responsibility shall end upon acceptance of the audit by the Board regardless of the date of termination of his office.
- e) **Membership Director.** The Membership Director shall be responsible for promoting and furthering the membership of the Club. He shall be responsible for coordinating: membership application processing; transmission of dues and fees to the Treasurer; maintenance of a current roster of members; publication and distribution of an annual directory of paid members on record as of December 31; and issuance of membership cards to all members. Membership cards will show the member's name and the expiration date of the membership, and will bear the signature of the President or a printed representation thereof.
- f) **Ski Trip Director.** The Ski Trip Director shall be responsible for coordinating all Club-sponsored ski trips. He shall appoint trip leaders (and assistant trip leader, when warranted), subject to Board approval. He shall instruct trip leaders regarding their duties and responsibilities, including, but not limited to, general trip policies, the signing of responsibility waivers for minors, and the collection of funds and accounting for expenses. He shall be responsible for negotiating with all businesses involved, including, but not limited to, ski resorts, tour agents, and bus companies, and shall be empowered to sign binding agreements with those businesses in the name of the Club, as regulated in Article VI. He shall work with the Board to determine appropriate trip prices.
- g) **Activities Director.** The Activities Director shall be responsible for coordinating all Club-sponsored trips and activities other than ski trips. He shall appoint activity leaders, and assistant activity leaders, when warranted, subject to Board approval. He shall instruct activity leaders regarding their duties and responsibilities, including, but not limited to, general activity policies, the signing of responsibility waivers for minors, and the collection of funds and accounting for expenses. He shall be responsible for negotiating with all businesses involved and shall be empowered to sign binding agreements with those businesses in the name of the Club, as regulated in Article VI. He shall work with the Board to determine appropriate activity prices.
- h) **Program Director.** The Program Director shall be responsible for coordinating meeting facilities and the planning and promotion of programs for membership meetings and ski shows that will encourage the development of and participation in the sport of skiing and other activities.
- i) **Past Director.** The Past Director shall be any past member of the Board, with first right of refusal for this position being offered to the immediate past President. He shall provide insight into the past operations and experience of the Club.

- j) **Web Master.** The Web Master shall be responsible for creating or having created a web site for the Roanoke Ski Club as directed by the Board. He shall maintain the site to be current with the activities of the Ski Club. He shall from time to time send e-mails to the membership from the web site notifying them of planned meetings and events and when the new newsletter is published on the web. In particular he shall notify the portion of the membership who have agreed to use electronic newsletters of the nominations and elections at least 7 days ahead of the February and March meetings as specified in Article V.
5. **Terms of Office.** Terms of office for Officers and Directors shall begin on May 1 and last for one year. Officers and Directors can only serve a maximum 2-year consecutive term in a designated office. Officers may be nominated for election, and Directors re-appointed, into the same office only after taking one year off; or they can be nominated or appointed to a different office at any time. Outgoing Officers and Directors are expected to spend the months of March and April conferring with incoming Officers and Directors to ensure a smooth transition. The members of both incoming and outgoing Boards are expected to attend the March and April board meetings, although only outgoing Board members will have voting privileges.
6. **Removal of Officers.**
- a) 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 for action.
  - b) If the Board deems that any Officer or Director has failed to or is unable to comply with his responsibilities under these by-laws or is not acting in the best interest of the Club, such Officer or Director may be removed from office by vote of two-thirds of the Board at a regularly scheduled Board meeting.
  - c) If the Board is considering the removal of an Officer or Director, the Board must inform him of such consideration in writing at least twenty (20) days prior to the Board meeting at which such removal will be addressed. Said Officer or Director may elect to appear before the Board to discuss the matter before the Board takes action.
7. **Vacancies.** Except for the office of President, mid-term vacancies shall be filled by appointment by a majority vote of the remaining Officers and Directors then in office, and the appointee shall serve until the next regular election.

## ARTICLE VI. Government

1. **Compensation.** All time spent in furthering the activities of the Club shall be on a non-remunerative basis.
2. **Conflicts of Interest.** No member may use or allow to be used the roster of the Club as a mailing list without the express written consent and permission of the Board. Similarly, no member may use his position as a member or Club leader to promote any concern in which said member holds any financial or personal interest or by whom said member is employed without the express written consent and permission of the Board.
3. **Board Decisions.** A quorum for the transaction of business at any Board meeting shall consist of five (5) Board members present. Board decisions shall be governed by a simple majority of the Officers and Directors present at a Board meeting, except as specifically provided for elsewhere in these by-laws. No proxies or absentee ballots will be permitted.
4. **Membership Decisions.** Controversial or significant decisions shall be settled by a vote of the general membership. Decisions on which the membership will be voting shall be presented to the membership by newsletter at least seven (7) days prior to a membership meeting. Such a vote can be held only at the request of the Board or at the written request of not less than ten (10) percent of the members.
5. **Contracts and Agreements.** Officers, Directors, and other Board-designated agents must employ sound business practices when conducting the internal and external business of the Club. All contracts and agreements for goods and services procured in the name of the Club must be in writing wherever practical. No Officer or Director may enter into any agreement obligating the Club for performance or payment of any type without prior approval of the Board, except as specifically provided for elsewhere in these by-laws.
6. **Fiscal Year.** The fiscal year of the Club shall begin on May 1 and terminate April 30.
7. **Affiliations.** Membership in or affiliation with any other organization must be determined by a vote of the general membership.
8. **Board Meetings.** Any Club member may attend any Board meeting, unless the Board specifically votes to have a closed meeting.

**ARTICLE VII. Membership Meetings**

Membership meetings shall be held monthly, September through April. Other meetings may be called at the direction of the Board.

**ARTICLE VIII. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority governing the meetings of the membership, Board, and all committees, subject to these by-laws and any special rules of order adopted by the Club.

**ARTICLE IX. Amendments to the By-laws**

Proposed amendments to the by-laws shall be presented to the membership by newsletter (either by US Postal Service or by e-mail to those members requesting e-mail notification) at least seven (7) days prior to a membership meeting. Amendments to these by-laws shall be made by a majority vote of eligible members present at the membership meeting.

**ARTICLE X. Disbandment of the Club**

Should in the future the Roanoke Ski Club cease to operate for whatever reason, the Club charter for a non-profit organization with the Virginia State Corporation Commission shall be canceled, all bills paid from available funds and remaining funds given to a sports related charity. The suggested charity is Special Olympics if that organization is still operating, otherwise to another sports related charity at the discretion of the last elected officers of the Club. The Club cash assets have been built up over many years from many sources and it would be impractical to divide the remaining funds back to those sources.