



## **PENTAGON SKI CLUB BYLAWS**

*Approved by the General Membership December 11, 2007*

### **ARTICLE I** **Name And Purpose**

In accordance with these Bylaws, the Pentagon Ski Club (hereinafter referred to as the Club) is established as a non-profit organization founded to promote and stimulate interest in snow skiing and other mountain activities, and other activities for the morale, welfare and benefit of its members and the community.

### **ARTICLE II** **Membership and Dues**

**Section 1. *Eligibility.*** Membership in the Club is open to any person who agrees to comply with the Bylaws and the direction of the Council, has paid current dues, and has no outstanding financial obligations to the Club.

**Section 2. *Membership Classes, Privileges and Obligations.*** The Club shall offer both single and family memberships. A single membership entitles one member to participate in Club activities. A family membership entitles an individual to bring one other individual as a guest on Club activities, or to bring his or her entire immediate family (children must normally be under 21 years of age), without the guest or the family members having to join the club. Members are entitled to attend all meetings, functions and activities of the Club, including Council meetings, except Executive Sessions of the Council. Each single and family membership is entitled to a single vote in the election of Council members and on other Club business consistent with these Bylaws. Members are responsible for their conduct and that of their guests at all Club activities.

**Section 3. *Dues.*** Annual dues shall be established by the Council on a yearly basis considering the Club's financial status and estimated requirements for the current ski year. The membership year shall be for a period of twelve months. Memberships of two and three years may be offered. The Council shall have the power to waive dues on a one-time basis, as circumstances may indicate, for specific individual members or classes of members.

**Section 4. *Censure and Expulsion.*** An individual's membership can be revoked for cause by a majority vote of the Council for any offense deemed sufficient. The member must be notified in

advance by the President and afforded an opportunity to refute any charges. Termination of membership does not entitle individuals to a refund of annual dues, but other financial settlements can be made based on cost to the Club and approval of the Council.

**ARTICLE III**  
**Officers**

**Section 1. *President.*** The President shall preside at all meetings of the Council and the Club. The President shall appoint committee chairs as specified by these Bylaws, and such additional committees as deemed necessary in the furtherance of Club activities, and shall be an ex-officio member of all standing and special Club committees and working groups.

**Section 2. *Vice President.*** The Vice President shall serve as a special assistant to the President and, in the absence of the President or at his request, perform the duties of the President.

**Section 3. *Secretary.*** The Secretary shall take and transcribe minutes of all Council meetings and, when elections or other ballots are conducted, general membership meetings, and maintain the same in such manner and form as the Council may direct.

**Section 4. *Treasurer.*** The Treasurer shall develop an annual budget for approval by a majority vote of the Council. The Treasurer shall authorize disbursements within the Club's budget authorization to be paid by check. The Treasurer is the custodian of Club funds and shall keep records in such a manner that will ensure adequate accountability. The Treasurer shall file the Club's annual tax returns.

**ARTICLE IV**  
**The Council**

**Section 1. *Membership.*** The governing body of the Club shall be the Council comprised of at least nine but not more than twelve members who are elected from the general membership for terms of three years.

**Section 2. *Meetings.*** Meetings of the Council shall be held at the call of the President or at the petition of a majority of the Council. Notice of Council meetings, stating time and place, shall be given to all Council members by the President at least forty-eight hours in advance of a meeting.

**Section 3. *Quorum, Motions and Voting.*** A majority of the Council members shall constitute a quorum. If less than a quorum is present, the meeting shall be held and business conducted as if a quorum were present. However, no decisions shall be binding until approved by a majority of the Council membership through an electronic vote. Motions may be offered and seconded by any Council member. Votes shall be decided by a majority of the Council members present, with ties equating to a defeat. Proxy votes are not permitted. Secret ballots can be requested by any Council member on issues of a personal nature. Executive Sessions may be called for reasons of subject sensitivity or protection of privacy, but any resulting votes shall be conducted in open session.

**Section 4. *Electronic Voting.*** Votes on Club business of an immediate nature may be conducted via the Internet or other electronic means. Electronic ballots may be initiated only by the President, or by the Vice President acting in absence of the President. Results shall be recorded by the Secretary for review and incorporation into the minutes of the previous or next Council meeting.

**Section 5. *Election of Officers.*** The Council members shall elect the Club officers for the next year at the Council's summer business meeting. Incumbents shall serve until assumption of office by their successors. Departing Council members are expected to provide adequate assistance and turn-over to their successors.

**ARTICLE V**  
**Nomination and Election of Council Members**

**Section 1. *Nominations.*** By December of each year, the Council shall assess the need to expand or contract to best meet the Club's projected requirements. The size to be attained shall be agreed by majority vote. The President shall appoint an election committee chair, not a contender in the election, selected from the Council, and up to two additional members. The election committee shall prepare, not later than the January general membership meeting, a slate of willing candidates from among the current Club membership. Additional candidates may also be nominated by any member at the January general membership meeting. The resulting slate of candidates shall be distributed to the members in the Club newsletter prior to the election, together with an absentee ballot for use by members unable to attend the election. The newsletter shall specify procedures for Internet absentee voting. The slate of candidates and procedures for absentee voting shall also be posted on the Club's website.

**Section 2. *Voting.*** The election shall be conducted during the April general membership meeting. To be valid, absentee ballots must be received by the designated Club official prior to the vote. Internet votes shall be individually printed to allow being counted. Members submitting written or Internet absentee ballots are not eligible to vote in person. Proxy votes are not permitted.

**Section 3. *Election Results and Assumption of Office.*** The election committee shall count the votes and rank the candidates by the number of votes received. Ties shall be resolved by a majority vote of the incumbent Council. If any Council positions are being filled with less than a full term, the full-term positions shall be filled by the highest ranking candidates. Results shall be announced at the end of the meeting. If any Council positions are vacant at the time of the election, the highest ranking electees shall immediately fill those positions and assume their seats on the Council. Electees filling expiring terms shall assume their seats on the Council at the beginning of the Council's summer business meeting.

**ARTICLE VI**  
**Removal of Council Members and Vacancies**

**Section 1. *Removal.*** A Council member who misses three consecutive Council meetings or who does not fulfill his/her responsibilities on the Council may, at the discretion of the President and the concurrence of a majority of the Council, be removed from the Council. No such action may be taken without at least a ten-day notification stating the reason for such action and providing an opportunity for the Council member to address the charges in a Council meeting. Final vote shall be by written ballot.

**Section 2. *Council Vacancies.*** Council positions vacated prior to the expiration of their full terms may be filled by appointment of the President, ratified by a majority vote of the Council. The general membership shall elect a replacement for the remaining period of the term at the next annual election.

**Section 3. *Officer Vacancies.*** If the office of any Club officer, other than the President, becomes vacant for any reason other than the expiration of an elected term, the Council may elect, by majority vote, a successor who shall hold the office for the duration of the unexpired term. The Vice President shall assume the duties of the President if that office becomes vacant.

**ARTICLE VII**  
**Finances**

**Section 1. *Budget.*** The Treasurer shall propose an annual operating budget for review and approval by the Council before the start of each fiscal year. The budget shall provide for the payment of operating expenses, the conduct of activities consistent with the purpose of the Club, and the procurement of services, equipment, and facilities for the benefit of the membership. Changes in a current budget may be authorized by the Council.

**Section 2. *Income and Deposits.*** The activities of the Club shall be maintained by income derived from annual dues paid by the membership and from funds generated by events, trips, and other Club activities. All revenues shall be deposited directly into the Club's bank account.

**Section 3. *Expenditures.*** Disbursement of Club funds shall be made by check drawn by the Club's Treasurer. Check signature authority shall also be vested in at least one alternate approved by the Council. Proposed expenditures that are not within the approved annual operating budget must be approved by a majority vote of the Council.

**Section 4. *Use of Assets.*** Club funds or property may not be used in a manner contrary to federal, state, or local law.

**Section 5. *Proprietary Interest.*** Individuals and other organizations shall have no proprietary interest in Club funds. Temporary reserves generated by Club activities shall not accrue to any individual or organization.

**Section 6. *Risk.*** Council members, committee chairs, trip leaders, activity managers and the like shall ensure that Club funds are not placed at risk, and shall apprise the Council of any significant deviations from approved activities.

**Section 7. *Audit.*** Club financial records shall be audited periodically as determined by the Council. At a minimum, an audit shall be conducted upon change of treasurers.

**Section 8. *Annual Report.*** Information on the status of club finances shall be prepared annually. This information shall be made available for inspection by Club members upon request.

### **ARTICLE VIII** **Committees**

**Section 1. *General.*** The President may establish standing or special committees to carry out the various Club functions, operations and activities. Club members other than elected Council members may be appointed to manage specific Club activities. The membership, authority and duties of each committee shall be prescribed or modified by the President subject to approval by a majority of the Council.

**Section 2. *Standing Committees.*** Standing committees will normally include, but are not limited to, the following: Trips, Membership, Publicity, Racing, Activities, Newsletter, Meetings, Sales, and Welcoming.

### **ARTICLE IX** **General Membership Meetings**

**Section 1. *General.*** At least six general membership meetings shall be held each ski season.

**Section 2. *Special Meetings.*** In the event of a special meeting, written or electronic notification shall be provided to the membership in time to give reasonable notice of the time, place, and purpose of the meeting.

### **ARTICLE X** **Amendments**

**Section 1. *General.*** Changes and amendments to these Bylaws must be presented at a regularly scheduled general membership meeting. Copies of proposed amendments must be made available to the general membership in advance of any vote.

**Section 2. *Voting.*** Voting to change or amend the Bylaws cannot occur at the meeting at which an amendment was initially proposed. A period of at least 20 days must elapse before the next general membership meeting at which a two-thirds vote of the memberships present and those submitting absentee ballots is necessary for adoption.

**ARTICLE XI**  
**Dissolution**

**Section 1. *General.*** The Club shall not be dissolved except upon written ballot of two-thirds of the total membership.

**Section 2. *Disposition of Assets.*** In the event of dissolution, remaining Club assets shall be donated to other non-profit organizations at the direction of the Council. No Club assets may be distributed to, or used for the benefit of, any Club member or group of members.