

**Nashville Ski Club, Inc.**  
**BYLAWS**  
as amended through October 2007

**SECTION I**

**Purpose**

The purpose of the Nashville Ski Club, Inc. is to (1) provide a meeting place for those interested in the sport of snow skiing, (2) promote its enjoyment, (3) offer to beginners an opportunity to sample the sport with such proper introductions as recommendations on equipment, preparation, etiquette and technique, and (4) promote sociability and fellowship among its members. It is the responsibility of the Club to sponsor one or more ski trips to ski areas and to make known to its members other skiing opportunities.

The purpose of these By-Laws is to provide for the government of the Nashville Ski Club, Inc., to set standards for admission and membership in the club, and to establish the responsibilities of the officers, directors, and committees of the club.

**SECTION II**

**Membership**

- A. Membership in the Nashville Ski Club, Inc. shall be available to all persons of good character and reputation who are 21 years of age or older and to children whose parents are eligible persons joining the Club under the family plan. Membership in the Club shall be without regard to race, religion, creed, sex, residence, or national origin.
- B. Application for membership must be made in writing, on the standard form approved by the Board of Directors and shall be made in accordance with any waiver of liability included on that form. Applicants will be admitted to membership upon receiving an affirmative vote of a majority of the Board of Directors at a meeting of the Board at which a quorum is present.
- C. The following types of membership in the Nashville Ski Club, Inc. shall be available as applicable:
  - (1) Individual Membership.
  - (2) Family Membership - family is defined as (a) a married couple (man and woman) or (b) a married couple or single parent with any related off-spring under 21 years of age.
  - (3) Single Parent - One adult (single or married), plus any related off-spring under 21 years of age.
- D. Admission and continuation of membership in the Nashville Ski Club, Inc. is contingent upon payment of dues and fees as prescribed herein. Members may not continue their

membership nor enjoy the renewal dues assessment if their renewal period has passed. Such persons may rejoin the Club in the same manner as any other new applicant.

- E. Members of ski clubs that are part of the Crescent Ski Council shall be considered members of the Nashville Ski Club, Inc. for purposes of trips. They must provide evidence of membership in their Club at the time of initial sign-up and at the time of the trip. As long as those ex-officio members live at least 75 miles outside the Nashville/ Davidson County line (measured on a direct line), they shall not be required to pay dues for their membership in the Club. They shall not be entitled to vote in any Club election, but shall be subject to all Club rules and policies.
- F. The Board, by affirmative vote of two-thirds of all Board members, may suspend or expel a member or deny renewal of membership for serious misconduct or other good cause after holding a hearing on the matter. Serious misconduct shall include, without limitation, the following: (i) conduct disturbing the order, dignity, business or harmony or impairing the good name, popularity, goodwill or prosperity of the organization; (ii) conduct that is likely to endanger the welfare, interest, reputation, or character of the organization, or is deemed by the Board detrimental to the purpose and objectives of the Club; (iii) conduct that is disruptive to meetings of the Board or the Members; (iv) conduct that is harmful to the health or welfare of Club members (including, without limitation, the following: fighting, harassment, fraud, moral turpitude, theft, or use of membership list for non-Club purposes); or (v) conduct in violation of these By-Laws or of the rules and regulations of the Club. If charges are sustained in the considered reasonable judgment of the Board of Directors, that member may be subject to disciplinary action. Disciplinary action may include, without limitation, the following: (i) suspension or exclusion from one or more Club activities; (ii) removal from office or leadership position; and/or (iii) expulsion from membership (in which all rights of membership in the Club, including any right to participate in Club activities even as a non-member, shall cease upon termination of membership). No refund of Club dues will be paid to any member subjected to disciplinary action or any expelled member.
- G. A person whose membership has been terminated for expulsion will be not be eligible to reapply for membership in the Club for a period not less than 12 months from the date of expulsion.

### SECTION III

#### Dues

- A. The fiscal year of the Nashville Ski Club, Inc. shall each year extend from May 1 to April 30 of the following year.
- B. The membership year of the Nashville Ski Club shall each year extend from August 1 to July 31 of the following year. Club membership renewal dues are payable and due on or before July 31. A grace period shall be provided to existing members for the Club to

receive renewal paperwork and payment for dues at the renewal rate on or before the first Tuesday in August of that same year.

- C. Membership dues shall be as set by the Board of Directors and changed by the Board of Directors as the need arises.
- D. Official membership cards shall be issued by the Membership Chairman upon payment of dues. These cards should be retained by the members as presentation may be needed at some functions.

## Government

The Government of the Nashville Ski Club, Inc. shall be vested in a Board of Directors consisting of the duly elected officers and ten (10) elected members as set forth herein:

- A. Ten members are elected for a two-year term -- five of the ten shall be elected in the Spring election of an even year and the other five in an odd year. The elected Club President shall be the Chairman of the group. No one member can be an elected officer and an elected Board member.
- B. Each year a general election, at a regularly scheduled monthly membership meeting in April, shall be held to elect officers for the coming year and five places on the Board of Directors for the subsequent two years. Only members at that meeting may vote in that election. In instances where there are more than two persons running for the same office, a run-off shall be held if the margin of victory is less than five percent of the total ballots cast. The five places on the Board of Directors shall be awarded to the candidates with the five greatest tallies, regardless of the margin of victory. In instances where there is a tie for an officer or for the final Director's position, a run-off shall be held until the position is filled. Only persons 21 years of age or older are entitled to vote. No more than two persons are allowed to vote on any one membership.
- C. The Board of Directors shall hold regularly scheduled meetings at consistent and convenient times, which facilitate full participation. Such meetings shall be open to Nashville Ski Club, Inc. members upon prior notice to the Chairman. Notice of such meetings will be made known to the membership. The Board of Directors shall meet as often as is necessary to conduct the normal business of the Club; as a general rule, once a month. The Chairman of the Board of Directors may, if necessary, call more frequent meetings. All Club business that entails expenditure of significant monies shall not be transacted unless a two-thirds quorum of the Board of Directors is present and voting.
- D. The President, in consultation with the Board of Directors, shall solicit and appoint chairmen of the standing committees at a meeting in May. They may appoint special committees and special committee chairman as the need arises. Between meetings of the Board, the President may appoint acting Chairmen in cases of vacancies. All appointments must be approved by a vote of the Board. The Chairmen must be members of the Club, but need not be on the Board of Directors. The Board may revoke by a 2/3

vote, any prior appointment of a committee chairman, or any other board appointed position not otherwise reserved for a vote by the membership. The Chairmen must be members of the Club, but need not be on the Board of Directors.

- E. It is the responsibility of the President, in consultation with the Board of Directors to prepare a list of qualified candidates for all elected positions, including all officers and the vacant Board positions, to be voted upon at the regularly scheduled membership meeting in April. This list should be presented to the membership at the March membership meeting. At the March meeting, both declinations and nominations from the floor can be accepted.
- F. Should an officer or director resign, or his position otherwise become vacant, before the end of his term, the Board of Directors shall select a replacement and have such selection approved by majority vote of the members present at the next regular membership meeting of the Club. Such replacement shall serve out the remainder of the term of the person he has replaced.
- G. The President, in consultation with the Board of Directors shall be responsible for securing a location for membership meetings and other sanctioned functions. There must be at least one meeting of the membership each month of the year. The Club President shall call other meetings, as appropriate. Any other requests for meetings shall be presented to the Board of Directors; a majority of that body may cause a meeting to be called.
- H. The Board of Directors shall act as a Court of Appeals in any dispute involving the normal business of the Club.
- I. Any Board member missing four regularly scheduled Board meetings during any one fiscal year shall be retained on the Board of Directors only by an affirmative vote of a majority of the remaining Board members.
- J. No Officer or Committee Chairman may hold the same position for more than four (4) consecutive years. Exceptions may be made in special circumstances such as when a replacement cannot be found, and upon the affirmative vote of two-thirds of all of the members of the Board of Directors.

## SECTION V

### Officers and Their Duties

- A. President --- The President shall be the Chairman of, and preside at, all membership meetings and shall also be Chairman of, and preside at, all meetings of the Board of Directors. The President shall be the custodian of all properties possessed by the Club and shall transfer all such belongings to his successor. The President shall be an ex-

officio member of all committees and serve on the Board of Directors for a period of one year after his term in office.

- B. Vice-President --- The Vice-President shall act as the President in his absence. He shall generally support the activities of the other officers.
- C. Executive Secretary --- The Executive Secretary shall make, complete, and maintain accurate minutes of all meetings of the general membership and of the Board of Directors. This person shall be responsible for notification of Board meeting times and locations to members of the Board of Directors and to other interested parties, and for communications to and from all committees whenever necessary. The Executive Secretary shall be responsible for delivering a copy of these By-Laws to each new member of the Board of Directors.
- D. Treasurer --- The Treasurer shall be responsible for the general treasury, trip fund and all other funds of the Club. The Treasurer shall keep full and accurate accounts of all funds of the Club and may be called upon to give a financial report at any meeting. The Chairman of other Committees who maintain funds (if any) shall report their full and accurate accounts to the Treasurer on a periodic basis, and the Treasurer shall include these funds in the overall Treasurer's report. The Treasurer shall not be a member of the same family as the President. A member of the Finance Committee may be appointed by the Treasurer as Assistant Treasurer. The Assistant Treasurer must be a member of the Club and this appointment must be approved by the Board of Directors.
- E. Past-President --- At the end of a fiscal year, when the individual holding the position of President who is not re-elected to the position of President, this person shall hold the position of Past-President for a one year term. The role of Past President is to assist the newly elected President in the transition and in any other manner as determined by the President and the Past-President.

## SECTION VI

### Committees

There shall be standing committees of the Nashville Ski Club, Inc., and such other special committees as the President or the Board of Directors may require and appoint.

- A. Membership Committee --- The Membership Committee shall provide an opportunity for interested parties to make written application for membership in the Nashville Ski Club, Inc., and maintain a standard form of such applications. They shall modify its appearance or content, as appropriate, but not without Board of Director's approval. The Chairman of this Committee shall be the custodian and issuer of official membership cards. The committee shall work with the Board of Directors and other committees to promote increasing membership in the Club.

- B. Trip Committee --- The Trip Committee shall be responsible for the planning, setting up, and running of all sanctioned trips in an effective manner which promotes participation. A trip is hereby defined as any event or activity sponsored by the Club involving lodging and/or bus or air transportation arranged by the Club, unless otherwise deemed to be a social event by the Board of Directors. The Committee shall be responsible for organizing a racing team and providing opportunities for the team to compete. The committee may also organize races for the general membership of the club. Additionally, the Committee shall be responsible for offering to members an opportunity to better acquaint themselves with the sport of skiing with a proper introduction on equipment preparation, etiquette, and technique.
- (1) The President will appoint a Trip Chairman (may not be himself) to be in charge of all trips. The Board of Directors must approve this appointment by a majority vote.
  - (2) The Trip Chairman may appoint a Vice-Chairman to assist him in the management of trips. The Board of Directors must approve this appointment by a majority vote.
  - (3) The Trip Chairman will in turn appoint a Trip Leader for each of the various Club sanctioned trips. The Trip Chairman and Trip Vice-Chairman may be appointed as Trip Leaders. The Board of Directors must approve the appointment of Trip Leaders by a majority vote.
  - (4) The Trip Chairman, the Vice-Chairman and the Trip Leaders must be members of the Club.
  - (5) On trips with groups of fifteen (15) or more participants (not counting the Trip Leader), the Trip Leader shall be entitled to accompany the group and have the Club pay for his trip package (this shall include round trip airfare, ground transportation, lodging, and lift tickets, but shall not include any meals or personal expenses), up to an approved budgeted amount per participant (not counting the Trip Leader). On trips with less than fifteen participants, the Board of Directors shall determine what portion, if any, of the trip package that the Trip Leader shall be entitled to receive from the Club up to a maximum of the approved budgeted amount per participant (not including the Trip Leader.)
  - (6) Accurate records shall be maintained by each Trip Leader and a report made in detail to the Trip Chairman. The Trip Chairman shall report to the Board of Directors at the completion of every trip which occurred during his tenure. Trip Leaders shall be required to turn over any funds collected for trips to the Trip Chairman or Vice-Chairman, who shall turn over these funds to the Treasurer for deposit and disbursement.
  - (7) All trip records may be opened to any member upon written request to the President.

- (8) The Trip Committee shall make recommendations as to trip destinations to the Board of Directors based on input from the general membership of the Club. All destinations must be approved by a majority vote of the Board of Directors.
- (9) The Club President, whenever he is not a Trip Leader, shall be entitled to one full day complimentary lift ticket on each Club sponsored ski trip on which he goes.
- (10) If a Trip Chairman deems it necessary to appoint an assistant(s) for any trip, then such assistant(s) may receive reimbursement for certain out-of-pocket expenses as determined and approved by a vote of the Board of Directors. The Board shall approve by majority vote any Assistant Trip Leaders.
- (11) No Board member, Officer, Trip Chairman, Vice-Chairman or Trip Leader shall in any way, other than the reimbursement stated above, profit from a Club sponsored trip or activity.
- (12) Cancellation Policy - All trips shall have a non-refundable initial deposit, which shall be determined by a majority vote of the Board of Directors, upon recommendation by the Trip Chairman. All participants on a trip shall be subject to the conditions and agreements stated for each trip. All participants in Nashville Ski Club, Inc. trips must be a member of the Club in good standing unless otherwise decided by a special vote of the Board of Directors.

- C. Publicity Committee --- The Publicity Committee shall endeavor to promote Club membership and participation in its activities by means of distribution of printed materials and announcements through the media.
- D. Newsletter Committee --- The Newsletter Committee shall be responsible for appropriate communication to Club members and potential applicants as necessary.
- E. Program Committee --- The Program Committee shall be responsible for providing a program for each regularly scheduled membership meeting, except when deletion is deemed appropriate by the Board of Directors.
- F. Finance Committee --- The Finance Committee shall prepare an estimate of expenditures for each of the committees based upon the financial statements for the prior year. Each committee shall review their estimates and discuss any revisions with the Finance Committee. This committee shall then submit all the estimates, revised as necessary, to the Board of Directors for their approval as the recommended budget. The finance committee shall periodically review expenditures of all other committees and monitor their compliance with the budget. At the end of each fiscal year the Finance Committee shall prepare a complete and reasonably detailed financial statement of that year. The Club Treasurer shall be an ex-officio member of this committee.
- G. Social Committee --- The Social Committee shall be responsible for coordinating all social activities not handled by the Trip Committee. The Social Committee Chairman

shall determine what fee, if any, shall be charged for admission to social events. The Social Committee Chairman shall maintain accurate financial records of all social events and shall turn over any funds collected at social events to the Treasurer for disbursement. The Social Committee Chairman shall also submit a financial statement for each such social event to the Treasurer. Any social event requiring pre-event deposits shall be subject to a cancellation policy as determined by the Social Committee. All social events shall be subject to prior Board of Directors' approval by a majority vote.

- H. Welcoming Committee --- The Welcoming Committee shall be responsible for promoting friendship between members and guests at all meetings and functions. This committee shall greet guests at the door, introduce them to others, and follow-up within a month to invite guests to return.

## SECTION VII

### Conflicts of Interests

No owner or employee of any local establishment involved in either the sale or rental of snow ski equipment, the promotion of trips, or any other business that the Board of Directors may deem to constitute a conflict of interests, shall be eligible to be an officer or director of the Club. Such a member may, however, be active members of the Club and be Chairman or participants of any committee as the Board of Directors may deem appropriate.

## SECTION VIII

### Gender

Whenever the masculine gender is used in these By-Laws, it shall be deemed to include the feminine gender equally as well, as if both were inserted herein.

## SECTION IX

### By-Laws Amendments

These By-Laws may be amended at any regularly scheduled meeting of the Board of Directors by a two-thirds vote of all the members of the Board of Directors. Provided however, any proposed amendment must be submitted in writing to each Board member at least two weeks prior to such meeting.

-END-