

The Mountain Laurel Skiers, Incorporated

BY-LAWS

Passed by Membership December 2, 2015

Article IV amended April 18, 2018

ARTICLE I – NAME

The legal name of the organization shall be The Mountain Laurel Skiers, Incorporated.

ARTICLE II - DEFINITIONS

Section 1 The Mountain Laurel Skiers Incorporated is hereinafter referred to as the Club,

Section 2 Members of the Club as defined in Article IV of these Bylaws are hereinafter referred to as Member(s).

Section 3 The Members of the Club are hereinafter referred to collectively as the Membership.

Section 4 The Officers of the Club as defined in Article VII of these Bylaws are hereinafter referred to as Officer(s).

Section 5 The Board of Directors as defined in Article VIII of these Bylaws is hereinafter referred to as the Board.

ARTICLE III – PURPOSE

The purpose of the Club is to provide a year round program of ski, sport and social activities for people who enjoy being active, and to promote friendship and sportsmanship among the Membership. The Club is a not for profit organization.

ARTICLE IV – MEMBERS OF THE CLUB

Section 1 Membership in the Club shall be open to all individuals regardless of race, color, religion, gender, national origin and sexual orientation who are of good character, who meet the requirements set forth in these Bylaws, and are in harmony with the purpose of the Club. Any person desiring to become a Member shall submit a written application, a signed waiver and pay the membership and initiation fees as defined by the Board.

Section 2 Memberships shall be classified as follows:

a) INDIVIDUAL – All Members age 21 and over who are not in a Household Membership.

b) HOUSEHOLD – One or two Members of the Club and dependent children of said Members under the age of twenty-one (21).

c) LIFETIME – Awarded by the Board according to all of the following criteria:

- 1) Having been a Member of the Club for a minimum of fifteen (15) years.
- 2) Served as an Officer or Board Member of the Club.
- 3) Served as a Committee Chairperson and whose contributions to the Club are considered significant.
- 4) Having been nominated to the Board for consideration by the Lifetime Membership Committee as described in Article XI, section 6 of these Bylaws.

Annual dues for Lifetime Members and surviving spouses shall be waived.

d) HONORARY - Conferred on non-members of the Club in recognition and appreciation of service to the Club and approved by the Board. Honorary Membership shall be for a period of one year, but may be extended by the Board on an annual basis.

e) PROVISIONAL – Provisional Membership to the Club is made for the term of the one year from the time the application is accepted. Provisional to Full Membership will occur on the first anniversary of the acceptance of the written application for Membership, at which time the Member is eligible to vote in Club elections and to stand for elected office and Board positions.

Section 3 All classes of Membership shall enjoy all privileges of the Club with the following exceptions:

- a) Provisional Members.
- b) Dependent children in Household Memberships.
- c) Honorary Members.

Section 4 Any former Member who has dropped their membership, but who wishes to re-join the Club within three (3) years of the date that their membership terminated shall have the initiation fee waived.

Section 5 Regular Membership in the Club shall be for one Membership Year, defined as beginning on September 1st and ending on August 31st.

Section 6 Limit of Membership in the Club shall be determined by the Board.

ARTICLE V – DUES

Section 1 The annual dues for membership shall be recommended by the Board and voted on by the Membership. An initiation fee for new Members shall be recommended by the Board and voted on by the Membership.

Section 2 Annual dues shall be assessed by the Board and due on July 1st, payable no later than August 31st. Any renewal dues from a current Member not paid by August 31st shall be assessed a late fee to be established by the Board. Dues and initiation fees for new Members are due and payable with their application for Membership. A Member shall not have access to certain Club privileges until such time that their assessed dues and initiation fees have been paid in full.

ARTICLE VI – OFFICERS OF THE CLUB

The Officers of the Club shall consist of the **President, Vice President, Secretary, Treasurer** and **Assistant Secretary/Treasurer**.

ARTICLE VII – DUTIES OF THE CLUB OFFICERS

Section 1 PRESIDENT - The President shall be the Executive Officer of the Club and shall preside at all meetings of the Club and of the Board. The President shall be an ex-officio member of all Club committees except the Nominating and Audit Committees. The President shall sign minutes of all Club meetings after approval, and shall be the custodian of all Club documents. The President shall be required to report on the state of the Club at the Annual Meeting. The President shall be authorized to make expenditures on behalf of the Club up to \$500.00. The President shall appoint an Audit Committee. The position of President shall be a bonded position with the bonding expense to be paid by the Club.

Section 2 VICE PRESIDENT – The Vice President shall assume all duties of the President in their absence or disability. The Vice President shall be the Chairperson of the Membership Committee with the power to appoint Members to serve on this Committee. The Vice President shall maintain current information on the Members of the Club, and shall collect Member dues and initiation fees. The position of Vice President shall be a bonded position with the bonding expense to be paid by the Club.

Section 3 SECRETARY – The Secretary shall keep careful and complete records of the proceedings of all Club meetings and shall present a written record of Board meetings for approval at subsequent Board meetings.

Section 4 TREASURER – The Treasurer shall be the custodian of all funds of the Club. The Treasurer shall disburse funds for payment of the Club expenses at the direction of the Membership according to disbursement guidelines outlined in Article IX, Sections 4, 5 and 6. The Treasurer shall maintain complete and accurate records of all funds collected and disbursed by the Club through its activities. The Treasurer shall oversee the Club financial planning, including the preparation of the Club operating budget. The Treasurer will ensure that all Club activities and expenses do not exceed Club financial resources. The Treasurer shall be the Chairperson of the Club Finance Committee with the power to appoint Members to serve on this Committee. The Treasurer shall report to the Board and Membership on the financial state of the Club. The position of Treasurer shall be a bonded position with the bonding expense to be paid by the Club.

Section 5 ASSISTANT SECRETARY / TREASURER – The Assistant Secretary/Treasurer shall assist the Secretary or Treasurer as required, and shall assume the responsibilities of either in their absence. The position of Assistant Secretary/Treasurer shall be a bonded position with the bonding expense to be paid by the Club.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1 The Board shall consist of the Officers listed in Article VI of these Bylaws, the immediate Past President, and four (4) Members elected to two year terms. Two (2) of these four (4) positions will be elected in even numbered years, and two (2) of these four (4) positions will be elected in odd numbered years. Additionally, three (3) Members shall be recommended by the President and approved by the remaining Board to serve one(1) year terms. The total number on the Board is 13. The President shall nominate one of these thirteen (13) named Board members

to serve for one year as the Lodge Committee Chairperson subject to Board approval per Article VIII, Section 3.

Section 2 Any Club Member is eligible to serve on the Board subject to the restrictions outlined in Article IV, Sections 2d and e.

Section 3 The Board shall meet monthly. The President may call additional meetings of the Board at their discretion. The President shall be required to call additional meetings of the Board upon written request from three (3) or more of the Board members. A quorum for action to be taken by the Board is seven (7) Board members present and voting.

Section 4 A vacancy of any Board member shall be filled by the affirmative vote of a majority of Board members present at a meeting as outlined in Article VIII, Section 3.

ARTICLE IX – DUTIES AND POWERS OF THE BOARD

Section 1 The Board shall be the governing body of the Club and shall be responsible to the Club Membership for the proper execution of the Club Bylaws.

Section 2 The Board shall carry out the specific duties assigned in these Bylaws, and shall further complete such rulings and procedures that it may deem necessary to promote the Club Purpose as stated in Article III.

Section 3 All votes of The Board shall be reported to the Membership at the first Membership meeting after such ruling has been adopted by the Board. Any such ruling is not binding on the Membership until it has so reported. Any ruling reported by the Board may be brought up for floor discussion at any Membership Meeting. Following discussion of a Board ruling, a majority vote of Members present in quorum may overrule the Board ruling in question. In the absence of a Membership vote to overturn such a ruling, the announced ruling shall be binding on the Membership. See exceptions to this in Articles XIV and XV.

Section 4 The Board shall be authorized to spend up to \$1,500.00 for any specific purpose without Membership approval.

Section 5 The Board shall be authorized to advance for expenditure, when necessary, up to \$1,000.00 to an Event or Committee Chairperson for the effective functioning of such Event or Committee.

Section 6 The Board shall have the obligation to pay bonding expenses for the Club Officers as required in Article VII, Sections 1, 2, 4 and 5 of these Bylaws.

Section 7 All the rulings made by the Board and announced by the President at the regular scheduled meeting as approved by the Membership shall be recorded as an addendum to the next published Board meeting minutes.

ARTICLE X – MEETINGS

Section 1 The Board shall meet no less than once per month at a time and place chosen by the Board, and announced to the Membership.

Section 2 The Board shall determine the day and time of Membership meetings. Membership meetings shall be held as often as deemed necessary by the Board.

Section 3 The Annual Meeting shall be held between the dates of March 1st and April 30th, and at such place as the Board may determine. An Annual Banquet shall be held within forty five (45) days after the Annual Meeting for the specific purpose of installing the newly elected Officers and Board Members, honoring the work of outgoing Officers and Board Members, recognizing the participants of the Annual Club Race, honoring the new Lifetime Member and recognizing Members who have made outstanding contributions to the Club.

Section 4 Additional Meetings may be called by the President or upon written request of three (3) or more of the Board Officers and/or Members. Written notice of such additional meetings shall be given no less than thirty (30) days of the date of such meeting.

Section 5 Fifty (50) full Members of the Club with voting privileges shall be considered a quorum for conducting the business of the Club at any meeting.

Section 6 The meeting calendar shall be based on the fiscal year of the Club, which begins each June 1st, and ends the following May 31st.

ARTICLE XI – COMMITTEES

Section 1 NOMINATING COMMITTEE - The President each year shall appoint a Nominating Committee consisting of three (3) Members who are not running for Office or Board of Directors. Said Committee shall solicit eligible Members to stand for election as Officers and Board Members. This Committee shall publish a slate of candidates for Officers and Board Members. The Chairperson of this Committee shall also preside over the voting at the Annual Meeting and shall call for additional candidates to come forward in person at this meeting if they wish to have their name placed in nomination for Officer or Board of Directors. The Chairperson shall validate the elections and announce the results at the Annual Meeting.

Section 2 MEMBERSHIP COMMITTEE – The Vice President shall preside over this Committee as outlined in Article VII, Section 2. The Vice President shall appoint other Members to serve on this Committee as they deem necessary.

Section 3 FINANCE COMMITTEE – The Treasurer shall preside over this Committee as outlined in Article VII, Section 4. The Treasurer shall appoint other members to serve on this Committee as they deem necessary.

Section 4 LODGE OPERATIONS COMMITTEE – The President shall recommend a Member of the Board of Directors as outlined in Article VIII, Section 1 to serve as Chairperson of the Lodge Operations Committee (hereinafter “LOC”). The LOC shall consist of the Chairperson, two (2) subcommittee chairpersons, the Club Treasurer, the Club President and other members that the LOC Chairperson deems necessary. The LOC is responsible for the safe, efficient and fiscally sound operation of the Club Lodge located at 82 Andover Street, Ludlow, Vermont.

The LOC subcommittees shall perform the following functions:

- a) **The Facilities Subcommittee** – The Facility Subcommittee shall oversee the general maintenance and repair of the Lodge, plan and execute needed construction to improve the Lodge, hire such contractors as needed to fulfill needed maintenance of the Lodge, ensure that the Lodge is furnished and decorated for the comfort and enjoyment of the Membership, ensure that the Lodge and grounds are kept in a clean and safe condition, ensure that safety issues and legal compliance are in accordance

with current requirements, and perform other functions as necessary to the condition of the Lodge.

- b) The Management Subcommittee** - The Management Sub Committee shall oversee the establishment and enforcement of Lodge rules and regulations for Members and their guests, establish and maintain a reservation system for the fair and timely allotment of rooms to Members and guests as they are available, establish certification of Innkeepers and Innkeeper schedules, inform the Facilities Subcommittee of needed maintenance and repairs, maintain the inventory of household supplies, execute leases for the rental apartments, maintain a schedule of events to be held at the Lodge, recommending Lodge use pricing to the Finance Committee and fulfill other functions as necessary to the efficient operation of the Lodge.

Section 5 COMMUNICATIONS COMMITTEE - The President shall appoint a Committee to oversee the communications of the Club news and events. This Committee shall include the editor of the Club newsletter, the editor of the weekly Squall, the Club website Webmaster(s) and others deemed necessary to the communications and marketing needs of the Club.

Section 6 LIFETIME MEMBERSHIP COMMITTEE - The President shall appoint a Lifetime Member to serve as Chairperson of this Committee. The Chairperson shall appoint an additional three (3) current Lifetime Members to serve on the Committee. The President and the Vice President (as Membership Chairperson) shall make up this Committee. The Committee may submit up to three (3) names for consideration as Lifetime Member(s) to the Board of Directors. The Board of Directors shall vote to approve one (1) of the nominees submitted by the Committee each year. The Chairperson shall present the honor of Lifetime Member at the Annual Banquet as described in Article X, Section 3.

Section 7 AUDIT COMMITTEE - The Audit Committee shall be made up of Club Members appointed by the President, who are experienced in financial operations, and are not current members of the Board. The Audit Committee shall be constituted annually to perform an audit of the Club finances, and report their findings and recommendations to the Board.

Section 8 The President shall appoint such additional committees as they feel necessary to carry on the functions of the Club.

ARTICLE XII – PROCEDURE

ROBERT'S RULES OF ORDER shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws, or by special rules of procedures adopted by the Club.

ARTICLE XIII – AMENDMENTS

An amendment to the Bylaws may be submitted by any Member(s) to the Board, who shall accept or reject such amendment. The Board will present an accepted Amendment at a Member meeting designated by the President. Notice of such vote shall be sent to the Membership no less than thirty (30) days prior to the meeting designated by the President for such vote. A quorum must be present pursuant to Article X, Section 5 for such vote to be taken. The amendment will be adopted only upon the affirmative vote of two-thirds (2/3) of all Members present and voting.

ARTICLE XIV – RESOLUTION OF DISPUTE

Disputes arising over the interpretation or administration of the Bylaws and not involving the Board shall be referred to the Board. The decision of the Board in such cases shall be final and shall not be subject to Membership discussion or action as set forth in Article IX, Section 3.

ARTICLE XV – EXPULSION

Upon the written request of three (3) members on good standing, the Board shall be empowered to conduct appropriate investigations and hearings for purpose of expelling members for any cause deemed sufficient by the Board. Having determined that sufficient cause exists, the Board shall have the power to expel the member. Such expulsion may be appealed to the general Membership only upon the written request of the affected member.

ARTICLE XVI – DISSOLUTION

The Club shall use its assets only to accomplish the object and purpose in Article III hereof, and no part of said assets shall be inure or be distributed to the Members of the Club. On dissolution, the assets of the Club shall be distributed to one (1) or more regularly organized, qualified charity organization(s) to be selected by the Board, such assets to be used for charitable purposes within the meaning of Section 501c3 of the Internal Revenue Code as the same may be amended from time to time.

These Bylaws superseded and replaced all prior Club Bylaws and Amendments upon being adopted by the Membership on December 2, 2015

Amended April 18, 2018 – Article IV