

CONSTITUTION & BYLAWS of the TOPEKA SKI CLUB
Topeka, Kansas. Effective 10-15-94

ARTICLE I - GENERAL

Section 1: Name. This organization shall be known as the Topeka Ski Club, Inc. (TSC).

Section 2: Object. The object of this organization shall be to promote and encourage, furnish instruction and maintain group interest in the sport of snow skiing.

ARTICLE II - MEMBERSHIP

Section 1: Qualifications. Any person, family, or firm having an interest in the sport of snow skiing shall be eligible for membership. A prospective member must be at least 21 years of age, be of good character, be sponsored by one regular member and be approved by the Board of Directors.

Section 2: Membership. Any family or single person 21 years of age or older may become a member of TSC upon nonrefundable payment of minimum annual dues, and as such shall be entitled to one vote at membership meetings of TSC.

Section 3: Dues. Annual dues shall be in the following amounts:

- (a) SINGLE MEMBERS shall pay dues of at least \$15 per year.
- (b) FAMILY MEMBERS shall pay dues of at least \$20 per year.

Section 4: Admission of Members. Authority for determining the eligibility of applicants for membership shall be vested in the Board of Directors, and the Board of Directors may delegate such power to such persons or committees as it may establish for that purpose.

Section 5: Terms of Membership. Membership in this organization:

- (a) shall become effective immediately upon acceptance of the applicant and the nonrefundable payment of dues and initiation fee.
- (b) shall continue until the expiration date of the membership contract, or until the members shall resign or shall have been suspended.
- (c) shall be expressly understood to include an agreement to abide by the Constitution, Bylaws and Trip Regulations of TSC.
- (d) is voluntary, and participation in TSC functions may involve risks and dangers associated with trips, social events and meetings.
- (e) includes the release of all officers, directors and trip captains from any and all liability for personal injuries, death or property damage in connection with any TSC function.
- (f) includes a waiver of liability and an agreement to hold harmless the TSC, its officers, directors and trip captains in connection with any TSC function.

Section 6: Termination of Membership. Any TSC member in this organization:

- (a) may resign provided all obligations under the membership contract have been discharged.
- (b) may be suspended from this organization for cause by the Board of Directors and upon suspension, all obligations under the membership contract shall be automatically cancelled.
- (c) whose dues are 60 days in arrears shall be dropped from the membership list and will be required to pay a late payment penalty of \$5 to reinstate the membership.
- (d) against whom charges have been preferred shall be so notified in writing and may have the right to be heard by the Board.

ARTICLE III - MEMBERSHIP MEETINGS

Section 1: Annual Election Meeting. At least 30 days before the date fixed by the Board of Directors for the annual election meeting, written notice shall be given by the Secretary to all members of the date and place of holding the annual election meeting. Publication in the TSC newsletter shall constitute official notification of the membership.

Section 2: Special Meetings. Special meetings may be called by the President with approval of the Board of Directors. Ten days notice shall be given of any special meeting.

Section 3: Quorum. For the purposes of transacting the business of TSC, the following shall be considered a quorum:

- (a) for an annual election meeting or special meeting of the membership, the members present.
- (b) for a meeting of the Board of Directors, fifty percent (50%) plus one of the Board of Directors.

Section 4: Voting Privileges. Any member in good standing, as defined and limited in Article II, attending in person any meeting of the membership shall be entitled to the privilege of casting one vote on any ballot.

Section 5: Resolutions. Resolutions and declarations of policy approved at meetings of TSC shall be referred to the Board of Directors for consideration and final action and shall not become official until approved by the Board.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: General. TSC shall be governed by a Board of Directors as hereinafter provided. The Board shall consist of 15 or more elected members and any elected officers as outlined in Article V, Section 2, of these bylaws. The President shall preside over meetings of the Board and shall vote only in case of a tie.

Section 2: Eligibility for Election to Board of Directors. A person must be a member of TSC to be nominated for election to the Board of Directors.

Section 3: Nomination. The President, with the consent of the Board, shall appoint annually a committee to place in nomination Board candidates to be voted upon by the membership. The nominating committee shall report its nominations to the Secretary at least 30 days before the annual election meeting. There shall be provided by the nominating committee one or more candidates for each office of director to be filled. Only the names of those reported by the nominating committee shall appear on the printed ballot distributed at the annual election meeting.

Section 4: Election. Election shall be by ballot or voice vote at the annual election meeting and a plurality of votes cast shall be sufficient to elect. Directors so elected shall hold office for period of three years or until their successors have been elected and qualified. Five directors should be elected each year.

Section 5: Vacancies. The seat of any elected member of the Board of Directors may be declared vacant by the President, with consent of the Board, after the Director shall have been absent without explanation from three consecutive regularly called meetings of the Board. Additionally, the President is authorized in each case to appoint a successor until the next Board election.

Section 6: Functions of the Board. The functions of the Board of Directors shall be those commonly ascribed to such bodies. The Board shall be the policy-making body of TSC. In case of an elected officer of TSC not completing a term of office, the Board shall elect a person to complete the term of office.

Section 7: Meetings of the Board. Meetings of the Board of Directors shall be held as often and at such times and places as may be decided upon by the Board, with a minimum of six meetings per year. Special meetings of directors may be called by the President, or by the Vice President in the President's absence, or on written request of at least three directors. Five days notice shall be given to all directors prior to any special meeting of the Board. The order of business at any Board meeting shall be determined by the Board.

At meetings of the Board of Directors only board members may vote. Votes by proxy shall not be officially recognized and no member of the Board may vote who is not present when the question is completely called. Members who are necessarily absent from such meetings may delegate a representative to appear and speak for them, but as such shall not have any official vote in the proceedings.

ARTICLE V – OFFICERS

Section 1: Officers to be Elected. The elected executive officers of TSC shall be a President, a Vice President, a Secretary, and a Treasurer. Such officers shall be elected for terms of one year by the Board following election of directors at the annual election meeting.

Section 2: Nomination and Election of Officers. Nominations for President, Vice President, Secretary, and Treasurer shall be made by a "nominating committee for officers" appointed by the President with approval of the Board. Such committee may be comprised of the members of the nominating committee outlined in Article IV, Section 3. Candidates for President and Vice President shall be members of the Board or shall previously have served as a member of the Board. The nominating committee for officers shall make its report to the Board following the election of directors at the annual election meeting. In addition, any director may nominate any eligible person for such office at the meeting at which the election occurs. The Board shall proceed to elect the officers enumerated above. Officers may be renominated and reelected subject to the same conditions as other candidates.

Section 3: Duties of Officers. Officers of TSC shall accept responsibility for the following duties upon election:

- (a) The President shall preside at all Board of Directors and membership meetings, appoint all committees, and fill such vacancies on the Board or committees as may be necessary.
- (b) The Vice President shall be invested with and perform all duties of the President in case of absence or disability; and, in the event of the President becoming unable to complete an elected term of office, the Vice President shall become President. The Vice President shall preside for the President in any case where the latter may be absent, and perform such other duties as the President may from time to time request.
- (c) The Secretary shall be responsible for keeping a record of all meetings of TSC and Board and conduct all necessary correspondence for these bodies.
- (d) The Treasurer shall keep a record of all expenditures and receipts, make deposits and payment of approved bills, and report on the financial standing of TSC at each meeting of the Board. The Treasurer shall keep an official list of dues-paid members.

ARTICLE VI - GENERAL OPERATING PROCEDURES

Section 1: Determination of Policies. So far as practicable, all questions to be decided shall first be studied by committees, and their reports thereon made to the Board. The position of TSC on questions of policy shall be determined by the Board of Directors. With approval of the President and three directors, a minor question may be submitted to the Board, either by mail or by telephone, but upon request of five directors, the matter shall be postponed until the next meeting of the Board. Upon policies as herein determined, the Board may provide appropriate means for placing TSC's conclusions before the membership and the public; and no individual or committee shall otherwise have authority to speak for or represent TSC.

Section 2: Committees. The President shall appoint all committees. There shall be standing committees for social activities and trip planning. Special committees may be appointed by the President with approval of the Board of Directors. No resolution or action taken by a standing or special committee shall be binding upon or representative of TSC until approved by the Board of Directors.

At standing committee or other committee meetings, votes by proxy shall not be officially recognized; no standing committee or other committee member may vote who is not present when the question is called. Members who are necessarily absent from such meetings may designate a representative to appear and speak for them, but such representative, as such, shall not have any official vote in the proceedings.

Section 3: Trip Captains. The Board shall appoint Trip Captains upon review and approval of trip proposals. Trip Captains must be regular members of TSC, but need not be Board members. The Board may adopt policies and regulations as it sees fit regarding Trip Captain responsibilities and rewards.

Section 4: Referenda. The Board may provide for referenda and shall prescribe the method and manner in which such referenda shall be submitted to the membership. In all instances, the final position of TSC shall be determined by the Board of Directors.

Section 5: Parliamentary Procedures. TSC at its meetings and the Directors and committees in their deliberations shall be governed by Robert's Rules of Order, insofar as they are consistent with this instrument.

Section 6: Guests at Meetings and on Trips. All members, as defined and limited in Article II, may bring guests to meetings, social activities and on trips of TSC, provided that members will be held responsible for their guests' expenses and conduct.

ARTICLE VII - FINANCES

Section 1: Fiscal Year. The fiscal year of TSC shall commence on September 1 and end on August 31 of the succeeding year.

Section 2: General Receipts and Disbursements. The Treasurer shall collect all fees and dues and deposit them to the credit of the Topeka Ski Club in such banking institution or institutions as the Board may designate. The Treasurer shall have the authority to draw as needed upon such funds to discharge the financial obligation of TSC.

Section 3: Signatures. All checks and orders shall be signed by one of the four eligible officers: the President, Vice President, Secretary, and Treasurer. All leases, contracts, and deeds shall be signed by the President and Secretary, except that the Board may authorize representatives to sign contracts for special purposes. A copy of any such special purpose contract may be requested by the Board for review prior to signing.

Section 4: Dissolution. TSC shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to members of TSC. On dissolution of TSC, any funds or other assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

ARTICLE VIII - TRIP REGULATIONS

TSC ski trip regulations adopted by the Board of Directors as of October 15, 1994 are incorporated by reference herein.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended by a majority of the members of TSC present at any membership meeting, provided that notice of the substance of the proposed amendment shall have been sent to each member at least ten days prior to the meeting at which the amendment is to be considered.