

WAILERS SKI CLUB BY-LAWS

ARTICLE I PRINCIPAL OFFICE

The principal office of the club is located at Los Angeles, California. The Board of Directors has the authority to change the principal office from one location to another in the County of Los Angeles. Any such change in location will not be considered an amendment of these By-Laws.

ARTICLE II MEMBERSHIP

Section 1 - Classification and Status

(A) **Full Members**

- (1) May vote and hold office
- (2) All other rights and privileges of membership
- (3) Shall not exceed 200 persons

(B) **Life Members**

- (1) May vote and hold office
- (2) All other rights and privileges of membership
- (3) Limited to past presidents in good standing, or
- (4) Members nominated by the Board of Directors and ratified by the members

(C) **Affiliates**

- (1) May not vote or hold office
- (2) Privileges as extended by the Board of Directors
- (3) Must have been full members prior to change of status

(D) **Honorary**

- (1) May not vote or hold office
- (2) Privileges as extended by the Board of Directors
- (3) Status is extended only by approval of the Board of Directors

(E) **Applicants**

- (1) May not vote or hold office
- (2) Privileges as extended by the Board of Directors
- (3) Status begins when application is accepted by the Board of Directors
- (4) Status Ends:
 - (a) Six months after acceptance date unless extended by the Board of Directors
 - (b) When terminated by the Board of Directors
 - (c) By vote of the Board of Directors to full membership status

Section 2 - Eligibility of Membership

Any person of good moral character, 21 years of age or over, shall be eligible to become a member of this club as provided in these By-Laws

Section 3 - Qualification, Admission & Maintenance of Membership

- (A) Applicants may be admitted to membership on an affirmative vote by a minimum of 60% of the entire Board of Directors after an applicant meets the requirements for membership as set forth in the membership application. At this time, the new member's dues become payable, and all rights and privileges begin.
- (B) Honorary status may be extended at any time on an affirmative vote by a minimum of 60% of the entire Board of Directors, and may be rescinded at any time by a majority vote of the Board of Directors.
- (C) Life members shall be past presidents in good standing and members nominated by an affirmative vote of 80% of the entire Board of Directors and ratified by 90% of the members present at the annual meeting. The vote shall be by secret ballot and shall require 30 days prior written notice.
- (D) Affiliates must have been full members for at least two years prior to their change to affiliate status. This status is intended for those who move from the Los Angeles area or, for other reasons, are no longer active yet wish to remain a part of the club. Affiliate status shall be voluntary or by an affirmative vote of 80% of the Board of Directors. Adjustment from affiliate to full membership shall require an affirmative vote by a minimum of 60% of the entire Board of Directors.
- (E) Memberships are not transferrable to other individuals.

Section 4 - Expulsion of Members

Any member charged with serious misconduct, e.g. disturbing the order, dignity, business or harmony or impairing the good name, popularity, good will or prosperity of the organization, or conduct which is likely to endanger the welfare, interest or character of the organization, or for any conduct in violation of these By-Laws, or of the rules and regulations of the club, may be brought before the Board of Directors for consideration of disciplinary action or of expulsion. If charges are sustained in the considered judgment of the Board of Directors, that member may be expelled, suspended, or sanctioned in some other way by an affirmative vote of ~~seventy five percent (75%)~~ seventy percent (70%) of the entire Board of Directors.

The member shall be notified by mail by prepaid, first-class or registered mail to the most recent address of the member as shown on the club's records, setting forth the reasons for disciplinary action or for expulsion. The member has the right to address the Board of Directors to discuss the action of misconduct

to appeal, prior to the Board of Directors making the decision on the course of action. If the member wishes to address the Board of Directors, he/she shall contact a member of the Board within 30 days of the mailing date of the notification.

If the Board of Directors votes to expel the member, a notice shall be sent by mail by prepaid, first-class or registered mail to the most recent address of the member as shown on the club's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least ~~15~~ 30 days before the proposed effective date of the expulsion.

The expelled member may, within thirty (30) days of written notification of the Board of Directors' decision, appeal to the general membership. The decision of the Board of Directors shall be final unless reversed by a two-thirds (2/3) vote of the membership present at a regular meeting.

Section 5 - Rights on Termination

All rights of a member in the club or its property shall cease upon termination of membership.

ARTICLE III DUES AND FEES

Section 1

Dues shall be fixed by a seventy-five percent (75%) vote of the entire Board of Directors. Dues are due on April 1 and become delinquent on May 1 of each year. Penalties, if any, shall be fixed by the Board of Directors. Privileges of membership cease thirty (30) days after a member is delinquent. Members becoming affiliates shall not be required to pay dues. However, said affiliates shall be required to pay fees as determined from time to time by the Board of Directors.

Section 2

New members shall be required to pay dues when accepted as members by the Board of Directors. If there are less than four (4) months remaining until the renewal date, no additional dues shall be collected for the current year.

Section 3

Life members shall not pay dues.

ARTICLE IV MEETINGS

Section 1 - Meeting of Members

The club shall meet at least monthly.

Section 2 – Voting

Twenty members or ten percent (10%) of the total membership (whichever is greater) shall be a quorum for the conduct of business during monthly meetings. Each full member shall be entitled to one vote. Voting by proxy will not be permitted.

Absentee and/or electronic voting may be approved to conduct business only if approved by seventy percent (70%) ~~seventy five percent (75%)~~ of the entire sitting Board of Directors. Board approval can only be granted for a specific purpose and date (ex: Annual Election of Directors). The Board's approval to permit absentee and/or electronic voting must be completed a minimum of 60 days prior to the upcoming scheduled vote date. After approving the use of absentee and/or electronic voting, the Board is charged to provide directions to the entire voting membership prior to the vote date, how the absentee and/or electronic voting will be conducted during the vote.

Section 3 - New Business

It shall be the right of any member in good standing to move on any matter affecting the club under "new business", but whenever the discussion of new business exceeds ten minutes, it shall be the prerogative of the presiding officer to immediately refer any motion on the floor to a committee of the Board of Directors for a report or recommendation due within thirty (30) days.

All motions initiated with the membership from the floor shall only be advisory to the Board of Directors, unless the proposed motion is submitted in writing at a prior regular meeting to the Secretary, signed by the moving member and a second.

Section 4 - Meeting of Board of Directors

Meetings of the Board of Directors shall be called by the President or by a majority of the Board of Directors. Meetings may be held in person, by conference call or by other means. Voting by the Board of Directors may be conducted in person, by conference call or by other means, provided each of the members of the Board of Directors is identifiable. A majority of the authorized number of Directors shall be necessary to constitute a quorum. Each member of the Board of Directors shall be entitled to one (1) vote. Except that no proxy or absentee votes shall be cast by Directors. The President may not vote to create a tie.

Section 5 - Annual Meeting

The annual meeting for election of Directors and/or Officers shall be held in the month of April of each year.

ARTICLE V DIRECTORS / OFFICERS

The directors / officers are representatives and delegates of the total membership and have no more interest in the club or its assets than any other individual member of the club. Said directors / officers are charged solely with guarding the club's treasury and maintaining the club's continuance. The club,

as an entity, accepts full financial responsibility and obligations and thereby absolves the directors / officers of any and all financial responsibilities.

Section 1 - Powers of the Board of Directors

To take, hold, and administer all funds, properties, correspondence, materials or objects that may at anytime be given, paid, devised, bequeathed, transferred, contributed or in any manner and to any extent, be entrusted to the club for its purposes.

To appoint such agents as it may deem necessary or convenient to carry on the affairs of the club with such powers as the Board of Directors may deem proper.

To have and exercise any and all powers and authority necessary or convenient to promote and carry out the purposes of the club, subject to the limitations prescribed in these By-Laws and by the laws of the State of California.

To make all necessary expenditures with respect to all normal club business. All other club expenditures in excess of \$250.00 per project shall not be made unless and until approved by a majority of the membership Board of Directors present at a regular or special meeting.

Section 2 - Number and Qualifications

- (A) The Board of Directors shall consist of ~~nine (9)~~ten (10) elected directors and the Immediate Past President. The elected directors shall be the President, Vice--President, Secretary, Treasurer, ~~and~~ Membership Director and Trip Director and up to four additional directors as designated from time to time.
- (B) All directors shall be elected by a majority vote of the members present at the annual meeting.
- (C) Write-in votes will not be allowed.
- (D) No member may be elected President unless that member has served at least one term as a member of the Board of Directors within five (5) years prior to the date of election.
- (E) An individual can only hold one Board of Directors Position per term and each Board of Directors position can only be held by one person.

Section 3 - Standing Directors and Duties

- (A) **President** - The President shall be the chief executive director of the club, and shall preside at all general meetings and meetings of the Board of Directors. The President may appoint committees and define their duties.
- (B) **Vice-President** - The Vice-President shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, shall have the powers of, and be subject to, the restrictions upon the President.
- (C) **Secretary** - The Secretary shall keep a book of the minutes of all Board of Directors and

general meetings and shall provide all directors with a copy. The minutes shall include: the time and place called, how called or authorized, and any notice given or required, the names of directors present and how they voted, except on membership issues. The Secretary shall record the number of members present at any general meeting requiring a vote, and the results of that vote. A summary of all the Board of Directors' actions shall be published monthly. In addition, the Secretary shall maintain a current copy of these By- Laws as required by Article 6 Section 2 herein.

—**Treasurer** - The Treasurer shall be the custodian of the club funds, and shall keep an itemized report of all receipts and expenditures. Expenditures shall be by check, and supported by vouchers, and only made pursuant to resolutions of the Board of Directors. When necessary, the Treasurer may make expenditures in cash, however, when such cash expenditures are made, an appropriate receipt shall be secured by the Treasurer. All checks issued by the club shall require two signatures authorized by the Board of Directors. The Treasurer shall make a detailed written report to the Board of Directors at least once a month.

~~(F)~~(D)**Membership Director** - The Membership Director shall be required to keep accurate, up-to-date records as to the number of members, affiliates, and applicants with respect to all membership categories. The Membership Director shall also publish a club roster annually. The Membership Director shall inform all dues and fee paying members of the amount of dues or fees payable.

~~(F)~~(E) Trip Director - The Trip Director will plan, execute, promote, and collect fees for all Wailer bus trips to Mammoth. This person has the option of planning, promoting and executing annual week long trips. This person is responsible for submitting financial accounting reports to the Board at the meeting immediately following each trip. He/she also selects the Guest Chef Coordinator and keeps lines of communication open.

Section 4 - Election and Term of Office

- (A) Directors shall be elected at each annual meeting. All directors shall be elected to a one-year term of office.
- (B) The election shall be conducted by the Election Committee during the annual meeting. The Election Committee shall verify the membership status of each member and only issue ballots to qualified members in good standing. The Election Committee shall collect and count the ballots. The candidate receiving a majority of the votes cast by the members shall be deemed elected to that particular office. If no candidate receives a majority vote, a run-off election will be held, during the same annual meeting, between the two candidates receiving the most votes. The candidates shall have the opportunity to address the membership prior to the runoff vote. If neither candidate receives a majority vote in the run-off election, the winner will be decided by a coin toss.

Section 5 – Nomination

The President shall appoint ~~a Nominating Election~~ Committee of at least three (3) voting members. The Committee shall collect the names of candidates for Directors and submit a ballot their names to the members at least two (2) weeks prior to election. Nominations may be made from the floor and shall be closed at the regular meeting immediately preceding the elections.

Section 6 - Fees and Compensation

Directors shall receive no compensation for their services.

Section 7 - Removal of Directors

Directors may be removed by a two-thirds (2/3) vote of the membership voting at a regular meeting. Such vote must be preceded by written petition of at least twenty-five percent (25%) of the membership or two-thirds (2/3) of the entire Board of Directors. All such action will require a minimum written notice of fifteen (15) days to all members.

Section 8 - Vacancies

Any vacancy in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors. The term of office shall be only until the next annual election.

ARTICLE VI MISCELLANEOUS

Section 1 - Execution of Documents

Unless so authorized by the Board of Directors, no director, agent or other person shall have any power or authority to bind the club by any contract or engagement, oral or written, or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2- Inspection of By-Laws

The Secretary shall keep in his/her possession the original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, which shall be available upon request by members and applicants at all reasonable times.

Section 3 - Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these By-Laws.

Section 4 - Parliamentary Authority

The rules contained in Robert's Rules of Order revised, shall govern all meetings of the club, except in instances of conflict between said Rules of Order and the Articles of Incorporation or By-Laws of the club or provisions of law, the Articles or By-Laws of the club or provisions of law shall control.

Section 5 - Records of Treasurer

The records of the Treasurer shall be available for inspection by the club members. The records of the Treasurer shall be audited at least once a year by a qualified member or members appointed by the President.

ARTICLE VII BY-LAW CHANGES

Section 1 - Power of Members

New By-Laws may be adopted, amended, or repealed by majority vote of the membership total ~~membership~~ ballots received pursuant to Section 5(c) below.

Section 2- By-Law Committee

The Vice-President shall annually chair a By-Laws Committee consisting of at least three (3) members appointed by the President.

Section 3-Submission

All proposed amendments to the By-Law Committee must be submitted in writing to the Board of Directors or the By-Law Committee by a member and subscribed to by any two additional members.

Section 4 - By-Law Committee Meeting

Upon submission of proposed amendments, the By-Law Committee shall meet to consider all proposed amendments.

Section 5 - Voting Procedure

- (A) All proposed amendments to the By-Laws shall be submitted to the Board of Directors with the written recommendations of the By-Law Committee. Acceptance of any amendment shall be by a two-thirds (2/3) vote of the Board of Directors which will then be submitted to the general membership.
- (B) In case of rejection of a proposed amendment by the Board of Directors, any member may present an amendment to the general membership by means of a petition signed by twenty-five percent (25%) of the membership.
- (C) Written notice of proposed By Law amendments along with a ballot shall be distributed to all members at least two weeks prior to a general meeting by mail or by ~~access to the club~~

~~website~~another method as specified by the Board of Directors, at which time a written ballot shall be mailed to each member ~~or by the method each member shall have the ability to vote on the club website~~otherwise made available to each member to vote. Ballots shall remain sealed until opened and counted at the next general meeting. Adoption of any proposed amendment by such written ballot procedure shall require an affirmative vote of the majority of the ballots received.

Section 6 - Effective Date

No By-Law amendment shall be effective for any purpose until it has been approved in accordance with Article 7, Section 5, and when so approved shall become effective immediately.