

NORWICH SKI CLUB
BY-LAWS

Article I – Name

The name of the club is the Norwich Ski Club, Incorporated, (referred to herein as NSC).

Article II – Purpose

The terms ski or skiing, as referred to in this document relate to snow skiing including: alpine, snowboarding and Nordic skiing.

1. The purpose of the Norwich Ski Club is to:
 - A. Provide to its membership reasonably priced skiing opportunities in a socially, cordial atmosphere.
 - B. Promote the activity of amateur, recreational skiing.

Article III – Organization

1. The club shall be organized as a non-stock corporation under the laws of the State of Connecticut.
2. The Norwich Ski Club is a 501(c) (3) not for-profit organization. Ski trips will be run without the intent of making a profit, however fund raising events may be conducted to support club operations.
3. Any excess funds from these events shall be deposited in the Club treasury and used for the benefit of the club as determined by the Board of Directors.
4. The Norwich Ski Club is a non-discriminatory organization. NSC accepts members of any gender, sexual orientation, race, color, national and ethnic origin to all rights, privileges, programs and activities generally made available to members.

Article IV – General Membership

1. Members are the unit of organization within the Club and membership in the Club shall be open to individuals whose ideals are in harmony with those of the Club. Membership is restricted to persons 18 years or older and shall be classified as either Single or Family.
 - A. Single membership: any individual who is 18 years or older.
 - B. Family membership includes: adult members (spouses/partners) or an adult member and any children 21 years of age and under living in the same household.
2. Application for membership shall be made by completing the Club Application Form, either electronically or by hard copy, and returning said form to the Treasurer.
3. Yearly membership dues shall accompany the application.
4. Any member is subject to reprimand or suspension from the Norwich Ski Club for any act or behavior which is detrimental to the general good of the NSC such as: behaving in a fashion which affects safety or shows a lack of responsibility while participating in any club activity, showing a lack of courtesy towards club officials, trip leaders, other members, transportation or ski resort personnel, or violation of NSC or Connecticut Ski Council (CSC) policies. Member suspension will be determined by a majority vote of the Board of Directors.

Article V – Board of Directors

1. Authority and Number: Management of the Club is vested in the Board of Directors.
2. The duties of the Board are to:
 - A. Develop schedules, make arrangements, set prices/dues and oversee Club trips and events,
 - B. Establish and maintain Club policies and by-laws,
 - C. Control and manage Club finances,
 - D. Deal with any and all matters which relate to Club direction and purpose,
 - E. Manage the business, property and affairs of the Club in accordance with these by-laws and Club policies.
 - F. The Board of Directors may establish from time to time subcommittees of the board as the board in its discretion deems appropriate. Active club members in good standing are eligible to participate on club subcommittees.
 - (1) Such subcommittees shall have such authority and duties as deemed appropriate by the board and shall exist so long as the board deems appropriate.
3. Number of Directorships
 - A. The Board of Directors will consist of no more than eleven (11) and no less than five (5) directorships.

- B. The presence of a majority of the directors then holding a directorship respectively shall constitute a quorum for the transaction of business.
- C. Any meeting of the Board may be adjourned by a majority vote of the directors present at the meeting.
- D. In the absence of a quorum for any meeting, a majority of the directors present may adjourn the meeting to another time and place until a quorum is present.
- E. The act of the directors present at a meeting at which a quorum is present shall be the act of the Board.
- F. The number of directorships to be filled shall be determined by the board from time to time, but not less than once each calendar year, as the board deems appropriate.
- G. The board of directors shall determine the members to fill each directorship to be filled under paragraph 3F above by majority vote of the board members at least once per calendar year and as frequently as the board may, from time to time, determine is appropriate. Ideally the vote will occur prior to the NSC general meeting, but in no case may such date be later than June 30 of the year.
- H. Each director or club member shall have the right to propose resolutions and amendments to these by-laws, club policies and any Club activity.

I. Each director shall be able to cast one vote on any proposed resolution or amendment. Any proposal will carry based on a majority vote of the Board of Directors or as otherwise noted in these By-laws.

(1) In the event of a tie vote on any matter coming before the board, the president shall break said tie in the manner the president deems appropriate and the result shall be the act of the board of directors.

4. Length of Service

A. Candidates for Board of Director openings shall be selected from active members who have demonstrated a willingness to support Club activities and work with the Board.

B. The Board of Directors shall solicit candidates from the general membership to support the Board activities as often as the board in its discretion shall deem appropriate.

C. Individual Club members may also express an interest in becoming a member of the board.

D. The board of directors must consider such members under 4B and 4C for membership on the board in the event of a vacancy in such directorships to be filled by the board.

E. Members shall serve on the Board of Directors for a one (1) year or until they resign or have been removed as provided in these by-laws.

There is no limit to the number of terms that an individual may serve on the Board of Directors.

- F. New or re-elected Board members will serve their terms beginning on July 1 of the following fiscal year and ending June 30 one year hence

Article VI – Officers

1. The officers of the Club shall be the president, the vice president, the treasurer and the secretary.
2. All officers shall be members of the Board of Directors.
3. Any two offices may not be held by one person.
4. The officers of the Club shall be elected by the Board of Directors.
 - A. A majority vote of the board members present at a meeting for which a quorum is present is required to elect a nominee as a club officer.
 - B. The nomination of officers and subsequent elections shall take place at a date and time deemed appropriate by the board but in no case may such date be later than June 30 of the year.
 - C. The term of office of each officer shall be for one (1) year or until their resignation or until they have been removed as provided in these by-laws. The term of office shall start on July 1 of the active fiscal year and end June 30 of the following year. There is no limit to the number of terms that an officer may serve in his/her position.
5. Responsibilities of Officers
 - A. The president

- (1) The president shall coordinate all Club activities; preside at Board of Directors meetings and the club general meeting.
- (2) The president shall see that all resolutions adopted by the Board of Directors are carried into effect.
- (3) In conjunction with the treasurer, the president may deposit monies into designated banks and disburse Club funds to support Club activities and expenses.

B. The vice president

- (1) The vice president shall fill in for the president and assume all related responsibilities in the event that the president is unavailable or is unable to support the office.
- (2) In concert with the president, the vice president shall be available to support the responsibilities of the presidency.
- (3) The vice president is not obligated to assume the role of President in the event of a resignation; the new President shall be decided by a vote of the Board of Directors.

C. The treasurer

- (1) The treasurer shall have charge and custody of and be responsible for all the funds of the Club.
- (2) The treasurer shall keep full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the Club in books belonging to the Club.

- (3) The treasurer shall promptly deposit all monies in the name of and to the credit of the Club in such banks designated by the Board.
- (4) The treasurer shall disburse the funds as may be ordered by the Board, taking proper receipts for such disbursements.
- (5) The treasurer shall render to the president and directors at each meeting of the BOD a summary report of the current financial condition of the Club including on request specific transaction details.
- (6) The treasurer shall be authorized to disburse up to \$5000 with his/her single signature with a check for Club expenses upon approval from the President. All Board approved Club expenditures greater than \$5000 will require signatures of both the President and Treasurer. No person may sign a check to him/her self or a check made out to "cash".

D. The secretary

- (1) The secretary shall keep minutes of all Club meetings of the Board and make said minutes available to Board members prior to the succeeding Board meeting.
- (2) The secretary shall have charge of all club books, records, papers and other documents relating to club business and activities except those maintained by the treasurer.

(3) If tasked to do so by the board, the secretary, or designee, shall develop and publish to the Board of Directors a yearly membership list.

E. Removal of Directors and Officers.

Any officer or director may be removed at any time by resolution approved by a two-thirds vote of the directors then holding a directorship.

F. Fees

Members of the Board of Directors shall not receive any fees or special privileges for their services other than those provided to the general membership. Board or Club members may receive reimbursement for expenses incurred to organize and run Club events.

G. Vacancies and Resignations

(1) Vacancies

(a) Except as otherwise provided in these by-laws, in the event that the position of any director or officer or should a vacancy exist from an increase in the number of directors, the vacancy may be filled for the unexpired term by action of the remaining directors in office, though such remaining directors are less than a quorum and though such majority is less than a quorum.

- (b) Any director or officer may resign their office at any time by giving written notice of their resignation to the BOD of the Club. Such a resignation shall take effect at the time specified therein or, if no time is specified, at the time of its receipt.

Article VII – Trip Leaders

1. The trip leader is responsible for verifying pre-trip arrangements and managing on-board activities per the trip leader’s responsibility list.
2. Trip leaders may be members of the Board of Directors or come from general membership with oversight from Board members.
3. The trip leader has the freedom on behalf of the Board to arrange and generally run the trip on the day of the event provided such trip leader may not deviate from the normal trip format or cancel trips without the agreement of the President and/or BOD members on the trip. Trip cancelation decisions will be made by the President and/or BOD members on the trip in concert with the Trip leader.
4. All decisions made by the trip leader can be overruled by a majority vote of the Board.
5. Trip leaders may be removed at any time by resolution adopted by a majority vote of the Board of Directors.
6. Trip leaders may receive compensation for their expenses based on Club policies in place.

VIII – Club Board Meetings

1. The Board of Directors shall schedule and participate in regular meetings throughout the year to organize events and conduct Club business.
2. Notification of board meetings to the general membership is not required.
3. One meeting each year shall be opened and conducted with the General Membership.
4. The Board of Directors shall publish the time and place of the annual meeting to Club members not less than 14 days prior to the meeting by means of email, U.S. Postal Service, or in the event the club utilizes a website at the time of such notice, by means of posting said notice on its website for access by its members.
5. Club members may also request to meet with the Board of Directors at any time.
6. The schedule for special meetings will be based on agreement between the Board of Directors and the requesting Club members.
7. The Board may hold its meetings on resolution or by the provision of these by-laws.

Article IX – Indemnification

The Club shall indemnify its officers and directors in each and every situation in which the corporation is permitted or required to take such action by Section 33-210a of the Connecticut General Statutes.

Article X – Offices, Books and Documents

1. Books and Records

- A.** There shall be kept correct and complete books and records of accounts and minutes of the proceedings of the Club's directors.
- B.** There shall also be maintained a record of the Club's membership giving the names and addresses.
- C.** At intervals of not more than twelve (12) months, the Treasurer shall prepare a balance sheet showing its financial condition as of a date of not more than four (4) months after the close of the fiscal year for approval by the Board of Directors. The balance sheet shall be kept for at least ten (10) years from such date.

2. Fiscal Year.

The fiscal year of the Club shall begin on the first day of July and end on the last day of June in the following calendar year.

3. Amendments.

- A.** These by-laws or Club policies may be amended or repealed or new by-laws may be adopted at any meeting of the Board of Directors by resolution adopted by the affirmative vote of a majority of the directors then holding a directorship.
- B.** Any group of five or more general members may propose amendments or resolutions, which the Board of Directors must consider.

(1) Decisions of the Board of Directors on any such proposed resolution or amendment shall be subject to amendment or repeal based on a three quarters vote of the membership provided that each such voting member be at least 18 years of age at the time of such vote.

(2) The membership list applicable shall be the membership list established for the then current fiscal year in which the vote is to take place.

4. Execution of Corporate Documents.

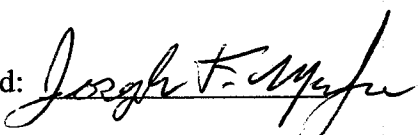
- A. All checks, withdrawals and orders for payment of money of the Club shall be signed by the president and/or the treasurer, as may be authorized by the Board.
- B. The member authorized by the BOD shall execute all contracts authorized by the Board on behalf of the Club.
- C. In addition to the foregoing, the Board may adopt a resolution authorizing any specified officer to execute any such document or class of documents on behalf of the Club.

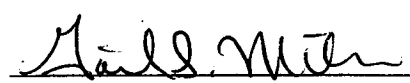
Article XI – Club Dissolution

- 1. In the event that the Club is no longer able to sustain activities due to insufficient member support, a lack of volunteers to manage the Club by serving on the Board of Directors, and/or any other event or series of events to make the running of the Club impractical the following activities shall be

considered by the Board or such members of the Board as may gather for a meeting of the Board

- A. A resolution to dissolve the Norwich Ski Club may be proposed.
- B. This resolution shall be approved by a two-thirds vote of the Board of Directors or as set for the in A above.
- C. Notification of the resolution shall be made to the general membership who may rebut the resolution.
- D. If the response from the general membership is not sufficient [however] to warrant continuation of the Club on a full or limited basis, the resolution to dissolve shall be [carried in effect] executed.
- E. Disbursement of the remaining assets in the Club's treasury shall be carried out the following order:
 - (1) Payment of all outstanding bills and liabilities
 - (2) Return the annual membership fee to the current season's membership if the time of dissolution is earlier than February 1
 - (3) Donation of the remaining Club funds to a non-profit organization promoting the activity of recreational skiing or other activities approved by the Board.

Approved: 
PRESIDENT AND CHAIRMAN
OF THE BOARD


SECRETARY

12/2/17