

# BYLAWS OF THE ORANGE COUNTY SKI CLUB

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## ARTICLE I - NAME AND OBJECTIVE OF CLUB

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**Section 1** - This club shall be legally known as the Orange County Ski Club, Inc., hereafter referred to as "The Club." It may also be referred to as The Orange County Ski & Snowboard Club, OCSC or OCSSC.

### **Section 2 - Incorporation**

The Club is a non-sectarian/non-political organization incorporated under the laws of the State of California as a Non-Profit Corporation. The members hereof shall not be entitled to any individual or collective interest, participation, share, right, and/or property right in and to the assets of The Club, but such assets shall be and constitute the indivisible property of The Club; no dividends, pecuniary profits nor payments of like nature shall be declared or paid to any member of The Club.

### **Section 3 - Purpose**

The purposes for which this club are formed are: to promote interest in skiing and winter sports, social and athletic activities, to sponsor trips and other skiing activities, to facilitate the various arrangements attendant with skiing, to derive social pleasure from the companionship of skiing enthusiasts, to promote racing, and to support and promote safer and better skiing. All purposes of The Club shall be directed toward the benefit of its members.

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## ARTICLE II - BOARD OF DIRECTORS

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### **Section 1 - Definitions**

The Board of Directors shall consist of the following officers: a) All elected officers as specified in Section 3; b) The Past President; c) Appointed positions as specified in Section 4, plus any other positions as deemed necessary by the Board.

## **Section 2 - General Powers/Duties**

The direction, control, government and the entire business affairs of The Club, and the management and disposal of its properties, interests and activities shall be vested in the Board of Directors. The Board of Directors shall have the following powers and authorities:

- A. To take, hold and administer all funds, properties, correspondence, materials or objects that may at any time be given, paid transferred, contributed or in any manner and to any extent, be entrusted to The Club for its purposes.
- B. To appoint such agents as it may deem necessary to conveniently carry on the affairs of The Club with such powers as the Board may deem proper.
- C. To formulate and recommend the amendment, repeal or adoption of Bylaws to the membership, to adopt and prescribe such rules and regulations as it may deem necessary or convenient.
- D. To amend the Articles of Incorporation to the extent allowed by the law, provided that no amendment of the Articles shall affect the provisions as approved by majority vote of the members voting at the annual election.
- E. To disburse club funds in such manner and for such objectives as it, in its judgement, deems necessary to best promote the interest of The Club.
- F. To have and exercise all and any powers and authority necessary or convenient to promote and carry out the purposes of The Club, subject to the limitations prescribed in these Bylaws and by the laws of the State of California.
- G. To determine membership goals and set fees for membership in The Club.
- H. To attend Board Meetings.
- I. Bonding of Officers - The President, Treasurer, Senior Trip Chairperson and Junior Trip Chairperson shall be bonded or insured.

### Section 3 - Specific Duties of Elected Officers

- A. **President** – Shall be the Chief Executive Officer of The Club, shall have general supervision, direction and control of the affairs of The Club. Shall be presiding officer at all meetings of the members and at all meetings of the Board of Directors. Shall with Board approval, be responsible for selection of appointed Board positions. Coordinate with Chairpersons activities and calendar of events. Be ultimately responsible for verifying, approving and signing check vouchers and/or checks for Club expenses. Shall be Ex-officio member of all committees and shall have the general powers and duties of management usually vested in the office of president, and shall have other such powers and duties as may be prescribed by the Board of Directors or Bylaws.

Shall be responsible for obtaining budgets from all officers of The Club and establishing an operating budget for the fiscal year no later than September of each year. Each officer shall have the implied responsibility of submitting their budget no later than the August Board meeting so that the President in conjunction with the Treasurer can complete the operating budget by the September Board meeting and submit it for Board approval.

The President is responsible for insuring that the appropriate fees are paid on time to the California Attorney General to maintain The Club's California Seller of Travel (CST) status. The President will also be responsible for making sure that any and all payments due to the California Travel Consumer Restitution Corporation (TCRC) are paid as required.

In addition, the President is responsible for ensuring that the assets listed on the Inventory of Assets form are passed on to the appropriate officers at the first joint board meeting of each year.

The President shall, along with the Board, be responsible for establishing membership fees for the new fiscal year.

The President also shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- B. **Vice-President** - In the absence or disability of the President, shall perform all duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions (if any) imposed upon the President. To step in and act as committee chairperson if a temporary vacancy occurs and to assist committee chairpersons. Shall have such other duties, which may be prescribed by the Board of Directors or Bylaws.

The Vice-President shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- C. **Treasurer** - Shall keep an accurate account of the revenues, dues, gifts properties, assets, and financial transactions of The Club, including disbursements, gains, losses and supplies. The book of accounts shall be open at all reasonable times to inspection by any member of The Club.

The Treasurer shall co-sign all club checks with the President and work with the President in complying with all CST and TCRC requirements, including annual payments (fees, fines) deemed necessary and maintaining a separate CTS account as required by California law.

The Treasurer shall deposit all monies and other valuables to the credit of The Club, in a place designated by the Board of Directors. Shall render to the President and the Board of Directors AT LEAST monthly or when requested an accounting of their acts as Treasurer and of the financial conditions of The Club. At each Board Meeting, the treasurer shall provide monthly financial reports in a format designated by the Board showing all transactions for the prior month. These reports must be approved by the Board through the formal parliamentary procedure.

Shall have the powers and perform such other duties as may be prescribed from time to time by the Board of Directors. Shall be responsible for the preparation and timely submission of a tax return to both State and Federal agencies as required by law. Within 30 (thirty) days of the term of office, shall turn over to the incoming treasurer all monies, books and records of The Club they may have in their possession.

Shall maintain a separate inventory listing of all tangible Club assets and who has current responsibility for their safe-keeping.

The Treasurer shall provide the Board with receipts for all approved expenses required to perform this function.

- D. **Secretary** - Shall keep the minutes of the Board of Directors meetings and committee reports and shall maintain a record of committees, chairpersons, and shall conduct the correspondence of The Club as specified by the President and the Board of Directors. Shall maintain all official documents, Articles of Incorporation, and an ongoing record of club minutes. The Secretary shall provide copies of these records to the President each year.

The Secretary shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- E **Senior Trip Chairperson** - Shall be responsible for the planning, execution, and accounting of all Major Trips of The Club. A primary responsibility is to pass on to the Junior Trip Chairperson the knowledge gained the prior year, thus ensuring continuity of trip procedures and activities.

Planning involves investigating the various options available for major trips and presenting the recommendations to the Board for final approval and financial authorization.

Execution involves going on the trip (or designating an alternate) and acting as trip director which includes: Handling all trip transfers, accommodations, transportation, and other functions attendant to such trips.

The Senior Trip Chairperson shall co-ordinate and establish a set of procedures for financial accounting and transfer of funds to the Treasurer on a timely basis. This includes turning in a detailed income expense report to the Treasurer on a timely basis, as agreed by the Board (preferably within 30 days after Major trips.)

Shall adhere to all CST and TCRC requirements, as applicable, including using the official CST number in any advertising.

The Senior Trip Chairperson shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- F. **Junior Trip Chairperson** - Shall assist the Senior Trip Chairperson in duties noted above and primarily learn how to do the job so that they will be able to carry out the duties of Senior Trip Chairperson in an efficient manner the following year. Must be able to act as Senior Trip Chairperson on trips when required.

Shall coordinate all elements (including reservations, room assignments, any meal preparations as determined by the Board of Directors) of the Mammoth/local ski trips and adhere to all CST and TCRC requirements applicable. Will be solely responsible for communication with the Mammoth accommodations contact person, paying said bill and authorizing any changes in room assignments.

Accounting involves submitting a detailed income/expense report to the Treasurer no later than two weeks after each Junior trip.

The Junior Trip Chairperson shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- G. **Membership Chairperson** - Shall be responsible for the enrollment of all members in the general membership. Responsible for the collection of membership dues, reconciling membership to receipts and accounting to the Treasurer for amounts received. Maintaining a membership list with the name, address, telephone number, e-mail addresses, etc. on an on-going basis. Maintaining up-to-date content of membership forms and records, issuing membership cards and maintaining the annual membership directory for all general membership.

Shall provide to all members, upon application or renewal, access to a Club Directory, Club Bylaws, Club Policy and Procedures, and other materials deemed necessary by the Board.

The Membership Chairperson shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- H. **Social Chairperson** - Shall be responsible for handling and executing all functions not handled at Club meetings or on Club trips. Should conduct at least one major party per year, as directed by the Board. Planning additional functions is optional, and shall be in accord with the demand of the membership.

The Social Chairperson shall provide a detailed accounting to the Treasurer with receipts for all monies spent on materials, supplies, and/or fees required to perform this function within two weeks after each function.

- I. **Programs Chairperson** - Shall be responsible for the organization, presentation and sponsoring of the events, programs, and functions at the general meetings of The Club.

The Programs Chairperson shall provide the Treasurer with receipts for all approved expenses required to perform this function within two weeks after each function.

- J. **Publicity/Website Chairperson** - Shall maintain, update and edit the club website and e-mail lists, including maintaining a Confidential Directory for the Board and a General Membership Directory for all members.

Shall advertise events, trips and meetings on the website in a timely manner and post the club's newsletter, as it is published.

Shall provide the Treasurer with receipts for approved expenses required to perform this function.

#### **Section 4 - Specific Duties of Appointees and Past President**

- A. **Ways & Means Chairperson** - Shall be responsible for raising money to facilitate club operations, as approved by the Board. Shall provide for sale items if and when available, for club identification which shall be sold to club members.

The Ways & Means Chairperson shall, in a timely fashion, provide the Treasurer with receipts for all approved expenses required to perform this function.

- B. **Race Chairperson** - Shall develop, promote and implement for The Club race program. Shall recommend to the Board participation in racing leagues and shall represent The Club at all racing league meetings. Have knowledge of applicable rules and regulations and racing handicap calculation etc.; coordinate all aspects of The Club's participation in league races as required by the league. Coordinate The Club's involvement in other possible competitive races. Coordinate pre-registration for applicable races.

The Race Chairperson shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- C. **Newsletter Editor** - Shall solicit and collect articles on club activities from board and general members, edit articles for publication, record calendar items, keep master calendar, and improve communications through editorials and articles. Shall also take and collect pictures for the newsletter, arrange layout, and distribute the newsletter to all active members. May coordinate the sales and design of advertising for the newsletter, as approved by the Board.

The Newsletter Editor shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- D. **Far West Ski Association Orange Council (USSA) Representative** - Shall attend monthly Orange Council Meetings and report to the Board of Directors what is happening to other clubs within Orange Council, shall promote Far West Ski Association/Orange Council (USSA) memberships within The Club.

The Far West Ski Association Orange Council Rep shall provide the Treasurer with receipts for all approved expenses required to perform this function.

- E. **Past President** - Shall provide continuity on the Board, provide advice on policies made in past years to current President and Board. Act as sounding board for current President concerning club direction. Help President define responsibilities of committee chairpersons and ensure that all officeholders are performing their duties in accordance with accepted Board standards. Responsible for forming Election Committee and reviewing club officer nominations at club elections. Preside over special elections to fill any vacancies in Board positions. Shall be a voting member of the Board of Directors for the year following his or her term as President.

The Past President shall provide the Treasurer with receipts for all approved expenses required to perform this function.

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## ARTICLE III - MEMBERSHIP

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### Section 1 - Definitions

Membership in The Club shall consist of regular members, associate members, and honorary members.

The requirements for Regular Membership in The Club shall be: the payment of the annual membership fees, completion of a membership application, and being at least 21 years of age.

Associate Members are persons sharing the same household with a regular member.

Honorary Members are persons who have been selected by the Board for this classification because of their contributions to The Club.

## **Section 2 - Requirements/ Duties/ Obligations**

Every member must be at least 21 years of age, complete a membership application that will be reviewed by The Board for acceptance, and pay dues as required each year.

Each member has a duty to his or her fellow members to act as mature, responsible adults and respect the rights of others as they want their own rights respected. Each member is required to abide by the rules of conduct, as determined by the club's Bylaws, Standing Rules and Privacy and Procedures Policies.

Any member failing to abide by such rules shall be subject to Probation, Suspension, or Expulsion as defined in these Bylaws.

Members shall have no obligation to perform any specific tasks for The Club as a condition of membership. However, each member is expected to help in whatever way he or she can on any club function they attend. All work for The Club is voluntary and each member is expected to recognize that all functions of The Club are provided for their benefit by other members who have volunteered their time.

## **Section 3 - Size**

Regular membership may be limited to a number determined annually by the Board.

## **Section 4 - Fees**

Regular, Associate, Honorary, and Board members shall be required to pay the amount determined by the Board of Directors at its first Board Meeting. Associate members shall pay a discounted membership fee, as determined by the Board. Honorary Members' fees may be waived by the Board.

## **Section 5 - Voting Rights of Members**

- A. Each Regular, Associate and Honorary Member shall have one vote at all meetings of the membership.

## Section 6 - Termination

- A. Refusal or neglect on the part of any member to comply with the provisions of these Bylaws of The Club or any policies established by the Board of Directors, shall render such person or member liable for probation, suspension or expulsion from membership by action of the Board of Directors.

In the event that any member violates these bylaws, policies or procedures established by the Board or conducts himself or herself, in the opinion of the Board of Directors, in a manner likely to injure a Club member or discredit the reputation of The Club or its members, the Board of Directors shall have the power, by two-thirds (2/3rds) vote of those Board members present and eligible to vote to put on probation, suspend or expel such member.

- 1) Charges alleging such violations or misconduct must first be presented against any member in writing, unless the charges originate at, and are included in, the minutes of a meeting of the Board of Directors.
  - 2) Any member whose charges did not originate at a Board Meeting shall be notified in writing with complete details of the charges and the place and date where Board discussion and possible action will take place.
- B. Minor violations of the Bylaws of The Club or its policies or procedures may result in a member being put on probation or (temporary) suspension. Major violations may result in a member's being expelled from The Club and his or her membership revoked permanently.
- 1) Probation shall be for a stated period and shall not impair the member's normal rights in any way. However, a letter of reprimand shall be given to the offending member and any further violations will result in suspension or expulsion.
  - 2) Suspension shall be for a specified period of time as determined by the Board and the suspended member will not be allowed to vote nor attend club functions during that time.
  - 3) Expulsion shall be permanent and the expelled member shall be barred from attending any club functions as either a member or guest. Said action cannot be reversed by future Boards of Directors.

- B. Any member put on probation, suspended or expelled shall have the right of appeal by appearing before the Board of Directors within and at a time agreed upon by the President and the Board of Directors. Said members may have witnesses appear on their behalf, stating the facts surrounding the violation which led to the probation, suspension or expulsion. If such member fails to appear without just cause, the probation, suspension or expulsion will remain in effect. Reinstatement is at the discretion of the Board of Directors. All monies paid by the suspended or expelled member may be retained or refunded by The Club at the discretion of the Board evidenced by a majority of the vote of the Board of Directors present and eligible to vote.

### **Section 7 - Transfer of Membership and Refunds**

Membership is non-transferable. Refunds may be given on membership at the discretion of the Board, evidenced by a majority vote of the Board Members present and eligible to vote.

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## **ARTICLE IV - MEETINGS OF THE MEMBERSHIP**

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- A. General – Meetings will be held on a regular basis throughout the year, as established by the Board of Directors and reflected in the club’s Standing Rules.
- B. Special - called by the President as necessary
- C. Quorum - A quorum of the membership shall be all those present and eligible to vote at any general meeting. If a vote by the membership is required at any meeting, 15 percent of the general membership must be present. The members eligible to vote must be notified, in writing (either by a special direct mailing, via the club newsletter, or by e-mail), at least 30 days prior to the meeting. Such notice shall include the time, place, and purpose of the meeting, and any pertinent facts or documents relating to the voting that shall take place. Such notice shall be considered given if mailed or e-mailed to the address of record held by the Membership Chairperson.

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## **ARTICLE V - BOARD**

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- A. Board meetings - Board of Directors shall meet once monthly on a date set by the Board. Attendees shall consist of all Board members elected and appointed. Interested club members may attend and may be recognized to voice an opinion. However voting at a Board Meeting will remain confidential and shall be confined to the Board members, themselves. The voting Board shall consist of all Board members present and eligible to vote and in good standing, with the exception of the President, who will vote only to break a tie. The Board may meet in a closed Executive Session for voting and/or regarding confidential, personnel, or controversial matters as determined by the President.
- B. Special Board meetings - may be called by the President at any time and. Any Board member may call a special board meeting, as deemed necessary and if agreed to by a two-third's (2/3's) majority of the Board present and eligible to vote.
- C. Quorum at Board Meetings - 1/2 the voting members plus 1.
- D. Parliamentary Authority - Roberts Rules of Order, Revised will be utilized and enforced.

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## **ARTICLE VI - ELECTION OF OFFICERS**

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### **A. Eligibility for Office**

- 1. In order to run for any elected office, or to be appointed to a Board position, the candidate must be a current member of The Club as defined in Article III of these Bylaws.
- 2. All candidates for the office of President or Vice President must previously have held a Board position, or currently be a member of the Board of Directors.
- 3. All candidates for elected or appointed office shall become familiar with these bylaws and with the duties and responsibilities of the position which they seek to fill.

- B. Time of Election - Elections for the Board of Directors shall be held at a regularly scheduled meeting in the Spring of each year, in sufficient time for new officers to begin their terms by June 1. Nominations shall begin at a regularly scheduled general meeting and continue until the election night, as determined by the Board of Directors.
- C. Term of Office - Term of office for all elected and appointed members of the Board of Directors is one year, with the exception of the Junior Trip Chairperson, whose term shall be two years. The Junior Trip Chairperson will automatically become the Senior Trip Chairperson in his or her second term. The term of office commences on June 1 of each year, to coincide with the beginning of the club's fiscal year, June 1.

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## **ARTICLE VII - REMOVAL/REPLACEMENT OF BOARD MEMBERS**

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- A. Any officer of The Club may, upon a vote of two-thirds (2/3) of the Board of Directors present and entitled to vote, be put on probation or suspension or may be expelled for any of the reasons outlined but not limited to the ones listed here: not performing his/her duties; violation of, or refusal or neglect to comply with the provisions of the bylaws, policies or standing rules of The Club; conduct or behavior deemed by the Board to be in a manner likely to injure a club member or to discredit the reputation of the The Club or its members, or any other provision as outlined in Article III, Section 6 (Termination).
- B. Any officer who has been put on probation or suspended for a specified period of time must be notified either in writing or as reflected in the minutes of the board meeting, as to the time frame and the expected behavior required to remove the probation or suspension. Any officer on probation or suspension who corrects his/her negligence or behavior to the Board's satisfaction within the stated time period may be reinstated by a two-thirds (2/3's) vote of the Board of Directors present and eligible to vote, with all privileges and duties of his/her office and membership.
- C. Any officer who has been put on probation or suspension and who does not correct the problem as outlined above in Section B, may be subject to expulsion by a two-thirds (2/3's) vote of the Board of Directors present and eligible to vote. Any officer who has been expelled will be expelled permanently from holding office. It is within the authority of the Board to determine the status of the expelled officer's general club membership.

- D. The resignation of any officer (elected or appointed) shall be tendered in writing or as reflected in the minutes of a board meeting, and shall be effective immediately upon acceptance by the President. Reinstatement of any officer who has resigned shall require a two-thirds (2/3's) vote of the Board of Directors present and entitled to vote.
- E. In the event of a vacancy on the Board, the President may choose to replace said officer by appointment. The appointment is subject to approval by the majority of the remaining board members present and eligible to vote. Replacement of a vacant office is not required and is at the discretion of the President. If replacement is not made, the President shall be ultimately responsible to oversee that the duties of said office are fulfilled.

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### **ARTICLE VIII - BYLAW AMENDMENTS/REVISIONS**

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These bylaws may be amended or revised at any general meeting of the Club by a two-third's (2/3's) vote of the members present and eligible to vote, provided such amendments/revisions have been presented in writing at least thirty (30) days prior to the voting

A member unable to attend the scheduled Bylaws Amendment/Revision Meeting may, at his or her option, mail a signed proxy vote (provided with the written proposed amendment) to the President. Such proxy vote shall be used in addition to the votes cast at the meeting to determine whether a particular amendment/revision passes or not, and must have been received by the President prior to the start of the Bylaws Amendment/Revision Meeting.

When the Board of Directors deems it necessary to make extensive changes/updates to these Bylaws, a proposal to "Amend and Restate the Bylaws" must be made and approved first by the Board of Directors and then presented to the General Membership for voting.

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## **ARTICLE IX - MISCELLANEOUS**

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- A. All liabilities of The Club are the sole responsibility of The Club, and no single member or sub-group shall be held liable for the debts and obligations of The Club. All persons or corporations extending credit to, contracting with, or having any claim against The Club shall look only to the funds and properties of The Club for payment.
  
- B. All Board members shall disclose any business dealings they may have with The Club, and shall declare themselves ineligible to vote an ANY issue from which they might personally profit. Failure to do so shall be considered a "Conflict of Interest" and shall be treated as a serious breach of desired Board behavior under the provisions of Article VII.

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## **ARTICLE X – “CALIFORNIA SELLER OF TRAVEL” REQUIREMENTS**

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Pursuant to the California Seller of Travel legislation (SB263) enacted in 1995, The Club shall meet the following requirements, as mandated by the Office of the California Attorney General in the 2005-2006 Club year and implemented by The Club in 2006:

- A) Maintain a separate checking account for trips that exceed \$300
- B) Apply for and utilize a California Seller of Travel (CST) license
- C) Adhere to all rules and regulations, including paying all fees and fines associated with the enforcement of the CST law and the California Travel Consumer Restitution Corporation (TCRC), as so mandated.

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## **ARTICLE XI – ALCOHOL, DRUGS AND OTHER CONTROLLED SUBSTANCES**

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It is the position of the Club that abuse of alcohol, drugs and/or other controlled substances will not be tolerated and may be grounds for probation, suspension or expulsion from The Club.

The Board of Directors will encourage all members to drink responsibly at all times. The Club

shall not be responsible for any actions of its members while said members are under the influence of alcohol, drugs and/or other controlled substances.

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## **ARTICLE XII – DISSOLUTION OF THE CLUB**

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### **Section 1**

This Club may be dissolved only at a regular or special meeting for which proper notice has been given to the members in accordance with the bylaws Article IV, which notice must include a statement of the purpose of the meeting, i.e., the intent to dissolve The Club.

### **Section 2**

The proposal for dissolution of The Club shall be submitted in the same manner as a proposal to amend these bylaws, in accordance with Article VII.

### **Section 3**

For the purpose of voting on the dissolution of The Club, each member shall be entitled to cast one (1) vote and the motion to dissolve shall require an affirmative vote by a majority of the members.

### **Section 4**

It is understood that this Club is a non-profit corporation, organized under the non-profit corporation laws of California, and upon dissolution, none of its assets shall inure to the benefit of any individual member. Any Club assets shall be distributed, as designated by the Board of Directors, to such other fund or foundation that is dedicated to the exempt purposes as specified in the revenue and taxation codes of California.

***AMENDED & RESTATED BYLAWS  
AS APPROVED BY THE BOARD, February 14, 2007  
PRESENTED TO THE GENERAL MEMBERSHIP, February 19, 2007  
RATIFIED BY THE GENERAL MEMBERSHIP, March 21, 2007  
SUBMITTED TO IRS, March 31, 2007***