

**BYLAWS OF THE
SUMMIT NORDIC SKI CLUB**

**ARTICLE I
NAME AND LOCATION**

The name of the organization is the Summit Nordic Ski Club (the Club). The principal office of the Club will be Frisco Nordic Center, Frisco, Colorado with a mailing address of P.O. 3394, Breckenridge, Colorado; but meetings of the members and director-officers may be held at such places within the state of Colorado as may be designated by the Executive Board. Other addresses may also be used for receipt of mail as may be designated by the Executive Board.

**ARTICLE II
PURPOSE**

The Club does not contemplate pecuniary gain or profit to the members, and its principal purpose is to administer the affairs of the Summit Nordic Ski Club. The Club will operate as a year-around competitive nordic skiing program which will enable skiers in Summit County, Colorado to progress from the learn-to-ski programs into competitive skiing at the local, State and national levels in accordance with their respective abilities and desires. The Club will participate in the Rocky Mountain Division (“RMD”) of the United States Ski and Snowboard Club and observe the rules of the RMD in all competitions sanctioned by the Club.

**ARTICLE III
MISSION STATEMENT**

The primary mission of the Summit Nordic Ski Club is to provide the youth of Summit County with a well-balanced ski racing program including fitness, self-esteem, and character building through training and competition within a nurturing environment. The Club will educate our youth about values of sports, healthy competition, individual effort and team spirit.

**ARTICLE IV
MEMBERSHIP**

Section 1: Eligibility. Any person may join the Club as a Member providing the Member supports the purpose and objectives of the Club, and pays applicable dues. All Members of the Executive Board and Advisory Board will automatically be Members of the Club without paying any dues.

Section 2: Status of a Club Skier. Members younger than age 16 will be represented at all Club meetings by their parents, who will have one vote for each dues paying skier. Club Members age 16 or over may directly participate as Members in the Club or may delegate their voting rights to their parents.

Section 3: Termination of a Club Skier Status. If the conduct of any Club Skier shall be found detrimental to the best interest of the Club, the Board may after due investigation and process, request his/her resignation, suspend or terminate his/her status as a Club Skier by a majority vote of the Board.

Section 4: Termination of a Membership A membership may be terminated in one of three ways:

- a. Members may resign upon submitting written notice to the Club Secretary.
- b. If any Member fails to pay applicable dues, the Board may suspend or terminate his or her membership by majority vote.
- c. Membership may be otherwise terminated as provided for by the rules and regulations established by the Board.

Section 5: Reinstatement. A membership of a Club Skier status that has been terminated may be reinstated by the Board upon approval of the Member's written request.

Section 6: Privileges of Membership. A voting Member in good standing may hold office, make motions, debate and vote in Club affairs.

ARTICLE V MEETINGS OF MEMBERS

Section 1: Place and Frequency of Meetings. Meetings of the Members will be held at least once each year at such place, within the State of Colorado, as the Board may determine.

Section 2: Annual Meetings. The first meeting of the Members will be held within one year after the date of adoption of these Bylaws. Each subsequent annual meeting of the Members will be held on a date and at a time set by the Executive Board. The purpose of the annual meeting is for the election of the Executive Board and the transaction of such other business of the Club as may properly come before the meeting.

Section 3: Special Meetings. Special meetings of the Members may be called at any time by the President of the Club, or by a majority of the Executive Board, or upon written request of Members who are collectively entitled to vote at least 20% of all votes in the Club.

Section 4: Notice of Meetings. Written notice stating the place, day and hour of the meeting and the agenda for the meeting will be delivered not less than 10 nor more than 50 days before the date of the meeting, personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, as provided in these Bylaws, to the registered mailing or e-mail address for notice of each Member entitled to vote at such meeting.

Section 5: Quorum. A quorum is deemed present throughout any meeting of the Club if Members entitled to cast (or proxies entitled to cast) 20% of the votes of the Club are present at the beginning of the meeting. If, however, such quorum is not present or represented at the meeting, the Members entitled to vote at the meeting will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented by proxy.

Section 6: Actions Binding on Members. A majority of votes cast by Members constituting a quorum in person or by proxy will be sufficient to make decisions binding on all Members, unless a different number or method of voting is expressly required by the Articles or these Bylaws.

Section 7: Majority of Members. As used in these Bylaws, the term “majority” will mean those votes, Members, or other groups as the context may indicate, totaling more than 50% of the total number.

Section 8: Voting by Electronic Communication. The Executive Board may decide that voting of the Members on any matter required or permitted by the statutes of Colorado, the Articles of Incorporation, or these Bylaws will be by e-mail, facsimile or other electronic communication. Pursuant to the Colorado Revised Nonprofit Corporation Act, any action that may be taken at any annual, regular or special meeting of the Members may be taken without a meeting if the Secretary delivers a written ballot to every Member entitled to vote on the matter. A written ballot will: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot will: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of members of the Executive Board; (iii) specify the time by which a ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter. A written ballot may not be revoked.

Section 9: Proxies. Any Member may cast such Member’s vote in person or by proxy, but no proxy will be valid if it is not dated or if it purports to be revocable without notice. Further, no proxy will be valid after eleven months from the stated date of its execution unless otherwise provided in the proxy or unless voluntarily revoked upon notice, amended, or sooner terminated by operation of law. Finally, no proxy will be valid unless filed with the Secretary of the Club at or before the appointed time of the meeting at which the proxy will be voted.

Section 10: Waiver of Notice. Waiver of notice of a meeting of the Members will be deemed the equivalent of proper notice. Any Member may waive, in writing, notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, will be deemed waiver by such Member of notice of the time, date and place of

the meeting unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting will also be deemed waiver of notice of all business transacted at the meeting unless objection to the calling or convening of the meeting of which proper notice was not given, is raised before the business is put to a vote.

Section 11: Teleconference Meetings. Any regular or special meeting of the Members may be conducted by teleconference or other electronic means, followed by minutes of such meeting, which will be distributed to each Member.

Section 12: Rules of Meetings. The Executive Board may prescribe reasonable rules for the conduct of all meetings of the Executive Board and Members and in the absence of such rules, Robert's Rules of Order will be used.

ARTICLE VI EXECUTIVE BOARD: TERM OF OFFICE

Section 1: Number. The affairs of this Club shall be managed by a Board of six (6) Directors. No more than one member from each household may serve as a director at the same time.

Section 2: Term of Office. The term of office for the initial full slate of Directors elected by the Members will be fixed at the time of their election as they themselves will determine in order to establish a system of three-year terms in which at least one-third of the Board is elected each year, and the Board will identify in which year the directorships for each category of representation are subject to election. Two Directors will serve for a three-year term, two Directors for a two-year term and two Directors for a one-year term. At the expiration of the initial term of office of each respective Director, a successor will be elected to serve three years. Each Director will hold office until such Director's successor is elected by the Members and qualified to serve.

Section 3: Removal - Any Director may be removed from the Board, with or without cause, by a majority vote of all voting Members of the Club. In the event of death, resignation, or removal of a Director, his or her successor shall be selected by the remaining Members of the Board, and shall serve for the unexpired term of his or her predecessor.

Section 4: Compensation - No Director shall receive compensation for any service he or she may render the Club. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5: Action Taken Without a Meeting - The Directors shall have the right to take any action in the absence of a Director's meeting which they could take at that meeting by obtaining the approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors, and will be recorded in the minutes of the next following Directors' meeting.

Section 6: Conflicting Interest Transactions. Conflicting interest transactions means a contract, transaction, or other financial relationship between the Club and an Executive Board member of the Club, or between the Club and a party related to an Executive Board member, or between the Club and an entity in which an Executive Board member is a director or officer or has a financial interest. The provisions of the Colorado Revised Nonprofit Act will apply to all situations where a conflicting interest transaction is present. See, C.R.S. §7-128-501.

Section 7: Executive Sessions. The members of the Executive Board or any committee thereof may hold an executive or closed door session and may restrict attendance to Executive Board members and such other persons requested by the Executive Board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session will include only matters enumerated in subparagraphs (a) to (e) of this section.

- (a) Matters pertaining to employees of the Club or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Club;
- (b) Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
- (c) Investigative proceedings concerning possible or actual criminal misconduct;
- (d) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure; and
- (e) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.

No rule or regulation of the Executive Board or committee thereof will be adopted during an executive session. The minutes of all meetings at which an executive session was held will indicate that an executive session was held, and the general subject matter of the executive session.

Section 8: Actions Binding on Directors. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present will be regarded as the act of the Board.

Section 9: Waiver of Notice. Attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Before, at, or after any meeting of the Board of Directors, any member of the Board may waive in writing notice of such meeting, and such waiver will be deemed equivalent to the giving of such

notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Section 10: Teleconference Meetings. Any regular or special meeting of the Board may be conducted by teleconference or other electronic means, followed by minutes of such meeting, which will be distributed to each Board Member.

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

Section 1: Election. Election shall be by voice vote unless a majority of Members request a secret written ballot which shall list the slate of candidates. At such election, each member in respect to each vacancy may cast one vote. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 2: Advisory Directors. Following the election of the Executive Board, the Members may also elect advisory Directors to the Executive Board, who may participate, but not vote, as a Member of the Executive Board. Advisory Directors will advise the Executive Board as requested.

Section 3: Skier Representative. One Member of the Executive Board will be an active skier between the ages of 16 and 21.

Section 4: Directors-Officers Election. The Directors will within ten (10) days amongst themselves, elect the officers of the Club.

ARTICLE VIII POWERS AND DUTIES OF THE EXECUTIVE BOARD

Section 1: Powers. The Executive Board will have the powers and duties necessary for the administration of the affairs of the Club. Except as provided by these Bylaws, the Executive Board may do all such acts and things which are not specifically required to be done by the Members and may otherwise act in all instances on behalf of the Club.

Section 2: Specific Powers and Duties. Without limiting the generality of powers and duties set forth in Section 7.01 above, the Executive Board will have the following powers and duties, in each case subject only to applicable requirements of the Act:

a. To administer and enforce the rules of the RMD and the USSA as determined by the Board.

b. To establish, make, amend from time to time and enforce compliance with such reasonable rules and regulations as may be necessary for the operation of the Club. A copy of such rules and regulations will be delivered, mailed by U.S. mail or by e-mail to each Member promptly after adoption.

c. To fix, determine, levy, and collect the Membership dues to be paid by each of the Members towards the gross expenses of the Club.

d. To borrow funds in order to pay for any expenditure and to authorize the appropriate officers to execute all such instruments evidencing such indebtedness as the Board may deem necessary; provided, however, that the Board will not borrow more than \$10,000 or cause the Club to be indebted for more than \$10,000 at any one time without the prior approval of a majority of votes of Members present and voting in person or by proxy on the issue.

e. To enter into contracts within the scope of their duties and powers.

f. To establish a bank account for the operating account of the Club.

g. To cause to be kept and maintained full and accurate books and records showing all of the receipts, expenses or disbursements and to permit examination thereof by Members during convenient weekday business hours.

h. To cause to be maintained the insurance coverage as determined by the Board.

i. To delegate to the Program Director or Head Coach responsibilities as may be more conveniently or efficiently performed by someone other than by the Club.

j. To prepare a budget before the close of each calendar year of the Club and submit the budget to the Members.

k. An annual accounting for the Club funds and a tax return as required by the IRS will be prepared and presented to the Club by any one of the following: the Treasurer or certified public accountant.

ARTICLE IX **OFFICERS AND THEIR DUTIES**

Section 1: Enumeration of Officers. The officers of the Club will be a President, a Vice-President, a Secretary and Treasurer, all of whom must be Directors, and such other officers as the Board may from time to time create by resolution.

Section 2: Election of Officers. The election of officers will take place at the first meeting of the Board following each annual meeting of the Members.

Section 3: Term. The officers of the Club will be elected annually by the Board, and each will hold office for one year or until his or her successor is duly elected and qualified, unless he or she sooner resigns, or is removed, or is otherwise disqualified to serve.

Section 4: Special Appointments. The Board may elect such other officers as the affairs of the Club may require, each of whom will hold office for such period, have such authority, and perform such duties as the Board may determine from time to time.

Section 5: Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation will take effect on the date of receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 6: Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy will serve for the remainder of the term of the officer replaced.

Section 7: Multiple Offices. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 8: Duties. The duties of the officers are as follows:

a. President. The President will preside at all meetings of the Club and of the Board; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments, exercise and discharge such other duties as may be required of the President by the Board.

b. Vice-President. The Vice-President will act in the place and stead of the President, in the event of his absence, inability or refusal to act, and will exercise and discharge such other duties as may be required by the Board.

c. Secretary. The Secretary will record the votes and keep the minutes of the meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records listing the Members together with their addresses; and perform such other duties as required by the Board.

d. Treasurer. The Treasurer will receive and deposit in the appropriate bank accounts all monies of the Club and will disburse such funds as directed by resolution of the Board; sign all checks of the Club unless the Board specifically directs otherwise, keep proper books of account; at the direction of the Board, cause an audit of the Club books to be made by a public accountant, and prepare an annual budget and a statement of income and expenditures to be presented to the Members at their regular annual meeting, and deliver or make copies available to each of the Members.

ARTICLE X
INDEMNIFICATION

Section 1: Definitions. For purposes of this Article X, the following terms will have the meanings set forth below:

a. Proceeding. Any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal;

b. Indemnified Party. Any person who is or was a party or is threatened to be made a party to any Proceeding by reason of the fact that he is or was a Board Member or officer of the Club or, while a Board Member or officer of the Club, is or was serving at the request of the Club as a board member, committee member, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Section 2: Indemnification. The Club will indemnify, if indemnification is authorized by C.R.S. §7-129-102, any Indemnified Party in any Proceeding. The Club will advance the expenses of the Indemnified Party as provided in C.R.S. §7-129-104.

Section 3: Insurance. By action of the Board, notwithstanding any interest of the Board Members in such action, the Club may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any Indemnified Party against any liability asserted against him incurred by him in his capacity of or arising out of their status as an Indemnified Party, whether or not the Club would have the power to indemnify him against such liability under applicable provisions of law.

Section 4: Right to Impose Conditions to Indemnification. The Club will have the right to impose, as conditions to any indemnification provided or permitted in this Article X, such reasonable requirements and conditions as to the Board may appear appropriate in each specific case and circumstances including, without limitation, any one or more of the following; (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any Proceeding will be counsel mutually agreeable to the person to be indemnified and to the Club; (b) that the Club will have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Club will be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's rights of recovery, and that the person to be indemnified will execute all writings and do everything necessary to assure such rights of subrogation to the Club.

ARTICLE XI
CLUB RECORDS, INFORMATION AND REPORTS

Section 1: Corporate Report Filing. The Executive Board will at all times keep the Club in good standing by filing the periodic report annually with the Colorado Secretary of State. The Secretary or authorized officer of the Club will complete the periodic report received from the Colorado

Secretary of State with the name of the registered agent and registered office and with both the physical and mailing address of the Club for notification by the Secretary of State and for service of process.

Section 2: Club Minutes and Record Keeping Requirements. The Club or its agents will keep as permanent records:

- a. minutes of all meetings of its members and Executive Board, a record of all actions taken by the members or the Executive Board without a meeting, a record of all actions taken by a committee of the Executive Board in place of the Executive Board on behalf of the Club, and a record of all waivers of notices of meetings of members and of the Executive Board or any committee of the Executive Board;
- b. appropriate accounting records;
- c. a record of its Members in alphabetical order, class, showing the number of votes each Member is entitled to vote;
- d. Club records in written form or in another form capable of conversion into written form within a reasonable time; and
- e. a copy of each of the following records at its principal office:
 - (i) Articles of Incorporation;
 - (ii) Bylaws;
 - (iii) Resolutions adopted by its Executive Board relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of Members;
 - (iv) Minutes of all Members' meetings, and records of all action taken by Members without a meeting, for the past three (3) years;
 - (v) All written communications within the past three (3) years to Members generally as Members;
 - (vi) List of all names and business or home addresses of its current Executive Board members and officers;
 - (vii) Copy of the most recent corporate report delivered to the Colorado Secretary of State under C.R.S. §7-136-107; and
 - (viii) All financial statements prepared for periods ending during the last three (3) years that a Member could have requested under C.R.S. §7-136-106.

Section 3: Inspection of Club Records by Members. A Member is entitled to inspect and copy, during regular business hours at the Club's principal office, any of the records of the Club described in Section 10.3 above. The Member must give the Club written notice at least five (5) business days

before the date on which the Member wishes to inspect and copy such records and in accordance with Colorado law at C.R.S. §§7-136-102 and 7-136-103.

ARTICLE XII
NONPROFIT CORPORATION - TAX EXEMPT STATUS

Section 1: This Club is not organized for profit. No Member of the Club, member of the Executive Board, or person from whom the Club may receive any property or funds will receive or will be lawfully entitled to receive any pecuniary profit from the operations of the Club, and in no event will any part of the funds or assets of the Club be paid as a dividend or be distributed to, or inure to the benefit of any member of the Executive Board. Notwithstanding the foregoing, (a) reasonable compensation may be paid to any Member or Director acting as an agent or employee of the Club for services rendered in effecting one or more of the purposes of the Club; (b) any Member or Director may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Club, and (c) any Director may be reimbursed for actual and reasonable expenses incurred in the performance of his duties.

Section 2: This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law).

Section 3: Upon dissolution of the corporation, the Executive Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C)(3) of the Internal Revenue code (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII
AMENDMENTS

Section 1: Amendment by the Members. These Bylaws may be amended by the affirmative vote by a vote of at least seventy-five percent (75%) of the Members of the Club present or represented by proxy at any regular or special meeting, provided a quorum is present at such meeting. However, notwithstanding the foregoing, no provisions of these Bylaws may be amended by a number of

Members which is less than the number of Members required within that particular provision to take certain action. Amendments may be proposed by the Executive Board or by petition signed by the holders of at least a majority of the votes. A statement of any proposed amendment will accompany the notice of any regular or special meeting at which such proposed amendment will be voted upon.

Section 2: Amendment by the Board. The Board may amend these Bylaws by a vote of not less than 75% of Directors at any regular or special meeting. A statement of any proposed amendment will accompany the notice of any regular or special Board meeting at which such proposed amendment will be voted upon.

Section 3: Scope of Amendments. These Bylaws may not be amended in a manner inconsistent with the Articles of Incorporation of the Club or Colorado law.

I certify this is a true and correct copy of the Bylaws of the Summit Nordic Ski Club.

President:
Date: _____

Secretary:
Date: _____

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