

**Bylaws
Of
Northwest Ski Club Council
(NWSCC)**

August 28, 2013

NWSCC BYLAWS

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ARTICLE I – GENERAL

Section 1.1 – Name of the Organization

This association shall be known as Northwest Ski Club Council (hereinafter known as "the Council").

Section 1.2 - Business Year

The fiscal year of the Council shall commence on July 1st and end on June 30th of the following year.

Section 1.3 – Affiliations

The Council is of itself and not subject to the bylaws, articles of incorporation or any other documents or restrictions of any other corporation.

Section 1.4 – Parliamentary Procedure

All questions of parliamentary procedure at any meeting of the Council shall be settled according to the most recent edition of "Robert's Rules of Order".

Section 1.5 – Non-profit Organization

The Council shall be incorporated with the State of Oregon as a non-profit organization.

ARTICLE II – PURPOSE

NWSCC purpose shall be to promote recreational skiing, ski racing and other recreational related activities to the member clubs of the NWSCC.

- A. Provide a means of communication among Northwest snowsport clubs, the snowsport public, Northwest snowsport area operators and the Northwest snowsport industry.
- B. Facilitate the resolution of political issues of concern to the Northwest snowsport public.
- C. Provide information on snowsport club operations, political issues, and snowsport safety.
- D. Promote membership in Northwest snowsport clubs.
- E. Provide economic benefits to NWSCC clubs and club members.
- F. Promote snowsport fellowship.
- G. Augment NWSCC member club activities, and not compete against them.

ARTICLE III – MEMBERSHIP

Section 3.1 – Qualifications

Any non-profit snowsport club, interested snowsport organization or individual may obtain membership in the Council.

Section 3.2 – Classifications

- A. A "primary member" is a non-profit snowsport club.
- B. An "associate member" is an interested association, organization or individual.
- C. A "commercial member" is a participant in a Council sponsorship benefit program.

Section 3.3 – Rights and Obligations

- A. All primary members of the Council shall:
 - 1. Be entitled to attend all functions;
 - 2. Be entitled to one voting delegate at all general and special meetings of the Council.
- B. All associate members of the Council shall:
Be entitled to attend all functions.
- C. All commercial members of the Council shall:
 - 1. Be entitled to attend all functions;
 - 2. Be entitled to the benefits of the sponsorship program for which they qualify.

Section 3.4 – Dues

- A. Dues: Membership dues shall be established by the Board of Directors.
- B. Payment of dues: Dues are payable by August 31. Members with unpaid dues on December 1st will be dropped from membership and ineligible to vote until membership dues are brought current.

ARTICLE IV – MEETINGS

Section 4.1 – Regular Council Meetings

Council meetings shall be held on a regularly scheduled basis as determined by the Board of Directors.

Section 4.2 – Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be scheduled by the President as necessary at a time and place determined by the President.

Section 4.3 – Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be scheduled by the President or by any member of the Board Directors. Special meetings of the Council members may be called by two thirds of the voting membership of the Council.

Section 4.4 – Quorum

(a) All voting members of the Council in attendance at any regular or special Council meeting shall constitute a quorum. A majority vote is required to pass all motions brought before the Council. Each primary member shall be entitled to one vote.

(b) A majority of the current members of the Board of Directors shall constitute a quorum. A majority vote of those present representing a quorum is required to pass all motions.

Section 4.5 – Notice

(a) A 30-day written or verbal notice of the starting date, place, and hour shall be given before all Council meetings.

(b) A 7-day written notice of the starting date, place, and hour shall be given before all Board of Directors meetings.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 – Directors

The Board of Directors of this corporation shall consist of the elected offices of President, Vice-President, Secretary and Treasurer, two elected at-large directors, and the representative of PACRAT as provided by PACRAT bylaws. The President may appoint additional directors to the Board of Directors as provided by Article V, Section 5.1.1 of the Bylaws of the Council.

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5.1.1 – President

The President shall be the chief executive officer of the Council, shall chair the Board of Directors, and shall preside over all of its meetings and all of the business meetings of the Council. The President shall assign elected directors to positions with the majority approval of the other elected officers and elected directors. The President may appoint additional directors to the Board of Directors with the majority approval of elected officers and elected directors. The President may assign duties to individual officers and directors and may establish committees to accomplish the duties required under the Bylaws of the Council.

5.1.2 – Vice-President

The Vice-President shall perform the duties of the President in the absence or inability of the President to act and be responsible for expediting and coordinating committee assignments and activities and shall act as a liaison between the President and the committees. The Vice-President may be appointed specific duties by the President with the majority approval of the Board of Directors.

5.1.3 – Secretary

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, council meetings, and other meetings as assigned by the President. The Secretary shall distribute copies of minutes to each board member on or before each Board meeting, and assure that corporate records are maintained.

5.1.4 – Treasurer

The Treasurer shall have charge and custody of all funds and all items of value as may come into the possession of the Council, keep complete records of funds, report status of all accounts and transactions at all regular meetings, be responsible for the management of all financial programs, prepare billings and pay debts of the Council and provide basic budget information at the direction of the President or the Board of Directors. The Treasurer shall accurately maintain and reconcile all financial records and accounts, shall prepare an annual budget for board approval, and shall provide written financial reports at each board meeting and at the direction of the President.

5.1.5 - Director-At-Large #1 and Director-At-Large #2

Two Directors elected by the general members. Responsibilities shall be assigned by the President.

5.1.6 – Appointed Directors

Responsibilities of appointed Directors shall be assigned by the President

5.1.7 – PACRAT Representative

The Chair of PACRAT Board of Directors or the designated representative of the PACRAT Board.

Section 5.2 – Terms of Office

Election of Officers and at-large Directors shall occur annually at the June general meeting. Elected officers and all Directors, elected and appointed, shall serve for a one year term beginning July 1 and ending the following June 30.

Section 5.3 – Nomination and Election of Officers

5.3.1 – Qualifications

To be eligible to serve as an elected Officer, an at-large Director or as an appointed Director the individual must be a member in good standing of a primary member club of the Council.

5.3.2 – Nominations

A nominating committee shall be approved by the Board of Directors on or before April 1st. The nominating committee shall solicit candidates for office up to the June general meeting. The nominating committee shall present a slate of candidates at the June general meeting, at which

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time nominations from the floor will be accepted. Candidates nominated from the floor must accept or decline their nomination for office.

5.3.3 – Election Procedures

Election of officers and at-large directors shall occur annually at the June Council meeting. Each candidate for office will be allowed a brief speech and each officer position shall be voted on separately. Both at-large directors shall be voted on together. Voting will be conducted by written, secret ballot. Each primary member club, in good standing, is entitled to one vote. A primary club is considered in good standing if the club has paid the annual dues as required by the Council for the current year and has no dues in arrears. In the event of a tie vote for any office, a second vote will be held. In the event of a tied second vote, the tie will be broken by a vote of the members of the sitting Board of Directors in attendance at the meeting where the voting occurs.

Section 5.4 – Vacancy

In the event that any vacancy occurs among the officers by reason of death, resignation, disability, removal, or otherwise, the Board of Directors shall select a successor who shall hold office for the unexpired term. In the event that any vacancy occurs among the directors, at-large or appointed, by reason of death, resignation, disability, removal, or otherwise, the President may select a successor, pursuant to Article V, Section 5.1.1 of the Bylaws, who shall hold office for the unexpired term.

Section 5.5 – Removal from Office

An elected officer or elected director may be removed from office by a majority vote of the member clubs at a regular or special meeting of the Council members. Appointed directors may be removed from office by a majority vote of the members of the Board of Directors. Any board member who is absent from three consecutive Board meetings may be removed from office by a majority vote of the members of the Board of Directors.

ARTICLE VI – COMMITTEES AND APPOINTED POSITIONS

Section 6.1 - Standing Committees

The Board of Directors may establish standing committees of the Council. The President shall designate a member to chair the committee and the chair of each committee, with the advice and approval of the Board, shall select the other committee members.

Section 6.2 - Special Committees

The President may from time to time establish special committees and appoint the chair of each special committee.

Section 6.3 - Committee Meetings

Each committee shall inform the President and Vice-President of all meeting times and locations.

Section 6.4 - Advisory Committee

An advisory committee shall be a standing committee of all Past Presidents who are active members of primary member clubs and shall be chaired by the most recent Past President member of the advisory committee. The advisory committee may from time to time be called upon by the President or the Board of Directors for advice.

ARTICLE VII – CONDUCT OF BUSINESS

Section 7.1 – Annual Budget

The Board shall approve an annual budget.

Section 7.2 – Banking and Checks

All funds shall be deposited in an insured bank or savings association or other designated account

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approved by the Board of Directors, under the name of the NWSCC. The Board of Directors has sole authority to name those directors who may sign checks, withdraw and transfer funds from the NWSCC bank and investment accounts.

Section 7.3 – Payment of Expenses

All expenditures shall be substantiated by receipt or affidavit of expense regardless of amount. All expenditures shall be approved by the President or by the Board of Directors.

Section 7.4 – Contracts

All contracts shall be approved by the Board of Directors or by an officer duly authorized by the Board to act in its behalf. All contracts require the signature of the President.

ARTICLE VIII - AFFILIATED ORGANIZATIONS

The Pacific Northwest Area Clubs Recreational Alpine Teams (PACRAT) is a subsidiary organization of the Council. The functions and operations of PACRAT shall be conducted by a separate board of directors and under separate bylaws, operating manual, and budget.

ARTICLE IX – PERSONAL LIABILITY

Neither the members of NWSCC, nor the Board, nor the Directors, past, present or future, shall be personally liable for any extension of credit to, contract with, or claim against the Council. The Council shall indemnify any member/director from any debt or claim incurred by the member/director on behalf of the Council when such debt or claim was incurred with the express or implied authorization of the Board of Directors.

ARTICLE X – AMENDMENTS

Proposed amendments to the Bylaws shall be submitted, in writing, to the Board of Directors. Within eight (8) weeks of submittal, the Board of Directors shall meet and vote on the proposed amendments. A two-thirds majority of the Board of Directors shall be required to approve a change to the Bylaws.