

# BY-LAWS

Revised: February, 2008

## CLEAR LAKE AREA SKI CLUB BY-LAWS

These are the By-Laws of the Clear Lake Area Ski Club (CLASC), Incorporated, a Texas non-profit corporation.

### ARTICLE 1.0 OBJECT

- 1.1 **DESCRIPTION.** The CLASC, shall promote group interest in the sport of snow skiing and other winter sports, securing economic and preferential service advantages for its members. The CLASC shall support the activities of the Texas Ski Council (TSC), where possible, and promote an improved image of the Texas Skier.
- 1.2 **ACTIVITIES.** The club shall offer activities and services desired by the membership, where deemed feasible by the Board of Directors.

### ARTICLE 2.0 MEMBERSHIP

- 2.1 **DEFINITION.** Membership is open to any person(s) who subscribes to these By-Laws as follows:
- A. Single Membership - must be an individual 18 years or older.
  - B. Family/Group Membership - available to any individual 18 years or older who wishes to include other person(s) sharing his/her legal residence.
- 2.2 **CONDITIONS.** Membership in the club shall be for a period ending April 30th each year. Applications will be accepted for membership at rates specified in the Standing Club Rules and as published in the club newsletter. A member in good standing is defined as one who has satisfied the following conditions:
- A. Has made application and paid applicable dues within the membership renewal period as specified above with a signed CLASC Membership form.
  - B. Has no club related outstanding judgments, i.e., bad checks, non-payments, or pending disciplinary actions against them.
  - C. Is in compliance with all By-laws and the Standing Club Rules.
- A membership shall be denied or revoked by a 2/3 vote of the full Board of Directors provided the member has been notified in writing of the reasons for such action and has been given an opportunity to be heard by the Board of Directors. Thirty-days advance notice of the proposed action vote shall be given to the member by certified mail.
- 2.3 **GUESTS.** Guests may attend club meetings or activities as follows:
- A. A specified guest fee will apply for each meeting. The guest fee paid will be applied toward membership, if the guest submits a membership application at that same meeting.
  - B. A guest may attend specified non-ski trip activities at specified guest rates that do not apply toward membership.
- 2.4 **TRIP ELIGIBILITY.** A person must be a member in good standing of the club in order to participate in any CLASC sponsored ski trip and any other trip requiring membership as determined by the Board of Directors.

### ARTICLE 3.0 BOARD OF DIRECTORS

- 3.1 **MEMBERSHIP.** The Board of Directors (BOD) shall consist of a minimum of seven (7) members comprised of the elected offices of President, VP Trips, Treasurer and VP Administration and Membership, and the appointed positions of Texas Ski Council Delegate, and two (2) Members-at-Large as delineated elsewhere in these By-Laws. The following Board of Directors positions may be established at the discretion of the Board of Directors: elected offices of VP Activities and Programs, and VP Marketing and Merchandising; and appointed positions of Assistant VP Trips, Assistant VP Activities and Programs, Liftline Editor, Webmaster and Audit Chairperson. The Board shall meet monthly. All members shall fulfill the following requirements:
- A. All members of the Board of Directors shall express a willingness to serve.
  - B. If for any reason a replacement of an elected Officer is required to maintain the Board of Directors membership, a new director shall be elected by the Board for the remainder of the term.
  - C. The TSC Delegate shall be the immediate past president, or a past officer appointed by the Board of Directors if the immediate past president does not serve, and shall serve as the official club representative to all Texas Ski Council meetings.
  - D. A Member-at-Large (MAL) shall have been a past officer. The two (2) members-at-large shall be appointed by the Board of Directors.
  - E. The two Members-at-Large and the TSC Delegate shall serve as the club parliamentarians as defined in the Standing Club Rules.

**3.2 RESPONSIBILITIES.** The Board of Directors shall have the following responsibilities:

- A. Monitor and review overall club operations.
- B. Monitor and review overall club goals and objectives established by the Board of Directors.
- C. Approve committee(s) appointments as described elsewhere in these By-Laws to this end and receive, review, and approve these committee(s) reports.
- D. Approve adoption of changes to the Standing Club Rules. These Standing Club Rules shall contain important operation policies and procedures of the club not covered by these By-Laws.
- E. Approve the club budget.
- F. Receive and review periodic financial reports.
- G. Review and approve suggested trip schedule.
- H. Review and approve Trip Leader and Assistant Trip Leader selections.
- I. Review suggested By-Law changes.
- J. Be empowered to remove any officer holding an elective office by a 2/3 vote of the full Board of Directors.
- K. Be empowered to remove any appointed officer (i.e. Trip Leaders, etc.) by a simple majority vote of the full Board of Directors.
- L. Enact and enforce club rules.
- M. Authorize any officer or agent to enter into any contract or execute and deliver any instruments in the name of the club. Such authority may be general or confined to specific instances.
- N. Manage the business affairs of the club as further outlined in these By-Laws and the Standing Club Rules, along with the recommendations contained in the Officer's Job Descriptions.
- O. All officers shall file written reports documenting their activities while in office in a manner and form acceptable to the Board of Directors within thirty days of the end of their term of office. Written requests for extension may be granted by the President.

**3.3 FIDELITY BOND.** The signatories on the club bank accounts shall be bonded in an amount to be established by the Board of Directors.

**3.4 PRESIDENTIAL ABSENCE.** In the event of temporary inability to act or temporary absence of the President, the officers, in order of succession as listed in this section, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of that office, pending action of the Board of Directors until the return or replacement of the officer as prescribed elsewhere in these By-Laws: Texas Ski Council Delegate, Vice President-Trips, Vice President-Administration and Membership, or one of the two (2) Members-at-Large.

**3.5 OFFICER POSITIONS.**

- A. The President shall be the Chief Executive Officer of the club and shall have general supervision, direction, and control of the business and officers of the club.
- B. The Vice President-Trips shall have overall responsibility for all ski and most other trips for the club.
- C. The Vice President-Administration and Membership shall serve as secretary and record the official administrative business, make arrangements for general membership meetings and maintain membership records of the club.
- D. The Vice President Marketing and Merchandising shall be responsible for all publicity and public relations functions of the club, marketing to increase club membership, and coordinate sale of CLASC merchandise at general meetings and other club functions.
- E. The Vice President-Activities and Programs shall be responsible for coordinating special activities and selected trips other than ski trips for the club and also for organizing programs for monthly meetings.
- F. The Treasurer shall have the responsibility for the financial and accounting functions of the club.
- G. The Texas Ski Council Representative shall serve as the delegate of the club to the Texas Ski Council.
- H. The two Members-at-Large shall act as parliamentarians and advise the other officers concerning club matters.
- I. The Assistant Vice President-Trips shall assist the VP-Trips in a manner designated by that VP and/or by the Board of Directors.
- J. The Assistant Vice President-Activities and Programs shall assist the VP-Activities and Programs in a manner designated by that VP and/or by the Board of Directors.
- K. The non-voting Lifeline Editor shall be in charge of the creation of the club newsletter and correspondingly shall be responsible for its content, layout and publication.
- L. The non-voting Webmaster shall be in charge of the maintenance of the club Internet web site and correspondingly shall be responsible for its content, layout and publication as well as for the administration of the club electronic mail account.
- M. The non-voting Audit Chairperson shall be responsible for coordinating the performance of trip and other club audits.
- N. If an elective or appointed office is not filled, the Board of Directors shall determine appropriate methods for carrying out the responsibilities and duties of that office.

#### **ARTICLE 4.0 NOMINATION AND ELECTION OF OFFICERS**

- 4.1 DEFINITION.** The Elective offices shall be those of President, Vice President – Trips, Vice President – Administration and Membership, Vice President – Activities and Programs, Vice President – Marketing and Merchandising and Treasurer.
- 4.2 ELIGIBILITY.** All candidates for any elective office must be CLASC members in good standing, as defined by these By-Laws. Candidates for President shall have been, or are currently, an elected and/or appointed voting officer of the CLASC Board of Directors and/or a very experienced CLASC Trip Leader.
- 4.3 NOMINEES.** The Nominating Committee shall present one nominee for each elected office at the Board of Directors Meeting in time for publication prior to the general membership Annual Meeting elections. Consent to serve shall be secured from all nominees.
- 4.4 BALLOT.** The ballot shall be published to the general membership prior to the Annual Meeting and shall include the slate presented by the Nominating Committee plus any other eligible candidates who request inclusion on the ballot.
- 4.5 ELECTION.** The Election of Officers shall be held at the Annual Meeting. Any additional nominations from the general membership shall be accepted as write-in candidates at this time. Write-in candidates must meet above specified guidelines. Voting shall be by secret ballot unless only one candidate is running for an office.
- 4.6 TERM OF OFFICE.** The term of office for each elected or appointed officer shall be for a period of one (1) year from May 1st through April 30th. Officers may seek to serve for one or more additional terms if their continued service is considered acceptable and beneficial to the club. If necessary, removal from office by vote of the Board of Directors shall be per Articles 3.2J and 3.2K of these By-Laws.

#### **ARTICLE 5.0 COMMITTEES**

- 5.1** The following committees, whose duties and responsibilities are described in the Standing Club Rules, shall be selected by the President and approved by the Board of Directors at their May meeting or as soon thereafter as practicable:
- A. Rules Committee
  - B. Audit Committee
  - C. Electronic Information Committee
  - D. Nominating Committee
  - E. Any other committees deemed necessary by the Board of Directors to conduct the business of the club.

#### **ARTICLE 6.0 TRIPS**

- 6.1 DEFINITION.** A trip is defined as any overnight travel function for which the club arranges group transportation to the destination and/or group lodging accommodations. All trips shall be conducted in accordance with the policies described in the Standing Club Rules.
- 6.2 TRIP REPORTS.** A complete trip report must be submitted to the appropriate Vice President by the trip leaders no later than thirty (30) days after the trip return. Requests for extension may be granted by the appropriate Vice President. Reports are also required for FAM (familiarization) or site inspection trips.
- 6.3 TRIP AUDITS.** All paperwork, including financial records, questionnaires, and trip reports as defined in the Standing Club Rules, shall be submitted to the Audit Committee within thirty (30) days after the return of the trip. Written request for extension may be granted by the Board of Directors. Non-compliance shall result in a 10% penalty of the Trip Leader reimbursement for each thirty (30) days the paperwork remains incomplete.

#### **ARTICLE 7.0 RECORDS AND ASSETS**

- 7.1 ARCHIVES.** Records and assets of the club will be kept in accordance with the archival policy as described in the Standing Club Rules.
- 7.2 LEGAL REQUIREMENTS.** All officers, trip leaders, and committee persons are required to meet any and all legal requirements and deadlines established by law, these By-Laws, or the Standing Club Rules.

## ARTICLE 8.0 DUES AND FUNDS

- 8.1 PERIOD.** Fiscal year is May 1 - April 30.
- 8.2 DUES.** Changes to the level of dues shall be approved by 2/3 vote of the full Board of Directors.
- 8.3 SIGNATURES.** Orders for payments for moneys or checks issued in the name of this club shall be signed by the Treasurer or another authorized officer as approved by the Board of Directors.
- 8.4 DEPOSITS.** All funds not otherwise employed shall be deposited to the credit of the club.

## ARTICLE 9.0 MEETINGS AND QUORUMS

- 9.1 GENERAL MEMBERSHIP MEETING.** Meetings of the membership shall be held at times as announced by the Board of Directors in the official club newsletter.
- 9.2 ANNUAL MEETING.** The Annual Meeting shall be held in March at the location designated by the Board of Directors and as announced in the official club newsletter.
- 9.3 BOARD OF DIRECTORS MEETINGS.** The Board of Directors shall meet monthly at a time and place designated by the President. Notification of this meeting shall be given to the Board of Directors, Trip Leaders, Assistant Trip Leaders, non voting officers and Committee Chairpersons by the Vice President – Administration and Membership. Expected attendees at Board meetings are the President, VP and AVP-Trips, VP-Administration and Membership, VP and AVP-Activities and Programs, VP-Merchandising and Marketing, Treasurer, TSC Delegate and Members-at-Large. Other officers are to attend as needed to conduct club business.
- 9.4 BOARD OF DIRECTORS QUORUM.** Each member of the Board of Directors whether elected or appointed, except for Lifeline Editor, Webmaster, and Audit Chairperson shall have one vote at Board of Director meetings. A quorum at a Board of Directors meeting shall be constituted by at least six (6) of the following Officers: President, VP and AVP-Trips, VP-Administration and Membership, VP and AVP-Activities and Programs, VP-Merchandising and Marketing, Treasurer, TSC Delegate and two Members-at-Large. In the event of the vacancy of one or more officer positions, a quorum shall be constituted by more than 50% of voting officers. A quorum must be present to conduct a meeting of the Board of Directors.
- 9.5 TELEPHONIC/ELECTRONIC PROCEEDINGS.** In the event an emergency issue arises between Board of Director meetings, the President is authorized to conduct a poll of the board and/or receive and transmit a properly stated motion with second to the board by telephonic/electronic means. Length of debate should be clearly stated and details of handling business by these methods should be governed by the normal laws, rules, and regulations of the club. Any action taken as a result of such proceedings shall be ratified at the next normal meeting of officers and reflected in the record.

## ARTICLE 10.0 PARLIAMENTARY AUTHORITY

- 10.1 RULES OF ORDER.** The current edition of Robert's "Rules of Order Revised" shall be the authority in all proceedings not covered by these By-Laws.

## ARTICLE 11.0 AMENDMENTS

- 11.1 METHOD OF AMENDMENTS.** These By-Laws may be amended by the following procedure:
- A. A proper motion must be made and seconded at any General Membership meeting.
  - B. The proposed amendment shall then be published in the next club newsletter.
  - C. The proposed amendment shall then be discussed and voted on at the next General Membership meeting after which the proposal was made.
  - D. Amendment adoption requires a 2/3 vote of approval of the membership present.