

**BY-LAWS**  
**of the**  
**PENINSULA SKI CLUB OF VIRGINIA, INC.**  
**A Virginia Non-Stock Corporation**

**Statement of Club Policy**

The By-Laws of the Peninsula Ski Club of Virginia, Inc. is the primary governing document for the operation of the Club. The Officers and the Board of Directors are responsible for interpreting and implementing the By-Laws for the benefit of the membership. The By-Laws may be changed if the Officers and Board of Directors determine that it is necessary to keep current and to benefit the membership. Any proposed amendment to or repeal of any provision will be reviewed by the Board of Directors and if approved shall then be submitted to the general membership for comment as detailed herein. The Officers and Board of Directors shall operate the club as a high quality professionally managed organization solely for enjoyment of the membership.

**I. Members:**

A. Eligibility for membership:

Membership in the Peninsula Ski Club of Virginia, Inc. (hereinafter referred to as "Association") shall be open to any individual. Former members and new members may be admitted upon receipt of an application in form satisfactory to the Board of Directors.

B. Membership categories:

1. Regular memberships. Any person eighteen years of age and over shall be eligible for regular membership in the Association.

2. Family memberships. A family membership shall include both spouses and children less than eighteen years of age.

3. Special memberships. The Board of Directors shall be empowered to establish a class of special members and the qualifications for such membership upon such conditions as the Board of Directors may determine.

C. Membership fees:

The membership fees for the various classes of members shall be set each year by the Board of Directors. The Association shall have full year memberships that commence on May 1 of each year and terminate on April 30 of each succeeding year.

#### D. Withdrawals:

Any member may withdraw voluntarily from membership at any time upon thirty (30) days notice to the Membership Committee Chairperson. Upon such withdrawal, no part of the member's contribution to the Association shall be refunded.

#### E. Termination of membership.

Any member shall be required, by the vote of majority of the Board of Directors, to withdraw and terminate his (or her) membership in any of the following cases:

1. If such member acts in a manner deemed by the Board of Directors to be detrimental to the best interests of the Association.

2. If such member neglects or refuses to fulfill or perform any obligation once accepted, the Secretary shall give fifteen (15) days notice to such member of his (or her) default, and the date of the Board of Directors meeting at which such member's default shall be reviewed. Such member will be entitled to appear before the Board of Directors and be heard. In the event such member is required to withdraw, his (or her) membership dues shall be refunded as prorated to the date of withdrawal.

## **II. Meeting of members:**

#### A. Annual Meeting and General Meetings:

The Annual Meeting of the members shall be held in April of each year. General Meetings of the members may be called on a regular basis by a majority of the Board of Directors. The Secretary is to take minutes of the Annual Meeting.

#### B. Notice:

Written notice at least seven (7) days before the date of the Annual Meeting shall be provided to each member listed on the membership rolls by the membership chairperson, or notice may be given as otherwise directed by the board. Notwithstanding the foregoing, a member who attends the Annual Meeting shall be deemed to have received timely and proper notice of the meeting, unless he (or she) attends for the express purpose of objecting to the legality of the meeting.

#### C. Quorum:

Members holding one-tenth (1/10) of the votes entitled to be cast shall constitute a quorum for the transaction of business.

#### D. Order of business:

The order of business for the Annual Meeting shall be:

1. Call to order.
2. Old business, as necessary.
3. Election of Board of Directors.
4. New business, as necessary.

#### E. Order of business:

The order of business for the General Meetings shall be:

1. Call to order.
2. Speaker.
3. Old business, as necessary.
4. New business, as necessary.

#### F. Voting:

Members are entitled to vote only in the election of the Board of Directors or the removal of a member of the Board of Directors. Voting for the election of Board of Directors shall be at the Annual Meeting. Voting for the removal of a Director will be conducted as new business at any General Meeting with proper notification of the membership when required. Each adult member shall be entitled to a single vote at meetings of the Association. No member may vote by proxy. A majority of the votes entitled to be cast by the members present, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the membership. Voting may be by voice vote, or by a show of hands, provided that any member shall have the right to call for a secret ballot.

G. New business: During new business, the general membership may ask questions, make suggestions/ proposals or non-binding motions. The President at his/her discretion may address any questions brought forth at that time. Suggestions, proposals and non-binding motions will be taken to the next scheduled Board of Directors meeting for discussion. Any action taken by the Board will be announced at the next general meeting.

### **III. Directors:**

#### A. Management of the Association:

The Board of Directors shall manage the affairs of the Association. Only regular members and family members eighteen (18) years of age or older shall be qualified to serve as Directors. The number of directors shall be ten (10) or eleven (11), with five (5) members being elected each year for a term of two (2) years, and the eleventh member being the immediate Past President when the immediate Past President is not the current President. No Director shall serve more than two (2) consecutive terms. In the event that no member is willing to accept a specific Board vacancy, the Board of Directors may extend that Directors term for no more than one (1) two (2) year term.

#### B. Election:

Prior to the Annual Meeting of the members, the President shall appoint a Nominating Committee consisting of three (3) members, the chairperson being the immediate Past President, or other current Board member, and two (2) from the general membership. The committee shall prepare a list of candidates to be presented to the Board of Directors at the February Board of Directors meeting. An approved list of candidates shall be published to the membership in March, with the election of Directors at the Annual Meeting in April. Any member, with the consent of the candidate, may also make nominations from the floor. The five (5) candidates receiving the highest number of valid votes shall each be elected for a two (2) year term on the Board of Directors.

#### C. Vacancies:

Any vacancy on the Board of Directors, which occurs prior to the next Annual Meeting, shall be filled by the affirmative vote of a majority of the remaining Directors present at a meeting at which a quorum is present.

#### D. Meetings:

The Board of Directors shall meet at least four (4) times a year at such times and places as the notice of meeting shall designate. The President of the Association shall serve as Chairman and preside at the meeting. The Secretary of the Association shall be responsible for giving each Director at least five (5) days written notice of the meeting and shall record the minutes of the meetings of the Board of Directors.

E. Quorum: A minimum of six (6) Directors shall constitute a quorum for the transaction of business. A majority vote of those present shall constitute action by the entire board.

### **IV. Executive Committee:**

An Executive Committee of five (5) Directors to include the President, Vice President, Secretary, Treasurer and Skiing Activities Chairperson shall have the authority of the Board of Directors in all matters submitted to it, except for approving an amendment to the By Laws. The Executive Committee shall meet at the call of the President. The meeting may be held using different forms of telecommunications or correspondence if all members of the Committee consent thereto.

### **V. Officers:**

#### A. Eligibility, election and appointment:

The officers of the Association shall be regular members and shall consist of a President, a Vice President, a Secretary and a Treasurer. The President and Vice President shall be nominated and elected by the Board of Directors at the first meeting of the new Board following the Annual Meeting. The President shall appoint the Secretary and Treasurer. The offices of Secretary and Treasurer may be consolidated by the action of the Board of Directors.

B. President:

The President shall be chief executive officer of the Association. He (or she) shall preside at all meetings of the members. In his (or her) absence, the Vice President shall preside. The President shall appoint all committee Chairpersons, sign on behalf of the Association all papers and documents, be responsible for filing with the State Corporation Commission the annual report of the Corporation by March 1 each year, and shall generally supervise and assign the duties of the officers. During any vacancy in the office of President, the duties of the President shall be performed by the Vice President.

C. Vice President and Program Chairperson:

The Vice President shall, in the absence of the President, assume the duties of the President, and as Program Chairperson, shall select and make arrangements for the place at which the membership meetings shall be held, subject to approval of the Board of Directors. Program Chairperson is responsible for providing entertaining and informative programs for the membership meetings. A schedule of program should be available at the September meeting.

D. Secretary:

The Secretary shall give notice of all meetings of Directors, keep the minutes of such meetings, send the minutes to the Board of directors five (5) days prior to the next general board meeting and generally be in charge of the records of the Association. During any vacancy in the office of Secretary, the duties of Secretary shall be performed by another member of the Board of Directors.

E. Treasurer:

The Treasurer shall be the chief accounting officer of the Association. The Treasurer shall submit a report of the Treasurer's accounts at each meeting of the Board of Directors, shall accept contributions to the Association, and shall keep accurate accounts of all sums due and all expenditures made. . The Treasurer shall deposit in such banks as the Board of Directors may designate all funds of the Association and upon proper voucher shall make by check all disbursements contracted for (1) by the Board of Directors or (2) by committees, when approved by the Board of Directors.

The Treasurer will maintain a separate bank account for Ski Trip finances. Within this Ski Trip bank account, the Treasurer will keep separate accounts for each ski trip and disperse only the monies collected for a specific trip for expenditures pertaining to that trip. It is PSC policy to not use money collected for one trip for the expenses of another trip.

The Treasurer shall make financial reports as may be requested by President or the Board of Directors and provide an annual reconciliation of skiing accounts between the Ski Coordinator and the Treasurer. The Treasurer shall provide all of the financial accounts and copies of any requested financial reports to an independent audit committee, as appointed annually by the President, as approved by the Board of Directors.

The Board of Directors may require the Treasurer to give bond with surety for the faithful performance of his or her duties. During any vacancy in the office of Treasurer, the Secretary, or such other member, may perform the duties of Treasurer as the President may direct.

## F. Removal:

If a Board Member neglects or refuses to fulfill or perform any obligation once accepted, the Board member may be removed from the Board of Directors. The Secretary shall give fifteen (15) days notice to such Director of their default and be notified of the meeting of the Board of Directors at which such members default shall be reviewed. Such Director will be entitled to appear before the Board and be heard. If removal is recommended by the vote of a majority of the Board of Directors, the President shall then bring the matter to the membership at the next General Meeting. The Director will be removed only by a majority vote of the membership at a meeting with a quorum present. At the next Board of Directors meeting or at a time designated by the President a successor shall be elected by the vote of a majority of the board members at which a quorum is present.

## VI. Committee Chairpersons:

The following standing committees shall be appointed by the President:

### A. Newsletter Committee Chairperson:

The Newsletter Committee shall publish the Association newsletter in either hard paper copy or on our web site.

### B. Membership Committee Chairperson:

The Membership Committee shall:

1. Encourage growth of the membership of the Association.
2. Pass on the eligibility of applicants for membership; no applicant shall be admitted to membership until the Membership Committee, acting through its Chairman, has approved the application.
3. Keep the roll of members.
4. Publish the roll of members by January of each year.
5. Collect membership fees.
6. Pass along changes in mailing address, or email address and the addition of new members to Newsletter Editor and Secretary.

### C. Publicity Committee Chairperson:

The Publicity Committee shall assure suitable publicity for all club activities.

### D. Skiing Activities Committee Chairperson and Transportation Coordinator:

The Committee Chairperson shall:

1. Be responsible for arranging a schedule of trips to be presented to the membership at the May meeting.

2. Be responsible for a thorough review of and disapproval or final approval of:

- a. Proposed financial plans for each trip.
- b. Detailed plans on transportation to and accommodations at the ski areas.
- c. Any advertising of proposed ski trips published in the newsletter.
- d. Such other activities and accommodations as may be required to insure a successful trip.
- e. Assemble and negotiate all information on scheduling and methods of transportation on each proposed trip.
- f. Assemble all financial information necessary for an annual reconciliation of skiing accounts between the Skiing Activities Chairperson and the Treasurer.

E. Non-Skiing Activities Committee Chairperson:

The Non-Skiing Activities Committee shall be responsible for planning, advertising and implementing sporting, cultural and recreational activities to ensure a year-round program for the Association.

F. Web Site Committee Chairperson: The Web Site Committee Chairperson shall maintain and enhance the Peninsula Ski Clubs web site ([www.peninsulaskiclub.com](http://www.peninsulaskiclub.com)) by posting all current skiing and non skiing activities, to include club meetings and other information as requested by the Board of Directors.

G. Special Committees: The President will appoint a Nominating Committee each January. The Nominating Committee shall be responsible for the selection of suitable candidates from the eligible members of the club to serve as members of the Board of Directors.

H. The President will also nominate an Audit committee each March. The Audit committee will conduct an audit of the finances of the previous fiscal year. The audit should be completed prior to the next September meeting.

The President may, from time to time, appoint other special committees.

## **VII. Compensation:**

No member, officer or Director shall be entitled to any compensation. The Association shall, however, pay the reasonable expenses of its members, Officers and Directors incurred in the performance of their duties.

## **VIII. Fiscal Year:**

The fiscal year of the Association shall commence on May 1 of each year, and end April 30 of the following year.

## **IX. Amendments:**

To amend or repeal any provisions of the By-Laws, in whole or in part, the provision must be submitted in writing. Amendments/repeals receiving approval of six (6) members of the Board of Directors will be submitted to the general membership, in writing, by newsletter, by e-mail or other means, for comment for 14 days. After review of any comments, and making any changes as required, the Board of Directors will bring the amendment before the membership for vote for approval of the amendments/changes to the By-Laws.

### Amendments Adopted

September 17, 1996  
March 21, 2001  
May 15, 2001  
August 19, 2004  
May 19, 2005  
September 11, 2006  
October 14, 2009  
May 22, 2010