

Italics indicate editorial changes, rather than substantive. Many relate to our use of email.

Bylaws of the Flatirons Ski Club, Inc.

ARTICLE I – NAME

This organization shall be known as the FLATIRONS SKI CLUB, INC. of Boulder, Colorado (referred to herein as FSC).

ARTICLE II – OBJECTIVES

- Section 1. The objectives of the FSC are:
- a. To provide members with opportunities for the enjoyment of skiing and other recreational and social activities carried out on a non-profit basis, and
 - b. To encourage good sportsmanship and camaraderie in these activities.

Reason for change: The purpose of FSC has evolved to include as much social as sport objectives, and that should be openly stated.

- Section 2. To implement these objectives, FSC will organize a year-round program of ski trips and other activities related to members' interests and desires.

ARTICLE III – MEMBERSHIP

- Section 1. Qualifications for FSC membership are:
- a. An interest in and support of FSC's objectives, as recited above.
 - b. Attainment of age eighteen (18) years
 - c. Completion of membership application and payment of dues.

- Section 2. ~~Membership in FSC is free of restrictions based on race, color, creed, religion or national origin.~~

FSC admits members of any gender, sexual orientation, race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to members. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its policies and programs.

Reason for change: While the goal is clear and needs to be kept, the old language is antiquated. The new language is the more commonly accepted nondiscrimination statement. It is implemented in fact, and stating it in the Bylaws may make some members feel more comfortable.

- Section 3. Membership may be terminated by:
- a. Resignation
 - b. Failure to pay dues
 - c. Expulsion by the Board of Grievance in accordance with Article V, Section 6.

Section 4. On matters decided by the membership, each member shall have one vote.

ARTICLE IV – DUES AND FINANCES

Section 1. The fiscal year shall be from May 1 to April 30.

Section 2. An annual budget shall be adopted to serve as a guideline to the fiscal operation of FSC and each Directorship in accordance with the following schedule:

- a. April Joint Board Meeting – Treasurer presents financial report covering eleven (11) months of the current fiscal year,
- b. May Board Meeting – Directors review Treasurer’s final report on the just ended fiscal year and submit estimates of income/expenses for their area of responsibility for the new fiscal year,
- c. June 1st – Treasurer assembles tentative composite budget from Directors’ estimates and mails to each Board member by June 1st.
- d. June Board Meeting – Board adopts final budget and sets amount of annual membership dues based on the number of projected members for the year.

Section 3. Annual dues shall:

- a. Be determined each year by the Board,
- b. Be due by October 1 of each year, with a grace period for renewal of membership extending to December 1 after which all membership benefits cease.

Section 4. Membership dues after March 31 shall be one-half (1/2) the annual amount.

Section 5. Refund of dues:

- a. Full refund shall be granted upon written request received by the Board no later than December 1 based on a change of residence away from the Boulder Valley area or for other reason accepted by the Board.
- b. No refunds will be made after December 1.

Section 6. Funds collected by FSC shall be used to advance the objectives of FSC.

Section 7. Custody of property purchased or leased by FSC shall be entrusted to the Board. A record of such property shall be maintained by the Secretary. “Property” does not include consumable supplies.

Reason for change: A list of consumable party supplies is not practical or necessary to be done. Good stewardship requires that non-consumable hard goods be tracked.

Section 8. Acquisition of any property or interest therein in excess of \$500.00 shall receive approval of the membership.

Section 9. The financial records shall be audited within 90 days after a new Board takes office by a committee of three (3) voting members, excluding the outgoing Treasurer, or a CPA.

Section 10. All claims for reimbursement shall be accompanied by supporting receipts.

ARTICLE V – BOARD OF DIRECTORS

Section 1. The Board of Directors, herein referred to as the Board, shall consist of the four Officers: President, Vice President, Secretary and Treasurer and the seven Chairpersons of the standing committees: Activities, Cross-Country Trips, Downhill Trips, Membership, Publicity, Social and Newsletter. The Board at its discretion may approve a Co-Chairman for any committee. However each chair shall have one vote only regardless of whether position is co-chaired.

Section 2. The term of office of each Director shall be from the conclusion of the April Joint Board meeting in one year to the conclusion of the April Joint Board Meeting in the following year.

Section 3. In the event of vacancy of the office of President, the Vice President shall assume the office. The Board shall conduct special elections in the event both the President and the Vice President vacate their offices. Any other vacancy shall be filled by the Board.

Section 4. Any office may be declared vacant by the Board:

- a. Upon receipt of a written resignation *or notice of death of a Board member*,
- b. By a two-thirds (2/3) vote of the entire Board in the event a Director is unable or unwilling to fulfill his duties.

Section 5. The Board:

- a. Shall determine FSC policies,
- b. Shall transact all business necessary to accomplish FSC objectives,
- c. May establish rules for the participation of children of members in FSC activities,
- d. Shall adopt an annual budget at or prior to the June Board meeting.

Section 6. The Board, at all times, constitutes a Board of Greivance, and by a vote of three-fourths (3/4) of its members shall have the following powers:

- a. To reprimand a member for cause,

- b. To request the resignation of a member for cause
- c. To expel a member for cause.

Cause shall be defined as willful failure to abide by these Bylaws and/or conduct detrimental to FSC and/or its members' safety and welfare. The ruling of the Board of Grievance may be appealed. A three-fourths (3/4) affirmative vote of a quorum of members at a General Meeting is required to overrule a decision of the Board of Grievance.

Section 7. Minutes of the Board Meetings shall be available to members upon request.

Section 8. Any decision of the Board may be overruled by a two-thirds (2/3) vote of a quorum at a General Meeting. In such event, the issue shall be referred back to the Board with recommendation for further study.

Section 9. No Director shall be personally liable to FSC or to its members for monetary damages for any breach of fiduciary duty as a Director, except that the foregoing shall not eliminate or limit such Director's liability to FSC or to its members for monetary damages for the following:

- a. Any breach of such Director's duty of loyalty to FSC or to its members
- b. Any of such Director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law,
- c. The Director's assent to or participation in the making of any loan by FSC to any Director or Officer of FSC. Or
- d. Any transaction from which such Director derives an improper personal benefit.

Any repeal or modification of this Section by the members of FSC shall be prospective only and shall not adversely affect any right or protection of a Director of FSC existing at the time of such repeal or modification.

ARTICLE VI – DUTIES OF DIRECTORS

Section 1. Each Director shall:

- a. Attend all Board and General Meetings of FSC,
- b. Select other members as necessary to assist him/her in their duties,
- c. Prepare by the May Board Meeting, for budgetary purposes, an estimate of income and expenditure of funds for the activities under his/her jurisdiction based on prior year records and tentative plans for the coming year,
- d. Provide the Board with necessary information, dates, and proposals to make timely decisions on matters within that Director's area of responsibility,
- e. Submit to the Treasurer an expense report covering each FSC activity for which he. or she is responsible that involves the collection of money

- f. ~~Assist in locating non-Board members to lead ski trips or other activities so that Board members avoid becoming leaders of such trips when possible.~~

Reason for change: Apparently there must have been a perception that Board members were being imposed upon in the past. A person who feels overworked should decline a request which further burdens him or her.

Section 2. The President shall:

- a. Preside at all General Meetings and all Board Meetings of FSC,
- b. Interpret or have interpreted the Bylaws and Rules of Order,
- c. Present a State-of-the-Club report at the October General Meeting,
- d. Co-sign with the Secretary all contracts and other documents of commitment, with Board approval
- e. Appoint delegates, with Board approval, to represent FSC at non-FSC meetings and events
- f. Appoint chairpersons of special committees with Board approval
- g. Be an ex officio member of all committees except the Nominating and Election Committee,
- h. Be otherwise responsible for coordinating all activities of FSC.

Section 3. The Vice President shall:

- a. Perform the duties of the President in the absence of the President
- b. ~~Coordinate the activities of all Special Committees.~~

Reason for change: Requiring the Vice President to do this duplicates efforts of the President's and more appropriately belongs with the President.

- c. Be responsible for arranging the General Meeting place and the non-business program to be presented at each General Meeting
- d. Have check-signing authority with the President, Secretary and Treasurer.

Section 4. The Secretary shall:

- a. Record all Board Meeting minutes and have them available at all General and Board meetings,
- b. Include in the minutes of Board meetings the names of Board members not present,
- c. Send a copy of Board minutes to each Director prior to the succeeding General Meeting, or, in the summer, the normal date of the General Meeting,
- d. Attend to all correspondence as directed by the President,
- e. Maintain a record (copies) of all correspondence
- f. Co-sign with the President all contracts and other documents of commitment with Board approval and retain signed copies thereof

- g. Be custodian of current and past copies of the FSC Bylaws and statements of FSC policies and make them available to new Board members each year

Reason for change: Board members should be provided with the tools to know in advance what is expected of them.

- h. Maintain a written record of FSC property, *other than consumable supplies*, and during October/November of each year conduct an inventory by mail to confirm location of such property items
- i. *Supply a copy of the Bylaws to members upon request.*

Reason for change: Bylaws do not hold general interest to members. This duty was given to the Membership Chairperson in the Bylaws proposed to be changed. Since the Secretary is charged with the responsibility for maintaining current documents, the Membership Chairman is not the appropriate one to require to distribute them.

Section 5. The Treasurer shall:

- a. Deposit all receipts promptly in a bank approved by the Board,
- b. Keep account of all monies in an approved manner and upon demand show said books of account to any member,
- c. Make Board approved disbursements as such items occur, signing all checks. Maintain check signing authority for the current President, Vice-President and Secretary for check signing when the Treasurer is unavailable,
- d. Present on request at each General Meeting a summary of FSC's financial condition; submit at each Board Meeting a written financial report comparing income and expenditures with the Board approved budget,
- e. Submit at the April Joint Board Meeting a preliminary (11 month) annual financial report and a final annual financial report at the May Board Meeting for the year ending April 30
- f. Prepare from the individual estimates submitted by each Director, a composite annual budget for Board consideration; Copies of this tentative budget shall reach Board members no later than June 1st,
- g. Submit all financial records to the Board for audit as provided in Article IV, Section 8,
- h. Be responsible for review and renewal and be custodian of the FSC liability insurance policy; present to the Board on or before the renewal date a breakdown of coverage and cost.

Section 6. The Publicity Chairman shall:

- a. Coordinate, prepare, and disseminate all external publicity such as posters, radio and TV material, and newspaper items released in cooperation with other Directors.

Section 7. The Membership Chairman shall:

- a. Receive membership applications and collect dues,
- b. Maintain an up-to-date roster of members containing: name, *mailing* address, *email address*, home and work phone numbers,
- c. Provide the Newsletter Chairman each month with the names and addresses of new members in order to keep the Newsletter ~~mailing~~ *distribution* list current.
- d. Be responsible for planning and organizing the annual membership drive including related social events with the assistance of the Social Chairman,

Section 8. The Social Chairman shall:

- a. Be responsible for the Spring Fling, the Holiday Season party, and the Be responsible for planning and organizing all other FSC parties and social events, and assist with those associated with the annual membership drive.

Reason for change: The Bylaws proposed to be changed took one social event and made it the sole responsibility of the Membership Chairman.

Section 9. The Downhill Ski Trip Chairman shall:

- a. **Submit recommendations for changes he/she deems needed in the FSC Ski Trip Policy for Board approval,**
- b. Prepare for Board approval a schedule of downhill ski trips,
- c. Recruit members to act as trip leaders, ~~avoiding the use of current Board members until previous trip leaders, board members and other potential leaders have been canvassed,~~

Reason for change: See explanation for ARTICLE VI, Section 1(f)

- d. Inform trip leaders regarding their responsibilities to prepare a trip budget, arrange all trip details, handle trip sign-ups/monies and otherwise assure successful completion of their trip,
- e. Obtain from trip leaders trip budgets, showing projected expenses including the cost of the leader's trip,
- f. Establish in conjunction with the leader, the cost per attendee based on participation at a level below trip capacity,
- g. Make certain that leaders stay aware of deposit deadlines and that monies are being collected on a timely basis or trip plans are modified,
- h. Obtain a final accounting from each leader of trip income, expenses, and refunds due,
- i. Keep the Board advised of the financial status of all trips.

Section 10. The Cross-Country Trip Chairman shall:

- a. Submit, for Board approval, recommendations for changes to the FSC Ski Trip Policy applicable to cross-country trips that he/she deems needed,

- b. Prepare a schedule of cross-country ski trips for Board approval,
- c. Fulfill, with respect to cross-country ski trips, the responsibilities outlined in sub-section 9c through 9i of this Article for the Downhill Trip Chairman in connection with the downhill trips.

Section 11. The Activities Chairman shall:

Be responsible for arranging all recreational activities of FSC except ski trips and social events.

Section 12. The Newsletter Chairman shall:

- a. Prepare, edit, and submit a monthly Newsletter to the membership containing the official written notice of date, time, and place of each General Meeting, and other news submitted by Board members,
- b. Publish the FSC Ski Trip Policy in the November Newsletter and at such other times as the Board may direct,
- c. Maintain an up-to-date ~~mailing~~-distribution roster based on records of the Membership Chairman,
- d. Mail annually in December a copy of the membership list to each FSC member.

ARTICLE VII - MEETINGS

Section 1. General Meetings:

- a. Shall be held during the first week of each month from October through May; however if the meeting would fall on a holiday, it may be postponed to the following week

Reason for change: The last few years, New Year's Day has fallen on the first Thursday of January, and we have changed the meeting date. This should be explicitly permitted by the Bylaws.

- b. The purpose shall be for FSC Directors to inform the membership of planned FSC activities and board actions and decisions,
- c. The April meeting shall include election of Directors,
- d. A portion of each General Meeting may be devoted to an informational or entertainment program,
- e. A quorum at any General Meeting shall be ten percent (10%) of the membership.

Section 2. Board meetings:

- a. Shall be held during the third week of each month of the year unless the majority of a board shall decide otherwise,

- b. The President and any five (5) Directors may reschedule or add individual meetings by giving 15 days advance notice to all Board members,
- c. FSC members and invited guests may attend Board Meetings with voice but not vote,
- d. The purpose of Board Meetings shall be to hear status reports from all Directors, to receive special committee reports, to discuss items requiring action, and to make decisions on matters affecting FSC,
- e. Each Director, except the presiding Director, shall have one vote which may only be cast in person; the presiding Director shall have a vote in the event of a tie vote of the other Board members present,
- f. The April meeting shall be a joint meeting of the outgoing and incoming Boards of Directors
- g. A quorum of the Board shall consist of seven (7) Board members.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

- Section 1. A Nominations and Elections Committee shall be appointed by the President with Board approval at least one week prior to the March General Meeting and shall consist of at least three (3) FSC members. The members of the Committee shall select one of their members as Chairman. The names of the Committee members shall be announced at the March General Meeting.
- Section 2. The Committee shall attempt to nominate at least two (2) FSC members for each Officer position and for each standing committee chairmanship. A member may not be a candidate for more than one Directorship. The Committee shall provide the Newsletter Chairman with the names of the candidates who have accepted nomination prior to the deadline for news items to appear in the April Newsletter. The candidates' names shall be included in the April issue.
- Section 3. Service on the Nominations and Elections Committee shall not prevent a member from accepting a nomination; however, nominees may not serve at the Election. The President shall appoint from the membership any necessary replacements to provide three (3) Committee members at the Election.
- Section 4. The Election shall be held at the April General Meeting. The Nominations and Elections Committee Chairman shall conduct the Election.
- a. Nominations from the floor shall be accepted by the Committee Chairman prior to voting provided the nominee is present to accept the nomination or has signified in writing his or her willingness to accept the nomination.
 - b. The Committee shall provide written ballots with provision for write-in votes to be cast for candidates nominated from the floor,
 - c. Voting is to be by secret ballot and the Committee shall ensure that only one ballot is given to each member. Non-members are excluded from voting and absentee balloting is not permitted,

- d. The Committee shall count the ballots and the candidate for each position with the most votes shall be the winner,
- e. Tie votes shall be resolved by an immediate run-off election in which the two candidates with the highest number of votes shall be included; the candidate in the run-off election with the highest number of votes shall be the winner,
- f. The Committee Chairman shall announce the new Officers and Committee Chairmen at the Election meeting and shall cause the winners' names to be included in the May Newsletter.

ARTICLE IX – AFFILIATIONS

Section 1. The Board may recommend by a two-thirds (2/3) vote to affiliate or associate FSC with another group. However, such a decision by the Board shall require ratification by a two-thirds (2/3) affirmative vote of the membership at a regularly scheduled General Meeting of FSC provide 20 days advance notice of the vote on the proposed affiliation or association shall have been ~~mailed~~ *distributed* to all members.

ARTICLE X – DISSOLUTION

Section 1. Dissolution of FSC can only be accomplished by a three-quarters (3/4) affirmative vote of all members present at a regularly scheduled General Meeting of FSC. A proposal to dissolve must be ~~mailed~~ *distributed* to all members not less than twenty (20) days prior to the regular General Meeting at which the vote is to take place.

Section 2. Proceeds from liquidation of FSC assets, after provision for payment of all FSC liabilities, shall be distributed to such organization or organizations having similar purposes to FSC as shall be selected by the Board of Directors of FSC.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Section 1. The rules contained in Robert's Rules of Order (latest edition) shall govern FSC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII – AMENDMENTS TO BYLAWS

Section 1. Amendments may be submitted to the membership by a majority vote of the Board or by a petition to the Board signed by not less than ten percent (10%) of the members of FSC. Amendments shall be put to a vote within sixty (60) days of their submittal to the Board, subject to the restrictions of Section 2.

Section 2. These Bylaws may be amended
A. By a two thirds (2/3) affirmative vote of those members present at a regularly scheduled General Meeting of FSC if the proposed amendment(s) have been

- submitted in writing by mail *or email* to all FSC members at least seven (7) days prior to the date of the meeting at which the vote is taken, or
- B. By a two-thirds ($2/3$) affirmative vote of those ballots returned within fifteen (15) days after submittal by mail *or email* of the amendment(s) to all members.

[Acknowledgement by presiding President to be added].