

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

## 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 years
  - c. Completion of membership application and payment of dues, except Board members are exempt from paying dues.
  - d. Annually signing a Waiver provided by the Club.
- Section 2. 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 in administration of its policies and programs.
- Section 3. Membership may be terminated by:
- a. Resignation,
  - b. Failure to pay dues or sign the Waiver,
  - 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 may be adopted, if requested by the Board, to serve as a guideline to the fiscal operation of FSC and each Board Member position in accordance with the following schedule:
- a. April Joint Board Meeting – Treasurer presents financial report covering eleven months of the current fiscal year,
  - b. May Board Meeting – Board Members review Treasurer’s final report on the just ended fiscal year and submit estimates of income/expenses for their area of responsibility for the ensuing fiscal year,
  - c. June 1<sup>st</sup> – Treasurer assembles tentative composite budget from Board Members’ estimates and distributes to each Board member by June 1<sup>st</sup>.
  - 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 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.

Section 8. Acquisition of any property or interest therein in excess of \$5000.00 shall receive approval of the membership.

Section 9. The financial records shall be reviewed at the request of the Board by a committee of three voting members, excluding the outgoing Treasurer, or by 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 Standing Committee Chairpersons: Publicity, Newsletter, Membership, Social, Safety, Downhill and *Nordic Ski*, and Activities. The Board at its discretion may approve a Co-Chairperson for any committee. However, each chairperson shall have one vote only regardless of whether position is co-chaired.
- Section 2. The term of each Board Member 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 ensuing 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 by the membership 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 Board position 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 vote of the entire Board in the event a Board Member is unfit, unable or unwilling to fulfill his or her duties.
- Section 5. The Board:
- a. Shall determine FSC policies and required waivers
  - b. Shall transact all business necessary to accomplish FSC objectives, including distribution of Bylaws and Policies information,
  - c. May establish rules for the participation of guests of members in FSC activities,
- Section 6. The Board may constitute a Board of Greivance, and by a vote of three-fourths of the Board shall have the following powers:
- a. To reprimand any FSC member for cause,
  - b. To request the resignation of any FSC member for cause
  - c. To expel any FSC member for cause.
- Cause shall be defined as willful failure to abide by these Bylaws, the Waiver or Policies and/or conduct detrimental to FSC and/or it members' safety and welfare. The ruling of the Board of Grievance may be appealed. A three-fourths 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 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 Board Member shall be personally liable to FSC or to its members for monetary damages for any breach of fiduciary duty as a Board Member, except that the foregoing shall not eliminate or limit such Board Member's liability to FSC or to its members for monetary damages for the following:

- a. Any breach of such Board Member's duty of loyalty to FSC or to its members,
- b. Any of such Board Member's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law,
- c. The Board Member's assent to or participation in the making of any loan by FSC to any Board Member or Officer of FSC, or
- d. Any transaction from which such Board Member 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 Board Member of FSC existing at the time of such repeal or modification.

## ARTICLE VI – DUTIES OF DIRECTORS

Section 1. Each Officer and Director shall:

- a. Attend all Board and General Meetings of FSC whenever possible
- b. Select other FSC members as necessary to assist him/her in their duties,
- c. Provide the Board with necessary information, dates, and proposals to make timely decisions on matters within that Board Member's area of responsibility,
- d. Submit to the Treasurer an expense report covering each FSC activity for which he or she is responsible that involves the collection of money. Activity chairpersons may delegate this responsibility to individual activity leaders,
- e. Submit for Board approval recommendations for changes deemed needed in the General Policies.

Section 2. The President shall:

- a. Preside at all General Meetings and all Board Meetings of FSC,
- b. Interpret or have interpreted the Bylaws, Policies, and Rules of Order,
- c. Present a State-of-the-Club report at the January General Meeting,
- d. Appoint delegates, with Board approval, to represent FSC at non-FSC meetings and events,
- e. With Board approval, appoint chairpersons of special ad hoc committees,
- f. Be an ex officio member of all committees except the Nomination and Election Committee,
- g. Appoint a Nomination and Election Committee with Board approval at least one week prior to the February General Meeting consisting of at least three FSC members,

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, and
- b. Be responsible for arranging the General Meeting place and the non-business program to be presented at each General Meeting, and sign necessary contracts related to the General Meetings

Section 4. The Secretary shall:

- a. Record the minutes of all Board Meetings,
- b. Include in the minutes of Board meetings the names of Board members both present and absent,
- c. Distribute a copy of the approved Minutes to each Board Member prior to the succeeding Board meeting,
- d. Within two weeks of the approval of a Board meeting's minutes, post (or have posted) the Approved Minutes on the FSC website,
- e. Attend to all Board correspondence as directed by the Board,
- f. Maintain copies of all Board correspondence,
- g. Maintain copies of all Board contracts or commitments made by any Board member on behalf of the Club,
- h. Serve as custodian of current and past copies of the FSC Bylaws and Policies,
- i. Provide a copy of the current Bylaws and Policies to incoming Board members,
- j. Supply a copy of the Bylaws and/or Policies to FSC members upon request,
- k. Maintain a written record of FSC property, other than consumable supplies,
- l. During October/November of each year, conduct an inventory to confirm location of such property.

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 disbursements as such items occur, maintain check authorization for the current President, for fund disbursements when the Treasurer is unavailable,
- d. On request present at a General Meeting a summary of FSC's financial condition; submit at each Board Meeting a written financial report comparing income and expenditures,
- e. Submit to the Board copies of the April 30 and October 31 bank statement and a final annual financial report at the May Board Meeting for the year ended April 30
- f. 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.

- g. Submit filings required by an applicable government such as annual reports to the Colorado Secretary of State and applicable income tax return.

Section 6. The Publicity Chairperson shall:

- a. Assure that the club website design is economically hosted, professional looking, and appealing to potential new members with a minimum of the following current club information on the website:
  - Mission/purpose statement,
  - Current photos/videos of club activities,
  - Club newsletter,
  - Bylaws, safety/trip responsibility policies,
  - Liability waivers,
  - Monthly meeting location and normal meeting day and time,
  - Membership dues, and
  - Archives for old photos
- b. Design and place FSC newspaper, radio and internet advertisements as directed by the Board
- c. Design tri-fold FSC brochures as directed by the Board.

Section 7. The Newsletter Chairperson shall:

- a. Prepare, edit, and submit to the Membership Chairperson for distribution to the membership a monthly Newsletter containing the official written notice of date, time, and place of each General Meeting, upcoming activities, election candidates, election results, and other news submitted by Board members and Activity Leaders,
- b. Publish the General Policies in the October and May Newsletter and at such other times as the Board may direct,

Section 8. The Membership Chairperson shall:

- a. Receive membership applications and collect dues and waivers,
- b. Maintain an up-to-date roster of members containing: name, mailing address, email address, home, cell and work phone numbers, as available,
- c. Distribute the newsletter as provided by the Newsletter Chairperson each month,
- d. Assist in planning and organizing the annual membership drive including related social events coordinating with the Social Chairperson,
- e. Distribute annually in December a copy of the membership list to each FSC member with any significant updates thereafter.

Section 9. The Social Chairperson shall:

- a. Recruit/enlist committee members to enable the various social events,

- b. Be responsible for planning and organizing the Spring Fling, the Fall Membership Drive, the Winter Holiday Season party, and oversight of other social events, and
- c. Keep the Board advised of the financial status of all events.

Section 10. The Safety Chairperson shall:

- a. Maintain records for the purpose of enabling the Board to understand the nature of incidents as described in the General Policies document and develop plans to reduce such incidents,
- b. Recruit/enlist committee members to assist with Safety responsibilities,
- c. Distribute the General Policies to the membership.
- d. Coordinate the compassionate resolution of serious incidents.

Section 11. The Downhill and Nordic Ski Chairperson shall:

- a. Recruit/enlist members to act as trip coordinators,
- b. Work with the trip coordinators to draw up a schedule of overnight ski trips,
- c. Inform trip coordinators of their responsibilities with respect to preparing a trip budget, arranging trip details, and handling trip sign-ups/monies,
- d. Inform the Board of the status of overnight trips.

Section 12. The Activities Chairperson shall:

- a. Recruit/enlist committee members to enable the various activities,
- b. Be responsible for coordinating all recreational activities of FSC except downhill ski trips and social events,
- c. Inform the Board of the coordinated schedule of activities,
- d. Keep the Board advised of the financial status of all activities
- e. Inform activity leaders regarding their responsibilities to arrange all details, handle activity sign-ups/monies, and otherwise assure successful completion of their activity.

## 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
- b. The purpose shall be for FSC Board Members to inform the membership of planned activities and board actions and decisions,
- c. The April meeting shall include election of Board Members,
- 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 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 Board Members may reschedule or add individual meetings by giving fifteen 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 Board Members, to receive special committee reports, to discuss items requiring action, and to make decisions on matters affecting FSC,
- e. Each Board Member, except the presiding Board Member, shall have one vote which may only be cast in person; the presiding Board Member 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 continuing, outgoing and incoming Board Members
- g. A quorum of the Board shall consist of seven Board members.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1. A Nomination and Elections Committee shall be appointed by the President with Board approval at least one week prior to the February General Meeting and shall consist of at least three FSC members. The members of the Committee shall select one of their members as Chairperson. The names of the Committee members shall be announced at the March General Meeting.

Section 2. The Committee shall attempt to nominate at least one member for each Officer position and for each Standing Chair position. A member may not be a candidate for more than one Board Member position. The Committee shall provide the Newsletter Chairperson 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 Nomination and Election 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 Committee members at the Election.

Section 4. The Election

- a. Shall be held at the April General Meeting. The Nomination and Election Committee Chairperson shall conduct the Election.
- b. Nominations from the floor shall be accepted by the Committee Chairperson 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.

- c. The Committee shall provide written ballots with provision for write-in votes to be cast for candidates nominated from the floor,
- d. 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,
- e. The Committee shall count the ballots and the candidate for each position with the most votes shall be the winner,
- f. 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,
- g. The Committee Chairperson shall announce the new Officers and Standing Committee Chairpersons.

#### ARTICLE IX – AFFILIATIONS

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

#### ARTICLE X – DISSOLUTION

- Section 1. Dissolution of FSC can only be accomplished by a three-quarters affirmative vote of all members present at a regularly scheduled General Meeting of FSC. A proposal to dissolve must be distributed to all members not less than twenty 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 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 of the members of FSC. Amendments shall be put to a vote within sixty 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 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 days prior to the date of the meeting at which the vote is taken, or
- B. By a two-thirds affirmative vote of those ballots returned within fifteen days after submittal by mail or email of the amendment(s) to all members.

I, Beth Gaffney, President of the Flatirons Ski Club, Inc., certify that the foregoing Bylaws were adopted on January 4, 2023, after proposal, required advance circulation, and discussion at a General meeting, and they remain in full force and effect.

January 4, 2023

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/S/ Beth Gaffney