

By-Laws
of the
Fall Line Ski Club



Enacted – June 1988
Revised – April 13, 1999
Revised – May 20, 2008

BY-LAWS INDEX

ARTICLE I – NAME 1

ARTICLE II – OFFICE 1

ARTICLE III – PURPOSE 1

ARTICLE IV – MEMBERSHIP 1

ARTICLE V – ELECTION YEAR AND FISCAL YEAR 1

ARTICLE VI – GOVERNMENT 1

ARTICLE VII – ELECTIONS 2

ARTICLE VIII – DUTIES AND AUTHORITY OF THE EXECUTIVE BOARD 3

ARTICLE IX – EXECUTIVE BOARD, VACANCIES AND REMOVALS 4

ARTICLE X – COMMITTEES 4

ARTICLE XI – SKI TRIP POLICY 6

ARTICLE XII – FINANCIAL TRANSACTIONS 6

ARTICLE XIII – MEETINGS 7

ARTICLE XIV – AMENDMENTS 7

ARTICLE XV – DISSOLUTION 8

References:

See IRS publication 557, Rule 501 (tax exempt organizations) para 4509 (social clubs) for further information on IRS regulation that apply to Fall Line Ski Club, such as:

- Limitations on Memberships
- Sources of Income
- Use of Club by Non-Members
- Legal Responsibilities of Directors and Officers

Article I – NAME _____

Section 1.1 The name of this not-for-profit corporation is the Fall Line Ski Club.

Article II – OFFICE _____

Section 2.1 The registered office shall be located at the home address of the person who serves as the President.

Article III – PURPOSE _____

Section 3.1 The Club has been incorporated to foster the spirit of good fellowship; to encourage, foster and increase by organization an interest in snow skiing among its members; as well as promoting and participating in other activities conducive to the physical and mental development of its members; and for the purpose of acquiring and holding any and all necessary personal and real property to be used in furthering the purpose of this organization. A member is expected to exhibit courtesy, good behavior and good fellowship while on any club trip. Behavior, which is disruptive of the spirit of good fellowship, will not be tolerated and could lead to disciplinary action or expulsion from the club.

Article IV – MEMBERSHIP _____

Section 4.1 The Club shall be nonpartisan, nonpolitical, nonsectarian and nondiscriminatory.

Section 4.2 Any person having reached the age of twenty-one (21) years old may subscribe to membership in the Club. Membership in the Club is required at time of sign-up for all Club sponsored events that have limited availability. In the case of softball it will be defined as unlimited availability. Winners of SnoBall trips will be exempt from the membership requirement but only for that trip.

Section 4.3 Membership is open year round. Dues as well as trip credits and/or discounts for members shall be determined annually by the Executive Board at the beginning of their term in office. The new membership year shall commence on May 1 and terminate on April 30 of the following year.

Section 4.4 A member may be expelled and his membership thereby terminated for failure to act in furtherance of the purposes of the Club as stated in Article III. Termination for non-payment of dues occurs automatically thirty (30) days after written notice. Termination for any other reason will occur after a hearing held before a quorum of the Executive Board after written notice of at least ten (10) days to all parties, and after a majority vote at such meeting of the Executive Board in favor of expulsion.

Article V – ELECTION YEAR AND FISCAL YEAR _____

Section 5.1 The Election Year shall commence on May 1 and terminate on April 30 of the following year.

Section 5.2 The Fiscal Year will coincide with the Election Year.

Article VI – GOVERNMENT _____

Section 6.1 The Club shall be governed by an Executive Board consisting of a President, President Elect, Past President, Treasurer, Treasurer Elect, Secretary and six (6) elected and up to three (3) additional appointed Directors.

Section 6.2 Directors shall be elected in accordance with Article VII, Section 7.1 Up to three (3) additional directors may be appointed by the President, subject to the approval of a majority of the incoming elected Executive Board. These appointed Directors shall serve for a term of one year from May 1 to April 30 of the following year.

Each member of the Executive Board will be reimbursed in an amount to be determined at the beginning of each fiscal year. Any member of the Executive Board shall be permitted to run a trip, activity or function only if no other trip leader is available. The Executive Board member that runs the trip shall receive an expense reimbursement, the annual total of which shall not be greater than the expense reimbursement of the most expensive trip. An exception to this restriction may be granted by a two-thirds majority vote of the Executive Board.

Section 6.3 No person shall be permitted to hold a position on the Executive Board if they are a member of the Board, or on a Committee, of any other ski related club/organization.

Article VII – ELECTIONS

Section 7.1 Six (6) Directors shall be elected for a term of two years, with three (3) of those six (6) Directors being elected each year.

Section 7.2 A President-Elect will be elected each year. The President-Elect will serve one (1) year in the capacity of President-Elect after which he/she will automatically assume the position of President for a one (1) year term. A third year as Past-President will be optional.

Section 7.3 A Treasurer-Elect will be elected each year. The Treasurer-Elect will serve one (1) year in the capacity of Treasurer-Elect after which he/she will automatically assume the position of Treasurer for a one-(1) year term.

Section 7.4 A Secretary shall be elected for a term of two (2) years.

Section 7.5 Elections shall be held no later than the first General Meeting in April of each year. Only members in good standing (with no debts owed to the Club) shall be entitled to run for office or vote. Write in votes shall be accepted and counted in the same fashion as those on the ballot. Absentee ballots must be signed by the voting member and received by any Board Member not running in the current election. Proxy votes are not acceptable.

Section 7.6 An Election Committee shall consist at a minimum of the President as Chair, one (1) volunteer from the Board, and up to three (3) volunteers from the general membership. It shall be the duty of the Elections Committee to submit to the general membership one or more nominees for each office. This presentation shall be made at the second regular meeting in February. At such time, additional nominations shall be accepted from the general membership. Seconds will be requested for all nominations. If no nominees come forward by election time then the board may, at a later time, appoint someone to fill those vacant positions. Those appointments will be for the duration of the original position that was open. For example, if an appointment is made to a two-year position the appointment will be valid for the balance of the two years.

Section 7.7 The Election Committee shall be responsible for conducting, publicizing, and coordinating the election.

Section 7.8 No officer or Board Member may run for the same position for more than two (2) consecutive terms unless unopposed.

Section 7.9 In the event of a tie for any elected position, there shall be a run-off election.

Article VIII – DUTIES AND AUTHORITY OF THE EXECUTIVE BOARD

- Section 8.1** The business and affairs of the Club shall be managed by the Executive Board which may exercise all powers of the Club and do all such lawful acts and things as are not by the Articles of Incorporation or by these By-Laws directed or required to be exercised and done by the members.
- Section 8.2** **PRESIDENT** – The President shall preside over at all general membership and Executive Board meetings, establish any committee necessary for the proper and efficient operation of the Club and perform such other duties as the office may require.
- Section 8.3** **PAST PRESIDENT** – The immediate past-President of the Club shall have the option to hold the title Past-President and be a member of the Board for an additional term of one (1) year in an advisory capacity, and shall have the right to vote at Executive Board meetings.
- Section 8.4** **PRESIDENT-ELECT** – The President-Elect shall oversee all committees, be a non-voting member of all committees, and assume all duties of the President in the President's absence.
- Section 8.5** **SECRETARY** – The Secretary shall record all minutes of the Executive Board and special general membership meetings, and provide copies of any minutes to a member upon request and give notice of special Board meetings. The Secretary shall be responsible for maintaining all Club records, and preparing and obtaining all Club printed material, excluding the Newsletter and special publicity information.
- Section 8.6.1** **TREASURER** – The treasurer shall have the custody of the Club funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club. The treasurer shall also prepare, or approve, all state and federal financial tax reports and any other required reporting documents each year. The treasurer shall also prepare monthly financial statements for submission to the Executive Board.
- Section 8.6.2** The treasurer shall disburse all funds that may be necessary for the day to day operation of the corporation as well as such disbursements that may be ordered by the Executive Board, and shall render to the Executive Board, at the regular meetings of the Executive Board or whenever they may require it, an account of all his/her transactions as treasurer and of the financial condition of the Club.
- Section 8.6.3** If required by the Executive Board he/she shall give the Club a bond in such sum, and with such surety or sureties as may be satisfactory to the Executive Board for the faithful discharge of the duties of his/her office and for the restoration to the Club in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers money and other property of whatever kind in his/her possession or under his/her control belonging to the Club.
- Section 8.6.4** The Treasurer will ensure that all trip, activity or function Leaders have made proper arrangements for the collection and handling of all monies related to such event.
- Section 8.6.5** The Treasurer has the authority to remove a person's name from a trip, activity or function list if the member is in debt to the Club, and after the Treasurer has followed the steps outlined below:
- a. Notify the member of the amount owed to the Club. If the Treasurer does not receive all the monies owed within 48 hours after the member's notification, steps b, c, and d will be followed.
 - b. Notify the President of the member's debt, and failure to pay debt.
 - c. Notify trip, activity or function leader of member's removal from trip, activity or function list.
 - d. Notify member that their name has been removed from the trip, activity or function list, and that they may not participate in any further Club activities until their debt to the Club has been paid.

- Section 8.6.6* The financial records of the Treasurer are considered the official Club records unless proven otherwise.
- Section 8.7.1* **TREASURER ELECT** – The Treasurer Elect shall assist the Treasurer in carrying out his/her functions and responsibilities and shall act for the Treasurer in his/her absence. The Treasurer-Elect shall deposit all monies and other valuable effects within three (3) working days in the name and to the credit of the Club in such depositories as shall be designated by the Executive Board. In the absence of the Treasurer-Elect, the President shall designate an Executive Board member to make such deposits.
- Section 8.7.2* If required by the Executive Board he/she shall give the Club a bond in such sum, and with such surety or sureties as may be satisfactory to the Executive Board for the faithful discharge of the duties of his/her office and for the restoration to the Club in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers money and other property of whatever kind in his/her possession or under his/her control belonging to the Club.

Article IX – EXECUTIVE BOARD, VACANCIES AND REMOVALS

- Section 9.1* The Executive Board shall have the authority to fill any vacancy on the Executive Board for the remainder of the term for the open position with the exception of the office of President, it being understood that the President-Elect shall automatically succeed the President. The Executive Board has the authority to conduct special elections, when necessary.
- Section 9.2* Upon the petition of 51% of the members of the Executive Board, a Board member may be asked to resign. Upon receipt of such a petition, the President shall call an Executive Board meeting, at which the petitioners must set forth their reasons for requesting removal of the Board member. Removal must be approved by a two-third (2/3) vote of the entire Executive Board.
- A pattern of non-attendance by an Executive Board member such as missing three (3) consecutive Board meetings shall be considered adequate cause to support a petition for removal under this Article.

Article X – COMMITTEES

- The following shall be standing committees of the Club. Each Chairperson will be an Executive Board member appointed by the President. Each committee shall be selected from the general membership and/or the Executive Board and consist of a minimum of three (3) persons. Committee reports shall be made at each Executive Board meeting.
- Section 10.1* **MEMBERSHIP** – This committee shall be responsible for recording application information, collecting dues, and distributing membership cards. By the second Executive Board meeting of each month, a list of new members shall be given to the Executive Board and the Chairperson of the Newsletter Committee.
- Section 10.2* **NEWSLETTER** – This committee shall be responsible for the preparation and distribution of a monthly newsletter.

- Section 10.3.1** *SKI TRIPS* – This committee shall be responsible for coordinating all ski trips. The Committee shall be composed of a minimum of three (3) Executive Board members (one of which must be a member of the Financial Committee) and a minimum of two (2) members from the general membership. The Executive Board must approve all trips, including schedules, arrangements and cost. The trip schedule and trip leaders for the upcoming ski season must be presented and approved by the Executive Board no later than the second Executive Board meeting in June of each calendar year. No information on any trips will be made available to the general membership until the Executive Board has approved the trip and/or the trip schedule. This initial approval will be for the trip destinations on the schedule. The Executive Board must approve subsequent presentations relating to costs at a later date but in any event should be identified as early as possible.
- Section 10.3.2** The Chairperson of the Committee shall prepare or revise as necessary a Trip Leader manual, which shall be presented to the Executive Board for approval. After approval, this manual will be distributed to all Trip Leaders.
- Section 10.4.1** *NON-SKI TRIP ACTIVITIES* – This committee will be responsible for identifying and scheduling non-ski trip social and athletic activities except programs for meetings and promotional activities.
- Section 10.4.2** The Chairperson of this Committee shall prepare a Trip, Activity and Functions Leader manual, to cover all events other than ski trips. This manual shall be presented to the Executive Board for approval. Once the Executive Board has approved this Manual, it will be distributed to all Trip, Activity and Function Leaders.
- Section 10.5** *GENERAL MEETING EVENTS* – This committee will be responsible for developing and scheduling programs for general membership meetings.
- Section 10.6** *PUBLICITY* – This committee will be responsible for developing and conducting special events for promoting the Club to both members and non-members. This committee will also be available to the Activities, and Program Committees for consultation and advice.
- Section 10.7** *FINANCE* – This committee shall be responsible for reviewing on a quarterly basis all financial transactions of the Club for the purpose of validating the financial reports and suggesting ways to increase the cost effectiveness of Club operations.
- Section 10.8** *HOSPITALITY/WELCOMING* – This committee shall be responsible for the orientation of new and prospective members of the Club.
- Section 10.9** Unless otherwise specified, all committee decisions shall be considered valid, unless nullified by a two-third (2/3) vote of the Executive Board.
- Section 10.10** A trip, activity or function Leader shall be appointed by the respective committees for all Club trips, activities or functions. The event Leader shall be responsible for, without being limited to, providing for sign ups, collection of monies, and accounting for all funds related to the specified trip, activity or function. In carrying out his/her responsibilities he/she will be guided by the procedures set forth in the appropriate trip, activity or function manual previously approved by the Executive Board.
- Section 10.11** By the second Executive Board meeting after the trip, activity or function has occurred, the event leader will provide, at a minimum, the following:
- a. A written report detailing all financial transactions relating to the event to the Treasurer.
 - b. A news article describing the event to the Newsletter Committee Chairperson or Editor.
- Section 10.12** An event Leader will be reimbursed for expenses related to his/her services by an amount approved by the Executive Board. The Trip Leader will not be entitled to receive his/her reimbursement until he/she has fulfilled the requirements of Section 10.11 of this Article to the satisfaction of the Executive Board. The total reimbursement for any individual for any one fiscal year will not exceed an amount determined annually by the Executive Board.

Article XI – SKI TRIP POLICY

- Section 11.1** Weekend or day trips not involving airline travel will be open for deposits a minimum of three (3) general membership meetings prior to the trip's departure. Deposits will be accepted on a first come first serve basis. Final payment will be due not later than two general membership meetings preceding the trip's departure. If a person fails to make full payment as stated above, their name may be placed on the bottom of the waiting list. Reservations will then be filled in sequence by the first person on the waiting list who commits to the full payment for the trip. Before a person can be put on the waiting list, said person must provide the required deposit, which will be refunded if they do not go on the trip.
- Section 11.2** Major trips or trips involving airline travel will be open for deposits a minimum of eight (8) general membership meetings prior to the trip's departure. Deposits will be accepted on a first come first serve basis. Final payment will be due by the 60th day before the trip departs. If a person fails to make full payment as stated above, their name may be placed on the bottom of the waiting list. Reservations will then be filled in sequence by the first person on the waiting list who commits to the full payment for the trip. Before a person can be put on the waiting list, said person must provide the required deposit, which will be refunded if they do not go on the trip.
- Section 11.3** If a person cancels a trip reservation prior to the trip departure date, said person will be entitled to a full refund less any penalties and fees as incurred or as stipulated by Fall Line Ski Club. Such penalties and fees as stated in contracts between contractors and Fall Line Ski Club as well as any Fall Line Ski Club policies and procedures (including trip sign up sheets) shall be deemed binding. In cases where contracts, policies or procedures are not consistent, it shall be the responsibility of the Executive Board to determine fair and correct compensation. In any case, no cancellation will be officially acknowledged unless confirmed by the responsible Trip Leader. The Trip Leader will take the responsibility to record the date, time and reason for the cancellation. Specific cancellation dates and penalties shall be specified on each sign up sheet.
- Section 11.4** All calculations of time under Article XI shall exclude the first and include the last day.
- Section 11.5** All refunds due will be paid as soon as the Treasurer deems it practical but not later than thirty (30) days from the last day of the trip.
- Section 11.6** You must be a current Fall Line Ski Club member to participate on a Fall Line Ski Club sponsored ski trip.
- Section 11.7** Club members who are officially scheduled to work on Fall Line Ski Club assignments during a general membership meeting when a ski trip first opens, and Executive Board members, may pre-sign for the trip. Said members must contact the Trip Leader prior to 7:00 PM of the night of the above mentioned meeting and arrange to sign-up and make the required trip deposit. Such deposit must be made by the end of the meeting and before the Trip Leader reconciles his/her books.

Article XII – FINANCIAL TRANSACTIONS

- Section 12.1** Agreement of the President and Treasurer shall be required for individual expenditures of up to one hundred (\$100.00) dollars, excluding normal operating and ski trip expenses. Identification of these expenditures must be given by the Treasurer at the next Board meeting. All single expenditures exceeding one hundred (\$100) dollars must have the approval of the Executive Board.
- Section 12.2** Upon presentation of proper receipts, payment shall be made by check signed by any of the following officers: Treasurer, President, President-Elect, or Treasurer-Elect.
- Section 12.3** All financial transactions of the Club, excluding payment of bills, shall be made in duplicate; one copy to the payee and one to the trip, activity or function Leader who will submit it to the Treasurer with the final accounting for the particular event.

- Section 12.4* Any expenses incurred by the Club due to the collection of monies from a Club member will be charged to that member.
- Section 12.5* The net balance of the Club treasury at the end of the Fiscal Year shall not exceed 15% of the current year's gross receipts.
- Section 12.6* If the balance of the Club's treasury at the end of the Fiscal Year, exceeds the limit specified in this Article XII, Section 12.5, the excess monies shall be disbursed back to the membership by subsidizing activities or trips. All excess monies are to be eliminated by the end of the next Fiscal Year.
- Section 12.7* A Club treasury balance in excess of the amount specified in Article XII Section 12.5, can be maintained only by a majority vote at a meeting of the general membership. Prior to voting, two (2) meetings must be available for debate on the change to the treasury's balance.
- Section 12.8.1* At the end of each Fiscal Year, after the close of the financial books, the Fall Line Ski Club financial records will be submitted to an accountant who shall perform a compilation. The Accountant will render an opinion as to whether or not the balance of the financial statements present fairly the financial position of the Club at the close of said Fiscal Year.
- Section 12.8.2* Upon review and approval by the Executive Board, the financial books shall be reopened for the ensuing fiscal year.
- Section 12.9* In an election year, the Treasurer-Elect and other newly elected members of the Executive Board shall not have a fiduciary responsibility until the books have been reviewed and approved as provided for in this Article XII Sections 12.8.1 and 12.8.2.
- Section 12.10* Upon examination of the financial records and review by the Executive Board, an official financial statement shall be released to the general membership stating the financial position of the Fall Line Ski Club. This Statement shall include, but not be limited to: revenue sources, expenditures, and end of the year bank balances for all Club accounts.

Article XIII – MEETINGS

- Section 13.1* General membership meetings will be held the first and third Tuesday of each month, except as specified by the Executive Board. A majority of those present shall be sufficient to pass on any matter that is properly presented to the membership for consideration.
- Section 13.2* Executive Board meetings shall be held the second and fourth Tuesday of each month. The President has the authority to call special Executive Board meetings whenever it is considered necessary.
- Section 13.3* A minimum of one third (1/3) of the Executive Board shall constitute a quorum for an Executive Board meeting.
- Section 13.4* The presiding officer at any Club meeting shall vote only when necessary to resolve a tie vote. In absence of the President, the presiding officer shall be determined by the following formula: President-Elect, Treasurer, Secretary, Treasurer-Elect, Executive Board member having the longest continuous length of service, Birthday (starting January 1 and ending December 31), Past President.

Article XIV – AMENDMENTS

- Section 14.1* The By-Laws may be altered, amended or repealed by a majority vote of the members present and entitled to vote thereon at any regular or special meeting of the general memberships duly convened after notice to the members of that purpose, or by a majority vote of the members present at any regular or special meeting of the Executive Board which was duly convened, subject always to the power of the members to change such action by the Executive Board.

Section 14.2 No amendments to the By-Laws may be proposed during the first six (6) months of the fiscal year. Any vote on an amendment to the By-Laws must be completed by the end of the fiscal year. The procedure for proposing an amendment to the By-Laws by a member in good standing shall be as follows:

- a. The proposed amendment must be in writing and signed by 10% of the total general membership. All signers must be members in good standing. The proposed amendment shall be given to the Secretary who will verify the validity of the signatures.
- b. The Secretary will then notify the Executive Board of the proposed amendment, and ensure that the proposed amendment is part of the agenda of the next regularly scheduled general membership meeting.
- c. Voting on the amendment at the meeting will occur after the proposed amendment is put on the agenda of the next regularly scheduled general membership meeting. Ratification of the proposed amendment will be by a majority vote of the members present at this meeting. Absentee ballots must be signed and received by any Executive Board member no later than the end of the meeting on the night of the vote. The Executive Board member can not be a candidate in the current election. Proxy votes are not acceptable.

Section 14.3 All amendments to the By-Laws will be published in the first Newsletter issued after the adoption of such amendment. If this is not feasible, only the Section Numbers and Titles need be published. In any event, copies of the amendments must be made available for distribution at the next general membership meeting, or upon request via US mail. Other forms of media such as E-Mail or the Internet (e.g., the Fall Line Ski Club Home Page) may also be utilized if deemed feasible.

Article XV – Dissolution

Section 15.1 Upon dissolution of the Corporation in accordance with the laws of the state of New Jersey and the Internal Revenue Service, all the assets of the Corporation will be distributed equally among the remaining members in good standing. All other assets still remaining, if any, after this distribution, shall be donated to another non-profit corporation.