

BY-LAWS OF THE GARDEN STATE SKI CLUB

09/2010

Revised

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DEFINITIONS:

The following are words, terms or phrases which, when referred to hereinafter, shall have the meanings set forth in this section.

APPLICANT: (deleted 03/07)

FAMILY MEMBERSHIP: (DELETED 3/03)

FISCAL YEAR:

Period commencing on June 1 and expiring on May 31.

MEMBERSHIP YEAR:

Period commencing October 1 and expiring on the following September 30.

PROVISIONAL MEMBER:

A person who has signed a liability waiver, paid a non-refundable application fee, paid pro-rated member dues, as prescribed in By-Law 2.2, and who has expressed an interest in joining the club, but who has not yet attained regular membership status. (Modified 03/07)

REGULAR MEMBER:

A member who is entitled to all the privileges of full membership.

SEASONAL RESERVATION:

Pre-purchase of bed space in the ski house or summer house for recurring scheduled use during an applicable season.

1.0 MEMBERSHIP

Membership is open to all who pledge themselves to observe and be governed by the Constitution, By-Laws and rules and regulations of the various committees and the Board of Directors (hereinafter "Board"), with an understanding they are to support and cooperate with the aim of this Club, participate in ski and year round Club activities.

The duties of membership will be the responsibility of the Membership Committee. The President shall appoint the Membership Committee Chairperson who will appoint at least 3 regular members to serve on the Committee. The President, or a Board member delegated by the President, shall approve the appointees. Members of the Board of Directors shall be ex-officio members of the committee, with voting privileges.

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The duties of the Membership Committee shall include:

- a. Membership administration
- b. Welcoming
- c. Orientation
- d. Dues
- e. Directories

1.1 ELIGIBILITY

1.1.1 A person applying to become a Provisional member must meet Constitutional requirements. (modified 03/07)

1.1.2 A person applying to become a Provisional member must pay a \$15.00 non-refundable application fee and sign a liability waiver. (modified 03/07)

1.1.3 A person applying to become a Provisional member must agree to serve as a committee member during his/her provisional period and perform eight (8) hours of committee work. (modified 03/07)

1.1.4 A person applying to become a Provisional member must agree to participate in at least two (2) planned ski activities and serve on one (1) committee during his/her provisional period.

1.1.5 (Deleted 03/07)

1.1.6 (Deleted 03/07)

1.2 PROVISIONAL MEMBERSHIP

1.2.1 Provisional period shall be not less than six (3) months or more than one (1) year. The provisional period may be extended by the Membership Committee for up to one additional year if requested in writing by the provisional member prior to the expiration of the provisional period. Such request can be based on hardship and/or extenuating circumstances. Any extension beyond this one extension will require Board approval. If the provisions of this section are not met, the Provisional membership is terminated and the person will have to re-apply to become a Provisional member per section 1.1 and pay a new application fee. (modified 03/07)

1.2.1.1 The provisional period shall begin when the Board approves the Applicant for provisional membership and the Applicant has paid the required dues.

1.2.2 Requirements from provisional to regular membership are:

- (a) Participation in at least two (2) Club sponsored events where sign-up is required and attendance is taken (see 1.2.4 or 1.2.6) (modified 06/10)
- (b) Participation in a minimum of four (4) hours committee work or other relevant service acceptable to the Board: (modified 06/10)

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- (c) (Deleted 06/10)
- (d) (Deleted 06/10)
- (e) Sponsorship by two (2) regular members and one (1) current Board member of by a person who was on the Board during provisional membership period: (modified 03/07, formerly 1.2.2 (d))
- (f) Appearance before the Membership Committee at a membership meeting and approval for regular membership by a majority of the Membership Committee which could include the ex-officio members present at the meeting. (modified 03/07, formerly 1.2.2 (e))

1.2.3 At the completion of the provisional period, the Membership Committee shall vote as to whether or not the Provisional Member shall be granted regular membership. An affirmative vote shall result in admission of said Provisional Member to Regular Membership.

1.2.4 the following are considered ski activities for membership qualification purposes*:

- (a) Overnight to Club's Vermont lodge during ski season.
- (b) Overnight to Club's Vermont lodge during off season (this can be used only once).
- (c) Participation in any club sponsored ski activity, trip or ski season lodge stay consisting of three or more nights will count as two ski activities.
- (d) Club-sponsored ski day, weekend trip or intra-club ski racing (see Note)
- (e) Club-sponsored ski trip (overnight, weekend);
- (f) Nordic skiing with Club (day, overnight);
- (g) Participation in Club ski instruction (see Note);

Note: Gatekeeper, timing, recording, general on-site assistance are considered participation.

* only one activity can be accrued per day

1.2.5. (Deleted 3/03)

1.2.6 Club-sponsored events considered non-ski athletic activities for membership qualification purposes include the following: (added 03/07)

- (a) Tennis event
- (b) Golf event
- (c) Canoe or rafting event
- (d) Biking event
- (e) Hiking event
- (f) Summer Olympics

1.2.7 The following are not considered Club meetings for membership qualification purposes: (added 03/07)

- (a) Club-sponsored barbecues
- (b) Table top meetings
- (c) Mix-at-Six events

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1.3 REGULAR MEMBERSHIP

1.3.1 A regular member in good standing is defined as one who:

- (a) (Deleted 09/10)
- (b) (Deleted 09/10)
- (c) abides by the Constitution, By-Laws, and rules of the Club;
- (d) has paid the annual dues and has met all financial obligations
- (e) (Deleted 09/10)

1.4 CONTINUED MEMBERSHIP

Continued membership for a membership year is contingent upon each member's adherence to Section 1.2 or Section 1.3.1 herein. Failure to so adhere can result in discontinuance of membership status by the Board.

1.5 MEMBERSHIP/SUSPENSION/EXPULSION FROM THE CLUB

1.5.1 The Board shall have the right to accept, reject, suspend or terminate membership. A majority vote of the Board is required for all changes in membership.

1.5.2 A member shall be given reasonable notice of impending action by the Board and have an opportunity to appeal at a meeting of the Board and make a presentation on his/her own behalf.

1.5.3 The Board shall have the right to limit the total number of Club members. At no time shall a member's status be affected for the sole purpose of attaining a membership limit set by the Board. The Board shall have the right to suspend membership until the limit is attained.

1.6 REINSTATEMENT

A former regular member may apply for reinstatement by obtaining the approval of the Board and by payment of the reinstatement application fee and full annual dues, as assessed per Section 2.0 herein.

1.7 ACKNOWLEDGMENT OF RESPONSIBILITY AND GENERAL RELEASE OF LIABILITY

1.7.1 Recognizing that participation in Club-related activities (such as skiing, ski-related activities, other athletic activities and parties) carries with it certain inherent risks, the Club requires that any person desiring to become an applicant, provisional member, or regular member (or continue in that status) shall sign the "GENERAL RELEASE OF LIABILITY" form as per 1.7.3 GENERAL RELEASE OF LIABILITY FORM.

1.7.2 Once having signed the GENERAL RELEASE OF LIABILITY it will continue in effect until the member, provisional member, or applicant signs a new GENERAL RELEASE OF LIABILITY or until the member, provisional member, or applicant discontinues his/her membership. A former regular member who becomes reinstated into the Club again, as pursuant to the terms of 1.6 REINSTATEMENT must sign the GENERAL RELEASE OF LIABILITY FORM upon reinstatement.

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1.7.3 GENERAL RELEASE OF LIABILITY FORM

GARDEN STATE SKI CLUB GENERAL RELEASE

PLEASE READ CAREFULLY

I understand that the Garden State Ski Club, Inc. (hereafter the "Club") is a year-round skiing, sports and social club, which sponsors a variety of activities, including skiing, ski racing, ski instruction, camping, canoeing, softball, and other sports and social events. I am aware that many of the Club's activities, including skiing, ski racing and ski instruction, are inherently dangerous activities, which involve the risk of serious injury or even death. I understand that the Club is a non-profit organization and that its members, officers, directors, delegates, committee chairpersons, committee members and instructors serve only in the capacity of volunteers. I agree that by participating in any Club-related activity, I am responsible for my own safety and agree that I knowingly and voluntarily assume the risks involved in any such activity.

In addition, and to the fullest extent allowed by law, I agree that I will not institute any lawsuit or other legal action against the Club, its officers, directors, delegates, committee chairpersons, committee members, instructors, agents, representatives, servants, or assigns as a result of my participation or injury at any Club-related activity, unless due to gross negligence or intentional acts of the Club; nor will I institute any lawsuit or other legal action against Club members as a result of my participation or injury at any Club-related activity, unless due to gross negligence or intentional acts of the member(s), nor will I voluntarily assist anyone else in the pursuit of any such lawsuit or other legal action.

I also agree to release the Club, its officers, directors, delegates, committee chairpersons, committee members, instructors, agents, representatives, servants, and assigns from any and all liability, claims, actions, suits, judgment, damages, and costs that may result by reason of my participation in or injury from any Club-related activity, unless due to gross negligence or intentional acts of the Club. I further agree to release Club members from any and all liability, claims actions, suits, judgment, damages and costs that may result by reason of my participation in or injury from any Club-related activity, unless due to gross negligence or intentional acts of the member(s). This Release shall bind me, my distributes, heirs, executors, representatives, successors and assigns.

I understand and acknowledge that the Club is acting in reliance upon agreements made by me in this Release in order to extend to me the benefits of membership in the Club and that, were I not willing to abide by the terms of this document, such membership and opportunity to participate in Club-related activities would not be extended to me. I further understand and acknowledge that Club-related activities would not be extended to me. I further understand and acknowledge that Club members are acting in reliance upon agreements made by me in this Release in volunteering their services and, in some instances, their homes and that, were I not willing to abide by the terms of this document, their services and homes would not be extended to me.

Signed: _____

Date: _____

(Print Name)

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2.0 DUES AND ASSESSMENTS

2.1 Club dues are payable to the Club no later than October 31st of the applicable membership year. Members in arrears after the first meeting in November automatically have their membership rights and benefits suspended until dues are paid with a \$5.00 late fee; members in arrears after the first meeting in December automatically lose their membership and the benefits thereof. Former regular members may apply for reinstatement per Section 1.6; the reinstatement membership application fee shall be \$10.00. Former Provisional Members must re-apply for membership per Sections 1.1 and 1.2.

2.2 Annual dues are required of all members, and such annual dues will be set by the Board subject to the approval of the majority of regular Members present, provided a quorum is present. Annual dues will be prorated to 50% of annual dues between June 1 and August 31 and to 25% of annual dues between September 1 and September 30 for memberships commencing during said periods. (revised 8/04)

2.2.1 Any member 65 years of age or older who has been a regular member for the previous 15 consecutive years will be eligible for a 50% reduction in dues. All other membership requirements as defined in By-Law 1.3 shall apply. (modified 08/09)

2.3 (Deleted)

2.4 (Deleted)

2.5 CHARGES FOR CLUB PLANNED ACTIVITIES

2.5.1 Guests attending a club-planned activity shall be sponsored by a regular or provisional member and shall be accompanied by same at said activity. Sponsorship is not required for Welcoming events.

2.5.2 Procedures for deposits and refunds for Club planned activities shall be determined by the Board with input from the respective committee.

2.5.3 Only club members shall be eligible to make prepaid seasonal reservations prior to October 15th for the winter house and prior to May 1st for the summer house. After the above dates, seasonal reservations may be sold to non-club members at the discretion of the Board prior to acceptance.

2.5.4 When the membership approves a subsidy for an event. The subsidy shall apply to members only. Non-members shall not be subsidized and shall pay the full price for the events.

2.5.5 (removed 08/09).

3.0 EXPENDITURES

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Where required, Article 8 of the Constitution shall govern procedure for voting.

3.1 Club Budget Expenditures

- 3.1.1 The Board shall present a Club Budget of proposed expenditures to the membership no later than the second Tuesday of September. The proposed budget and any revision affecting the total expenditure shall be presented for vote. The vote shall not occur at the meeting when introduced, but rather at the next regular meeting when a quorum is established. (modified 11/07)
- 3.1.2 Each Club Budget expenditure item shall have a Board member responsible for it.
- 3.1.3 While waiting for approval of a new Club Budget, expenditures may be made without vote provided the previous years Club Budget approved similar expenditure.
- 3.1.4 The operating budget for a Club Officer may be revised without vote provided that (1) the total Club Budget expenditure is not exceeded and (2) that it is approved by the President, affected Board member(s) and Treasurer. (modified 11/07)
- 3.1.5 Vermont Lodge Budget expenditure and income projections may be adjusted during the year without vote. The Lodge VP shall notify the Board if the Vermont Lodge loss will be greater than projected. Operation and Maintenance expenditures are in the Club Budget for information and not voted on.
- 3.1.6 If a regular member requires a deposit for a trip or event and all of the following circumstances exist;
 1. A motion cannot be made due to lack of quorum or lack of business meeting, and
 2. Circumstances exist when a deposit for an event or activity must be made by a non-negotiable deadline date or it will be forfeited, and
 3. The provisions of By-laws 3.1.3 or 3.2 do not apply, then the following shall apply:

The Board, with the approval of the President and a majority vote of the remaining Board members, can approve such deposits. The total amount of outstanding deposits shall be determined by the amount approved in the Club's annual budget. Upon approval of the deposit, the President shall notify the Club of its action at the next regularly scheduled meeting. This By-law shall also apply while waiting for approval of a new Club Budget.

The Treasurer shall make accounting entries to reduce the outstanding amount as deposits for the specific event or activity are made to make funds available for future deposit(s) under this By-law. (added 06/10)

- 3.2 Event Expenditures require no vote and no Club notification, only approval by the event Chair and Treasurer. Approval shall ensure that the requested amount does not exceed the available event money (collections less withdrawals).

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3.3 Event Deposits, VT Lodge Capital, Misc. Assets and Other Expenditures

3.3.1 For motions to authorize expenditures requiring a budget, the budget must be initially approved by a Board member and subsequently by the Board as stipulated in the By-Laws and/or approved Club policy. Where a budget is not required, the maker of the motion must submit the motion to the President, or Chair, prior to the motion being presented to the membership. In both cases, the motion should be submitted in writing. The Board will review the Club's finances with the Treasurer to determine if sufficient funds are available. The President, or the Board member conducting the meeting in the President's absence, will advise the members, when the motion is brought, of the Board's decision. (Modified 11/07)

3.3.2 Proposed motions may be presented to the President or Chair and Club at the same meeting. The Board will make a "best efforts" to determine if sufficient monies are available. If however, there is not enough time at the meeting, the Board is obligated to render a decision, concerning the available budget and the motion, no later than the first regular meeting after the next Board meeting. (modified 11/07)

3.3.3 All requests for such shall be presented to the membership with the Board's decision at a regular meeting consisting of a quorum for notification and discussion. A vote on the motion may be postponed for one meeting if a secondary motion to postpone is made by a Regular member. (modified 11/07)

3.4 Lift Ticket Deposits require no vote and no Club notification, only approval by the Treasurer, Ski VP and President and one other Board member. Approval shall ensure that unpaid budgeted items are unaffected.

4.0 OFFICERS, THEIR DUTIES, QUALIFICATIONS AND ELECTION

4.1 PRESIDENT

4.1.1 The President must have been a regular member for the twelve (12) months prior to nomination.

4.1.2 The President shall conduct the meetings in an orderly fashion as chairman, and shall control the order of business. The President may limit the debate as to any topic, call special meetings, convert a regular meeting into a special meeting; provided no other business is transacted but the subject matter of the special meeting, and use his discretion as to the topics, discussion, who has the floor, provided, however, that a full, fair and impartial hearing is had as to all sides of an issue, question or motion.

4.1.3 The President may adopt any rules of procedure that are considered as authoritative, but must so mention at the start of each meeting that such rules apply during the particular meeting.

4.1.4 He is responsible for overseeing the functions and exercising of duties by Club officers and committee chairpersons.

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4.1.5 He shall appoint the committee chairpersons and form new committees as the need arises in his discretion, provided, however, that such committees do not overlap, compete or conflict with other committees.

4.1.6 The President shall appoint special committees of one or more persons to perform the special function or ministerial duty.

4.1.7 He may delegate the overseeing of each committee chairperson to any member of the Board, in his discretion.

4.1.8 The President shall ensure that the annual Club Budget:

4.1.8.1 Presents an estimate of expected recurring expenditures and incomes for the Club including the VT Lodge. The line items of the recurring expenditures should be specified in Budget Guidelines approved by the Board

4.1.8.2 Presents the Club profit or loss and all savings from the past financial year. This shall clearly indicate the club financial status and distinguish money available for one-time expenditure (savings) from committed money (checking).

4.1.8.3 Presents the final event accounting for all events that occurred (ended) during the previous fiscal year.

4.2 SKI, LODGE, AND SOCIAL VICE PRESIDENT (hereinafter "V.P.")

4.2.1 Each V.P. must have been a regular member of the Club for the six (6) months prior to nomination.

4.2.2 The Ski V.P. is to assume the responsibilities of the President when the latter is unable to fulfill the duties of the President. The House and Social V.P.'s respectively, shall be the next in order to fulfill the duties of the President when both the President and Ski V.P. are unable to do so.

4.2.3 Each V.P. shall oversee the chairpersons of various committees as delegated to do so by the President and shall report to the President on said activities.

4.2.4 The Lodge V.P. shall have duties and responsibilities as specified in By-Law Article 11. The Lodge V.P. shall not be elected with the other V.P.'s but shall be elected from the membership of the Lodge Trustees as covered in By-Law Article 11.

4.2.5 The Ski and Social V.P. shall assist as necessary in managing moneys spent on ski and other social events, especially if a deposit was required where club funds may be at risk.

4.3 SECRETARY

4.3.1 The Secretary must have been a regular member of the Club for the six (6) months prior to nomination.

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4.3.2 The Secretary must record and transcribe in duplicate the minutes of each regular Club, Board and Special meeting. The regular Club meeting minutes are to be read at the following meeting and also placed in a separate binder, one copy for the Secretary's record and one for the President's record for the entire year. At the end of the year, these are to be turned over to the new President. Minutes of the Board and Special meetings will be read only with the approval of the President and/or Board.

4.3.3 The Secretary must maintain the current year's minutes. The Secretary must also have available at all meetings the prior two (2) years' minutes.

4.4 TREASURER

4.4.1 The Treasurer must have been a regular member of the Club for the six (6) months prior to nomination.

4.4.2 The Treasurer must keep an accurate record of each and every expenditure and newly acquired asset.

4.4.3 The Treasurer shall maintain the club moneys in two or more accounts specified as checking, savings and other. Transfer of funds from one to the other requires Board approval.

4.4.3.1 CHECKING ACCOUNT - This account contains funds necessary to operate the Club, excluding capital improvements. (Operating Fund)

4.4.3.2 SAVINGS ACCOUNT - This account contains funds for VT Lodge capital improvements and other asset acquisitions. (Capital Expenditure Fund)

4.4.3.3 OTHER ACCOUNTS - These accounts, when required, may be created by the Board. The Club shall approve opening of new accounts.

4.4.4 The Treasurer must submit a financial report each month in quadruplicate. The financial report shall include a Revenue and Expense Report, and a Budget vs. Actual Report. One copy is for the Treasurer's records, one for the President, one for the Club auditor, and the fourth copy to be given to the Secretary to be attached to the Club minutes.

4.4.5 The Treasurer must make the financial records available for review but only by regular members, upon request.

4.4.6 The Treasurer must maintain the current year's financial records plus the preceding three (3) years' records.

4.4.7 The Treasurer shall prepare and present to the President for execution and filing, in a timely manner, any and all tax returns and corporation reports required by Federal, State or local law.

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4.4.8 The Treasurer shall maintain executed copies of all returns and reports which he has prepared and presented for the current year plus the preceding seven (7) years' returns and reports, if applicable.

4.4.9 The Treasurer must turn over to the succeeding Treasurer all financial records upon change of office. In addition, the Treasurer must prepare an annual Profit and Lost Statement, Balance Sheet, and year-end Budget vs. Actual Expense Report for distribution as per Section 4.4.4 herein.

4.4.10 The Treasurer shall prepare the annual Club Budget under the guidance of the President with input from the Board members.

4.4.11 The Treasurer shall perform event accounting so that complete event reconciliation is presented in only one annual Club Budget. Club events, which occur in the fiscal year of a Club Budget, shall be presented in that fiscal years budget. All event income and expenditures for any event ending in the next fiscal year shall be moved to that fiscal years budget.

4.5 ELECTION OF OFFICERS AND DELEGATES

4.5.1 A nominations committee is to be appointed by the President, consisting of at least three (3) regular members.

4.5.2 Said committee shall make its best efforts to nominate at least two (2) candidates for each office.

4.5.3 The report of said committee is to be made to the membership three (3) weeks prior to the scheduled elections.

4.5.4 Other nominations may then be presented by regular members from the floor and seconded by a regular member.

4.5.5 No nominations are to be made the night of the elections.

4.5.6 Voting shall be by written secret ballot. Absentee ballots must be submitted by the President in writing prior to the start of regular balloting.

4.5.7 For an election to be valid, a quorum must be present as determined by the ballots cast (including absentee ballots). The preferential voting method (as described in Robert's Rules of Order Newly Revised) shall be used (the voter places a numeral 1 besides his or her first choice, a 2 beside his or her second choice, a 3 beside his or her third choice, etc.). A simple majority of the regular members voting shall determine the election. If no candidate receives a majority, the votes for the candidate receiving the lowest number of votes shall be redistributed based upon second preferences. This redistribution process is continued until a candidate receives a majority. A tie is broken by declaring a winner based on the most first preference votes. In the event of an equal number of first preference votes, a new runoff vote will be taken at the next regular meeting.

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4.5.8 No person may be nominated for more than one (1) office in an election.

4.6 VACANCY OF OFFICE

4.6.1 In order to remove a member of the Board from office, the procedure shall be:

A) A vote of no confidence, or a resolution or motion for removal must be passed by a majority of regular members attending.

B) At the next regularly scheduled meeting, a two-thirds (2/3) majority vote of the Board and a two-thirds (2/3) vote of the voting members, provided a quorum is present, shall be necessary.

If it is against the President, the next officer in succession shall preside for this item of business only. Ballot is to be secret.

4.6.2 Special elections of an officer or delegate due to a vacancy is substantially the same as 4.5 above. Procedures are determined by Section 4.5 herein with the exception and deletion of Section 4.5.1, 4.5.2 and 4.5.3 herein. The election shall be held, if possible, two (2) weeks after the removal of an officer, or notice of resignation is read from the floor at a regular meeting.

4.6.3 In the event that the office of the President is vacant, the Ski Vice President shall serve as acting President until the election of a President as specified in Section 4.6.2 of the By-laws.

5.0 MEETINGS

5.1 REGULAR MEETINGS

Any weekly business during the year at which a full slate of business can be discussed is at a regular meeting.

5.1.1 All regular scheduled meetings will commence at 8:00 P.M. on regular meeting nights. If for any reason the President should be absent or unable to conduct the regularly scheduled meeting, the following chain of command shall prevail: Ski V.P., House V.P., Social V.P., Treasurer. (modified 06/10)

5.1.2 Any change in scheduling or addition or deletion of regularly scheduled meetings shall be made known to the entire membership at the preceding meeting by the presiding officer before the conclusion of the meeting.

5.1.3 In order to conduct a meeting, at least two (2) officers must be present.

5.1.4 Attendance must be taken at each meeting to determine that a quorum is present. It is the responsibility of the member to record his/her attendance.

5.2 SPECIAL MEETINGS

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These are called by the President for the purpose of transacting specific business of an extraordinary nature.

5.2.1 Such meetings shall be announced at the previous regularly scheduled meeting by the presiding officer before the conclusion of the meeting.

5.2.2 No other business can be discussed or brought up. Once the specific business is finished, the special meeting must be adjourned.

5.2.3 Notwithstanding Section 5.2.1 herein, when events of an emergency nature arise, the President, in his discretion, may convert a regular meeting into a special meeting.

5.3 BOARD OF DIRECTORS MEETINGS

The Board of Directors meetings shall be held at least once per month in furtherance of their duties and responsibilities as provided in Section 6.0 herein.

5.3.1 The President shall call the Board of Directors meeting. Section 4.2 herein shall apply during the absence of the President.

5.3.2 These meetings or parts thereof may be opened to regular members at the discretion of the Board.

5.3.3 A majority of the fully constituted Board shall constitute a quorum and a majority vote of those present shall decide all matters except as herein otherwise provided. The President, as Chairman, shall only vote to break a tie vote.

6.0 BOARD OF DIRECTORS

6.1 Directors are responsible for the administration of all business and also for establishing reviewing and maintaining the policies, procedures and practices of the Club.

6.2 The President shall act as Chairperson of the Board, preside at the meeting and set up the schedule of business.

6.3 The President shall follow a reasonable method of business procedure and record and communicate such procedures so they may be fully known at each meeting.

6.4 The Board shall establish such regulations and rules as are necessary to comply with Section 6.1 herein and Article 2 of the Constitution.

6.5 The Board shall also perform all that is necessary and proper to effectively administer the By-Laws and Constitution and also their respective duties in other sections of those documents.

6.6 All activities, meetings, procedures rules and trips must be approved by the Board.

6.7 The position of Senior Delegate shall be assumed by the immediate Past President. If the Past President declines the office, or continues in the office of President, the following succession to

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the office of Senior Delegate shall prevail: Past Ski V.P., Past Social V.P., Past Treasurer, and Past Secretary. In the event that none of the past officers accept the Past President's position, the incumbent Past President shall remain.

7.0 STANDING COMMITTEES

Standing committees card those which perform functions other than ministerial duties and their chairpersons are directly responsible to the Club.

7.1 Each Chairperson shall adopt his own rules of procedure except as otherwise stated in the By-Laws or Constitution.

7.2 Any Committee member having custody of property belonging to the Club shall individually be accountable for such.

7.3 It is the duty of each committee chairperson to inform himself of the committee's background and past procedures and to keep financial records as required by the Treasurer.

7.4 Only regular members may become committee chairpersons.

7.5 Removal of a committee chairperson shall be affected by:

7.5.1 An affirmative vote of any five (5) members of the Board (which may include the President).

7.5.2 A majority vote of regular members constituting a quorum present at a regular meeting, after motion of no-confidence in that committee chairperson.

7.5.3 Either of the above singular acts shall constitute removal.

7.5.4 The committee chairperson affected must be notified by the Board one (1) week prior to said action.

7.6 No member shall hold himself out or act as an agent for the Club without the approval of the President and a majority of the Board.

7.7 Any member of the Board may attend any committee meeting at his discretion, but may not vote on committee business.

7.8 After the completion of a committee-run event, the committee chairperson must submit a complete financial accounting of the event to the Treasurer within fifteen (15) days, except for the Summer and Ski House chairpersons, who must submit a complete financial account within forty five (45) days.

8.0 AMENDMENT OF BY-LAWS

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These By-Laws shall be adopted and may be amended by motion at a regular meeting. The proposed amendment shall be submitted in writing to the Secretary one (1) week prior to voting per Article 12 of the Constitution. Section 7.0 herein, the list of standing committees, is excluded from this provision.

9.0 DISSOLUTION

Dissolution may be instituted only as specified in Article 11 of the Constitution. (Revised 9/19/06)

9.1 It is the responsibility of all Club members to return Club property in their possession to any member of the Board within two (2) weeks of a successful vote for dissolution.

9.2 The responsibility for disposition of all Club assets and liabilities shall lie with the Board and those designated by the Board to assist in the winding up of Club affairs.

9.3 The Board shall cause all requirements under the laws of the State of New Jersey to be fulfilled by all available means.

9.4 In addition, the Board shall perform the following specific acts in the event of dissolution:

9.4.1 As soon as is practicable, the Board shall have published a complete detailed listing of the Club's assets and liabilities and shall forward same to each regular member of the Club.

9.4.2 The Board shall convert Club assets into cash as are sufficient to pay anticipated debts and administrative expenses and may convert other assets into cash as the Board may decide. The Board may direct that real estate and other tangible assets be held in-kind to be distributed upon dissolution. (revised 9/19/06)

9.4.2.1 The conversion of assets shall be done under the specific directions of the Board.

9.4.2.2 The Board shall attempt to obtain the best possible price for these assets under the attendant circumstances.

9.4.2.3 Section 9.4.2, 9.4.2.1 and 9.4.2.2 herein shall be performed within six (6) months of the completion of Section 9.0 herein.

9.4.3 The Board shall cause detailed records of all transactions to be recorded.

9.4.4 The Board shall have published one (1) year from the time of action taken under Section 9.0 herein a statement of cash and liabilities and shall forward same to each regular member of the Club.

9.4.5 The Board shall hold in escrow any funds remaining at the date of 9.4.4 herein is invoked and shall hold such funds for one (1) year from said date pending the discovery of any further liabilities.

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9.4.6 At the expiration of the escrow period, the property or assets of the Club shall be made available only to corporations or other organizations located in the United States which qualify as exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations. Other organizations, contributions to which are deductible under Section 170 (c) (1) of said Code and regulations as they now exist or may be hereafter amended, are also eligible. The Board will distribute all cash held to the U.S. SKI TEAM the National Ski Patrol, the Professional Ski Instructors Association, the Armature Ski Instructors Association and/or other organization(s) chartered to promote and support the ski industry providing these organizations qualify under Section 501 (c) (3). No member of the Board shall benefit financially from the distribution of Club cash or assets. Consideration must be given to Sections 9.5 and 9.6 herein. (revised 9/19/06)

9.5 Final distribution of funds, if any remain, must be made before or at the time of Section 9.6 herein is satisfied, or as otherwise determined by law.

9.6 Dissolution and the winding up process shall be in accordance with the laws of the State of New Jersey.

9.7 After Section 9.6 herein is satisfied, detailed records of any and all transactions and proceedings pursuant to dissolution shall be kept by the President and the Board for a period of five (5) years from the date of institution of dissolution proceedings and shall be open to inspection by any regular member of the Club during that time.

9.8 In the event of dissolution, the Board shall be considered as Agents and shall be responsible as such under the laws of the State of New Jersey.

9.8.1 Such Agents assume no responsibility to any member, severally or jointly, except as imposed by these Articles and the laws of the State of New Jersey.

9.9 If a conflict shall arise between these Articles and the laws of the State of New Jersey, such laws shall prevail.

10.0 SEVERABILITY

10.1 In the event that any provision herein is deemed illegal or unconstitutional, any such provision shall be severed from the remaining provisions herein, which shall remain in full force and effect.

11.0 LODGE TRUSTEES

11.1 A lodge trustee committee shall be established consisting of six elected trustees. The term of office shall be for two years; 3 trustees shall be elected in even years; 3 trustees shall be elected in odd years. Elections shall be held in October of each year. The qualifications to be nominated and serve will include being a regular member of the Club for at least 6 months prior to the election and remain a regular member of the Club in good standing during the period of service. Procedures for election shall be substantially the same as in By-Law Section 4.5. Procedures for removal shall be

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substantially the same as By-Law Section 4.6 and in addition, removal will be automatic if the trustee's status, as a regular member in good standing is not maintained.

11.2 The elected trustees shall annually elect from among themselves one trustee who will serve as chairperson and be titled the Lodge Vice President (who automatically becomes a member of the Garden State Ski Club board of directors). The term of office shall end on November 1 of each year. No officer of the Garden State Ski Club will be eligible to also serve in this position. However, members of the Garden State Ski Club board of directors (including officers) are eligible to concurrently be elected and serve as Lodge Trustees. Should the Lodge Vice President be elected to another officer position within the Garden State Ski Club, the position of Lodge Vice President shall be considered vacant on the date that the other office is assumed.

11.3 Trustee responsibilities shall include:

1. Long range lodge planning.
2. Lodge operations and policies.
 - a. food, linen, cleaning services.
 - b. reservations.
3. General maintenance and running of the lodge, including
 - a. plumbing, electrical and fire prevention activities.
 - b. insuring that water system is maintained and water tested at least annually.
 - c. grounds maintenance, including snow plowing and grass cutting.
 - d. garbage and sanitation.
4. construction control.
5. House finances, including the submission of a proposed lodge budget to the Garden State Ski Club Board of Directors annually by May 1st of each year.
6. Responsible for the maintenance of adequate records concerning the house, including house improvement expenses and other financial records.
7. Compliance with Club, Governmental regulations.
8. Oversee that adequate property and liability insurance is maintained.
9. Monitoring the real estate tax assessment and insuring taxes are paid on time.
10. Organize and run social activities at the lodge while avoiding significant conflicts with other Club sponsored activities.

The trustees may form committees consisting of Garden State Ski Club members to assist in carrying out the above responsibilities.

11.4 Decisions of the Trustees shall be subject to the approval of the Board of Directors of the Garden State Ski Club, as well as the regular membership.

11.5 To be elected, a nominee must receive a majority of the votes cast, not a plurality. The 2 nominees with the most votes shall be elected to two year terms. The election of trustees shall take place in October and the elected trustees shall assume the new office on the first day of November.

