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Chapter 1- Office and Agent

1.01 Obligation to Wisconsin Department of Financial Institutions

At least annually, and more often as the need arises, the Board of Directors will name the Principle Office and Registered Agent of the club. The club treasurer is normally identified as the Principle Agent and the treasurer's mailing address used as the principle office. The board may identify someone other than the treasurer as the principle agent of the club. Whoever is identified as the principle agent, and principle office chosen, must be reported to the Wisconsin Department of Financial Institutions.

Chapter 2- Membership

2.01 Fiscal and Membership Year

The fiscal and membership year of the Red Eye Ski & Snowboard Club, Ltd. shall be from June 1 to May 31 of the subsequent calendar year

2.02 Admission

Any person having reached the age of 21 upon payment of dues, shall be a member in good standing and shall have full privileges for the duration of the activity year for which dues are paid. Full privileges shall include but not be limited to voting for positions as officers and members of the Board of Directors. The board may approve specific club functions as open to nonmembers, including those not yet 21 years old.

2.03 Honorary Members

Any person, upon approval of the Board of Directors, may become an honorary member. No honorary member shall have the right to vote in any function of this club unless also admitted as a member in good standing.

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2.04 Dues

Dues in the amount determined by the board of Directors must be paid annually to be a member in good standing. In general, only members in good standing may participate in club sponsored activities. Dues paid a second time within the same fiscal year are automatically applied as membership in the next fiscal year. Nonmembers may attend regular and annual club meetings unless the meeting is deemed closed to nonmembers by the board of directors.

2.05 Code of Conduct

Everyone participating in club sponsored activities shall treat all people with respect and courtesy, and shall conduct themselves at all times within the constraints of law and societies' acceptable norms of social behavior.

Members in good standing that violate the club code of conduct may be expelled by the board of directors, for a period specified at time of expulsion, if two thirds of all board members vote to expel. Nonmembers that fail to adhere to the code of conduct while participating in a club sponsored event may be prohibited by the board from becoming a member, and prohibited from participating in club events and meetings.

Chapter 3- Member Meetings and Voting

3.01 Rules Governing Meetings

"Robert Rules of Order" shall govern the proceedings of all meetings.

3.02 Quorum

Fifteen percent of the members, in good standing and having the right to vote, shall constitute a quorum. Members must be present to vote at the annual meeting unless the board has approved other means of voting. This includes ballots transmitted by electronic means. No Proxy voting is allowed.

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3.03 General Meeting

General membership meetings shall be held September through April on a date and time, and at a place, designated by the Board of Directors. General meetings will normally function to inform members of club sponsored events, share relevant information regarding the sports of skiing and snowboarding, and provide an opportunity for socializing among club members. In the event that a general meeting will be used to gain member approval of any subject by voting, members must be informed by reasonable means at least 14 days prior to the meeting. Members must be present to vote unless the board has approved other means of voting. This includes ballots transmitted by electronic means. No Proxy voting is allowed.

3.04 Annual Meeting

The annual meeting of the Red Eye Ski & Snowboard, Ltd. Club shall be held on a date, time and place as determined by the Board of Directors. Notice of the annual meeting shall be given to the members at least 14 days prior to the meeting in a manner designed to assure that all members receive notice as is practical, fair, and reasonable. At the annual meeting, an officer shall report on the activities and financial condition of the club and the members shall consider and act upon such other matters as described in the meeting notice to members.

The board may allow for any action that might normally be taken at an annual, regular or special meeting of members to be taken without a meeting if a written ballot is sent to every member entitled to vote on the matter. Written ballot includes email and other forms of electronic means of delivering a ballot and expressing a vote. Approval by written ballot under this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. No Proxy voting is allowed. A solicitation for votes by written ballot shall include all of the following: (a) The number of responses needed to meet the quorum requirements. (b) The percentage of approvals necessary to approve each matter. (c) The time by which a ballot must be received by the club in order to be counted.

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3.05 Additional Meetings

Additional Meetings may be called by the Board of Directors. Members must be notified of special meetings at least 14 days prior to the meeting. Notice must include date of meeting, purpose of meeting and place of meeting. All voting rules for regular and annual meetings must be followed.

Chapter 4- Board of Directors

4.01 Composition of Board of Directors

The Board of Directors shall be comprised of five officers and two members at large. The five officers are the President, President elect, Secretary, Treasurer, and Trips Coordinator.

4.02 General Powers and Numbers

The business and affairs of the Red Eye Ski & Snowboard Club Ltd. shall be managed by its Board of Directors. The board may authorize a member in good standing to exercise some or all of the powers which would otherwise be exercised by the board. To the extent so authorized such a person shall have the duties and responsibilities of the board, and the directors shall be relieved to that extent from such duties and responsibilities. A person is not a member of the board solely because of powers delegated to that person.

An action required or permitted to be taken at a board meeting may be taken without a meeting if consent in writing setting forth the action is signed by a majority of all board members. "Sign" includes executing an electronic signature or casting a vote by email.

No officer or member of the Board of Directors may act as an agent of this club, for the purpose of entering into any contract, unless approved to do so by a quorum of the Board of Directors.

No indebtedness for borrowed money shall be contracted on behalf of this club, and no evidence of such indebtedness shall be issued in its name unless approved by a quorum of the Board of Directors.

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4.03 Money Transfers

The board will designate those members authorized to transfer money into or out of club accounts as the board deems necessary to conduct club business. The board's authorization can be limited in scope or broadly assigned. In most instances, the club treasurer will be assigned this authority by the board but the board is not restricted in assigning this authority.

4.04 Salaries

No Member of the board of directors shall receive any salary as compensation for serving the Red Eye Ski & Snowboard Club, Ltd.

4.05 Tenure and Qualification

Any member in good standing may be nominated for a position as a member at large or as an officer of the Board of Directors. Elections shall take place at the annual meeting. The incumbent Board of Directors shall be a nominating committee. This committee shall strive to nominate at least two eligible persons for each office and present the names of the nominated persons to the members at least 14 days prior to the annual meeting. Nominations from the floor at the annual meeting will be permitted. Voting shall be by written ballot, or counting a show of hands. The person receiving the largest number of votes for each position on the board, with a quorum of members voting, shall be elected. Elections of officers shall be held prior to the election of members at large. No person shall be elected to the Board of Directors as a member at large and as an officer simultaneously. One member at large shall be elected each year to serve a two year term on the board

Officers must be elected annually. The president is first elected as the president elect. There is no direct election of a president. The incumbent president elect assumes the position of president at the annual meeting in the year following their election as president elect. An incumbent officer may be re-elected by a vote of members, with the exception of the President who shall not hold that position for two consecutive years.

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4.06 President

The President shall be the principal executive officer and shall preside at all meetings. The President shall assume all duties as defined by "Roberts Rules of Order" except as otherwise restricted by the Board of Directors.

4.07 President-Elect

The President-Elect shall serve as such during the year in which elected and shall serve as President in the following year. In the absence of the President, the President-Elect shall assume all duties of the President. The President-Elect shall also carry on those functions assigned to him or her by the President.

4.08 Secretary

The Secretary shall:

Keep the minutes of all meetings.

Distribute Minutes of the Board meetings to each Board member.

Provide copies of the minutes of Board meetings and general meetings to the general membership upon request.

See that all notices are sent to members as requested by the President, acting President, or consent of the board of directors.

Be the custodian of all corporate records.

In general, perform all duties consistent with those of a secretary.

Read all minutes of previous meetings, if requested.

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4.09 Treasurer

The Treasurer shall:

Have charge and custody of all funds of the club.

Allow disbursements as directed and approved by board action.

Make deposits to the accounts of the club.

Perform all duties consistent with those of a treasurer.

Provide a treasurer's report of the financial status of the club at Board meetings, general meetings and special meetings.

Be required to give a full accounting of all treasury records at the annual meeting.

Be prepared for an audit of all treasury records whenever required by the Board of Directors.

Report the club's Registered Agent and Principle Business office to the Wisconsin Board of Finance at least annually and more often as necessary by action of the board of directors.

4.10 Trips Coordinator

The Trips Coordinator shall:

Make trip recommendations and assist with the forming of the club's annual trip schedule.

Coordinate and execute contracts facilitating club sponsored functions as approved by action of the board.

Provide the Trip Leaders with guidance and administrative direction.

Coordinate club representation for Travel Shows and Familiarization Trips.

Communicate club trip activities with the Midwest Ski Council (MSC).

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4.11 Removal

Any member of the board of directors who misses at least three (3) consecutive meetings, without prior notice of such absence being made either to the President or the Secretary, may have such absence used as grounds for dismissal from the Board. Any member of the board of directors may be removed by the Board of Directors when, in its judgment, such removal shall have been made for the benefit of the club.

4.12 Vacancies

A vacancy on the board of directors because of the death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired portion of the term by vote of the Board of Directors.

Chapter 5- Board of Directors Meetings

5.01 Regular Meetings

The Board of Directors shall meet prior to general meetings during the months of September through April and as determined necessary by the president during the months of May through September. The number of meetings of the board of directors may be decreased or increased by board decision.

5.02 Board Transition Meeting

A joint meeting of former Board members and newly elected Board members shall be held at a time and place determined by the incumbent board following the annual meeting at which new board members were elected.

5.03 Annual Audit

An audit of the Treasurer's club finances and record books shall be held within 30 days following the annual meeting. It shall be conducted by a committee of three Board members. The results of the audit will be reported at the board transition meeting or immediately to the new and departing club presidents if irregularities or concerns are identified by the audit committee.

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5.04 Change of Meeting

No change of any previously announced or scheduled board or directors meeting may be made unless all members are notified at least three (3) days in advance of such change.

5.05 Quorum

A majority of the Board of Directors shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board. If board action is being taken without a meeting through voting of board members by written or electronic means, a quorum shall be no less than the entire board of directors.

5.06 Conduct of Meetings

The President shall call all board meetings and determine their time and place. If the President is not present, the president elect shall call the meeting. If the president and president elect are not present, any other officer of the Board of Directors shall act as chair of the meeting. The secretary of the Red Eye Ski & Snowboard Club, Ltd. shall act as secretary of the Board Meetings, and in the absence of the secretary the chair may appoint any member of the Board to act as secretary.

Chapter 6- Amendment of Articles of Incorporation and By-Laws

6.01 Procedure

These by-laws may be amended by two-thirds (2/3) vote of quorum of the membership, provided that a committee appointed for the purpose shall have reported on the proposed amendment at least 14 days preceding the meeting at which such vote is taken.