

RED EYE SKI CLUB, LTD

Red Eye Ski Club, Ltd.

By-Laws

September 2011

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Article I Offices and Purpose

By-Law 1.01 Principal and Business Offices

The principal and business office of the Red Eye Ski Club, Ltd, shall be that as listed in the Articles of Incorporation, under Article 13 or same, check article 13 state website for Articles of Incorporation or as the Board of Directors of this corporation may designate.

By-Law 1.02 Registered Office

The registered office of this corporation shall be the same as that listed above.

By-Law 1.03 Purpose

The purpose of the Red Eye Ski Club, Ltd., shall be to promote skiing, good sportsmanship and all facets of outdoor recreation.

By-Law 1.04 Fiscal Year

The fiscal year of this corporation shall be from May 1 to April 30.

Article II Meetings and Ski Trips

By-Law 2.01 Annual Meeting

The annual meeting of the Red Eye Ski Club, Ltd., shall be held in April on a date, time and place as determined by the Board of Directors. The notice of this annual meeting shall be given to the members at least 30 days prior to the annual meeting in a manner designed to assure that all members receive notice as practical.

By-Law 2.02 General Meeting

The general meetings shall be held during the months of September through April monthly on a date and time and at a place designated by the Board of Directors.

By-Law 2.03 Board of Directors Meetings

The Board of Directors shall meet at least once a month prior to the general meeting and monthly during the months of May through September.

By-Law 2.04 Special Meetings and Ski Trips

Special meetings and ski trips may be called by the president or the Board of Directors.

By-Law 2.05 Place of Meetings and Ski Trips

The Board of Directors may designate the place of all meetings and ski trips.

By-Law 2.06 Notice of Meetings and Ski Trips

Notice of all meetings and ski trips shall be given in a manner designed to assure that all members receive notice as practical, stating the place, day and hour of the meeting or trip. Special meetings or trips may be called, provided all members in good standing are noticed within two days prior.

By-Law 2.07 Quorum

Fifteen per cent of the members, in good standing and having the right to vote, shall constitute a quorum.

By-Law 2.09 Rules Governing Meetings

“Roberts Rules of Order” shall govern the proceedings of all meetings.

Article III Board of Directors

By-Law 3.01 General Powers and Numbers

The business and affairs of the corporation shall be managed by its Board of Directors.

By-Law 3.02 Tenure and Qualification

Any member in good standing may be nominated for a position as a member of the Board of Directors. Elections shall take place at the annual meeting. One person shall be elected to the Board of Directors during odd years and one person shall be elected to the Board of Directors during even years. These members shall serve terms of two years. The other members of the Board of Directors shall consist of the officers. No members of the Board of Directors should hold a Board position for more than two consecutive terms. No person should hold a position as a member of the Board of Directors and officer for more than three consecutive years. Special talents matching the needs of the club, willingness to serve and membership voting will dictate the length of service on the Board of Directors.

By-Law 3.03 Board Transition Meetings

A joint meeting of the former Board members and newly elected Board members shall be held the first month following the annual meeting.

By-Law 3.04 Special Meetings

Special meetings of the Board of Directors may be called at the request of the President, President-elect, Secretary, or by any three members of the Directors.

By-Law 3.05 Change of Meeting

No change of any meeting may be made unless all members are notified at least three (3) days in advance of such a change.

By-Law 3.06 Quorum

A majority of the Board of Directors present at any meeting shall constitute a quorum.

By-Law 3.07 Conduct of Meetings

The President shall call all board meetings and determine their time and place and in the President's absence, any other member of the Board of Directors shall act as chair of the meeting. The secretary of the Red Eye Ski 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. The secretary or acting secretary shall keep minutes of the meeting and give a report of the minutes at the general meeting and annual meeting if requested.

By-Law 3.08 Vacancies

Any vacancy occurring within the Board of Directors may be filled until the next annual meeting. The President shall have the power to appoint a member to fill any vacancy.

By-Law 3.09 Salaries

No member of the Board of Directors shall receive a salary as compensation for serving as a director.

By-Law 3.10 Absence

Any director of the corporation who misses more than 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.

Article IV Officers

By-Law 4.01 Number

The officers of the Red Eye Ski Club shall consist of President, President-Elect, Secretary , Treasurer and Trips Coordinator.

By-Law 4.02 Election and Term of Office

Any member in good standing may be nominated for a position as an officer. The Board of Directors and officers shall be a nominating committee. This committee shall nominate at least two eligible persons for each office and present the names of the nominated persons to the members at the monthly meeting immediately prior to the annual meeting but not later than twenty days prior to the annual meeting.

Nominations from the floor at the annual meeting will be permitted. Voting shall be by written ballot. The person receiving the largest number of votes shall be elected to the office position. Ideally the elected officers shall hold their position for a one year term. An officer may hold an officer position longer based on special talents matching the needs of the club, willingness to serve and membership voting will dictate the length of service as an officer. The only exception is the President shall not hold the term of President for two consecutive years. Elections of officers shall be held prior to the election of remaining Board of Directors. No person shall be elected to the Board of Directors and an officer position simultaneously.

By-Law 4.03 Removal

An officer may be removed by the Board of Directors when, in its judgment, such removal shall have been made for the benefit of the corporation. Any officer subject to removal may, prior to his or her removal, request a hearing before the full Board of Directors.

By-Law 4.04 Vacancies

A vacancy in any principal office because of the death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

By-Law 4.05 President

The President shall be the principal executive officer of this corporation, and shall preside at general and special meetings. The President shall assume all duties as defined by “Roberts Rules of Order” except as otherwise restricted by the Board of Directors.

By-Law 4.06 President-Elect

The President-Elect shall serve as such during the year in which is 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.

By-Law 4.07 Secretary

The Secretary shall:

- a) Keep the minutes of all meetings.
 - 1. Minutes of the Board meetings will be distributed to each Board member.
 - 2. Copies of the Board meetings and general meetings will be available for the general membership at each general meeting.
- b) See that all notices are sent as requested by the President or acting President.
- c) Shall be the custodian of all corporate records.
- d) In general perform all duties consistent with those of a secretary.
- e) Read all minutes of previous meetings, if requested.

By-Law 4.08 The Treasurer

The Treasurer shall:

- a) Have charge and custody of all funds of the corporation.
- b) Receive and give receipts of all money due and payable to the corporation.
- c) Make all disbursements as required.
- d) Make deposits to the accounts of the corporation.
- e) Perform all duties consistent with those of a treasurer.

- f) Provide a treasurer's report of the financial status of the corporation at Board meetings, general meetings and special meetings.
- g) Be required to give a full accounting of all treasury records at the annual meeting.
- h) Be prepared for an audit of all treasury records whenever required by the Board of Directors.
- i) Compile and maintain an accurate record of all paid members.
- j) Prepare for final audit by the joint meeting of old Board and newly elected Board.

Serve as the Principal office and Registered office by maintaining current name and address with the Wisconsin Board of Finance during tenure.

By-Law 4.09 The Trips Coordinator

The Trips Coordinator shall:

- a) Make trip recommendations and assist with the forming of the club's annual trip schedule.
- b) Coordinate and execute the annual motor coach contracts.
- c) Provide the Trip Leaders with guidance and administrative direction.
- d) Coordinate club representation for Travel Shows and Familiarization Trips.
- e) Communicate club trip activities with the Midwest Ski Council (MSC).

By-Law 4.10 Salaries

No officer shall receive any salary as compensation for serving as an officer of this corporation.

Article V Contracts, Loans, Checks and Deposits

By-Law 5.01 Contracts

No officer or member of the Board of Directors, may act as an agent of this corporation, for the purpose of entering into any contract, without the written consent of at least a quorum of the Board of Directors.

By-Law 5.02 Loans

No indebtedness for borrowed money shall be contracted on behalf of this corporation, and no evidence of such indebtedness shall be issued in its name without written consent of a quorum of the Board of Directors.

By-Law 5.03 Checks and Drafts

All checks and drafts may be drawn or issued in the name of this corporation by the Treasurer.

By-Law 5.04 Audit

An audit of the Treasurer's books shall be held within 30 days following the annual meeting. It shall be conducted by a committee of three Board members.

Article VI Memberships and Dues

By-Law 6.01 Full Membership

Any person having reached the age of 21 years, regardless of race, color, creed, national origin, or sex, upon payment of dues, shall become a member in good standing and shall have full privileges as an acting member. Full privileges shall include but not be limited to voting for positions as officers and members of the Board of Directors.

By-Law 6.02 Honorary Members

Any person, who upon the approval of a majority of the Board of Directors, may become an honorary member. No honorary member shall have the right to vote in any function of this corporation.

By-Law 6.03 Dues

The annual dues of the Red Eye Ski Club shall be determined by the Board of Directors annually with the approval of a majority of members present at the annual meeting.

By-Law 6.04 Delinquent Dues

Any membership dues not paid within ninety (90) days of expiration shall be considered as delinquent and shall prohibit such member from taking part in all functions of this corporation.

Article VII Amendments

By-Law 7.01

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 the general meeting immediately preceding the meeting at which such vote is taken.

Article VIII Code of Conduct

By-Law 8.01

All members representing the Red Eye Ski Club shall treat other people with respect and courtesy, not engage in public display of rude behavior or drunkenness, and conduct themselves at all times in a manner of behavior that requires no apology. Those considered negligent of this Code of Conduct may be prohibited from continuing to be a member by action of the Board. Any illegal activity will not be tolerated.