

**Red Eye Ski & Snowboard Club, Ltd.**  
**By-Laws, Spring 2026**  
Final (4/23/2026)

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**Chapter 1 Principal Office and Registered 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 Principal Office and Registered Agent of the club. Typically the club Treasurer assumes these roles. The club Treasurer is normally identified as the Registered Agent and the Treasurer's mailing address is used as the Principal Office. If needed, the Board may identify someone other than the Treasurer as the Registered Agent and/or identify a different mailing address for the Principal Office of the club. Whoever is identified as the Registered Agent, and the location of the Principal Office, 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 18, 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.

Non-members may attend regular and annual club meetings unless the meeting is deemed closed to non-members by the Board of Directors.

Minors (under age 18) attending a club function must be accompanied by a club member such as a parent or guardian. The trip leader and Board have discretion in determining if a trip or event is appropriate for participation by minors.

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### **2.03 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

### **2.04 Code of Conduct**

Everyone participating in club sponsored activities shall treat all people with respect and courtesy and conduct themselves 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 if two-thirds of all Board members vote to expel. Non-members 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.

Members participating in ski/snow board trips are expected to:

- a. Be able to manage their luggage, equipment and travel activities independently without requiring assistance from others.
- b. Independently and reasonably navigate any events such as weather complications, travel changes and other unexpected events that alter plans.
- c. Use good judgement regarding the safety of themselves and others; have reasonable expectations of their own physical and mental limitations.

## **Chapter 3- Member Meetings and Voting**

### **3.01 Rules Governing General Membership Meetings**

The Board sets dates and times for all general membership meetings. The President shall conduct meetings in an orderly fashion.

### **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 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 May on a date, time and 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. If a general meeting is used to gain member approval of any subject by voting, members must be informed at least 14 days prior to the meeting. Members must be present to vote unless the Board 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 Club, Ltd. shall be held on a date, time and location determined by the Board of Directors Typically the annual meeting is held in April or May. 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 that 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 ballot is sent to every member entitled to vote on the matter. Ballot can be sent via U.S. Postal mail, email and other forms of electronic means. Approval by 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 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 or three members at large. The five officers are the President, President-Elect, Secretary, Treasurer, and Trip Coordinator. One member-at-large will serve as a Membership Coordinator. Other members-at-large may serve as the I.T. Coordinator (website upkeep, member email notification system, etc.), Publicity Coordinator, Social Media coordinator or other duties as needed.

### **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.

The Board of Directors must pre-approve any trip contracts or other financial contracts of the club. 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.

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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.

### **4.03 Salaries**

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

- Board members may receive a small gift of appreciation at the end of the year.
- Board members' membership dues are waived the year following their Board tenure.

### **4.04 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. Nominations from the floor at the annual meeting will be permitted. Voting shall be by written ballot or 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.

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. Members-at-Large serve a two-year term and may be elected or appointed at the Board's discretion.

### **4.05 President**

The President shall preside at all meetings. The President is responsible for planning and convening Board meetings including the yearly transition and planning meeting.

### **4.06 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 by the President.

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### **4.07 Secretary**

The Secretary shall:

1. Keep the minutes of all meetings.
2. Distribute minutes of the board meetings to each Board member.
3. Provide copies of the minutes of board meetings to the general membership upon request.
4. See that all notices are sent to members as requested by the Board.
5. Be the custodian of all corporate records.
6. Perform all duties consistent with those of a secretary.
7. If requested, read minutes of previous meetings.

### **4.08 Treasurer**

The Treasurer shall:

1. Have charge and custody of all funds of the club.
2. Allow disbursements as directed and approved by Board action.
3. Make deposits to the club's financial accounts.
4. Perform all duties consistent with those of a Treasurer.
5. Provide a Treasurer's report of the financial status of the club at Board meetings and special meetings.
6. Provide a report on the club's financial activity for the year, along with the club's financial status, at the annual meeting.
7. Be prepared for an audit of Treasurer's records whenever required by the Board Of Directors.
8. File the Wisconsin Department of Financial Institutions (WDFI) online Form 5 Annual Report for Nonstock Corporation or Limited Liability Company (LLC) each year (due December 31st). In addition, Form 5 must be filed whenever the Registered Agent or Principal Office are changed. The WDFI emails an annual notice of filing requirement to the Registered Agent. Filing Form 5 includes payment of a fee to WDFI.
9. Report the club's Registered Agent and Principal Business office to the Wisconsin Board of Finance at least annually and more often as necessary by action of the Board Of Directors.

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### **4.09 Trip Coordinator**

The Trip Coordinator shall:

1. Make trip recommendations and assist with forming the club's annual trip schedule.
2. Coordinate and execute contracts facilitating club sponsored functions as approved by action of the Board.
3. Provide trip leaders with guidance and administrative direction.
4. Coordinate club representation for travel shows and resort familiarization trips.
5. Communicate club trip activities with the Midwest Ski Council (MSC).

### **4.10 Removal**

Any member of the Board of Directors who miss 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 is made for the benefit of the club.

### **4.11 Vacancies**

A vacancy on the Board Of Directors (due to 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 regularly 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.

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### **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. This transitional meeting is usually held in August (after the annual meeting elections and before the start of the new winter season).

### **5.03 Annual Audit**

An audit of the Treasurer's club finances and record books shall be held within 60 days following the annual meeting. It shall be conducted by a committee of two to three Board members appointed by the board. The results of the audit will be reported at the Board transition meeting. If irregularities or concerns are identified by the audit committee, these concerns will be reported immediately to the new and departing club Presidents.

### **5.04 Change of Meeting**

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

### **5.05 Quorum**

A majority of the Board of Directors 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 Board Meetings**

The President shall call all Board meetings and determine their time and place. If the President is absent, the President-Elect shall call the meeting. If the President and President-Elect are absent, 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.

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**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.

**APPENDIX A: Recommended General Membership meeting dates**

*(subject to board discretion)*

- October-Yearly kick off meeting/social
- December-Holiday social
- February-Mid-season dinner/social (formerly known as Valentine's dinner)
- April-End of year banquet

**APPENDIX B: Recommended Board meeting dates**

*(subject to President's discretion)*

- April/May-Western trip planning (at Trip Coordinator's discretion)
- August-Yearly planning meeting/Board transition of duties/Treasury audit
- As needed, meet one month before each social (Sept, Nov, Jan, March)
- March-End of year banquet planning

*Approved 4/23/2026 @ annual banquet/business meeting*