

Huntsville Ski Club, Incorporated

Constitution and Bylaws

Revised and approved by the HSC general membership on 21 April 2021

ARTICLE I NAME

The name of this corporation shall be Huntsville Ski Club, Incorporated.

ARTICLE II OBJECTIVES

The objectives for which, and for any of which, the corporation is formed are:

1. To encourage and promote the sport of Alpine skiing, to arrange and administer events; to encourage safe and sportsmanlike conduct by skiers; to provide opportunity for the exchange of ideas and information related to the sport.
2. The corporation shall be for non-pecuniary purposes exclusively, and it shall not issue any form of shares of stock.
3. To enter into, make and perform contracts of every kind and nature incidental to the carrying out of the purposes herein stated without limitation as to the amount, with any person, firm or association or corporation, town, city, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.
4. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated, or necessary for or incidental to the protection and benefit of the corporation, and in general, to carry on any lawful business or incidental to the attainment of the objects of the corporation.
5. To borrow money and to give as security for such loans, mortgages and other encumbrances upon it property, real, personal and mixed.
6. To buy, sell, mortgage, lease, rent, own and hold real estate and/or personal property for the use and benefit of the corporation.

**ARTICLE III
PRINCIPAL OFFICE**

The location of the corporation's principal place of business shall be Huntsville, Alabama.

**ARTICLE IV
RESTRICTIONS**

The corporation shall have no right to engage in and it will not encourage the business of selling, or keeping for sale, or otherwise disposing of any liquors, liquids or beverages that are prohibited by the laws of Alabama to be manufactured, sold or otherwise disposed of in this State, and shall not permit its members to keep or store any such prohibited liquors or beverages at or near the premises of the corporation for use by or consumption by its members or other, or for distribution or division among its members or guests, and that said corporation will not maintain any unlawful drinking place or any liquor nuisance contrary to the laws of Alabama, and that if it does so, it is understood that its charter and rights as a corporation will be forfeited.

This corporation shall not permit any game to be played for wager, or any gambling, or the presence of any gambling device on or about the premises, or at the club room of the corporation, and that if it does any of these things, it agrees that its charter and rights as a corporation will be forfeited. The limitations herein contained shall not be construed so as to prohibit authority to sell tickets for door prizes, the playing of cards, dominoes, chess, pool, billiards, or any other amusement where nothing is wagered on such game.

**ARTICLE V
MANAGEMENT AND CONTROL**

The management and control of said corporation are hereby vested in its Board of Directors who are authorized to do and perform all acts, incidental to the management of said corporation and who shall meet at least once a year in March of each year and as often thereafter as may be necessary, such special meetings to be called as herein provided. The members of said corporation do hereby authorize and empower the president to manage and be the chief executive officer of this corporation and further authorize the president to delegate such duties as he may deem necessary.

For the purpose of managing club financial matters, the fiscal year is defined as from April 1 of one calendar year to March 31 of the following calendar year.

**ARTICLE VI
DURATION**

This paragraph intentionally deleted

ARTICLE VII POWERS

This paragraph intentionally deleted

ARTICLE VIII OFFICERS and DIRECTORS

The Board of Directors shall consist of four Officers and eight Directors. The officers shall consist of a President, Vice-president, Secretary and Treasurer. The eight Directors shall be for the following functions: Publicity, Membership, Special Events, Ski Trips, Social, Newsletter, Training, and Historian. These Directors shall be elected at large. The Historian shall be the immediate past President, unless circumstances dictate otherwise. The President shall preside over the Board of Directors. Each Officer and Director will have equal voting rights, but the President shall abstain from voting except to break a tie.

ARTICLE IX MEMBERSHIP AND DUES

Club membership is open to skiers and to others interested in furthering the purpose of the club.

Classes of membership:

1. Club Member: Any person who completes and submits the required application form for membership, who pays the required membership dues, and has not been suspended or expelled.
2. Family Member: Will include one or two adults and any of their dependent children who are 22 or younger who live in the same household, or who are full time students.
3. Honorary Member: A dues exempt membership that the Board of Directors grants to any person or family unit for the year in which it is granted. It will normally be granted because of outstanding benefits that the honorary member has bestowed on the Club.
4. Non-Resident Members: Any person or family unit living more than 50 miles from Huntsville is entitled to membership by paying one-half of the normal dues.
5. Lifetime Member: A dues free membership for life for members who have rendered exemplary service to the Club.
6. Youth Member: Any person 21 or under years of age can obtain Club membership by paying one-half of the normal dues.

Dues and fees:

Annual dues for single members and for family members shall remain the same as the previous

year unless they are adjusted at the beginning of the membership year (September 1 through August 31 of the following year) by the Board of Directors as necessary to the conduct of club business. Notice of a change in dues shall be given to the membership at least one month prior to the beginning of the membership year. Annual dues paid by members after May 1 of any year shall apply through the succeeding full membership year.

Suspension and expulsion from membership:

1. Membership shall automatically lapse for nonpayment of dues 90 days after commencement of the membership year for which they are payable. A member whose membership has "lapsed" will be discontinued from receiving HSC electronic mail and newsletters.

2. Any member may be suspended at any time without advance notice for infraction of any club rule or for any other cause by the entire Board of Directors if the directors shall deem such suspension to be in the best interests of the Club. The Board of Directors shall immediately notify a member so suspended, in writing, of the suspension and of their right to a hearing (ref. Section 60 of Robert's Rules of Order, (revised 1981) before the Board of Directors. A copy of the club's bylaws will be sent with the suspension letter. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors. The Board of Directors may thereafter continue for a definite term or terminate the suspension, or expel the member, and its decision shall be final.

**ARTICLE X
MEETINGS OF MEMBERS**

Annual Official Meeting:

The annual meeting of the club shall be held in March of each year for presenting reports of incumbent officers, committees, boards, for the election of new officers, and such other business as may lawfully come before the meeting.

Special Meetings:

Special meetings may be called at any time by the Board of Directors on its own motion, and must be called by the Board of Directors on petition of ten percent of the members of the club.

Notice of Meetings:

A notice of each annual and special meeting stating the place, hour, date, and purpose thereof shall be sent to every member no less than seven and not more than twenty-one days before such meeting.

Quorum:

All official meetings shall require a quorum of a minimum of ten percent of the club members, participating in person or via electronic means such as Zoom. Approval of official club decisions shall require a majority vote of that quorum, except for Amendments to the Constitution and Bylaws document, which shall require both a quorum as well as a minimum of 2/3rds of those voting.

Voting:

Individual members, family members eighteen years of age or older as well as honorary members shall be eligible to vote. No proxies shall be allowed. Electronic voting or signed absentee ballots from a member-in-good-standing may be presented to the Secretary or the Chairperson of the Nominating Committee prior to voting. These ballots will be voted by the Secretary or the Chairperson of the Nomination Committee when appropriate.

Electronic Voting:

In cases of national emergency, Acts of God, or urgent matters, electronic voting may be used by the Board of Directors for Annual Elections, Constitutional and Bylaws updates, and all other business matters.

**ARTICLE XI
ELECTION AND DUTIES OF OFFICERS AND DIRECTORS**

The president shall preside at all meetings of the members and the Board of Directors and shall perform the duties usually pertaining to the office of the president to the extent that such duties shall not have been delegated by the Board of Directors to another officer or person, committee, or board. In the case of the president's resignation or inability to act, the vice-president shall succeed to the presidency and a successor for the vice-president shall be elected as provided in paragraph below. The president shall prepare an operating budget through the end of the fiscal year, and shall submit such budget, as approved by the Board of Directors, to the membership no later than 90 days after the start of the fiscal year.

The vice-president shall be responsible for programs, shall arrange for meeting facilities, shall keep an inventory of club equipment, and when or if the president is unavailable, shall carry out the functions of the president.

The secretary shall attend all meetings of the members and the Board of Directors, and shall record minutes thereof. Minutes of the meetings shall be furnished to directors, and to other members as requested. In the event the secretary is not present at a meeting another person shall be appointed to record minutes.

The treasurer is responsible for maintaining the financial records of the club in accordance with common accounting practice. After the election of a new board of directors, the new or ongoing treasurer will have the books audited by an independent accountant. The treasurer shall supervise the receipt, custody, control and expenditure of all assets and liabilities of the club, shall file tax forms, and shall give bond at club expense. The treasurer shall submit to the membership written financial reports showing the club's financial standing as of March 31 and September 30, and at any other time deemed necessary by the president.

Eligibility for Office: In order to be eligible for office, a member must be in good standing at the time of election.

Nominations and Elections:

1. Elections shall take place at the annual meeting. A nominating committee of three to five members shall be appointed by the Board of Directors at least sixty (60) days prior to the annual meeting. It shall be the duty of this committee to seek out interested candidates for each office. Upon appointment by the Board of Directors, this committee shall become autonomous and its report not subject to review or approval by the sitting board. The nominating committee shall report directly to the membership at the meeting preceding the annual meeting. Nominations from the floor may also be made at the meeting preceding the annual meeting. Notice of those nominated for office shall be sent to all members. In addition, nominations may be made from the floor during the annual meeting providing the nominee is present.

2. Officers and Directors shall be elected by majority vote.

3. Officers and directors shall serve from April 1 of the year of their election through March 31 of the following year.

In the event that the vice-president, secretary, treasurer, or a director is unable to serve in the case of death, resignation or inability to act, a successor shall be elected by the remaining officers and directors. The elections shall be made subject to the approval of the club membership at the next general membership meeting.

**ARTICLE XII
PERSONAL LIABILITY**

All persons or corporations extending credit to, contracting with, or having any claim against the club or the Board of Directors shall look only to the funds and property of the club for the payment of any debt, damages, judgement, or decree, or any other money that may otherwise become due and payable to them from the club or the Board of Directors, so that neither members of the club, nor the Board of Directors, present or future, shall be personally liable therefore.

**ARTICLE XIII
EMBLEM**

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**ARTICLE XIV
AMENDMENTS**

Amendment of the Constitution and Bylaws document shall require a quorum as well as 2/3rds of those voting, provided the proposed amendment has been advertised in the club newsletter and has been read at two club meetings. The proposed amendment, the author(s), and the meeting date on which it will be presented and voted on will be included in the newsletter

advertisement. Any amendment to the original amendment has to be relevant to the original amendment (ref. Section 10 of Robert's Rules of Order, revised 1981). The author(s) may withdraw the amendment at any time if it has not been amended or accepted by the membership. The result of any Constitution and Bylaws amendment vote (pass or fail) will be published in the next newsletter.

ARTICLE XV MEETINGS OF THE BOARD OF DIRECTORS

Meetings: The Board of Directors shall meet as called by the club president or by request of three board members to the club president. Notice of meetings shall be given to all officers and directors at least three days prior to the meeting. Meetings may be held in person or by electronic means.

Quorum: At all meetings of the Board of Directors, a quorum shall be fifty percent of the members of the Board.

Voting: No proxies shall be allowed, and all questions shall be decided by ordinary vote of those officers and directors present and voting.

ARTICLE XVI PARLIAMENTARY AUTHORITY

The provisions of Roberts Rules of order (Revised 1981) shall govern the membership and board meetings in all cases in which they are applicable and in which they are not inconsistent with the by-laws or special rules of this organization.

ARTICLE XVII POLICIES AND PROCEDURES

The Board of Directors shall develop and maintain published trip policies and procedures, and other policies and procedures as required for the operation of the club. Creating or modifying published club policies and procedures shall require 2/3 favorable vote by the complete board of directors. Making exceptions to published club policies and procedures shall require a 2/3 favorable vote by the directors present at a duly held meeting.