

# **BYLAWS OF STOWE NORDIC OUTING CLUB, INC.**

## **ARTICLE 1: Name**

The name of the organization shall be Stowe Nordic Outing Club, Inc. (“SNOC”).

## **ARTICLE 2: Purpose**

Stowe Nordic Outing Club, Inc.’s Mission Statement: SNOC is a membership based organization whose purpose shall be to promote the passion and pursuit of a lifetime winter sport through the pursuit of excellence in the sport of Nordic skiing: by encouraging education, fitness, competition, technique improvement, recreation, social camaraderie, health and wellness, youth programs, and an appreciation of the outdoors and nature; and to provide events support and act as ambassadors for Stowe, VT in the greater Nordic skiing community. All programs and activities provided by SNOC shall be available to the general public, including all related educational, charitable, and civic opportunities. Participation in some of these programs and activities may require membership in SNOC, which is available to anyone (see Article 3)

## **ARTICLE 3: Membership**

Section 1: Any person may become a member of SNOC by filling out the membership application and paying the membership fee for the current year.

## **ARTICLE 4: Meetings**

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, phone or e-mail, not less than three days before the meeting.

Section 4: Quorum. At least one tenth of the membership, in person or in proxy, shall constitute a quorum.

## **ARTICLE 5: Board of Directors and Officers.**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the directors and committees. The Board shall have up to ten and not fewer than five

members. The Board shall appoint an Executive Committee to exercise the authority of the Board. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least twice yearly at an agreed upon time and place.

Section 3: Board Elections. Election of new directors and officers or election of current directors and officers to additional terms will occur as the first item of business at the annual meeting of the corporation. *Directors and officers will be elected by a majority vote of the members attending the annual meeting.*

Section 4: Terms. All Board members shall serve three year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least 50 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have notice by mail, phone, or e-mail at least one week in advance.

Section 7. Officers and Duties. There shall be four officers of SNOC, consisting of a President, Vice President, Secretary and Treasurer.

Officers are on the Board of Directors . Officers shall server one year terms, but are eligible for re-election.

Their duties are as follows:

The President shall convene all SNOC membership and Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President, Secretary and Treasurer.

The Vice President will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of SNOC membership and Board actions, including overseeing the taking of minutes at all SNOC membership and Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to members and Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each SNOC membership and Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to SNOC members and Board members .

**Section 8.** Resignation, Removal, or Vacancy. Service on the Board of Directors shall be subject to the following terms and conditions governing resignation, removal, or vacancy:

(a) Resignation. A director may resign at any time upon delivery of a written resignation to the President or Secretary of the Club. Such resignation shall be effective upon receipt unless specified to be effective as of some other date.

(b) Removal. At any duly convened meeting of the members, any one or more of the directors may be removed for any reason by the affirmative vote of two-thirds of the votes cast by the members present in person or represented by proxy at such meeting, and a successor may then and there be elected to fill the vacancy thus created for the balance of the unexpired term appertaining to such vacancy.

(c) Vacancy. Any vacancy in the Board of Directors shall be filled by vote of a majority of the remaining directors present in person or represented by proxy at the annual meeting of the directors or at a special meeting of the directors called for that purpose, though less than a quorum thereof may exist at the time of such vote. Any director so elected by the Board of Directors shall hold office for the balance of the unexpired term appertaining to such vacancy.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by mail, phone, or e-mail at least 3 days in advance by the Secretary to each Board member.

#### ARTICLE 6: Committees

Section 1: The Board may create committees as needed, such as Bill Koch League, Junior, Coaching, Volunteers, etc. The Board Chair appoints all committee chairs.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and an annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1 – June 30. Annual reports are required to be submitted to the Board showing income, expenditures and pending

income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

#### ARTICLE 7 Meetings of SNOC Members.

Section 1. Annual Meeting. The annual meeting of the members shall be held on \_\_\_\_\_ of each year, or on such other date as the Board of Directors may designate. The purpose of the annual meeting of members shall be to elect the Board of Directors and Officers and to transact such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by a majority of the directors, and must be called by the President upon receipt of a written request signed by members representing at least ten percent (10%) of the votes in SNOC. Business transacted at any such special meeting shall be limited to those matters stated in the notice of such meeting.

Section 3. Place of Meetings. All meetings of SNOC shall be held at the office of SNOC or at such other suitable place within the State of Vermont convenient to the members as may be designated by the Board of Directors.

Section 4. Notice of Meetings. Written notice of the annual meeting and any special meetings of SNOC shall be delivered personally to each member, by mail sent to the member's address as listed in SNOC's records, by fax transmission to the member's fax number as listed in SNOC's records, or by e-mail transmission to the member's e-mail address as listed in SNOC's records not less than ten nor more than fifty days before the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited with postage prepaid in the United States mail so addressed not less than three business days prior to the commencement of the aforesaid notice period. The notice shall state the day, hour, place, and purposes of the meeting.

Section 5. Waiver of Notice. Whenever notice of any meeting is required to be given to any member under these Bylaws or as otherwise required by law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time of the meeting, shall be equivalent to and in substitution for the giving of such notice. Notice of a meeting need not be given to any member who shall attend such meeting in person.

Section 6. Quorum and Voting Requirements. At all meetings of the members, ten percent (10%) of the total number of members shall constitute a quorum. All matters properly before any such meeting shall be decided by the affirmative vote of a majority of the votes cast by members present at such meeting or represented by proxy, unless otherwise required by law.

Section 7. Conduct of Meetings. The President shall preside over all meetings of SNOG, and the Secretary shall keep the minutes of the meeting to record all business transacted at such meeting. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of SNOG.

Section 8. Adjournment. If any meeting of SNOG cannot be duly convened for lack of a quorum, the meeting may be adjourned by the members representing a majority of the votes present at such meeting, in person or by proxy, until a quorum is present for convening the meeting.

#### ARTICLE 8: Amendments

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

#### ARTICLE 9: Dissolution or Sale of Assets

A two-thirds vote of the membership shall be required to dissolve the corporation. After dissolution, any assets remaining after payment of debts and liabilities shall be paid over to a charitable organization. No part of the assets shall inure to the benefit of or be paid or distributed to a director, officer, member, employee or donor of the organization.

These Bylaws were approved at a meeting of the Board of Directors of SNOG on

\_\_\_\_\_, 2009.