

**Bylaws  
of  
SUN CITIES SKI CLUB  
(An Arizona not-for-profit corporation)**

These Bylaws of the Sun City Ski Club supersede and replace all prior bylaws and revisions as adopted by Membership vote on November 7, 2013.

**ARTICLE I  
NAME**

The name of this non-profit corporation shall be Sun Cities Ski Club (hereinafter referred to as the "Ski Club").

**ARTICLE II  
PURPOSE**

The purpose of the Ski Club is to plan and coordinate ski trips and other social activities related to skiing on behalf of the membership including monthly (November through April) dinner and business meetings. The Ski Club is organized to promote friendship and sportsmanship to the public in conjunction with snow skiing.

**ARTICLE III  
MEMBERSHIP**

**Section 1:** Although Ski Club membership was initially comprised of residents of Sun City, Sun City West, and Sun City Grand, residents from other communities in Arizona, and even other states and countries, are encouraged to join and participate. Because of the location of our Membership Meetings and the scope of activities, our members are primarily senior citizens 50 years of age and older. Nevertheless, membership in the Ski Club shall be open to all individuals, regardless of race, creed, or color, who meet the requirements set forth in these Bylaws. Applications for membership shall be approved by the Membership Committee in accordance with the provisions set forth in these Bylaws. In considering applications for membership, no person shall be discriminated against for any reason whatsoever.

**Section 2: Membership** All members, regardless of classification, shall conduct themselves in accordance with the Bylaws, Policies and Procedures (as identified below) and the best interests of the Ski Club .

A. **Active Membership:** Active Membership shall be available to any individual who has reached the age of twenty-one (21) years. Active Members shall be able to vote and participate in the management of the Ski Club as provided in Article V, Section 2, Paragraph A.

B. **Junior Membership:** Junior Membership shall be defined as anyone who has not yet reached the age of twenty-one (21) years by May 1<sup>st</sup> of each ski year. A Junior Member shall

not pay dues, but must be accompanied on ski trips by an Active Member; have a Hold Harmless Agreement on file, signed by a parent or legal guardian; and shall not hold office, vote, or participate in the management of the Ski Club. When a Junior Member attains the age of 21, the individual shall be obligated to pay the Ski Club the annual dues as an Active Member, complete a new Hold Harmless Agreement and comply with all other policies and requirements of an Active Member.

### **Section 3: Application**

A. Application for Active and Junior Membership shall be submitted for approval to the Membership Committee upon the applicant meeting the requirements as set forth by the Bylaws.

B. All applicants for Active Membership shall pay the current membership dues and sign the Ski Club's "Release of Liability and Hold Harmless Agreement" (also referred to as a "Hold Harmless Agreement") prior to becoming a member. Junior Members will have a Hold Harmless Agreement on file as provided in Section 2. B.

C. Membership may be closed by Board action any time it deems it necessary.

D. Membership may be revoked by Board action for any member who does not guide or conduct himself/herself in accordance with the Ski Club Bylaws, Policies and the best interests of the Ski Club.

E. The Board of Directors, with the approval of two-thirds (2/3) of the Board Members present, has the right to make exception to the above rules of membership.

**Section 4: Dues** Annual membership dues shall be due and payable as of May 1 of each year for the twelve (12) month period beginning on that date. The membership year is from May 1 through April 30. New members joining after January 1 will be considered paid through April 30 of the following year. The amount of the membership dues shall be recommended by the Board of Directors and approved by a majority of the membership present at the meeting when the subject is on the agenda. Dues are not refundable and shall be used for operating the Ski Club.

## **ARTICLE IV MEETINGS**

**Section 1:** Regular Membership Meetings of the Ski Club shall be held monthly during the months of November through April. At least 30 days advance notice of all Membership Meetings will be publicized in Ski Club media and announcements. Special meetings may be held, when deemed necessary, with the approval of a quorum of the Board of Directors.

**Section 2:** Board of Directors meetings shall be held monthly during the months of November through April of each ski year. Special meetings may be held when deemed necessary by a quorum of the Board of Directors. At least three (3) days advance notice shall be given to the Directors of all Board meetings. Attendees at the Board meetings shall consist of the elected Directors and Officers responsible for the conduct of the business and activities of the membership. The

immediate past President may attend Board meetings at the discretion of the present Directors, but shall have no voting privileges. The Trip Vendor and Trip Captain may attend Board meetings at the discretion of the Board, but shall have no voting privileges.

**Section 3:** The governing rules for the Ski Club are as provided for in the Articles of Incorporation, Bylaws and the policies and procedures (“Policies and Procedures”) adopted by the Board of Directors. The Board may from time to time adopt and amend the Policies and Procedures, for the operation of the Ski Club, by a simple majority of the Board. The Policies and Procedures will be recorded and maintained in a Policies and Procedures manual. References to Policies and Procedures herein are a reference to the “Policies and Procedures Manual.”

**Section 4:** Committees shall have meetings, if necessary, called by the Chairperson of said committee or by the President.

**Section 5:** Any member entitled to vote at a meeting may vote by proxy, provided a quorum is otherwise present. All proxies shall be in writing and shall be signed by the member issuing the proxy.

## **ARTICLE V OFFICERS**

**Section 1:** The elected Officers of the Ski Club shall be the President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, and the Dinner Coordinator. Each of these Officers shall also be members of the Board of Directors. Since the same individuals serve as Directors and as Officers, a reference to “Directors” shall also mean a reference to “Officers,” and a reference to “Officers” shall also mean a reference to “Directors.”

### **Section 2: Elections**

A. Qualifications of Candidates: Candidates for office shall be Active Members.

B. Qualifications of Voters: Eligibility for voting is limited to Active Members as defined in Article III, Section 2 of the Bylaws.

C. Election of Officers: The Nominating Committee chairperson will automatically be the Vice President of the Ski Club, who will select from two to four other Ski Club members to serve on the committee during the month of December prior to the next election. At the March Board meeting, the Chairperson will present the proposed slate of Officers to the Board Members for their approval. If approved, the Nominating Committee Chairperson will present the slate to the membership at the March Membership Meeting for a vote. All elections shall be held by a show of hands. See the section of the Policies and Procedures pertaining to “Elections/Nominating Committee” for details.

### **Section 3: Term of Office**

A. Directors and Officers shall serve a term of one (1) year with no limit on the number of terms served. It is encouraged that each Director and Officer be willing to serve at least two one-

year terms in office. Each Director will be entitled to one (1) vote on matters to be decided by the Directors of the Ski Club. Term of office shall be May 1 through April 30, to coincide with the ski year. Exchange of materials and authority between old and new Directors shall occur when there is a change in Directors.

B. Vacancies: In the event of a vacancy of an elected Officer, for any reason between elections, the President will appoint a new Officer for the same office and duties, with the approval of the remaining Board Members.

C. Recall of Directors: Voting Members shall have the right to recall any elected Director upon petition of 25% of the voting membership, and a majority vote in a special election. The Director in question will have a reasonable period of time to answer charges at a Board of Directors meeting.

**Section 4: Duties** In addition to the following, all Officers shall refer to the Policies and Procedures for their specific written Job Descriptions:

A. **President** – It shall be the duty of the President to:

1. Be the official head and public spokesperson of the Ski Club.
2. Preside at all meetings (Board of Directors and Membership).
3. Be responsible for all resolutions being put into effect.
4. Appoint committee Chairpersons with majority approval of elected Board Members.
5. Provide an agenda for Board and Membership Meetings.
6. Be responsible for the overall operation of the Ski Club and of the committees.
7. Supervise the Membership Chairperson and Membership Committee.
8. Follow the latest revised President Job Description as set forth in the Policies and Procedures.

B. **Vice President** – It shall be the duty of the Vice President to:

1. Assist the President in the discharge of the above-stated duties.
2. In the absence of the President, shall perform the duties of that office.
3. Be the custodian of the current Ski Club Bylaws, Policy and Procedures and current Board Job Descriptions.

4. Be responsible for and/or appoint custodianship of the Ski Club property per approval of a quorum of the Board of Directors.
5. Act as the Chairperson of the Nominating Committee.
6. Follow the latest revised Vice President Job Description as set forth in the Policies and Procedures.

**C. Treasurer** – It shall be the duty of the Treasurer to:

1. Be responsible for all Ski Club financial matters.
2. Keep a correct and itemized account of all receipts and disbursements.
3. Deposit all monies in bank accounts established by the Ski Club in a timely manner.
4. Only disburse funds with the approval of the Board of Directors. Withdrawals from the Ski Club account in excess of \$300 shall be made only with joint signatures of two (2) of the elected Board Members; provided, however, that checks to authorized Trip Providers (i.e. Sun Trac Adventure tours) and approved ski trip refunds to members may be made with only the signature of the Treasurer and without prior approval by the Board.
5. Make proper vouchers for all disbursements.
6. Render to the Board of Directors at the monthly Board meeting an account of all transactions performed by his/her office and of the financial condition of the Ski Club.
7. Present a complete financial statement to the Board of Directors at the end of his/her term of office. Such financial statements shall be available for annual audit.
8. Require receipts and invoices for all Ski Club expenditures.
9. Responsible for insuring that trip invoices are sent out each October.
10. Annually file Federal and Arizona state non-profit tax forms, respectively by May 15<sup>th</sup> and May 18<sup>th</sup>.
11. Follow the requirements of Article VIII.
12. Follow the latest revised Treasurer Job Description as set forth in the Policies and Procedures.

**D. Recording Secretary** – It shall be the duty of the Recording Secretary to:

1. Keep the minutes of each Board and Membership Meeting.
2. Prepare correspondence pertaining to the Ski Club, as necessary.
3. Be responsible for the safekeeping of such records.
4. Provide copies of the minutes of the Board of Directors and Membership Meetings for Board approval.
5. Provide copies of approved minutes of the Board of Directors meeting at the Membership Meeting, if requested.
6. Follow the latest revised Recording Secretary Job Description as set forth in the Policies and Procedures.

**E. Corresponding Secretary** – It shall be the duty of the Corresponding Secretary to:

1. Create a monthly newsletter October through April and mail it out (either by USPS or electronically).
2. Keep the Ski Club database up to date.
3. Provide membership lists to Board Members, when requested.
4. Mail preprinted Trip Applications by USPS in a sealed envelope in March for membership renewals and ski trip choices.
5. Manage and supervise the activities of the Chairperson of the Publicity Committee.
6. Follow the latest revised Corresponding Secretary Job Description as set forth in the Policies and Procedures.

**F. Dinner Coordinator** – It shall be the duty of the Dinner Coordinator to:

1. Arrange and coordinate the Monthly membership dinner meetings, November through April.
2. Arrange for volunteers to purchase, prepare, and serve snacks and wine, and purchase and set up flowers for the tables, and store the vases for the year.
3. Communicate with and direct the Dinner Reservation Recorder's activities and needs.
4. Communicate with the caterer to establish the dinner dates, dinner costs, the number of dinners to be prepared, and determine menus for the ski year.

5. Follow the latest revised Dinner Coordinator Job Description as set forth in the Policies and Procedures.

## **ARTICLE VI**

### **BOARD OF DIRECTORS AND STANDING COMMITTEE CHAIRPERSONS**

**Section 1:** The **Board of Directors** shall consist of the six (6) elected Officers. All Officers shall be Directors and Members of the Board of Directors.

A. The Board of Directors can from time to time create and establish permanent or temporary committees by a vote of the majority of the Board.

B. Each member of the Board of Directors shall have one (1) equal vote, and ability to make and second motions. Chairpersons will not attend Board Meetings without special invitation by the President or the Vice President. Chairpersons will have no vote at Board Meetings. They will present their issue first, and then leave the meeting before other business is discussed by the Board.

C. Each member of the Board of Directors shall present a summary report of their current respective activities at each Board of Directors meeting.

D. The President shall not make motions, and shall vote only in the event of a tie.

**Section 2: Quorum** Two thirds (2/3) of the Board of Directors constitutes a quorum, and a majority of those present must approve to pass a motion.

#### **Section 3: Power of the Board of Directors**

A. Board of Directors shall perform in accordance with the Bylaws and the Policies and Procedures of the Ski Club.

B. Subject to the provisions of the Articles of Incorporation, Bylaws and the Policies and Procedures, the Board of Directors has full power and complete authority to perform all acts and to transact all business on behalf of the Ski Club.

**Section 4: The Standing Committee Chairpersons** shall include five (5) appointed members:

1. Chairperson for the Dinner Reservations Recorder Committee
2. Chairperson for the Publicity Committee
3. Chairperson for the Membership Committee
4. Chairperson for the Host Program Committee
5. Chairperson for the Promotion and Communication Committee

## **ARTICLE VII COMMITTEES**

**Section 1: Nominating Committee:** The Nominating Committee Chairperson will automatically be the Vice President of the Ski Club, who will select from two to four other Ski Club members to serve on the committee the December prior to election. At the March Board meeting, the Chairperson will present the proposed slate of officers to the Board of Directors for their approval. If approved, the Nominating Committee Chairperson presents the slate to the membership at the March Membership Meeting for a vote. All elections shall be held by a show of hands. See the section of the Policies and Procedures pertaining to “Elections/Nominating Committee” for details. Persons nominated must have agreed in advance to serve in the position, if elected. The Nominating Committee shall hold no vote within the Board of Directors.

**Section 2: Standing Committees:** The Standing Committees of the Ski Club shall be five (5) in number. (All committees shall refer to the Policy and Procedures for specific details.)

**A. Dinner Reservations Recorder** – It shall be the responsibility of the Dinner Reservations Recorder to:

1. Establish an accurate list of names and the exact number of dinner reservations received to report to the Board of Directors by 8:00 a.m. the Monday preceding the monthly dinner.
2. Additional duties of this committee are contained in the Dinner Reservations Recorder Job Description as set forth in the Policies and Procedures.

**B. Publicity Committee** – It shall be the duty of the Publicity Committee Chairperson to:

1. Promote the activities of the Ski Club to prospective members through articles and photographs in newspapers and other available media.
2. Additional duties of this committee are contained in the Publicity Chairperson Job Description as set forth in the Policy and Procedures.

**C. Membership Committee** – It shall be the duty of the Membership Committee Chairperson to:

1. Send welcoming information to prospective members by email or USPS, and notify the entire Board with a blind copy (“BCC”).
2. Process applications for membership to completion.
3. Send welcome letter, via email or USPS, to all new Active and Junior Members, with a BCC to all Board Members and appropriate Committee Chairpersons, as stated in the Job Description, when the application process is completed for a new member.



4. Collect and maintain an up-to-date file of Hold Harmless Agreements.
5. Maintain an updated listing of members and their contact information, including telephone number, email address and mailing address as provided by the members; send a copy to the Corresponding Secretary every month.
6. Follow the latest revised Membership Committee Chairperson Job Description as set forth in the Policies and Procedures.

**D. Host Program Committee** – It shall be the duty of the Host Program Chairperson to:

1. Assign current members to act as Hosts for first-time dinner meeting attendees (new members or guests) so that they will feel comfortable, welcome, and informed.
2. Chairperson will work under the direction of the President and Membership Chairperson.
3. Additional duties of this committee are contained in the Host Program Chairperson Job Description as set forth in the Policy and Procedures.

**E. Promotion and Communication Committee** – It shall be the duty of the Promotion and Communication Chairperson to:

1. Promote the activities of the Ski Club by reserving and organizing informational tables in Sun City, Sun City West, Sun City Grand, and any other area promotional events as needed, and requesting Ski Club volunteers to work at the tables.
2. Notify Ski Club membership of last minute available trip cancellations and appropriate news flashes via email as needed.

## **ARTICLE VIII FINANCIAL OPERATION**

### **Section 1: Financial Expenditure Procedures**

A. No expenditure shall be made of Ski Club funds unless authorized by a majority vote of the Board of Directors, provided, however, that expenses of less than \$300 may be approved by the President subject to subsequent reporting of the expenditure to the Board of Directors.

B. Two signatures are needed for checks written over \$300.00 (excluding Trip Vendors, e.g., Sun Trac Adventures and approved ski trip refund checks).

C. All Ski Club trips and activities must be approved by the Board of Directors. Proposed events must include a financial estimate of Ski Club expenditures prior to approval.

D. Ski trips will be planned, managed, and performed by independent trip vendor (“Trip Vendor”). Each Trip Vendor will be selected and approved by the Board of Directors. The selected Trip Vendor will make all arrangements and operate and be solely responsible for all trips it offers. The Trip Vendor will provide and maintain a general liability policy naming the Ski Club and its Directors and Officers as “additional named insureds.

E. The Ski Club may assist the Trip Vendor by collecting funds for trip payments, dinners and lift tickets from members and then paying the Trip Vendor from funds that have been collected.

F. No expenditure shall be made of Ski Club funds to the Board of Directors or Chairpersons as compensation for the performance of duties.

## **Section 2: Financial Reports**

A. The Treasurer shall submit a detailed financial report at each Board of Directors meeting, to include, but not to be limited to: income and expense by Committees and events, outstanding deposits, committed funds, uncommitted funds, and total funds on deposit.

B. The Treasurer will submit a general statement of the financial condition of the Ski Club to the membership at each monthly dinner meeting. A detailed financial statement will be made available to members after a written request is received.

## **Section 3: Funds**

A. All funds collected from individuals for payment for Ski Club funded or sponsored activities shall be turned over directly to the Ski Club Treasurer in a timely manner.

B. No disbursements of Ski Club Funds shall be made without submitting a request for payment with either valid written receipts or invoices to support the request.

## **Section 4: Fiscal Year/Budget**

A. The fiscal year of the Ski Club shall be from May 1 through April 30. At the request of the Treasurer, the fiscal year may be changed by the Board of Directors.

B. At the discretion of the Board, a budget for the fiscal year may be developed and approved by the Board of Directors for the purpose of managing Ski Club funds. If a budget is developed and approved, it may be reviewed and revised by the Board at any time.

C. Sufficient funds to cover deposits, refunds, projected expenses, etc. shall be passed on from one administration to the next.

D. The format and details of the budget, if any, shall be as outlined as may be set forth in the Policies and Procedures.

E. Copies of the proposed and approved budget, if any, shall be available to Ski Club members upon written request.

## **ARTICLE IX SKI CLUB RESPONSIBILITY**

The Ski Club shall not be liable to any member, guest, or invitee or to the relative or friend of any member guest, or invitee, for injury or loss of life, or loss or damage to real or personal property as a result of any meeting or activity sponsored by the Ski Club.

## **ARTICLE X PARLIAMENTARY PROCEDURE**

In the absence of any provision in these Bylaws to the contrary, all meetings of the Ski Club and the Board of Directors shall be governed by the parliamentary rules contained in the current edition of Robert's Rules of Order; provided, however, that in no circumstances should the rules be used to intimidate Directors, Officers or members or limit reasonable participation.

## **ARTICLE XI AMENDMENTS**

**Section 1:** These Bylaws may be amended in whole or in part by a two-thirds (2/3) majority vote of Active Members present at a General Meeting following any pro and con discussions.

**Section 2:** Amendments may be proposed to the membership by:

- A. A simple majority vote of the Board of Directors, or
- B. A petition bearing the signatures of a minimum of twenty-five (25) Active Members.

**Section 3:** A copy of the proposed amendment(s) must be submitted by mail (either USPS or electronically) to all Voting Members, at least thirty (30) days prior to the published date for voting.

## **ARTICLE XII POLICY AND PROCEDURES MANUAL**

A. The Board of Directors shall maintain the Ski Club's Policies and Procedures in a Policies and Procedures Manual as identified in Article IV Section 3 above. The manual will include, but not be limited to, the job descriptions of the Directors, Officers and Committee Chairpersons. A copy of the manual will be provided to Ski Club members upon request.

B. The Board shall notify Ski Club members, in a timely manner, of any material changes in the Policies and Procedures, as necessary and appropriate.

**ARTICLE XIII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Ski Club shall indemnify each member of the Board of Directors and each Officer of the Ski Club at any time in office, whether prior or subsequent to the adoption of these Bylaws, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Board Member or Officer of the Ski Club against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believes to be in or not opposed to the best interests of the Ski Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Ski Club; and with respect to any criminal action or proceeding, shall not have had reasonable cause to believe that his or her conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification of any such Board Member or Officer or other person acting for or in the interests of the Ski Club, to which such Board Member, Officer or other person may be entitled by law or by virtue of any document or agreement, or which may be legally provided or afforded by or under any action by the members and/or Board Members or this Ski Club. All rights of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of the person involved.

The Board of Directors may purchase a Directors and Officers Liability Insurance Policy to provide coverage to the Directors and Officers.

**ARTICLE XIV  
DISSOLUTION**

In the event of the dissolution of the Ski Club, the dissolution and the disposition of its assets shall be conducted as provided for in the Articles of Incorporation.