

DALLAS SKI CLUB

BYLAWS FEBRUARY 2009

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DALLAS SKI CLUB

BYLAWS

ARTICLE I - PREAMBLE

These Bylaws in conjunction with the state Charter and Standing Rules shall govern the affairs of the Dallas Ski Club (DSC), a Texas Corporation organized under the Texas Corporation Act. The Bylaws deal with the more permanent and general governing structure while the Standing Rules reflect the more specific and operational motions passed by the Dallas Ski Club Board (DSCB) majority to deal with day-to-day circumstances.

No written document can anticipate all possible situations. Therefore, the DSCB which is charged with the responsibility of enforcing the Bylaws/Standing Rules shall look to the overall intent, purpose, meaning, and focus of them and enforce them accordingly rather than look for a way to circumvent them.

Amendments to these Bylaws shall be by two-thirds (8) vote of the Board, subject to approval by a majority vote of those members in attendance at the General Membership Meeting. Proposed amendments shall be delivered by e-mail to each address of record at least seven days in advance of the above general membership meeting with copies of the proposed amendments available at the annual meeting prior to voting. Administrative amendments i.e. spelling, poor phraseology, etc. require just two-thirds vote of the DSCB.

Amendments to the Standing Rules require a majority vote (6) of the DSCB.

Governance of the DSC is solely the responsibility of the Board. Non-adherence to the above governing documentation is grounds for a General Membership Recall Election with the potential to replace the Board. Any members obtaining over 100 member signatures may call for a General Membership meeting by submitting their request to the Publication VP for publication in the *Powder Hound* two months preceding the requested meeting. Publication VP will verify the signatures with the Membership VP.

ARTICLE II - GENERAL

SECTION 1 NAME/INCORPORATION

The name of the organization shall be the Dallas Ski Club (DSC), also referred to as the "Club." The Club shall be incorporated under the laws of the state of Texas as a non-profit corporation.

SECTION 2 LOCATION

The official location of the Dallas Ski Club is our Post Office Box (Standing Rules - Section 18), Dallas, Texas.

SECTION 3 MISSION

The mission of the Dallas Ski Club is to foster interest in skiing for those living in Dallas and the surrounding communities through the development of ski trips and other social activities and to promote camaraderie and friendship among its members.

SECTION 4 SPOKESPERSON

The President is the spokesperson for the Club.

SECTION 5 DISSOLUTION

In the event of dissolution of the Dallas Ski Club, all the assets will be distributed exclusively to the United States Olympic Ski Team. No member shall be entitled to share in the dissolution of the Dallas Ski Club assets.

ARTICLE III - MEMBERSHIP

SECTION 1 QUALIFICATIONS

- A. A new member is someone who has not previously held membership or has held membership but not renewed.
- B. A new member or a member renewing must satisfy the following requirements:
 - Be at least 18 years of age
 - Satisfied all other obligations to the Club
 - Submitted a completed membership application with appropriate dues
- C. The membership year in the Club shall be from July 1 through June 30.
- D. There are no limitations on the number of memberships.
- E. Members who have not renewed by July 31 will be notified by letter. If they have not renewed by August 31, their membership will be voided.
- F. Family/Joint Memberships may be dissolved by the receipt of a written request by either of the members and an additional \$20 payment. Single membership is then granted to both parties.

SECTION 2 TYPES

- A. Single membership enjoys all the privileges and advantages the Club has to offer and receives all mailings.
- B. Family/Joint membership is limited to two individuals at the same address and all children under 18. They enjoy all the privileges and advantages the Club has to offer and will receive one copy of all mailings.
- C. Non-resident (over 100 miles from Dallas County) applicants receive a 50% discount.
- D. Charter membership enjoys all the privileges and advantages the Club has to offer and receives all requested mailings. Charter membership is conferred (Standing Rules - Section 3) and membership is free.

- E. Honorary membership enjoys all the privileges and advantages the Club has to offer, and receives all requested mailings. Membership is free. Honorary membership is conferred (Standing Rules - Section 3).

Single memberships count as one and family/joint memberships count as two units.

SECTION 3 DUES

- A. The dues structure will be as specified in the Standing Rules - Section 1.
- B. Everyone will pay dues unless exempted as specified in the Standing Rules - Section 3.

SECTION 4 REVOCATIONS

- A. Membership may be revoked by two-thirds (8) votes of the Board providing the member has been notified in print of the reason(s) for such action and has been provided an opportunity to be heard by the Board.
- B. A member whose membership has been revoked may renew provided they receive a one-time approval from the Board by two-thirds (8) vote.

SECTION 5 GUESTS

- A. Guests are encouraged to attend and meet the membership at our monthly get-togethers.
- B. Guests may accompany a member as his/her guest at all DSC functions other than trips (ski or summer).
- C. DSC membership is required to participate in any DSC trip. See Standing Rules - Section 8 – Reciprocal Agreements for TSC trips

ARTICLE IV - BOARD MAKEUP

SECTION 1 GENERAL

- A. The DSC Board is solely responsible for the daily operation of the Dallas Ski Club. The Board members serve a one-year term. The election and start of service are as specified in the DSC Generic Calendar, Standing Rules - Section 2.
- B. All proposed Club members to fill Board positions shall have been a Club member in good standing for a minimum of two (2) years prior to the date of the start of their term of office. Those filling the positions of President, President-Elect, and Trips VP should be skiers and have participated in a DSC ski trip(s) in the past three years.
- C. The DSC Board shall consist of eleven members as follows:

| | | |
|----------|-----------------|-----------|
| Officers | President | Treasurer |
| | President-Elect | Secretary |
| | Past President | |

| | | |
|----------------|----------------|---------------|
| Functional VPs | Activity VP | Happy Hour VP |
| | Marketing VP | Membership VP |
| | Publication VP | Trip VP |

- D. The duties associated with each board position are specified in the Standing Rules - Attachment D
- E. Each Vice President is encouraged to name an assistant to serve in a back-up roll when they are unavailable or to act as a temporary replacement if they move, etc. Appointment of the assistant must be cleared with the President. Assistants attend Board meetings at the discretion of their Vice President. They may participate in the discussions; however, they cannot vote.
- F. The Board members receive compensation as specified in the DSC Recognition Policy Standing Rules - Section 9 and Attachment B.
- G. Each Board member should submit, at the last Board meeting, a written report summarizing recommendations, etc.

SECTION 2 MEETINGS

- A. The Board must conduct eleven monthly meetings.
- B. A Board member is automatically suspended if they incur more than three absences. If they desire, they may appeal the suspension at the following Board meeting. If their appeal is rejected, their service is terminated.
- C. The Board meeting time and place will be announced by the President. The documented announcement must be sent to the Board members seven days prior to the meeting. The President will provide a written agenda for each Board meeting.
- D. A valid Board meeting requires a quorum, that is six members in attendance. A motion requires a majority, that is six members vote affirmative. A two-thirds vote requires eight members vote affirmative.

SECTION 3 PRIORITIES OF BOARD MEMBERS

Over the years, a **DUAL MEMBERSHIP** has developed between members of the DSC and Lone Star Ski clubs. Dual Memberships are not discouraged as this promotes a healthy bonding between the two organizations. However, when a DSC member holding a Dual Membership is elected to the DSC Board, all priorities of that member towards attending/supporting club trips and social activities must be given to the DSC for the duration of his/her term on the DSC Board.

- A. In the event of a trip, particularly TSC ski trips, in which the DSC and the LSS clubs are both participants at the same time and at the same resort, if the DSC Board member with Dual Membership desires to participate they should give loyalty to the DSC trip if at all possible.
- B. In the event the DSC has a social activity at the same time as the LSS club, if the DSC Board member with Dual Membership desires to participate they should support the DSC activity.
- C. All DSC Board members should and are encouraged to be in attendance at the club's various planned social activities during their tenure on the Board, especially the

club's three major events—the September Kick-Off event, the December Holiday event, and the April Changing of the Guard event.

ARTICLE V - BOARD NOMINATION

SECTION 1 COMMITTEE MAKEUP

Chairperson President - Elect
Members President
 (2) Former Presidents
 (4) At-large members selected by chairperson with Board approval.

SECTION 2 TIMELINE

- A. The chairperson must solicit the membership (via *Powder Hound*) approximately one month prior to the development of the slate.
- B. The nomination process requires two to three committee meetings.
- C. The Nominating Committee must have a Board-approved slate ready for publication in the *Powder Hound* or posted to the Website (www.Dallasskiclub.org) prior to the General Meeting Election (Standing Rules - Attachment A).

SECTION 3 NOMINATION PROCESS

After formation of the Nominating Committee, there is a five-step Nomination Process.

- A. At the initial meeting of the committee to discuss the process and hand out the duties (Standing Rules - Attachment D) and desired characteristics for each Board position. The committee is asked to identify and list those Dallas Ski Club members having the potential to serve as Dallas Ski Club Board members. This list should include those names submitted in response to the solicitation in the *Powder Hound*. All proposed Club members to fill Board positions shall have been a Club member in good standing for a minimum of two (2) years prior to the date of the start of their term of office. Those filling the positions of President, President-Elect, and Trips VP should be skiers and have participated in a DSC ski trip(s) in the past three years.
- B. At the second meeting, the committee members present their lists. After discussion, the chairperson integrates the list. This list of potential Board members forms a segment of our program to develop club leadership. Steps A and B may be accomplished in one meeting if time is short.
- C. At the third meeting, the committee identifies five candidates from the above list for each Board position. This identification should be based on the description of the duties and desired characteristics for each Board position provided in the handout.
- D. The Chairperson forms a desired slate by position from the candidate list with support from the committee. The Chairperson verifies the candidates' willingness to serve on this slate. The chairperson then presents (in writing) the recommended slate to the Board for approval.

- E. The approved slate of candidates and the Nominating Committee should be presented at the DSC General Meeting.

ARTICLE VI - BOARD ELECTION

SECTION 1 ELECTION

- A. The election of the Board members will occur at the annual General Membership Meeting on the date specified in the Club Generic Calendar (Standing Rules - Attachment A). Minutes will be taken by the club Secretary.
- B. The President chairs the General Membership meeting. The Nominating Committee chairperson presents the committee's slate of Board candidates.
- C. The Chairperson will then accept nominations from the floor. These nominations must be seconded and approved (show of hands) by the majority of those present. Each single and family/joint member may vote. Persons under 18 are not permitted to vote. The election will be by a show of hands.
- D. All candidates will have the opportunity to speak for two minutes after being introduced.
- E. There will be a vote (show of hands) between the slate candidate(s) and the floor-nominated candidate(s) for the position contested.
- F. This vote(s) will be followed by a vote for the remaining slate.
- G. The new Board will take office on the date specified in the club Generic Calendar (Standing Rules - Attachment (A)).

ARTICLE VII - FINANCIAL

SECTION 1 GENERAL

- A. The DSC will function on a budgetary basis, i.e. the allocation of a budget and tracking of expenses against the budget. The President in conjunction with the Treasurer will update the budget prior to taking office.
- B. Maintaining the financial health of the DSC is the responsibility of the Board, that is the Board must require the frequency and type of financial reporting from the Treasurer to permit them to ensure the Club's financial health.
- C. The Board through the Treasurer will ensure financial compliance with all State and Federal laws pertaining to taxes, audits, non-profit corporation requirements, etc.
- D. The Board through the Treasurer will ensure all DSC deposits are invested to balance maximum interest versus need for liquidity. Only insured accounts will be utilized.
- E. Out-of-pocket expenses incurred by a member on behalf of the Club and pre-approved by the Board will be reimbursed to that member.
- F. All payments for club-sponsored events will be made out to the DSC and submitted to the event leaders. Any non-monetary offerings intended for the club will be registered/valuated by the Treasurer and they will be disbursed by the Board.
- G. The fiscal year of the corporation shall be from May 1 through April 30.

SECTION 2 REPORTS AND AUDITS

- A. A financial report will be published yearly in the *Powder Hound* as specified by the Generic Calendar (Standing Rules - Attachment A).
- B. Any member, at anytime may request a summary financial report. If a member has a specific concern, they may request a report dealing with their concern.
- C. Financial reports against the budget will be submitted to the Board at their monthly meeting. Special reports will be submitted at the request of the Board.
- D. The incoming President will form an Audit Committee to verify the outgoing Treasurer has completed all the required financial records and that there is an understanding of the final DSC Financial Summary Report. This process must be completed prior to the incoming Board taking office.
- E. All checks drawn on the DSC accounts in a sum greater than \$500 must have the signature of two Board members authorized to sign. All checks drawn on the DSC accounts in a sum of \$500 or less must have the signature of one Board member authorized to sign. The Board designates those members of the Board who are authorized to sign check drawn on the DSC accounts.

SECTION 3 DISBURSEMENTS

- A. No assets (monetary, gifts, property) of the DSC shall be used for the individual benefit of a member.
- B. All compensation to DSC members will be restricted to that documented in the DSC Recognition Policy (Standing Rules - Section 9 and Attachment B). This policy is published on the DSC website yearly in the *Powder Hound* as specified by the Generic Calendar (Standing Rules - Attachment A).
- C. All club property will be logged on the Club Inventory Sheets and its disbursement for use will be as designated by the President with approval by the Board. The property allocation should be accomplished within the first two months after taking office.

ARTICLE VIII - ACTIVITIES

SECTION 1 GENERAL

- A. The premier skiing activity of the Club is to develop, promote, and conduct skiing trips.
- B. The heart of the DSC skiing program is the club trip to Aspen. This trip features the club racing program with the associated Award Banquet, personal trophies, and club traveling trophy announcements. Club racing is as specified in the DSC Racing Manual which is a part of the Standing Rules - Section 5 and Attachment E.
- C. The premier social activity is the Changing of the Guard formal (black tie optional) dinner/dance. This activity honors the departing administration and welcomes the incoming administration. The activity also recognizes members' achievement in both skiing and service activities.
- D. The COG should be held in the first two weeks of April.

- E. The COG is the responsibility of the outgoing President & Activity VP.

SECTION 2 PHILOSOPHY

- A. Where possible activity ticket prices will approximate costs. In those cases where there is financial risk, ticket costs will include an additional margin for insurance.
- B. In the case of our primary activities, the Club may subsidize the ticket price.

SECTION 3 ELIGIBILITY

- A. Only members in good standing may participate in DSC trips (ski and summer).
- B. Trip leaders are responsible to ensure their participants are members in good standing.

SECTION 4 ACTIVITY PROGRAM

- A. Any member may suggest and/or lead an activity. To suggest or lead an event (non-trip activity), contact the Activity VP.
- B. To suggest or lead a trip, contact the Trip VP. To lead a trip, the member must have attended Trip Leader Training.

ARTICLE IX - COMMUNICATION

SECTION I – GENERAL

As with most clubs, the DSC will gradually transition from printed matter to e-mail as its primary communication medium between the Club and its members. E-mail enables shorter lead-times and at a greatly reduced cost.

SECTION 2 – PERIODICALS

- A. DSC will periodically publish the Club *Powder Hound* throughout the year as indicated in the Generic Calendar (Attachment A – Standing Rules). This publication will also be presented on the DSC Website. Starting May of 2009 the *Powder Hound* will only be published via e-mail.
- B. DSC will publish a Communication Card through the year as indicated in the Generic Calendar (Standing Rules – Attachment A). This card lists the current and upcoming activities.

SECTION 3 – DSC DIRECTORY

- A. DSC will publish a yearly Club Directory to be mailed on the date indicated in the Generic Calendar (Standing Rules – Attachment A).
- B. The Club Directory will basically follow the format approved by the Board of Directors. It should include only the current Board.

SECTION 4 – CLUB WEBSITE

- A. DSC will maintain a Club Website to provide an interface with the Community and its members.
- B. As a Website available to the Community, it will promote the Club and skiing in general.
- C. With respect to the members, the Website provides duplicate electronic presentations of most Club printed communiques. It also provides the Board a source of instant communication with the members for last-minute appeals, changes, etc.
- D. The WebMaster supports and is appointed by the Publication VP.

ARTICLE X - MISCELLANEOUS

SECTION 1 EMPLOYED SUPPORT - CLUB ADMINISTRATOR

- A. DSC will employ a part-time Club Administrator with experience/knowledge of computers and bookkeeping. The Club Administrator should not hold a full-time position elsewhere, and preferably should be a retiree.
- B. The President is responsible for establishing detailed task requirements, developing a contract with a yearly salary cap, hiring (Board approval), and supervising the Club Administrator throughout the year. At the end of the year, the President must generate a written report to include recommended contractual changes and a recommendation to re-employ or terminate.

SECTION 2 EMPLOYED SUPPORT - TRAVEL CONSULTANT

- A. DSC may employ a Travel Consultant to provide advice during the initial period of developing the club Trip Program. When the Travel Consultant handles a specific trip (i.e. act as a Travel Agent), DSC will not provide any consultation fees.
- B. The President has final authority for the hiring and supervising of the Travel Consultant. The President in conjunction with the Trip VP is responsible for establishing detailed requirements, developing a contract with a yearly salary cap, hiring (Board approval), and supervising the Travel Consultant throughout the year. At the end of the year, the President must generate a written report to include recommended contractual changes and a recommendation to re-employ or terminate.

ARTICLE XI – PRESIDENTS ADVISORY COUNCIL

SECTION 1 – HISTORICAL

In the past each DSC Board has historically had the advice and assistance of the Past Presidents of the Club in order to ensure continuity of leadership and assistance in the understanding of established policies and procedures as detailed in the Club’s “Bylaws and Standing Rules.” However, in the 1992 revision of the Bylaws and Standing Rules the

acknowledgement of such a group as the Past Presidents Advisory Council was omitted. The inclusion of this ARTICLE XI is to reinstate the function of the PRESIDENTS ADVISORY COUNCIL (PAC).

SECTION 2 – GENERAL

- A. The Presidents Advisory Council (PAC) will consist of Past Presidents of the Club whom the Club President and Officers may call upon for advice and/or guidance on issues effecting the health and integrity of the Club’s operation within the guidelines of the Bylaws and Standing Rules.
- B. The PAC will consist of a minimum of five (5) but not more than seven (7) Past Presidents who are active in the Club and have participated in Club activities/trips within the past three (3) years. The Club President and the President Elect will select and notify the Past Presidents to be included in the PAC for his/her term of office prior to the April Board meeting, and will present the names to the Board members at that meeting.
- C. The President may, if desired, direct the Secretary to include the PAC members in the e-mail distribution of the minutes of every Board meeting or of just a particular Board meeting. The President may, if/when deemed necessary, invite members of the PAC (all or a portion) to a particular Board meeting to give advice on a predetermined area of concern to the entire Board or any member of the Board.

ARTICLE XII - PARLIAMENTARY AUTHORITY

SECTION 1 RULES OF ORDER

- A. The Board will operate according to the Simplified Parliamentary Procedure, Revised published by the League of Women Voters. This procedure is Attachment F to the Standing Rules (cannot be changed by the DSCB).
- B. The current edition of Robert's Rules of Order, Revised, shall be the final authority in situations not clearly covered by the fore mentioned Rules.

ARTICLE XIII - ACCEPTANCE OF BYLAWS

SECTION 1 GENERAL

- A. These Bylaws were duly adopted by a unanimous vote of the Board at their monthly meeting on December 4, 2008.
- B. The Board approved Bylaws were adopted by acclamation at the General Membership Meeting on February 3, 2009.

Mitch Womble, President

Karen Kitowski, Corporate Secretary