

CONSTITUTION AND BYLAWS OF THE HOLMDEL SKI CLUB

ARTICLE I - NAME

The name of the organization to which these BYLAWS apply will be officially known as the HOLMDEL SKI CLUB, and henceforth referred to as the "Club".

ARTICLE II - PURPOSE

The purpose of the Club will be to provide a means for its members to join together in skiing and other recreational activities, thereby gaining the benefits of group participation and camaraderie in these activities.

ARTICLE III - ORGANIZATION

Section 1.

- a. Executive Committee. The operation of the Club will be directed by the Executive Committee, hereinafter referred to as the "Executive Committee".
 - (1) The purpose of the Executive Committee is to maintain the day to day general management of the club's affairs and to ensure the proper administration and supervision of the Club in accordance with these Bylaws and the Club's Rules and Regulations.
 - (2) The Executive Committee will consist of four (4) voting Officer positions (President, Vice-President, Treasurer, and Recording Secretary) who are elected bi-annually via a majority vote by members of the current Executive Committee. The President and Recording Secretary are elected in even numbered years, and the Vice-President and Treasurer are elected in odd numbered years. The Executive Committee will also include up to ten voting non-Officer Committee Members, whose individual appointments must be confirmed by a majority vote of the Executive Committee each year. New Committee Members can be added outside of the regular annual election period via a recommendation by a member of the Executive Committee and confirmed via a majority vote of the Executive Committee.

Section 2. Term of Office: New officers will take office on the first day of the month following their election. The term of office will be two years.

ARTICLE IV - MEMBERSHIP

Section 1. The Executive Committee determines when and how a person becomes a member. The minimum requirements are that the person is at least 21 years of age and has attended a Club trip as a guest. Only members and their guests can participate on Club trips. Guests cannot bring along other guests.

Section 2. The club will not discriminate on the basis of race, sex, religion, national origin or age in any of its responsibilities.

Section 3. The Executive Committee has the authority to ban any member or guest from future trips.

ARTICLE V - DISSOLUTION

The term of existence of the Club will be perpetual or until such time as it is dissolved. If the Executive Committee decides to dissolve the club, then any financial assets of the Club will be donated to the National Ski Patrol, a non-profit charity that supports ski safety.

ARTICLE VI - RULES AND REGULATIONS

Rules and Regulations will be adopted and will be composed of membership procedures, finance procedures, operating rules and procedures, club meetings, responsibilities of trip leaders, etc. Rules and Regulations will be adopted by a simple majority vote of the Executive Committee. The Rules and Regulations will ensure that all Club trip members are treated equally from a financial viewpoint; No member shall benefit financially from any Club activity.

ARTICLE VII - CHANGE TO BYLAWS

The Bylaws may be amended by a two-thirds vote of the voting members of the Executive Committee providing that the Executive Committee Members have been notified of the proposed amendment for at least thirty (30) days prior to the meeting at which the proposed amendment is to be considered.

ARTICLE VIII - MEETINGS, QUORUMS, PROXIES, VOTING AND MINUTES

Terminology: The term 'meeting' in these bylaws includes any communication method or combination of methods that engages multiple people in a conversation (e.g., email, audio conference call, video conference, physical gathering, etc) where an individual's

identity can be confirmed with a reasonable level of assurance, as determined by the President or the presiding officer.

Section 1. Annual Meeting: There will be an annual meeting of the Executive Committee during the spring (from April) for the purpose of election of officers and Committee Members to the Executive Committee. Any active member can nominate any other active member, including themselves, to any position.

Section 2. Special Meeting:

- a. A special meeting of the Club will be called by the President of the Club whenever:
 - (1) Requested to the Executive Committee by at least five (5) members of the Club; or
 - (2) Decided upon by a majority of the members of the Executive Committee at any meeting of the Executive Committee.
- b. The members of the Executive Committee will be notified of any special meeting of the Club at least seven (7) days in advance of the date thereof, the notice will specify the place, date, hour, and purpose of the meeting.

Section 3. Executive Committee Meetings:

- a. A regular meeting of the Executive Committee will be held to transact such business as may come before it at least once a quarter.
- b. Special meetings of the Executive Committee can be called by the President of the Club:
 - (1) When the President deems it necessary to do so; or
 - (2) Upon a request from least three (3) members of the Executive Committee.

Section 4. Quorums:

- a. A quorum to conduct business at any Executive Committee meeting of the Club will consist of at least 50% of the Executive Committee members who are eligible to vote.

Section 5. Proxies: A voting member who cannot be present at a regular or special membership meeting may submit their vote via an official HSC-provided absentee ballot to the President or the Vice-President. Only the President or the Vice-President can create an official absentee ballot. Absentee ballots are permitted at meetings of the Executive Committee. Properly completed HSC-provided absentee ballots are considered equivalent to the ballots of Committee Members who attend the meeting. For elections, the content of the distributed ballot has to remain fixed for at least one week before the meeting. There will be no nominations from the floor the day of the elections.

Section 6. Voting:

- a. Executive Committee Members are eligible to vote if they have attended at least 1 of the previous three meetings. Voting eligibility begins after the close of the attended meeting.
- b. A simple majority of the ballots cast, an Executive Committee quorum being present, will be sufficient to elect members to the Executive Committee
- c. For action on any other matter of business requiring a vote by members of the Executive Committee, a vote may be taken in any accepted or conventional fashion as determined by the presiding officer or chairman. A simple majority of the ballots cast, a quorum being present, will be sufficient for any transaction coming under this subsection and to pass on all other matters affecting the affairs of the Club.
- d. Whenever a vote is to be taken by secret ballot, the presiding officer will appoint a committee of at least two (2) members from among the active members present to collect and to tabulate the ballot.

Section 9. Minutes. Minutes will be prepared of all Executive Committee meetings and submitted to the next meeting of that body for approval and file.

ARTICLE IX - DUTIES OF THE EXECUTIVE COMMITTEE

Section 1. The powers, business and property of the Club will be exercised, conducted and controlled by the Executive Committee.

Section 2. The Executive Committee will cause to be kept a complete record of all its acts and proceedings of its meetings, showing in detail the condition of the affairs of the Club.

Section 3. The Executive Committee may assign to any member any duty or office which the Executive Committee deems appropriate and necessary to the conduct of the Club and which is not otherwise expressly provided for in the Bylaws and Rules and Regulations.

Section 4. The Executive Committee may engage salaried personnel from inside and outside the Club membership to perform such service in behalf of the Club as the Executive Committee deems appropriate and necessary.

Section 5. The Executive Committee will have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and to do and perform or cause to be done and performed any and every act which the Club may lawfully do and perform.

ARTICLE X - DUTIES OF OFFICERS

Section 1. President:

- a. The President will be an active member of the Club and will be the Chief Executive of the Club. The President may call any special meeting of the members and/or of the Executive Committee and will have, subject to the advice and review of the Executive Committee, general charge of the business of the Club. The President will preside at all meetings of the membership of the Club and the Executive Committee, and will include duties such as: providing an agenda, calling the meeting to order and announcing the order of business, recognizing members to the floor, putting to vote all motions, and maintaining order and decorum among the members. The President shall be authorized to direct all club business that could otherwise be conducted at a meeting to be conducted by e-mail.
- b. The President will be responsible to the Executive Committee for the operation of the Club. He will recommend for approval to the Executive Committee all operational rules of the Club and will report with recommendations all violations of such rules by any member of the Club.
- c. The President will execute with the Treasurer, in the name of the Club, all financial contracts and instruments, including checks, which have been first approved by the Executive Committee.
- d. Candidates for President should have at least one year of experience on the Executive Committee and either have led or assisted with at least one Club ski trip.

Section 2. Vice-President:

- a. The Vice-President is vested with all the powers and will perform the duties of the President in case of the absence or disability of the President.
- b. The Vice-President will recommend for approval to the Executive Committee all operational rules of the Club and will report with recommendations all violations of such rules by any member of the Club.

Section 3. Treasurer:

- a. The Treasurer will maintain all books, issue and track all checks, balance the checking account, provide a monthly status to the committee including all expenditures, and verify compliance with all finance and tax regulations. The treasurer will prepare a yearly summary each June identifying the trip costs and payments, as well as general expenditures (web hosting, checks, postage, etc). The books will at all times be open to the inspection of the Executive Committee.

Section 4. Recording Secretary:

- a. The Recording Secretary is responsible for the recording and distribution of the minutes from each meeting and sending meeting reminders including the agenda, time and place.

Section 5. Special Officers: Any member of the Club may be nominated by the President and approved by the Executive Committee to serve as a Special Officer. The term of such appointed Officers will lapse at the next annual election. Such Special Officers will include but not be limited to:

- Membership Secretary: Will maintain a database of all members, including their name and current email address.
- Webmaster: Will update the website with the information determined by the committee and maintain/oversee the Club's FTP repository.
- Software Engineer/Server Administrator: Liaison for the hosting of the website and responsible for the renewal of the domain name.

ARTICLE XI - COMMITTEES

Section 1. Standing Committee: The President, with approval of the Executive Committee, may appoint Standing Committees when needed. The members of these committees will be appointed from the active membership of the Club.

Section 2. Special Committees:

- a. The President may appoint such Special Committees for special or seasonal activities as the Executive Committee may approve.

ARTICLE XII - RECALL OF EXECUTIVE COMMITTEE MEMBERS

Section 1. Petition: A recall election of an executive committee member will be called if forty percent (40%) of the voting Executive Committee Members agree on a petition calling for that member's recall. The petition will include the alleged charge and specifications against the member which are reasons for the recall and will be delivered to the President or, if the petition names the President as the officer to be recalled, to the Vice President.

Section 2. Charges: The charges upon which the recall of a Committee Member may be based will be limited to the following: embezzlement of Club money, misuse or abuse of Club property and/or facilities, dereliction of duty or responsibility, egregious behavior, inactivity in Executive Committee proceedings for at least 4 continuous months, failure to uphold or abide by these Bylaws or the Rules and Regulations of the Club.

Section 3. Hearing: A hearing to discuss the recall before the Executive Committee will be called within 1 month after receipt of the petition. The petitioners and the officer named in the petition will each present their case to the Executive Committee present at the meeting. A quorum to conduct the meeting will be fifty-one per cent (51%) of the voting members of the Executive Committee. For the officer to be recalled, at least two-thirds of the ballots cast at the meeting must be cast in favor of the recall.

ARTICLE XIII - VACANCIES ON THE EXECUTIVE COMMITTEE

Section 1. If the office of the President, Vice-President or any of the Committee Members of the Executive Committee becomes vacant for any reason, the Executive Committee will elect a successor who will hold office for the unexpired term or, in cases of multiple Executive Committee vacancies where a quorum cannot be gathered, the majority of the remaining Executive Committee Members will be sufficient for this specific election.

ARTICLE XIV - ADOPTION

Section 1. This Constitution and Bylaws for the Holmdel Ski Club were adopted on August 8, 2018.