

# ALTAIR SKI AND SPORTS CLUB

## BYLAWS

Amended effective 11/1/2019

### ARTICLE I

#### SECTION 1. PURPOSE

The purpose of this corporation (hereafter referred to as Club) is to promote skiing, recreational and social activities. This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes As a 501(c)(7) nonprofit corporation in the State of Oregon.

#### SECTION 2. BUSINESS YEAR

The fiscal year of this Club shall be June 1 to May 31.

#### SECTION 3. AFFILIATIONS

This Club is autonomous and not subject to the bylaws, articles or any other documents or restrictions of any other Club. Members of Altair are also members of Northwest Ski Club Council (NWSCC) and Far West Ski Association (FSWA) and are entitled to the rights and benefits of those organizations,

#### SECTION 4. PARLIAMENTARY PROCEDURE

All questions of parliamentary procedure at any meeting of the membership, the board of directors or at any committee meeting shall be settled according to the latest edition of "Robert's Rules of Order", except where otherwise provided for in the bylaws of the Club or unless otherwise ordered by a majority of those members present at any such meeting.

#### SECTION 5. FISCAL RESPONSIBILITY

- A. The board of directors shall establish and oversee fiscal procedures to ensure that money and property of the Club are preserved, that no expenditures shall be made unless authorized by the board, that all expenditures shall be substantiated by receipt or appropriate written documentation, and to establish appropriate internal and external auditing procedures.
- B. The board members authorized to sign checks for approved expenditures are the president, vice president, treasurer and secretary. Said officers shall present themselves in person with identification and board authorization at the financial institution designated to process Club deposits and expenditures and sign appropriate documents as provided by the financial institution for the purpose of depositing and withdrawing Club funds.
- C. The withdrawal of any funds from any and all accounts belonging to the Club shall require the signature of two (2) authorized signers.
- D. Club property for which the board maintains responsibility includes articles of incorporation, bylaws, minutes, procedures, bank authorizations, insurance policies, supplies, and equipment.
- E. All funds shall be deposited in an insured bank or savings plan under the name of the Club.
- F. INSURANCE. The Club shall maintain Commercial General Liability Insurance coverage and Directors and Officers Liability Insurance coverage.
- G. PAYMENT OF EXPENSES. All expenses of the Club shall be reviewed by the board of directors and a report of the payment of all such expenses shall be presented by the treasurer and entered into the minutes of the board meeting. All expenditures shall be substantiated by receipt or written documentation regardless of amount.

## **ARTICLE II MEMBERSHIP**

### **SECTION 1. QUALIFICATIONS**

Any person of good reputation and character who has reached their twenty-first birthday and who falls into one of the classifications listed in Section 2 below may apply for membership.

### **SECTION 2. CLASSIFICATION**

- A. **ACTIVE MEMBER.** A member shall be termed active when they have paid their dues in full. Active members have the right to vote. It is expected that all members actively participate in at least one Club function each year.
- B. **DROPPED MEMBER.** A member will be termed dropped from active membership when their dues are past due or when they have been expelled from the Club.
- C. **GUEST / NONMEMBER.** A person shall be termed "guest" or "nonmember" if they have not applied for membership, or have allowed their membership to lapse, and are attending an activity of the Club. A guest or nonmember will be expected to follow the same rules and responsibilities as a member. A guest or nonmember may attend up to three (3) General meetings prior to joining the Club; however, they will be expected to pay their dues in full and join the Club if they wish to continue attending general meetings.

### **SECTION 3. APPLICATIONS**

Any eligible person may apply for membership at any regular meeting or by mail, by submitting a written membership application. Applicant's full dues must be paid at the time the application is submitted.

### **SECTION 4. DUES**

- A. **DUES.** Membership dues shall be established by the board of directors.
- B. **PAYMENTS.** Dues are payable by November 1<sup>st</sup> for the upcoming year and will be considered past due after November 1st (the beginning of the new membership year) and membership will be considered as lapsed.
- C. **EARLY PAYMENT DISCOUNT:** Members who renew prior to November 1st may receive a discounted rate as established by the board of directors.
- D. A member who relinquishes their membership will not receive a refund of their membership dues.

### **SECTION 5. RIGHTS AND OBLIGATIONS**

All members shall be:

- A. Entitled to attend all functions.
- B. Entitled to vote at all general and special meetings, but not board meetings.
- C. Required to act responsibly and adhere to the bylaws, policies and procedures of the Club.
- D. Members in good standing are entitled to one (1) vote for the purpose of electing Club officers. They shall be allocated one (1) vote per person for any matters presented before the general membership for consideration.
- E. Entitled to access the Altair Yahoo! Group site, membership roster, and other private communications venues as established by the board.

### **SECTION 6. CODE OF CONDUCT**

- A. The Altair Ski and Sports Club is dedicated to providing an environment free from discrimination where everyone is treated with respect and dignity. The Club does not engage in or endorse discrimination, harassment, or bullying against any person for any reason due to age, ancestry, color, disability or handicap, national origin, race, religion, gender, sexual or affectional orientation, gender identity, genetic information, appearance, political affiliation, marital status,

veteran status, or any other characteristic prohibited by state or local law. In addition, we will not fund or participate in specific events, as a vendor, speaker or in other roles, in which individuals are barred from access to services due to such discrimination.

- B. Members shall treat each other with mutual respect.
- C. Members and guests shall be respectful of all persons speaking at Club meetings and events.
- D. The use of illegal drugs or the abuse of alcohol is prohibited during any Altair event.
- E. Persons disturbing the peace during any meeting and in any manner may be asked to leave and may be expelled from the Club under section 7.
- F. Any member conducting themselves in a manner that impedes the purpose and operation of the Club or to injure the Clubs good name or to hamper it in its work may, upon a complaint being filed, be reprimanded, suspended, or expelled from the Club by a majority of Board members voting at a regular or executive meeting of the Board.
- G. In the interest of the harmony of the Club discussion of controversial subjects should be avoided.

#### **SECTION 7. CENSURE AND/OR EXPULSION**

- A. Any member, who for any act or conduct which by the decision of the board of directors is deemed injurious to the best interest of the Club, may be expelled from office and/or from the Club upon a majority affirmative vote of the board of directors.
- B. Event leaders, hosts, overseers of an event, or a Club member who is witness to such act or conduct should submit a short written note to the board of directors stating the name of the offender, the event and time that it occurred, and a brief description of the behavior or incident that occurred.
- C. The board of directors, at an executive session, will decide the severity of the act or conduct. A written notice describing the act or conduct will then be sent to the offender explaining the board's action and containing either a warning or expulsion from the Club.
- D. A member who has been accused of misconduct will have thirty (30) days after receiving a written notice to submit a letter explaining their version of the complaint, which will be reviewed at the next regular board meeting, in an executive session, for any further action. Notification of such action will be conveyed in writing to the offender.

#### **SECTION 8. MEETINGS**

- A. **GENERAL MEMBERSHIP MEETINGS.** Regular meetings shall be held at least ten (10) times per year on the second Wednesday of each month or as determined by the board of directors. In the event of a conflict with holidays or other situation, the board may change the date of the meeting and will, except for emergency situations, provide at least thirty (30) days advance notice of the change to the membership meeting.
- B. **BOARD OF DIRECTORS MEETINGS.** Board of directors meetings will be held at least once each month on the third Wednesday or as determined by the board of directors. The newly elected officers shall attend the May board meeting to ensure a smooth transition.
- C. **EXECUTIVE SESSIONS.** An executive board session may be requested by any member of the Club with notice given to all board members. As soon as a member of the board becomes aware of a request for an executive session or meeting, they shall immediately notify all board members who will expedite the request and respond back to the member regarding their request.
- D. **SPECIAL MEETINGS.** Special meetings of the membership may be called by the president or majority of the board of directors.
- E. **COMMITTEE MEETINGS.** Committee meetings will be held as deemed necessary by their coordinators.
- F. **QUORUMS.**
  - 1. All active members in attendance at any regular or special membership meeting shall constitute a quorum.

2. Two-thirds (2/3) of the board of directors shall constitute a quorum for a board of directors meeting.
  3. A quorum must be present to conduct any business of the Club.
- G. INSTALLATION OF OFFICERS. The installation of officers will occur at the June general meeting.
- H. ANNUAL MEETING. An annual meeting shall be held at the July general meeting. The immediate past president, or a designee, shall present a financial statement to the membership at that meeting.
- I. MEETING NOTICE. Notice shall be given of the date time and place of each general meeting, annual meeting, or special meeting, to members at least seven (7) days prior to the meeting.

#### **SECTION 9. ALCOHOL POLICY**

- A. The Club will not distribute, sell, serve or furnish alcoholic beverages at any time.
- B. Individual club members are allowed to bring their own alcoholic beverages to events if permitted.
- C. Club members are expected to be fully responsible for their actions and conduct resulting from the consumption of alcohol. Failure to act responsibly may result in expulsion from the Club. SEE ARTICLE II Section 6.

#### **SECTION 10. CONFLICT OF INTEREST**

In the event that the board of directors determines that a potential conflict of interest exists regarding goods or services provided by a member, the board shall address the issue and take appropriate action, up to and including declining such goods or services.

### **ARTICLE III EVENTS**

#### **SECTION 1. EVENT LEADERS**

- A. All event leaders must be members of the Club in good standing.
- B. Each event must have at least one (1) event leader who has been an active member of the Club for at least six (6) months.
- C. Event leaders pay the same fees as other Club members for comparable accommodations.
- D. Event leaders shall receive no monetary gain for organizing and leading an event other than an Event Leader Reward.

#### **SECTION 2. ADVANCING CLUB FUNDS FOR EVENTS**

Trips and other events are expected to be self-supporting and to require no advancing of Club funds for deposits or initial expenses. The board of directors may make exceptions to this policy if the following conditions are met:

- A. The trip or event has been done in prior years **and**
- B. It was financially successful in prior years **and**
- C. The event leader has the active assistance of the event leader from a prior year **or**
- D. A deposit is fully refundable and a written contract reflecting this is secured **before** the funds are disbursed.

#### **SECTION 3. EVENT FEES**

- A. Events may be open to both members and nonmembers with different rates based on membership status. The event leaders will determine if an event is open to members only or if it is also open to nonmembers.

- B. The event fees are based on membership status at the time of signup for an event or trip. To qualify for member pricing the attendee must be a member when signing up as well as on the date of the event. There are no refunds due to future changes of membership status.
- C. Members of the Far West Ski Association and the Northwest Ski club Council qualify for member pricing on Altair events.

## **ARTICLE IV BOARD OF DIRECTORS**

### **SECTION 1. OFFICERS**

The officers of the Club shall be president, vice president, secretary, treasurer, two (2) board members at large, and immediate past president. If the immediate past president declines, prior to the annual election, to serve as past president, this position shall be filled by an elected board member known as a senior board member. This person shall have served as an officer on a previous Altair board.

### **SECTION 2. QUALIFICATIONS**

- A. Must be at least twenty-one (21) years of age and a Club member in good standing.
- B. Must agree to the responsibilities of a board member as laid out in the bylaws, job descriptions, and other Club documentation.
- C. Must express willingness to volunteer time and effort to further the mission of the Club during their time in office.
- D. Shall not be related to any other board member by virtue of marital or familial status, or cohabitation.
- E. A candidate for an elected office in the Club must have been an active member for at least ONE (1) YEAR and agree to remain an active member during the term of office for which they are a candidate.

### **SECTION 3. NOMINATIONS AND ELECTIONS**

- A. **NOMINATIONS.** A nominating committee shall be approved by the board of directors at the January board meeting to select candidates for the following positions: president, vice president, secretary, treasurer, and two (2) board members at large. No member of the nominating committee may be a candidate for office in that election.
- B. **NOMINATING A SENIOR BOARD MEMBER.** If the current president does not wish to serve as past president in the coming year the nominating committee shall also recruit a candidate to serve as senior board member. If such notification is made after the election or the past president position becomes vacant without any notification, the incoming president shall, with the advice of the incoming board, appoint a member who has served on a previous Altair board to the vacant position.
- C. Nominations will be closed, and the slate of officers approved at the March board meeting.
- D. **VOTING.** Elections of officers of the Club shall be held at the April meeting. Ballots will be distributed to members after approval of the slate of officers at the March board meeting and may be submitted by mail, in person at the April general meeting, or submitted electronically by April 15<sup>th</sup>. Mail-in ballots will be accepted if postmarked by April 15<sup>th</sup>.
- E. **TERM OF OFFICE.** All officers shall be elected to serve for the term of one (1) year from June 1 to May 31. Each officer shall hold office until their successor is elected and qualified, unless the same becomes vacant by reason of the officer's death, resignation or removal.
- F. **VACANCIES.** Upon the occurrence of any vacancy, the president, with the approval a majority of the board of directors, will appoint a successor to serve for the remainder of the unexpired term.

#### **SECTION 4. PRIMARY RESPONSIBILITIES OF ALL OFFICERS**

- A. Shall be knowledgeable of abide by, support, but not unilaterally change the Club's bylaws, rules, policies, procedures, and primary job responsibilities.
- B. Shall communicate with the President regularly on all pertinent matters concerning their duties and Club business.
- C. Shall communicate pertinent Club business with the Board of Directors on a regular and timely basis.
- D. Shall attend all scheduled Board Meetings and General Meetings.
- E. Shall help and support all other Board Members with their primary job responsibilities when necessary.
- F. Shall enforce the Club's Code of Conduct.
- G. All officers shall act in the best interest of the Club.
- H. May submit articles, flyers, and calendar of events pertaining to their activities to the Club's Newsletter Editor each month as appropriate.

#### **PRESIDENT**

- A. Shall oversee, advise and help facilitate the orderly operation of the board of directors.
- B. Shall schedule and conduct all necessary board meetings and general membership meetings as necessary to assure timely completion of Club business and to assure communication between all Club Officers and directors.
- C. Shall solicit agenda items for the board meeting from the members prior to each board meeting.
- D. Shall assure that the Club's records and treasury are reviewed on a periodic basis.
- E. Shall assure that event coordinating, scheduling and Club budgeting is timely, accurate and in the best interests of the Club and its' financial integrity.
- F. Shall assure that all Club correspondence with other Clubs, businesses, organizations, etc., is handled in a timely manner.
- G. Shall assure that Club's bylaws, Rules, Policies, Procedures and Primary Responsibilities are updated as necessary and are made readily available to the board and general membership.
- H. Shall present a report of the Club's activities and a financial report for the previous year at the July annual meeting.
- I. Shall vote on board motions only in the event of a tie vote.
- J. Shall not make or second motions.
- K. Shall assure that the Club is represented at the annual Far West Ski Association convention and that the representative shall make a report on the convention at the next board meeting and general meeting.
- L. Shall make available to any member relevant financial records of the Club.
- M. See Article IV, Section 4. Primary Responsibilities of All Officers.

#### **VICE PRESIDENT**

- A. Shall assume the duties of president in the event of the president's absence.
- B. Shall perform special duties as requested by the president.
- C. Shall arrange for general Meeting and board Meeting facilities.
- D. See Article IV, Section 4. Primary Responsibilities of All Officers.

#### **SECRETARY**

- A. Shall take minutes at all Club board meetings and distribute to all board members for review prior to the next board meeting.
- B. Shall keep an accurate record of all Club contracts and furnish copies of these contracts to the treasurer and other board members as requested.
- C. Shall keep a current record of the bylaws, policies and procedures, and amendments thereto.

- D. Shall prepare official correspondence of the Club.
- E. Shall provide a summary of board meeting minutes to the newsletter editor for inclusion in the subsequent newsletter.
- F. Shall, upon approval of the minutes by the board, make said minutes available to any member upon request.
- G. See Article IV, Section 4. Primary Responsibilities of All Officers.

#### **TREASURER**

- A. Shall maintain an accurate account of the revenue, gifts, properties, and financial transactions of the Club, including disbursements, gains, losses, and surplus.
- B. Shall have the care, custody, and be responsible for all administrative and event funds of the Club and keep regular books of account for each fund.
- C. Shall deposit all funds and other valuable effects in the name of the Club in such depositories as designated by the board.
- D. Shall report the financial status of the Club at all board meetings and to make the records available for review upon request by any member of the board.
- E. Shall assist the board in preparing and approving an annual budget.
- F. Shall prepare an annual report for the annual meeting.
- G. Shall maintain and update an inventory of all Club property at fiscal year end and provide a report to the board.
- H. Shall make monthly reports to the board on the financial condition of the Club's treasury.
- I. Shall keep a separate account of all activities requiring Club funds and to provide a profit and loss statement for each activity.
- J. Shall assure that delinquent payments are collected.
- K. Shall make available to any Club member relevant financial records of the Club.
- L. See Article IV, Section 4. Primary Responsibilities of All Officers.

#### **BOARD MEMBER AT LARGE – Two (2) elected positions**

- A. Shall provide raffle items and sell raffle tickets at each general meeting.
- B. Shall record winners of raffle items and Altair gift certificates on the appropriate forms and distribute copies to appropriate members.
- C. See Article IV, Section 4. Primary Responsibilities of All Officers.

#### **PAST PRESIDENT**

- A. The retiring president shall become the past president in the succeeding year or years.
- B. Shall provide continuity and act in an advisory capacity to the board.  
See Article IV, Section 4. Primary Responsibilities of All Officers.

#### **SENIOR BOARD MEMBER**

- A. This position will only be filled if the outgoing President chooses not to serve or is unable to serve as the immediate Past President at the end of their term of office.
- B. Eligible candidates must have served as an elected officer of the Club in the past.
- C. Their responsibility shall be to fulfill the duties of the Past President position.
- D. See Article IV Section 4. Duties of All Officers

#### **SECTION 5. ELECTRONIC VOTING**

The Board may from time to time and for reasons of expediency decide an issue or approve an event by means of electronic (email) voting. Such decisions shall be confirmed at the next Board meeting, ratified, and entered into the minutes. If such a decision was not unanimous, a tally of Board Members voting to

approve or not to approve shall be entered into the minutes. If such a decision has been decided by a tie-breaking vote by the President, that shall also be recorded in the minutes.

A copy of all emails pertaining to the votes by email shall be printed and placed in the minutes and, if applicable, a copy will also be placed in the Event File. An incoming Board may ratify but not change or alter an electronic vote taken by an outgoing Board without due process. Due process in this instance means pertinent discussion, a motion being made and seconded, and a vote taken.

#### **SECTION 6. REMOVAL OF A BOARD MEMBER**

- A. A board member may be removed by a motion from a board member after:
  - 1. Failure to attend two consecutive board meetings without giving proper notice, unless there are extenuating circumstances.
  - 2. For illegal activities, conduct unbecoming or conduct conflicting with the bylaws or the policies and procedures of the Club.
  - 3. For any act or conduct which by the decision of the board of directors is deemed injurious to the best interest of the Club
- B. Event leaders, hosts, overseers of an event, or a Club member who is witness to such act or conduct should submit a short written note to the board of directors stating the name of the offender, the event and time that it occurred, and a brief description of the behavior or incident that occurred.
- C. The board of directors, at an executive session, will decide the severity of the act or conduct. A written notice describing the act or conduct will then be sent to the officer explaining the board's action and containing either a warning, removal from office, and/or expulsion from the Club.
- D. An officer who has been accused of misconduct will have thirty (30) days after receiving a written notice to submit a letter explaining their version of the complaint, which will be reviewed at the next regular board meeting, in an executive session, for any further action. Notification of such action will be conveyed in writing to the officer.
- E. An officer may be removed from office by two-thirds (2/3) vote of the active members present at a regular membership meeting or a special meeting called for that purpose.

#### **SECTION 7. RESIGNATION OF OFFICERS**

An officer may resign from office at any board meeting, general meeting, or special meeting, or at any time in writing to the board.

### **ARTICLE V APPOINTED POSITIONS**

#### **SECTION 1. APPOINTED COORDINATOR POSITIONS.**

Appointed coordinator positions may be considered by the president to assist in Club management with the ratification of the board of directors.

#### **SECTION 2. QUALIFICATIONS**

Any member may be appointed as a coordinator if they have been an active member for at least six (6) months immediately prior to their appointment.

#### **SECTION 3. APPOINTMENT AND TERM OF OFFICE**

Appointed coordinators shall be nominated by the new president and ratified by the newly elected board and serve for the remainder of that fiscal term.



#### **SECTION 4. DUTIES OF COORDINATORS**

- A. The coordinators of this Club will be responsible for the successful accomplishment of all the activities required of the committee to which they are assigned.
- B. Shall be knowledgeable of, abide by and support the Club's bylaws, rules, policies, procedures, and primary job responsibilities.
- C. Shall communicate pertinent Club business with the with the President and Board of Directors on a regular and timely basis.
- D. Shall attend scheduled Board Meetings and General Meetings as appropriate.
- E. Shall submit articles, flyers, and calendar of events pertaining to their activities to the Club's Newsletter Editor each month as appropriate.

#### **SECTION 5. VACANCY**

If a coordinator position becomes vacant because of death, resignation or removal, the president will nominate a successor, who shall be ratified by the board of directors, to serve for the remainder of the unexpired term.

#### **SECTION 6. REMOVAL OF COORDINATORS**

- A. A coordinator may be removed from their position for cause by two-thirds (2/3) vote of the board of directors.

#### **SECTION 7. RESIGNATION OF COORDINATORS**

A coordinator may resign from their position at any board meeting, general meeting, or special meeting, or at any time in writing to the board.

### **ARTICLE VI BYLAWS**

#### **SECTION 1. AMENDMENTS TO BYLAWS**

- A. These bylaws may be amended by affirmative vote of the members who are entitled to vote provided that notice of the proposed amendments shall have been given, in writing, to all members at least thirty (30) days prior to the vote and posted on the website.
- B. Amendments to the bylaws may be proposed by the Board of Directors to the general membership.
- C. Any Club member in good standing may propose changes to the bylaws by presenting the proposed changes to the board of directors in writing along with a written explanation of the reason for the changes.
- D. The board will then vote on the proposed change. A two-thirds (2/3) majority vote of the board will be required to present the changes to the membership for a vote.
- E. Amendments adopted, unless otherwise specified, shall be effective immediately and shall supersede the previous relevant section of the bylaws formerly held by the Club.
- F. Technical, spelling, and grammatical corrections may be made to the bylaws without a vote of the membership.

#### **SECTION 2. INTERPRETATION OF BYLAWS**

In the event of misunderstanding or confusion arising from the interpretation of the Club bylaws, the purpose, intent and/or spirit of these bylaws shall not be circumvented.

## **ARTICLE VII DISSOLUTION**

- A. This Club may be dissolved only at an annual meeting and such dissolution shall require three quarters (3/4) vote of Club members present at said meeting and an affirmative resolution of the Board of Directors.
- B. If an affirmative vote and resolution is achieved, the dissolution shall be conducted as prescribed in the most current Oregon Revised Statutes governing Nonprofit Corporations.
- C. A proposal or recommendation for dissolution of the Club may be submitted in the same manner as a proposed amendment to these bylaws.
- D. Notice of such intended dissolution shall be given to the membership of the Club in the same manner as a proposed amendment to these bylaws.
- E. It is expressly understood that this Club is a nonprofit corporation, organized under the nonprofit corporation laws of the State of Oregon, and upon dissolution, none of its assets shall inure to the benefit of any individual member but shall be distributed to the Far West Ski Association or to such other fund or foundation as designated by the board of directors that is operating under Section 501(c)3 of the IRS Code and whose property is dedicated to the exempt purposes as are specified in the Revenue and Taxation Code of the State of Oregon.