

# **Satellite Ski Club, Inc.**

## **CONSTITUTION**

### **ARTICLE I**

#### **Name**

The organization shall be known as the Satellite Ski Club, Inc. Herein, it will be addressed as Satellite Ski Club, SSC or club.

### **ARTICLE II**

#### **Purpose**

The purpose of this club shall be as follows:

1. To promote the enjoyment of the sport of skiing, winter sports and other outdoor activities
2. To provide a congenial environment for member socialization
3. To organize activities for the enjoyment of the membership
4. To operate in a "Non-Profit" manner as described by the Articles of Incorporation and in compliance with Internal Revenue Service regulations.

### **ARTICLE III**

#### **Membership**

1. Membership in this club shall be unlimited in numbers.
2. Qualifications for membership shall be:
  - A. A sincere interest in the sport of skiing, winter sports or other outdoor activities.
  - B. The quality of congeniality, with specific reference to the other members of the club.
  - C. A willingness to support the objectives of the club.
  - D. All members must be at least 21 years of age.
3. Application for membership shall be submitted to the Membership Secretary.
4. All membership applications are subject to review by the Board of Directors for approval or rejection.
5. The membership year shall be from 1 September to 31 August.
6. Single memberships have one vote in all decisions presented to the membership. Family memberships shall have no more than two votes.
7. Families are defined as those living as a family under one roof and/or directly related by kinship or marriage. The Board of Directors may add stipulations to this definition, as required, for clarification.

## **ARTICLE IV Meetings**

1. The club shall conduct regular business meetings as scheduled by the Board of Directors.
2. Special meetings may be scheduled at any time, at the discretion of the Board of Directors.
3. All members shall be notified of the time and location of scheduled meetings. This notification will typically be presented to the members a minimum of one week prior to the scheduled meeting. Such notification is contingent on the members keeping the Membership Secretary advised of their current address.

## **ARTICLE V Government**

1. The government and general direction of the club shall be conducted by the Board of Directors.
2. The Board of Directors shall base their decisions regarding club direction on the best interest of the general membership.
3. The President shall conduct regularly scheduled Board of Directors meetings for the purpose of planning activities, reviewing the status of club metrics, establishing policy, providing direction, and discussing any other club business. All Board of Directors shall be provided advance notification of each Board of Director meeting.
4. All Board of Directors shall be regular members.
5. The Board of Directors shall include elected officers, appointed officers and the immediate past president.
6. Elected officers shall include a President, a Vice President, a Membership Secretary, a Publicity Secretary, a Marketing Secretary, a Treasurer and a Sergeant-at-Arms.
7. Board of Directors shall hold office for one year, or until their successors have been elected or appointed. Typically, Board of Director terms are from June 1 to May 31 to allow planning time for the upcoming membership year.
8. If any Board of Director position can not be filled by either election or appointment, as described herein, those duties will be delegated to the other Board of Director members. The club shall not continue to function without a President and Treasurer.
9. At the discretion of the Board of Directors, other officer positions may be established and filled by appointment to meet specific needs.
10. The Board of Directors shall appoint a Registered Agent and provide their name and address to the Colorado Secretary of State. The Registered Agent is not required to be an officer or club member; however they must have a permanent address within the state of Colorado.

## **ARTICLE VI Elections**

1. The annual nomination meeting shall be held no later than the end of the first quarter of the calendar year.
2. Nominations for elected officers may be made by any member at the annual nomination meeting. The Board of Directors may also nominate members in addition to those named at the annual nomination meeting. In all cases, nominees shall only include the names of active members in good standing who have consented to serve if elected.
3. Election of officers shall be held by signed ballot submitted in secret. The Board of Directors shall establish the deadline for accepting ballots. All members shall be provided balloting information no less than one week prior to that deadline, and the voting interval shall include at least one specified regular business meeting.
4. Members may submit their ballots prior to or in person at the specified regular business meeting. All ballots must be received prior to the deadline to be valid.
5. The President shall assign no less than two Board of Director members to count the ballots and identify the winning candidates. Ballots shall remain confidential and held within the custody of the assigned Board of Director members until the new officers take office, after which the ballots shall be destroyed.

6. Candidates for office must receive a majority of the votes for election to office. If more than two individuals run for an office and no majority is received by either, or if two individuals run and tie in voting, another ballot eliminating the lowest vote receiver will be made and distributed to the membership.
7. Any vacancy in office may be filled by appointment of the Board of Directors.
8. Any officer is subject to recall at any scheduled meeting. The recall motion can be presented from the floor by any active member. If the motion receives a second, the recall vote will immediately follow a discussion of the motion. The recall of an officer may be accomplished by a three-fourths (3/4) vote of the membership quorum. The membership quorum shall be defined herein as 35% of the total membership.
9. Any officer is subject to recall by the Board of Directors at any scheduled officers meeting. The recall motion can be presented by any officer. If the motion receives a second, the recall vote will immediately follow a discussion of the motion. The recall of an officer may be accomplished by a three-fourths (3/4) vote of the entire Board of Directions.

## **ARTICLE VII**

### **Duties of Officers**

1. The President shall preside at all meetings of the club and is chairman of the Board of Directors. The President shall provide general supervision of the work of the club. The President shall establish agendas for all meetings of the Board of Directors and record/publish the minutes. The President shall have or assign custody of the club's constitution and all other records and documents of the club, and shall provide the same to their successor. The President shall provide supervisory oversight to each Board of Director's area of responsibility. In case of a tie vote by the Board of Directors or by the general membership (except in electing new officers), the President shall cast a single tie-breaking vote. The President, upon completion of their tenure in office, shall remain on the Board of Directors as Past President for one year, providing their guidance and assistance to the newly elected President.
2. The Vice President shall preside in the absence of the President and shall become President should the President leave office for any reason. The Vice Presidents primary duties shall be to supervise trip planning and Trip Leaders. The Vice President shall ensure that each Trip Leader offers well-planned and accurately described activities for the membership, keeps accurate records of planning, contracts, agreements and receipts and provides accurate financial records of their activity. The Vice President shall provide all pertinent documentation and offer guidance to their successor.
3. The Membership Secretary shall establish and maintain accurate records of the club's membership. (Contingent on the members keeping the Membership Secretary advised of their current address). The Membership Secretary shall accept all applications for membership and present them to the Board of Directors for consideration. No application for membership shall be accepted without the appropriate dues payment, and the Membership Secretary shall in turn provide received funds to the Treasurer. The Membership Secretary shall provide membership lists and status information at the Board of Directors meetings. The Membership Secretary shall ensure the Publicity Secretary has accurate membership information, so the Publicity Secretary may communicate with the membership. The Membership Secretary shall provide the Trip Leaders with accurate membership lists and shall provide any member in good standing with a membership list, upon request. The Membership Secretary and Sergeant-at-Arms shall be responsible for the arrangement of the meeting room and tables at each regular business meeting. The Membership Secretary shall provide all membership information and offer guidance to their successor.
4. The Publicity Secretary shall be responsible for the dispersal of all pertinent club information. The Publicity Secretary shall maintain the club's information center and ensure its population with all pertinent and accurate information. (Contingent upon receiving accurate information from the various club sources, such as Board of Directors or Trip Leaders.) The Publicity Secretary shall be responsible for providing notice to the membership for all authorized club activities, in accordance with this constitution and club policies. The Publicity Secretary shall be responsible for the transfer of any records or technology and offer guidance to their successor. This constitution recognizes the rapid advances in technology and does not dictate the specific techniques/technology for making information available to the club's membership. That shall be the responsibility of the Publicity

Secretary as approved by the Board of Directors, with the specific intent of making club information available to all members.

5. The Marketing Secretary shall be responsible for the promotion of the club and its activities. The Marketing Secretary shall be responsible for the creation of promotional material as approved by the Board of Directors, such as informational brochures, advertising posters for trips and activities, informational signage, member communications and photo presentations. The Marketing Secretary shall also present club merchandizing concepts, including design and cost data, to the Board of Directors for club merchandise. Upon approval by the Board of Directors, the Marketing Secretary shall be responsible for procurement of the club merchandise and sales at regular business meetings and other club functions. The Marketing Secretary shall maintain accurate records of all inventory and sales and turn all proceeds over to the Treasurer. The Marketing Secretary shall transfer all records and remaining inventory and offer guidance to their successor.
5. The Treasurer shall be responsible for establishing the club's banking accounts. The Treasurer shall receive and disburse all club funds, with the approval of the Board of Directors, and shall keep accurate account of the same. The Treasurer shall prepare the club's annual operating budget for presentation to the Board of Directors for approval, and shall make financial reports at the Board of Directors meetings. The Treasurer shall prepare and submit all documentation required by local, state and federal officials. The Treasurer shall transfer the accounts and provide guidance to their successor. The club's accounts shall be kept in a bank located in the metropolitan area of Denver. (Counties of Denver, Arapahoe, Jefferson, Douglas, Adams and Boulder)
6. The Sergeant-at-Arms shall be responsible for the orderly behavior of the members and shall enforce the orders of the President. The Sergeant-at-Arms, along with the Membership Secretary, shall be responsible for the arrangement of the meeting room, tables, and coordination with the meeting staff at each regular business meeting. The Sergeant-at-Arms shall have the lead responsibility to organize picnics and other club functions, as directed by and with the assistance of the Board of Directors. The Sergeant-at-Arms, with the help of the Board of Directors shall identify necessary tasks that support the successful execution of the authorized activities, and shall coordinate task assignments, as required. The Sergeant-at-Arms shall be responsible for the procurement of any food, beverage or materials necessary at the authorized club activities and shall keep an accurate record of items purchased and consumed. The Sergeant-at-Arms shall provide the records of all such activities and their guidance to their successor.
7. All Board of Director members shall contribute their time and effort towards the successful execution of all regular club activities, such as Board of Director meetings, regular business meetings, picnics and other club functions. All Board of Director members shall have a shared responsibility to meet-and-greet club members and perform assigned tasks in support of the Sergeant-at-Arms led club activities.

## **ARTICLE VIII**

### **Disciplinary Action**

1. The Board of Directors shall constitute at all times a board of hearing, and by a majority, shall have the following absolute powers:
  - A. To reprimand a member for cause.
  - B. To request the resignation of a member for cause.
  - C. To call for the expulsion of a member for cause.
2. Any notice of disciplinary action shall be provided to the member in writing, signed by the President and/or the President's designee.
3. The Board of Directors, by a majority, shall have the power to dictate terms and conditions of any disciplinary action, including, but not limited to a warning, exclusion from any or all club activities, conditions for reinstatement of full membership privileges and duration of the disciplinary action, up to and including lifetime expulsion.
4. The following general rules of conduct shall govern the actions of the members of this organization when participating in activities of this organization:
  - A. No member shall act in any manner that is not conducive to the good name of the.
  - B. No member shall act in any manner that is not conducive to the enjoyment and/or participation of any other member.

5. The Board of Directors shall have the authority to assess specific grievances and/or member actions, as well as dictate specific rules of conduct.

#### **ARTICLE IX Club Dues and Funds**

1. Dues for the upcoming year's membership shall be set by the newly elected Board of Directors after review of the Treasurer's budgetary summary of the previous year's expenses and the Treasurer's proposed budget for the upcoming year.
2. Additional funds may be raised by the sales, contests, benefits, tournaments and other events and projects, as approved by the Board of Directors.
3. Unless approved by the Board of Directors, all funds collected by the club shall be used for the benefit of the entire club.
4. During the month of July, an audit committee, consisting of the immediate past President, the President and one member appointed by the President, shall review the previous year's books and all financial papers of the club.
5. The Board of Directors shall not be required to pay dues to the club.

#### **ARTICLE X Rules of Order**

The general procedure of the business portion of meetings of this club shall be in harmony with the principles set forth in Robert's Rules of Order (Revised Edition). Robert's Rules of Order shall be the final authority as to parliamentary procedure, in so far as they do not conflict with any provisions of this constitution.

#### **ARTICLE XI Amendments**

1. This constitution may be amended by a majority vote of the Board of Directors.
2. Amendments may also be originated by petition from the membership.
3. A petition to amend the constitution shall state the proposed amendment and must be signed by at least 10 voting members of the club before presentation to the Board of Directors by the originator. The Board of Directors shall discuss the proposal with the originator and may propose editorial and/or clarification comments to the original proposal. The Board of Directors shall not be duty bound to approve for member vote any amendment that is not in the best interest of the club and its members. A majority vote the Board of Directors shall be required to grant the authority to proceed to a special election.
4. If the authority to proceed is granted, the Board of Directors shall appoint an election committee to conduct the special election, and designate when the election shall occur.
5. A majority of the membership quorum of votes shall be required to pass the amendment.

#### **ARTICLE XII Dissolution of the Club**

1. Dissolution of the club must be initiated by the Board of Directors and can be accomplished by a majority vote of all the voting club members. The dissolution ballot shall be submitted to the total membership. Each ballot shall be signed by the voting member and returned to the Board of Directors.
2. All properties, monies, and proceeds from the liquidation shall be dispersed in accordance with the Articles of Incorporation and in compliance with the Internal Revenue Service regulations.

**ARTICLE XIII**  
**By-Laws**

1. All club functions shall be conducted in accordance with this constitution and the club By-Laws.
2. The intention of the By-Laws is to provide general operating direction for the club and its activities, and may be changed by the Board of Directors without being considered a change to the constitution.
3. The By-Laws shall be reviewed by the Board of Directors at the beginning of each year for validity and applicability.
3. Amendments to the By-Laws may be originated by a majority vote of the Board of Directors or originated by a petition from the membership, as described in Article XI.
4. The Board of Directors may implement policies and guidelines not covered by the By-Laws or to interpret/modify the By-Laws, as necessary.

## **BY-LAWS OF THE SATELLITE SKI CLUB**

### **I. Trips and Activities**

1. All trips and activities (herein called trips) conducted by the club shall be approved by the Board of Directors and be made available for the entire membership. Trips and activities shall be conducted in accordance with the By-Laws and policies approved by the Board of Directors.
2. All trips and activities shall have a Trip Leader or Activities Coordinator (herein called Trip Leader), approved by the Board of Directors. The Trip Leader shall coordinate all planning with the Vice President or other club member as designated by the Board of Directors.

### **II. Computation of Trip and Activities Prices**

1. The price of a trip shall be determined such that each club member participant, including the Trip Leader, shall bear a fair share of the total cost.
2. The trip price per person shall reflect the differences in quality of the various features of the trip (i.e. accommodations, transportation, lift ticket price differentials)
3. The Vice President shall work with the Trip Leader to determine a reasonable price for the trip. The Vice President shall ensure all expected expenses have been accounted for, and all vendor comps have been included to the benefit of all trip participants.
4. The trip price shall be estimated such that the club does not lose money.
5. Unless designated as a fund raising event by the Board of Directors, the trip price shall be estimated such that the club does not make significant profit.
6. The Board of Directors shall have the final responsibility for determining all trip prices.

### **III. Trip and Activities Policies**

The Board of Directors shall have the responsibility to establish all trip policies, including, but not limited to: trip signup, drop-out, no-shows, payment schedules, trip etiquette, Trip Leader compensation, etc. The trip policies shall be in accordance with the following:

1. The Vice President shall make recommendations for approval by the Board or Directors regarding the trips to be conducted, the trip schedule, the start of trip sign-ups and the payment schedule for each trip. The deposit, interim and final payment schedule shall be established to motivate sign-up, maintain adequate cash-flow in the club's treasury, and minimize financial risk to the club, based on vendor cancellation policies and payment schedules.
2. The trip sign-ups/payment schedules for all trips shall be coordinated so that the cost burden to the club members is limited to the extent possible.
3. Initial trip sign-ups shall be conducted at regular club meetings. Trip Leaders shall not accept sign-ups prior to the start of the designated meeting, except for the Board of Directors and specific club members approved by the Board of Directors.
4. No trip sign-up shall be considered valid without the required deposit.
5. Any member who pays the required deposit is considered to be signed up for the trip, and may not be bumped, as long as they meet the subsequent payment schedule.
6. Trip payments must be paid by each trip participant per the schedule established by the Board of Directors. No person shall be allowed to participate in a trip unless the full trip price has been paid prior to the trip.
7. The Board of Directors shall establish a cancellation/no-show/refund policy. The policy shall be written so as to minimize financial loss to the club. Any person who provides funds to the club for the purpose of going on a trip, but fails to do so, regardless of the reason, shall be responsible for all expenses incurred by the club because of that person not going on the trip. Such amount shall not exceed the trip price. The Board of Directors may modify the policy as required by special circumstances.
8. Refunds shall be by club check.
9. No standby sign-ups shall be taken until the trip is full. No standby sign-up shall be considered valid without the required deposit, however the funds shall be fully refundable, should the person decide to withdraw from the standby list.
10. A person on a trip stand-by list who is asked to join a trip may either:
  - A. Pay the required fees

- B. Withdraw from the list and receive a full refund of their deposit
  - C. Have their name placed at the bottom of the stand-by list.
11. The Board of Directors shall establish a Trip Leader compensation schedule based on the complexities of the trip, such as: car-pool trip, bus trip, airplane trip, day trip, weekend trip, extended stay trip, out-of-country trip, etc.
  12. Unless specifically approved by the Board of Directors, Trip Leaders shall not receive compensation if the compensation results in the trip losing money.
  13. Under no circumstances, may a Trip Leader or any other member receive a free or “comp” trip.

#### **IV. Non-Member Participation**

1. The Board of Directors shall establish non-member surcharge fees and sign-up policies for all club activities, including but not limited to meetings, picnics, trips and events. All club activities are conducted for the enjoyment of the membership and any such policies shall ensure club members are provided adequate opportunity to participate.
2. Unless specially approved by the Board of Directors, non-members shall not be eligible for any awards, gifts, gratuities, drawings, door prizes, etc.

#### **V. Compensation for Board of Director Members**

1. All members of the Board of Directors shall be eligible for compensation at the end of their term of office.
2. The compensation is conditional on:
  - A. Sufficient funds being available at the end of the year for next year's expenses.
  - B. Competent performance on the part of each Board of Director in the fulfillment of their responsibilities.
3. The amount available for compensation shall be the year's closing balance of funds minus the year's starting balance. The Board of Directors shall determine what portion of the available amount will be dispersed as compensation, and in what form the compensation shall take, such as payment, gift, special activity, etc.