

**BYLAWS OF THE  
SUMMIT NORDIC SKI CLUB**

**ARTICLE I  
NAME AND LOCATION**

The name of the organization is the Summit Nordic Ski Club (the Club). The principal office of the Club will be Frisco Nordic Center, Frisco, Colorado with a mailing address of P.O. 1882, Frisco, Colorado 80443; but meetings of the members and director-officers may be held at such places within the state of Colorado as may be designated by the Board of Directors. Other addresses may also be used for receipt of mail as may be designated by the Board of Directors.

**ARTICLE II  
PURPOSE**

The Club is a Colorado Nonprofit Organization and does not contemplate pecuniary gain or profit to the members. Its principal purpose is to administer the affairs of the Summit Nordic Ski Club. The Club is a year-around competitive Nordic skiing program which enables skiers in Summit County, Colorado to progress from the learn-to-ski programs into competitive skiing at the local, state and national levels in accordance with their respective abilities and desires. The Club participates in the Rocky Mountain Division (“RMD”) of the United States Ski and Snowboard Club and observes the rules of the RMD in all competitions sanctioned by the Club.

**ARTICLE III  
MISSION STATEMENT**

The mission of the Summit Nordic Ski Club is to provide the youth of Summit County with a well-balanced ski racing program including fitness, self-esteem, and character building through training and competition within a nurturing environment. The Club will educate our youth about values of sports, healthy competition, individual effort and team spirit.

**ARTICLE IV  
BOARD OF DIRECTORS**

Section 1: General Powers and Responsibilities. The Club shall be governed by a Board of Directors (the “Board”) which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Colorado Revised Nonprofit Corporation Act. The Board shall establish policies and directives governing business and the programs of the Club and shall delegate to the Club Director and staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 2. Specific Powers and Duties. In addition to the general powers and duties granted to the board pursuant to Article IV, Section 1, the Board shall have specific powers and duties which shall include but are not limited to the following:

- a. To delegate to the Program director or Head Coach such responsibilities as may be necessary for the operation of the Club.
- b. To administer and enforce the rules and regulations of RMD and USSA
- c. To establish, make and amend reasonable rules and regulations as may be necessary for the operation of the Club.
- d. To fix, determine, levy and collect membership dues.
- e. To borrow funds or incur debt in order to pay for any expenditures the Board deems necessary for the operation of the Club not to exceed \$5,000 unless there is prior approval of a majority of the Board to exceed that amount.
- f. To enter into contracts deemed necessary for the operation of the Club.
- g. To establish a bank account for the operating account of the Club.
- h. To hire, discipline or dismiss the Program Director and Head Coach. The hiring, discipline or dismissal of any other employee shall be delegated to the Program Director or Head Coach upon consultation with the Board.
- i. To oversee the budget process and assure an annual budget is prepared and approved before the end of each fiscal year
- j. To assure that an annual accounting for Club funds and a tax return as required by the IRS is prepared

Section 3: Number. The affairs of this Club shall be managed by a Board no less than five (5) and no more than nine (9) directors. No more than one member from each household may serve as a director at the same time.

Section 4: Term of Office. The term of office for each elected director will be three (3) years. No elected director will be eligible to serve more than two (2) consecutive full terms as an elected director, except that the Board may authorize a third three-year term or a third term of less than three years by a two-thirds (2/3) majority vote. Approximately one-third (1/3) of the board of directors shall be elected each year, to the extent possible.

Section 5: Compensation and Expenses No director shall receive compensation for any service he or she may render the Club. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 6: Removal, Resignation or other Vacancy. Any director may be removed from the Board, with or without cause, by a majority vote of all voting directors of the Board. Absence from three (3) consecutive meetings of the Board without a valid reason as determined by the majority of the Board shall be considered a resignation constituting a vacancy to be filled by the Board. In the event of death, resignation, or removal of a director, his or her successor shall be selected by the remaining directors of the Board and shall serve for the unexpired term of his or her predecessor.

Section 7. Advisory Directors. The Board may also elect advisory directors to the who may participate, but not vote, as a director of the Board. Advisory directors will advise the Executive Board as requested.

Section 8. Club Director. The Club Director shall serve in an ex-officio capacity, be present at all Board meetings and perform duties as directed by the Board.

## **ARTICLE V** **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1: Meetings. The Board will hold regular meetings at least quarterly at such time and place as shall be determined by the Board. One of the regular meetings shall also be considered the annual meeting at which time, in addition to the regular business of the board, there shall be an election of the Executive Board.

Section 2: Special Meetings. Special Meetings of the Board may be called by the Board Chair or by a majority of the Board with three (3) days written notice provided to each director of the Board. The notice shall be served upon each Board director via hand delivery, regular mail, email or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold such a meeting.

Section 3: Action Taken Without a Meeting - The directors shall have the right to take any action in the absence of a Board meeting which they could take at that meeting by obtaining the approval of a majority of the directors. This includes action that may be taken by electronic means. Any action so approved shall have the same effect as though taken at a meeting of the Board and will be recorded in the minutes of the next following Board meeting.

Section 4. Minutes. The Secretary shall be responsible for recording all minutes of each and every Board meeting in which business is transacted. In the event the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The

Secretary shall prepare the minutes of the meeting which shall be stored in the Club's minute book. Minutes shall be distributed to the Board directors via email, regular mail, fax or hand delivery within 30 days after the close of each Board meeting.

Section 5. Quorum. One-third (1/3) of the number of directors serving on the Board shall constitute a quorum for transacting business. Board directors may participate by telephone conference or other similar communications equipment. Such participation shall constitute presence in person at the meeting.

Section 6. Voting & Proxy. Each Board director shall have one vote. At a meeting at which a quorum is present, a simple majority affirmative vote of the directors is required to pass a motion before the board. All votes of the Board shall be conducted. Board directors shall not be allowed to vote by written proxy. In a meeting in which there are an even number of directors, should the vote be equal, the measure fails.

Section 7. Robert's Rules of Order: The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will be the authority for all questions of procedure at any meeting of the Board.

## **ARTICLE VI** **OFFICERS**

Section 1: Titles, election and terms. At the annual meeting, the Board shall elect officers from its directors which shall include a President, Vice-President, Secretary and Treasurer. Officers shall be nominated for office and be elected by a majority of directors hold office for a period of one year, but there is no limitation on an officer being elected for consecutive terms to the same office or a different office. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2: Resignation, Removal and Vacancies. Any officer may be removed from office with or without cause by the Board by a majority vote of all voting directors of the Board. Absence from three (3) consecutive meetings of the Board without a valid reason as determined by a majority of the Board shall be considered a resignation constituting a vacancy to be filled by the Board. In the event of death, resignation, or removal of an officer, his or her successor shall be selected by the remaining directors of the Board and shall serve for the unexpired term of his or her predecessor.

Section 3: Duties. The duties of the officers are as follows:

a. President. The President will preside at all meetings of the Board and see that orders and resolutions of the Board are carried out. The President is authorized to execute, in the name of the Club, any and all contracts or other documents which may be authorized, either specifically or generally, by the Board.

b. Vice-President. The Vice-President will act in the place and stead of the President, in the event of his or her absence, inability or refusal to act, and will exercise and discharge such other duties as may be required by the Board.

c. Secretary. The Secretary or his or her designee shall be the custodian of all records and documents of the Club which are required to be kept at the principal office of the Club. The Secretary or his or her designee shall act as secretary at all meetings of the Board and shall keep the minutes will record the votes and keep the minutes of the meetings and proceedings of the Board.

d. Treasurer. The Treasurer shall oversee the Club Director in maintaining financial records and executing the day to day financial deposits, disbursements, payrolls and other financial responsibilities of the Club. The Treasurer shall prepare an annual budget and statement of income and expenses to be presented to the Board at the fiscal year end. The Treasurer will work with the Club Director to present relevant financial information to the Board at every regular Board meeting. The Treasurer shall, at the direction of the Board, cause an audit of the Club books to be made by a public accountant.

Section 5: Executive Sessions. The directors of the Executive Board thereof may hold an executive or closed-door session and may restrict attendance to Executive Board directors and such other persons requested by the Executive Board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session will include only matters enumerated in subparagraphs (a) to (e) of this section.

- a. Matters pertaining to employees of the Club or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Club;
- b. Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
- c. Investigative proceedings concerning possible or actual criminal misconduct;
- d. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure; and
- e. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.

No rule or regulation of the Executive Board or committee thereof will be adopted during an executive session. The minutes of all meetings at which an executive session was held will

indicate that an executive session was held, and the general subject matter of the executive session.

## **ARTICLE VII** **COMMITTEES**

The Board may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board. Each such committee shall consist of at least two directors of the Board and may also include person who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee.

## **ARTICLE VIII** **STANDARD OF CARE**

Section 1: General. A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interests of the Club and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances. In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by:

- a. One or more officers or employees of the Club whom the director deems to be reliable and competent in the matters presented;
- b. Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competency; or
- c. A committee of the Board which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence.

Section 2: Conflicting Interest Transactions.

- a. Definition. Conflicting interest transactions means a contract, transaction, or other financial relationship between the Club and a Board member of the Club, or between the Club and a party related to a Board member, or between the Club and an entity in which a Board member is a director or officer or has a financial interest. The provisions of the Colorado Revised Nonprofit Act will apply to all situations where a conflicting interest transaction is present pursuant to C.R.S. §7-128-501.
- b. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.
- c. Establishing a Conflict of Interest. The Board shall consider after disclosure of a potential conflict of interest, consideration of all material facts, and/or discussion

with the interested person whether a conflict exists. This consideration shall occur during a meeting of the Board with the conflicted director excused from the deliberation. The determination of a conflict shall be confirmed by a majority vote of the present Board directors.

- d. Addressing a Conflict of Interest. In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:
  - i. Any interested director may render a request or report at the Board meeting, but upon completion of the request or report the director shall be excused while the Board discusses

## **ARTICLE X** **INDEMNIFICATION**

Section 1: Definitions. For purposes of this Article X, the following terms will have the meanings set forth below:

- a. Proceeding means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal;
- b. Party means any person who was, is or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that such person is or was a Board Member or officer of the Club or, while a Board Director or officer of the Club, is or was serving at the request of the Club as a board director, committee member, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.
- c. Liability means the obligation to pay a judgement, settlement, penalty, fine or reasonable expense incurred with respect to a proceeding.
- d. Expenses means the actual and reasonable expenses, including attorneys' fee, incurred by a party in connection with a proceeding.

Section 2: Indemnification. The Club will indemnify, if indemnification is authorized by C.R.S. §7-129-102, any Party in any Proceeding. The Club will advance the expenses of the Indemnified Party as provided in C.R.S. §7-129-104.

Section 3: Insurance. By action of the Board, notwithstanding any interest of the Board of Directors in such action, the Club may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any Party against any liability asserted against him or



her, incurred by him or her in their capacity of or arising out of their status as a Party, whether or not the Club would have the power to indemnify him or her against such liability under applicable provisions of law.

Section 4: Right to Impose Conditions to Indemnification. The Club will have the right to impose, as conditions to any indemnification provided or permitted in this Article X, such reasonable requirements and conditions as to the Board may appear appropriate in each specific case and circumstances including, but not limited to , any one or more of the following; (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any Proceeding will be counsel mutually agreeable to the person to be indemnified and to the Club; (b) that the Club will have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Club will be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's rights of recovery, and that the person to be indemnified will execute all writings and do everything necessary to assure such rights of subrogation to the Club.

## **ARTICLE XI** **CLUB RECORDS, INFORMATION AND REPORTS**

Section 1: Corporate Report Filing. The Board will at all times keep the Club in good standing by filing the periodic report annually with the Colorado Secretary of State. The Secretary or authorized officer of the Club will complete the periodic report received from the Colorado Secretary of State with the name of the registered agent and registered office and with both the physical and mailing address of the Club for notification by the Secretary of State and for service of process.

Section 2: Club Minutes and Record Keeping Requirements. The Club or its agents will keep as permanent records:

- a. minutes of all meetings of the Board , a record of all actions taken by the Board without a meeting, a record of all actions taken by a committee of the Board in place of the Board on behalf of the Club, and a record of all waivers of notices of meetings of the Board or any committee of the Board;
- b. appropriate accounting records;
- c. Club records in written form or in another form capable of conversion into written form within a reasonable time; and
- d. a copy of each of the following records at its principal office:
  - (i) Articles of Incorporation;
  - (ii) Bylaws;

- (iii) Resolutions adopted by its Board relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- (iv) Minutes of all Board' meetings, and records of all action taken by the Board without a meeting, for the past three (3) years;
- (v) All written communications within the past three (3) years to Members generally as Members;
- (vi) List of all names and business or home addresses of its current Board members and officers;
- (vii) Copy of the most recent corporate report delivered to the Colorado Secretary of State under C.R.S. §7-136-107; and
- (viii) All financial statements prepared for periods ending during the last three (3) years that a Member could have requested under C.R.S. §7-136-106.

Section 3: Inspection of Club Records by Members. A Member is entitled to inspect and copy, during regular business hours at the Club's principal office, any of the records of the Club described in Section 10.3 above. The Member must give the Club written notice at least five (5) business days before the date on which the Member wishes to inspect and copy such records and in accordance with Colorado law at C.R.S. §§7-136-102 and 7-136-103.

## **ARTICLE XII** **DISSOLUTION**

Upon dissolution of the corporation, the Executive Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C)(3) of the Internal Revenue code (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIII** **AMENDMENTS**

Section 1: Amendment by the Board. The Board may amend these Bylaws by a vote of not less than 75% of Directors at any regular or special meeting. A statement of any proposed amendment will accompany the notice of any regular or special Board meeting at which such proposed amendment will be voted upon.

Section 2: Scope of Amendments. These Bylaws may not be amended in a manner inconsistent with the Articles of Incorporation of the Club or Colorado law.

I certify this is a true and correct copy of the Bylaws of the Summit Nordic Ski Club.

\_\_\_\_\_  
President:  
Date:\_\_\_\_\_

\_\_\_\_\_  
Secretary:  
Date:\_\_\_\_\_