



## BYLAWS

**Adopted: May 4, 1994**  
**Revised: April 6, 2007**  
**Second Revision: March 11, 2015**  
**Third Revision: March 14, 2018**  
**Fourth Revision: March 9, 2022**  
**Fifth Revision: November 2, 2022**

These Bylaws contain the standing rules of the Roanoke Ski & Adventure Club and shall govern all affairs of the corporation to the extent applicable.

### **ARTICLE I. Name**

The name of the corporation shall be the Roanoke Ski & Adventure Club (the "Club").

### **ARTICLE II. Purpose**

The purpose of the Club shall be to:

1. Provide appropriate opportunities for and emphasis upon fun and fellowship among Club members including local and long distance ski trips, non-ski trips, and year-round activities and events.
2. Encourage participation in the sport of snow skiing and other activities of interest to the members.
3. Educate the members regarding skiing proficiency, techniques, types and use of equipment, and safety.
4. Inform the members on matters of trip area accommodations, facilities, rates, accessibility, and special events.
5. Use the collective influence of the Club to originate, and work toward fulfilling, suggestions to improve the sport of skiing, including safety, facilities, and accommodations.
6. Cooperate with regional, national, and international ski organizations.

### **ARTICLE III. Membership**

1. **Definition of and Eligibility for Membership.** Membership shall be open to all persons interested in skiing and in other Club activities. Reference to "members" herein shall include only:
  - a) Members who have paid for the current membership year, and
  - b) Honorary members, as awarded to persons or organizations who have made outstanding contributions to the Club or the sport of skiing and who are deemed worthy by a two-thirds vote of the eligible members present at a regularly scheduled membership meeting.
2. **Membership Year and Privileges.** The membership year shall run from July 1 through June 30. New members joining April 1 or later shall have membership privileges through the following membership year, except for voting restrictions as detailed in Article IV. Membership privileges expire June 30; therefore, any members whose dues are in arrears shall be ineligible to vote or obtain membership benefits, such as but not limited to member rates on trips and activities.
3. **Dues.** Annual dues shall be as follows:

Full-time student (under age 23)	\$20.00
Individual*	\$45.00
Single Parent	\$50.00
Family**	\$75.00

\*If under age 18, parent or legal guardian must co-sign the membership application form

\*\*Includes all children under age 18, or under age 23 if full-time students

#### ARTICLE IV. Voting

1. **Apportionment of Votes.** Members are entitled to vote in person or by proxy on all matters coming before any meeting of the members. The number of votes is based on the type of membership:

Full-time Student (under age 23)	1 vote
Individual	1 vote
Single Parent	1 vote
Family	2 votes

2. **Eligibility to Vote.** Only members whose current annual membership dues have been paid are eligible to vote. New members must have been members for at least three months in order to vote on issues under consideration, including election of officers.

3. **Proxies.** A member unable to attend a meeting may designate another member to serve as proxy. The member must send a written Proxy Designation to the official Club mailbox, marked "Proxy" on the envelope, and mailed so as to be received at least three (3) days before the membership meeting at which the vote will be cast. The Designation must include the member's name, the member's proxy's name, and the date of the meeting for which the Designation is being made. A member may hold a proxy for only one other member.

4. **Quorum.** A quorum for the transacting of business at any membership meeting shall consist of ten percent (10%) of the members eligible to vote, and shall include proxies. A majority vote of the eligible members present or in proxy shall decide issues up for consideration, including the election of officers.

#### ARTICLE V. Board of Directors

1. **Definition.** The Board of Directors of the Club (the "Board") shall consist of four elected officers (President, Vice President, Secretary, and Treasurer), and nine appointed directors (Membership Director, Ski Trip Director, Adventure Trip Director, Activities Director, Program Director, Past Director, Marketing Director, Newsletter Editor, and Webmaster).

2. **Elections.** The election process for the positions of President, Vice President, Secretary, and Treasurer shall be as follows:

a) **Nominations.**

1) **Nominating Committee.** A three-member nominating committee consisting of two members of the Board and one member at large will be appointed by the Board at least thirty (30) days prior to the regular February membership meeting. The nominating committee will present its slate of officers at the February membership meeting. An announcement that this presentation will be made will appear in the February newsletter, which must be mailed or emailed so as to be received at least seven (7) days prior to the February membership meeting.

2) **Qualifications for Nomination.** All those nominated must be currently paid members and must have been members for at least one year prior to May 1. Honorary members are not eligible for nomination. All Officers will be eligible for reelection. (See Terms of Office for exceptions.)

3) **Publication of Nominations.** The Nominating Committee's slate of nominations will be published in the March newsletter, which must be mailed or emailed so as to be received at least seven (7) days prior to the March membership meeting.

4) **Nominations from the Floor.** Additional nominations from the floor will be taken at both the February and March membership meetings. Nominations may be made verbally or in writing at the meeting. Members may also send nominations to the official Club mailbox, marked "Nominations" on the envelope, and mailed so as to be received at least three (3) days before the March membership meeting. All nominations from the floor and those submitted by mail must be seconded.

b) **Elections.** Elections will take place at the March membership meeting. Rules governing apportionment of votes, eligibility to vote, proxies, and quorum are specified in Article IV.

c) **Assumption of Offices.** Newly elected Officers shall assume their offices on May 1.

3. **Appointments.**

a) **Granting of Appointments.** The President, with the counsel of the other three elected officers, shall appoint the Membership Director, Ski Trip Director, Adventure Trip Director, Activities Director, Program Director, Past Director, Marketing Director, Newsletter Editor, and Webmaster.

b) **Qualifications for Appointment.** All those appointed must be currently paid members and must have been members for at least one year prior to May 1. Honorary members are not eligible for appointment. All Directors will be eligible for reappointment. (See Terms of Office for exception.)

c) **Assumption of Directorships.** Newly appointed Directors shall assume their directorships on May 1.

**4. Position Descriptions and Duties.**

Officers and Directors, by virtue of their acceptance of the elected offices and appointed positions, pledge: to be governed by these Bylaws; to conduct themselves in a manner befitting their positions and complementing the image of the Club; to perform the duties of their positions as outlined in these Bylaws and any other such duties as may be designated by the Board; and to attend all Board meetings. If a Board member must miss a meeting, the Board member will inform the President or Secretary that they will be absent ahead of time. Specific duties of the Board include, but are not limited to, approval of trips or activities, trip and activity pricing, scheduling, and trip leader appointment.

a) **President.** The President shall preside at all general meetings and Board meetings when possible. The President shall be responsible for the general supervision of the business and operations of the Club. With the counsel of the other Board members, the President shall appoint the non-officer members of the Board. With the counsel of the other Board members, the President shall also appoint ad hoc committee chairpersons and be empowered to request a report from such chairpersons at any time. The President shall act at all times in the best interests of the Club.

b) **Vice-President.** The Vice President shall be empowered to act as President in the absence of the President and at the direction of the President. If the office of President becomes vacant, the Vice President shall become President and serve until the next regular election. The Vice President shall make every effort to assist with and learn the duties of the President so that the Vice President may take over such duties if necessary.

c) **Secretary.** The Secretary shall keep the minutes of all Board and special meetings; and shall distribute a copy of such minutes to each Officer and Director no later than twenty (20) days after such meeting. In addition, the Secretary shall be responsible for the preservation of copies of Board minutes, Bylaws, and policies and procedures.

d) **Treasurer.** The Treasurer shall handle all Club funds and financial accounts. The Treasurer shall coordinate preparation of and maintain copies of tax forms, state filings, receipts and disbursements, and other information appropriate to adequate financial management. The Treasurer shall make disbursements only for Club purposes as pre-approved by the Board. The Treasurer shall have responsibility for providing historical financial data for the pricing of all trips and other activities of the Club. The Treasurer shall be prepared to report a summary of receipts, disbursements, and account balances to the membership monthly; a summary of financial position to the Board monthly; and an annual report to the full membership.

Audit. The President, with the counsel of the other Board members, will appoint a two-member Audit Committee, consisting of no more than one Board member, no later than June 1. This Committee will perform an audit of the Treasurer's records for the previous fiscal year by July 1. In order for this audit to proceed smoothly, the outgoing Treasurer must coordinate this audit in conjunction with the incoming Treasurer. Results of the audit will be presented to the Board at its July meeting. The outgoing Treasurer's responsibility shall end upon acceptance of the audit by the Board regardless of the date of termination of the Treasurer's office.

e) **Membership Director.** The Membership Director shall assist the Marketing Director with promoting and furthering the membership of the Club, including, for example, explaining benefits of membership to potential members, sending a welcome letter to new members, and recognizing new members in the Club's newsletter. The Membership Director shall be responsible for coordinating membership application processing and renewal notifications, transmitting dues and fees to the Treasurer, maintaining a current roster of members on the Club's website, and maintaining on file a roster of members as of December 31 each year for trip lottery purposes.

f) **Trip Directors.** The Trip Directors shall be responsible for coordinating all Club-sponsored ski trips and long-distance non-ski trips. The Trip Directors shall appoint trip leaders (and assistant trip leaders, when warranted), subject to Board approval. The Trip Directors shall instruct trip leaders regarding their duties and responsibilities, including, but not limited to, general trip policies, marketing their trips, and collecting funds and accounting for expenses. The Trip Directors shall be responsible for conducting an annual survey of the membership regarding desired trips, shall work with the Club's tour operators regarding trip details, and shall be empowered to sign binding agreements with tour operators in the name of the Club, in accordance with Article VI, Section 5. The Trip Directors shall work with the Board and the tour operators to determine appropriate trip prices.

- g) **Activities Director.** The Activities Director shall be responsible for coordinating all Club-sponsored trips and activities other than ski trips and long-distance non-ski trips. The Activities Director shall appoint activity leaders (and assistant activity leaders, when warranted), subject to Board approval. The Activities Director shall instruct activity leaders regarding their duties and responsibilities, including, but not limited to, general activity policies and the collection of funds and accounting for expenses. The Activities Director shall be responsible for negotiating with all businesses involved and shall be empowered to sign binding agreements with those businesses in the name of the Club, in accordance with Article VI, Section 5. The Activities Director shall work with the Board to determine appropriate activity prices.
  - h) **Program Director.** The Program Director shall be responsible for coordinating meeting facilities and the planning and promotion of programs for membership meetings that will encourage the development of and participation in the sport of skiing and other activities.
  - i) **Past Director.** The Past Director shall be any past member of the Board, with first right of refusal for this position being offered to the immediate past President. The Past Director shall provide insight into the past operations and experience of the Club.
  - j) **Webmaster.** The Webmaster shall be responsible for maintaining the Club's website as directed by the Board. The Webmaster shall maintain the site to be current with the trips, meeting, events, and activities of the Club. The Webmaster shall monitor the Club's general e-mailbox and either respond to inquiries or direct inquiries to the appropriate Director.
  - k) **Marketing Director.** The Marketing Director shall be responsible for promoting the Club in the community with the goals of increasing membership and retaining existing members. The Marketing Director shall present marketing opportunities to the Board for approval of the activity and funds expenditures. The Marketing Director shall present marketing efforts to the membership during membership meetings and through the newsletter. The Marketing Director shall be responsible for coordinating the promotion of marketing events and the Club's activities by email, through social media, and through the newsletter, as appropriate.
  - l) **Newsletter Editor.** The Newsletter Editor shall be responsible for coordinating and publishing the monthly newsletter after gathering input from the other Directors. The Newsletter Editor shall notify the membership of the nominations and elections of Officers at least seven (7) days ahead of the membership meetings as specified in Article V, Section 2.
5. **Terms of Office.** Terms of office for Officers and Directors shall begin on May 1 and last for two years. Officers and Directors can serve a maximum two (2) consecutive terms in a designated office. After serving their term(s), Officers may be nominated for election, and Directors re-appointed, into the same office only after taking one year off; or they can be nominated or appointed to a different office at any time.
  6. **Transition Assistance.** Outgoing Officers and Directors are expected to spend the months of March and April conferring with incoming Officers and Directors to ensure a smooth transition. The members of both incoming and outgoing Boards are expected to attend the March and April board meetings, although only outgoing Board members will have voting privileges.
  7. **Removal of Officers.**
    - a) If an Officer or Director fails to attend two consecutive Board meetings, the President shall inquire if such Officer or Director desires to maintain his or her position as Officer or Director. The President shall present a recommendation to the Board for action.
    - b) If the Board deems that any Officer or Director has failed to or is unable to comply with his or her responsibilities under these Bylaws or is not acting in the best interest of the Club, such Officer or Director may be removed from office by vote of two-thirds of the full Board at a regularly scheduled Board meeting.
    - c) If the Board is considering the removal of an Officer or Director, the Board must inform the Officer or Director of such consideration in writing at least twenty (20) days prior to the Board meeting at which such removal will be addressed. Said Officer or Director may elect to appear before the Board to discuss the matter before the Board takes action.
  8. **Vacancies.** Except for the office of President, mid-term vacancies shall be filled by appointment by a majority vote of the remaining Officers and Directors then in office, and the appointee shall serve until the next regular election.

## **ARTICLE VI. Governance**

- 1. Compensation.** All time spent in furthering the activities of the Club shall be on a non-remunerative basis.
- 2. Conflicts of Interest.** No member may use or allow to be used the roster of the Club as a mailing list without the express written consent and permission of the Board. Similarly, no member may use his or her position as a member or Club leader to promote any concern in which said member holds any financial or personal interest or by who said member is employed without the express written consent and permission of the Board.
- 3. Board Decisions.** A quorum for the transaction of business at any Board meeting shall consist of seven (7) Board members present. Board decisions shall be governed by a simple majority of the Officers and Directors present at a Board meeting, except as specifically provided for elsewhere in these Bylaws. No proxies or absentee ballots will be permitted.
- 4. Membership Decisions.** Controversial or significant decisions shall be settled by a vote of the general membership. Decisions on which the membership will be voting shall be presented to the membership by newsletter at least seven (7) days prior to a membership meeting. Such a vote can be held only at the request of the Board or at the written request of not less than ten percent (10%) of the members.
- 5. Contracts and Agreements.** Officers, Directors, and other Board-designated agents must employ sound business practices when conducting the internal and external business of the Club. All contracts and agreements for goods and services procured in the name of the Club must be in writing wherever practical. No Officer or Director may enter into any agreement obligating the Club for performance or payment of any type without prior approval of the Board, except as specifically provided for elsewhere in these Bylaws.
- 6. Fiscal Year.** The fiscal year of the Club shall begin on May 1 and end April 30.
- 7. Affiliations.** Membership in or affiliation with any other organization must be determined by a vote of the general membership.
- 8. Board Meetings.** Any Club member may attend any Board meeting, unless the Board specifically votes to have a closed meeting.

## **ARTICLE VII. Membership Meetings**

Membership meetings shall be held during the months of September, October, November, January, February, March, and April. Other meetings may be called at the direction of the Board.

## **ARTICLE VIII. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority governing the meetings of the membership, Board, and all committees, subject to these Bylaws and any special rules of order adopted by the Club.

## **ARTICLE IX. Amendments to the Bylaws**

Proposed amendments to the Bylaws shall be presented to the membership in the newsletter or by e-mail at least seven (7) days prior to a membership meeting. Amendments to these Bylaws shall be made by a majority vote of eligible members present at the membership meeting, provided a quorum for the meeting has been met.

## **ARTICLE X. Disbandment of the Club**

Should the Club cease to operate for whatever reason, the Club charter for a non-profit organization with the Virginia State Corporation Commission shall be canceled, all bills shall be paid from available funds, and the remaining funds shall be given to a sports-related charity. The suggested charity is Special Olympics if that organization is still operating, otherwise to another sports-related charity at the discretion of the last elected Board of the Club. The Club cash assets have been built up over many years from many sources and it would be impractical to divide the remaining funds back to those sources.