

CONSTITUTION AND BY-LAWS

PENOBSCOT VALLEY SKI CLUB, INC.

(1941)

BANGOR, MAINE

ARTICLE I

NAME AND LOCATION

This Corporation shall be known as the Penobscot Valley Ski Club, and is located in the Penobscot Valley area, State of Maine.

ARTICLE II

PURPOSE

- A. The purpose of the Penobscot Valley Ski Club, hereinafter referred to as PVSC or Club, is to promote the sport of skiing, including alpine, Nordic, and snowboarding activities, for the benefit of the families and citizens of the Penobscot Valley and Eastern Maine area. The Club will seek to increase interest in skiing through improving access, distributing information, and providing instructional programming, competition, and events. The club will work to encourage and foster friendship and sportsmanship among skiers.

ARTICLE III

OFFICERS

- A. The officers of this club shall be a President, Vice-President, Treasurer, and Secretary. The officers shall be elected at the annual meeting of the Club by a simple majority of the eligible members present. Voting will be by a show of hands or voting cards (if requested) unless any member requests a secret ballot, then a written vote

will be taken. Officers shall hold office for one year and until their successors have been duly elected or appointed and have accepted office. Terms of the officers shall coincide with the Club fiscal year. Officers shall nominate chairs of standing committees and nominations must be approved by majority vote of Board of Directors.

- B. President. It shall be the duty of the President to preside at all business meetings and enforce all by-laws and regulations of the Club. The President shall be chairperson of the Board of Directors. There shall be a limit of three consecutive terms for the office of President. The term of the President may be extended one additional year by a  $\frac{2}{3}$  vote of the board of directors.
  
- C. Vice-President. It shall be the duty of the Vice-President to assist the president in the discharge of all duties and in the president's absence to conduct club business. The Vice-President serves as chairperson of one standing committee. There shall be a limit of three consecutive terms for the office of Vice-President. The term of the Vice-President may be extended one additional year by a  $\frac{2}{3}$  vote of the board of directors.
  
- D. Treasurer. It shall be the duty of the Treasurer to collect all monies payable to the Club; to have custody of operational funds of the club; to deposit same in such bank as may be designated by the Board of Directors; to retain vouchers, or if a checking account is maintained, records covering all disbursements; to keep in the books belonging to the Club a correct account of receipts and disbursement and present a summary thereof as requested by the Board of Directors and a detailed report thereof at the annual meeting; to be an ex-officio member of the Club's Finance committee; to prepare or have prepared and file all corporate forms required including year end statement, necessary paperwork for filing income tax forms, and annual report for non profit corporations. The Treasurer shall give such bond as shall be required by the Board of Directors. Any additional requirements or assignments of the treasurer not previously listed must be approved by both the Finance Committee and the Board of Directors.
  
- E. Secretary. It shall be the duty of the Secretary to keep a record of all meetings of the Club and Board of Directors; to maintain a correct roll of members of the club; to keep an accurate record of correspondence concerning Club business and to communicate with Club members as requested by the Board of Directors. In case of inability to attend any meeting, the Secretary shall send any necessary records to the place of the meeting. A general report describing the conditions of the club will be presented at the annual meeting.

ARTICLE IV  
GOVERNANCE

- A. The Board of Directors shall be the governing body of the Club. The Board of Directors shall have general charge and control of the policy and finances of the Club. The Board of Directors shall make or authorize all necessary contracts.
- B. The Board of Directors shall consist of:
1. the club officers,
  2. committee chairs,
  3. the immediate past president, and
  4. three at-large elected members of the club.
    - i. One member of the board of directors shall be elected each year at the annual meeting and shall serve a three year term. (Elections shall follow same format as that of officers in Article III A.)
  5. Board of Director members existing prior to the above by-law change (2013) shall serve out the remainder of their existing term, and the Board of Directors shall matriculate to the aforementioned configuration as terms expire.
- C. The Board of Directors shall approve an annual budget and present it to the membership at large by the November meeting of the Club. In addition they shall appropriate or dis-appropriate to each committee such sums of money as may be deemed appropriate to further the Club's goals.
- D. The Board of Directors shall arrange for an audit of the treasurers' accounts when deemed necessary.
- E. The Board of Directors shall have the power to fill any vacancies within the Board of Directors that occur during the year. Such appointee shall hold office for the duration of the term. Appointees shall be approved by a majority vote of the Board.

- F. Regular monthly meetings of the Board of Directors shall be called by the president for the months of August through April and at other times deemed necessary or by a request of two members of the Board of Directors, due notice having been given. A simple majority shall constitute a quorum of the Board of Directors.
  
- G. Should any member of the Board of Directors be absent from three successive regular or adjourned meetings of the Board of Directors, that member upon a two-thirds vote of the other members will be removed from the Board of Directors.

ARTICLE V  
COMMITTEES

- A. There shall be the following standing committees. The general charge of each committee is listed below, though specific tasks may change among committees as necessary:
  - 1. Alpine Committee
    - i. Learn to Ski / Snowboard Program
    - ii. Junior Racing Development Program
    - iii. Adult Racing Program
    - iv. Alpine Races
  
  - 2. Nordic Committee
    - i. Learn to Ski Program
    - ii. Junior Racing Development Program
    - iii. Nordic Ski Lease Program
    - iv. Trails and Grooming
    - v. Nordic Races
  
  - 3. Membership and Publicity
    - i. Membership Management
    - ii. Membership Meetings
    - iii. Newsletter

- iv. Other published materials
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- 4. Trips Committee
    - i. Day Trips
    - ii. Quebec Trip
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- 5. Fundraising Committee
    - i. Ski Sale
    - ii. Auction
    - iii. Grants
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- 6. Finance Committee
    - i. The Finance committee shall be made up of four members, each elected by the Board of Directors for a four year term with terms staggered so that each year one term expires. Dates of term shall follow those of the Board of Directors. If a vacancy should occur during a member's term, a replacement shall be appointed by the Board of Directors to complete that term, following the same procedures used to replace a Board vacancy (See Article IV, Section G). The committee will be chaired by one of these four members.
    - ii. The Treasurer shall be an ex-officio member of this committee.
    - iii. The committee shall oversee the Club's Endowment Fund and manage its investments. Guidelines for Fund investments will be reviewed annually with any recommendations for changes to be submitted to the Board of Directors for approval.
    - iv. Requests by the Board of Directors for distributions from the Club's Endowment Fund exceeding \$3,000.00 (three thousand dollars) in any club year shall require an approval of the finance committee as well as a vote of the general membership at a regular or special club meeting. In the case of disapproval by the finance committee, an affirmative vote of the membership at a regular or special club meeting with a minimum of 50% of the eligible voting members present and a 2/3 majority of those voting.
    - v. The committee will recommend to the Board of Directors policies for the maintenance of Club financial books, banking accounts, financial transactions, safe deposit boxes and postal boxes. These policies will be reviewed annually by February 1st with any recommendations for changes to be submitted to the Board of Directors for approval.

- vi. The committee will review the financial records of the treasurer at least annually, and will recommend audit as necessary. (See Article IV, Section F)
  - vii. The committee will recommend a budget process to the Board of Directors and review this process at least annually.
  - viii. The committee will develop policies for managing donations or grants the club may solicit or receive. Such policies will be submitted to the Board of Directors for approval. Such policies will be reviewed annually.
- B. The chairpersons of these committees will be voting members of the Board of Directors. There shall be a chairperson for each standing committee who shall be nominated by other officer and approved by Board of Directors by majority vote, unless otherwise provided for in these articles. Each standing committee chairperson, unless otherwise specified, shall appoint members to serve on the committee until the end of the Club year.
- C. A committee chairperson may designate a co-chairperson(s) and subcommittee chairs with the approval of the President. In the absence of the committee chairperson, a co-chairperson or subcommittee chair may be designated by the President to fulfill the chairperson's role, including voting responsibilities. Such a designation would also count towards a quorum at a Board of Director's meeting. Each committee will have no more than one vote at a Board of Directors meeting.
- D. Further committees and sub-committees may exist as needed. Their chairpersons will participate on the Board of Directors as non-voting members.
- E. Executive Committee. There shall be an Executive Committee consisting of the officers of the Corporation. The Board President chairs the Committee; in the event the Board President is absent, the Vice President may act as the Chair. With the approval of a majority of the full Board, the immediate past president of the Board may be invited to join the Executive Committee in an advisory capacity.
- 1. The primary function of the Executive Committee is to exercise powers of the Board of Directors which arise between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet. The Committee shall meet at such times and places and by such means as the Chair shall determine. A majority of the members of the Committee shall constitute a quorum. To the extent permitted by applicable law, the certification of incorporation and the bylaws, the Committee is empowered to act for the

full Board. The Committee, however, shall not have the power or authority in reference to the following matters:

- i. adopting, amending or repealing any bylaw;
- ii. filling vacancies in the Board; changing the membership of, or filling vacancies in, the Executive Committee;
- iii. making final determinations of policy.

2. The Committee may call a special meeting of the Board. The Committee shall report all action taken by it to the Board at its next regular meeting succeeding the taking of such action.

F. The above committees shall be subject to the authority of the Board of Directors. All committees shall report to the President and Board of Directors for general instructions regarding their duties and scope of action. Each committee will make periodic reports to the Board of Directors and membership at large as required or requested.

## ARTICLE VI

### NOMINATIONS OF OFFICERS AND DIRECTORS

A. The Board of Directors shall appoint a nominating committee who shall submit to the club before the annual meeting a list of nominees for officers and directors of the club. Further nominations may be made from the floor until nominations have been declared closed.

## ARTICLE VII

### CLUB MEETINGS

A. The annual membership meeting shall be held in March or April, of each year, at a time and place named by the Board of Directors. At this meeting, annual reports of the Secretary, Treasurer and Chairpersons of the Committees shall be presented and officers for the ensuing year will be elected.

- B. The club year shall be a twelve-month period beginning on July 1 of each year, which shall correspond with the club fiscal year. There shall be regularly scheduled membership meetings beginning in October and ending in April each year at a time and place designated by the Board of Directors. The schedule of regular meetings shall be readily available to the club membership and the general public.
- C. The President and/or Board of Directors may call additional club meetings; such meetings shall also be held upon the written request of at least ten percent of eligible voting members.
- D. Ten percent of the total eligible voting membership shall constitute a quorum for transacting business. Business shall be transacted by a simple majority vote of eligible members present and voting unless otherwise provided in these by-laws. Voting by proxy shall not be allowed.

ARTICLE VIII  
MEETING PROCEDURES

- A. The following order of business shall be observed at the annual meeting:
  - 1. Reading of the minutes of the previous meeting which shall stand approved unless corrected,
  - 2. Report of the Board of Directors,
  - 3. Report of the Secretary,
  - 4. Report of the Treasurer,
  - 5. Reports of the Committees,
  - 6. Unfinished business,
  - 7. New business,
  - 8. Elections, and
  - 9. Adjournment.
- B. The above order of business shall be used at all meetings so far as it may be applicable. In all matters of procedure Robert's Rules of Order shall be considered the authority.

ARTICLE IX



## MEMBERSHIP, DUES AND VOTING RIGHTS

- A. Membership in the Club is open to all persons with will and desire to further the purpose of the Club. In complying with the letter and spirit of applicable laws, the Club shall not discriminate on the grounds of race, color, religion, sex, sexual orientation, including transgender status or gender expression, national origin or citizenship status, age, disability, genetic information or veterans status in membership and Club activities.
- B. Adult membership shall be open to those 18 years of age or older at the beginning of the Club year. The Board of Directors may choose to offer a Junior membership, which shall, if used, be open to those under 18 years of age at the beginning of the Club year. Family membership shall be open to an adult and his or her partner and including children up to age 21.
- C. Applicants for membership shall submit their names and dues to the membership and publicity committee for processing and action. Applicants who are paid and in good standing are eligible for membership benefits.
- D. Membership dues and associated deadlines for the following club year shall be determined by the Board of Directors in the spring of each year.
- E. The Club may by unanimous vote of the members present at a membership meeting, elect as honorary members such persons as shall be approved and submitted to the club by the Board of Directors; provided that the number of honorary members shall not at any time exceed ten (10). Honorary members shall have the right to attend any and all meetings of the club and shall not be subject to the payment of dues or charges, except club function expenses (e.g. Honorary Members would need to pay membership price for Club trips). They shall not vote at any meetings of the club.
- F. Voting rights are extended only to members whose current dues are paid and are defined as follows:
  - 1. Family Membership — 1 vote per person (age 18+) present up to maximum of 2 votes
  - 2. Adult Membership – 1 vote
  - 3. Junior Membership – No vote
  - 4. Members must be present to vote.

## ARTICLE X

## GUESTS

- A. The Club will seek to host events and functions open to the general public, but some functions may be limited to club members.
  - 1. Members may bring non-member guests to functions of the club. In those events with limited capacity, club members may have priority over non-members.
  - 2. All members bringing guests shall be responsible for the guests' pro rata share in any expense of the function or program attended (e.g. The Club will not subsidize a members' guests' trip).

## ARTICLE XI INDEMNIFICATION

- A. The corporation shall have the power to indemnify and, without formal action by members, directors or other persons, shall indemnify any persons, whether officer, director, employee, member or other person acting for or in behalf of the corporation, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer or agent of the corporation, or who is or was serving at the request of the corporation, or who is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any of the above stated capacities, or his or her status as such, whether or not the corporation would have the power to indemnify such person.

## ARTICLE XII CONFLICT OF INTEREST POLICY

- A. Whenever a Board member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure,

abstention and rationale for approval. A transaction in which a Board Member has a personal or adverse interest shall include:

1. Purchases, whether isolated transactions or by contract, of any assets or services, including, but not limited to, professional services from the Club;
2. Sales, whether isolated transactions or by contract, of any assets or services, including, but not limited to, professional services to the Club;
3. Use of the Club's facilities, its real or personal property, or its personnel;
4. Use of any property to or from the Club;
5. Payment by the Club of any commissions or fees, including, but not limited to, brokerage commissions, management fees, consultant fees and legal fees.

### ARTICLE XIII

#### DISSOLUTION

- A. If at some time, the Club is unable to fulfill its purpose as stated in Article II, a resolution to dissolve would first require a vote to dissolve by two-thirds of the Board of Directors. Such a resolution must include a plan for transfer of remaining assets as outlined in Article XIII, Section B. Such a resolution must be approved by a vote of the membership at a special meeting. Such a meeting would require two weeks written notice of time, place and date of meeting, and would include the full text of the resolution to be voted upon. A quorum would require 50% of the eligible voting membership, and approval of such resolution would require an affirmative two-thirds majority vote.
- B. If the Club is to dissolve, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purpose of advancing the cause of skiing in the Penobscot Valley / Eastern Maine region in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under §501(c)3 of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Club is then 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. In the event the Club dissolves and the assets are distributed pursuant to this Article, assets will be distributed with their restrictions, if any.

#### ARTICLE XIV AMENDMENTS

- A. Any amendments to these articles must be presented in writing to the Club members. The Secretary of the Club shall make available a copy of the proposed amendment(s) readily available to members of the Club in print or electronically. At a subsequent regular meeting, the amendment(s) shall be reread and voted upon as presented. A two-thirds affirmative vote of those eligible members present shall be necessary for its adoption. (Note: any substantive alteration of the proposed amendment at that time would require tabling and re-notification.)

#### ARTICLE XV AWARDS

- A. Bob and Cindy Dunlap Award (also known as “The Silver Skis Award”):
  - 1. In as much as Bob and Cindy Dunlap have contributed to the ongoing success of this Club for many years, in honor of that the Club wishes to recognize their efforts by establishing a distinguished service award in their name. This award may be presented to any person. Their name being brought before the Board of Directors and the Board, upon majority vote, finding them deserving based on their contributions to skiing. A worthy candidate should have displayed a similar dedication in some way to the snow sport industry in general and specifically, some aspect of skiing in the State of Maine. Also, that the Club will recognize this person through a special award ceremony along with press releases in select ski related publications within the state and others as the Club sees fit.

*Updated March 21, 2017.*