

**BYLAWS OF CHUGIAK-EAGLE RIVER NORDIC SKI CLUB**  
**a nonprofit corporation established October 1985, Alaska Entity #52764D**

Date: 3 October, 2017

**ARTICLE I. NAME, FISCAL YEAR, AND OFFICE**

Section 1. Name. The name of this organization shall be Chugiak-Eagle River Nordic Ski Club, hereinafter referred to as "Ski Club", and abbreviated CERNSC. The Ski Club also conducts business and is often referred to as the Eagle River Nordic Ski Club and abbreviated ERNSC.

Section 2. Fiscal year. The fiscal year of this Ski Club is designated as twelve (12) calendar months commencing June 1 and ending May 31.

Section 3. Office. The Board of Directors may elect to open an office or other facility to conduct the business of the Ski Club.

**ARTICLE II. OBJECTS AND PURPOSES**

Section 1. Organization. The corporation is organized under the laws of the State of Alaska and shall be administered as such.

Section 2. Purposes. Within the limitations of a nonprofit organization stated above, the Ski Club's specific purposes are:

1. To encourage and assist development of all types of Nordic Skiing as a healthful form of individual and family activity in the Chugiak-Eagle River communities.
2. To promote competitive Nordic Skiing, through:
  - a) training of volunteers, officials, instructors, and coaches for Nordic Skiing competitive events;
  - b) encouragement, preparation, and development of athletes of all ages for participation at local, state, national, and international competitions; and
  - c) hosting of local and nationally-sanctioned competitive Nordic Ski races in Chugiak-Eagle River.
3. To promote recreational Nordic Skiing.
4. To preserve, maintain, develop, and improve the local ski trails and support facilities.

**ARTICLE III. MEMBERSHIP**

Section I. Rights. The Ski Club shall be controlled by its members. No member shall hold more than one membership in the Ski Club. Membership interests in the Ski Club are not transferable.

Section 2. Membership classification. Membership in the Ski Club shall be classified as:

1. FAMILY MEMBER: Any individual or all members of a family shall be eligible for active membership with the rights and privileges of full participation in Ski Club activities. Each member eighteen (18) years of age or older, whether an individual or as a member of a family, are voting members.
2. LIFE MEMBER: Any individual may be awarded a life membership by action of the Board of Directors. Such members shall have the same rights and privileges as family members although they shall not be required to pay dues.

Section 3. Membership approval. To be approved for membership, a member must submit a completed membership application form as requested by the Ski Club and pay the required fee.

Section 4. Non-liability of members. By virtue of just being a Member of the Ski Club, no member shall be liable for debts, liabilities, or obligations of the Ski Club.

Section 5. Term of membership. Membership is for a single year ending automatically on September 30th. Membership shall be renewed upon completion of a membership application and payment of the annual membership fee.

#### **ARTICLE IV. GENERAL MEMBERSHIP MEETING AND QUORUM**

Section 1. General meeting notice. A General Meeting of the members will be held each year. The Board of Directors will hold this General Meeting of members within the Chugiak-Eagle River area. Notice of the General Meeting shall be sent electronically or deposited in the US mail, addressed to each member at his address on file, not later than 7 nor more than 60 days before the date of the General Meeting. This notice shall set forth the time and place of the meeting.

Section 2. Special meeting notice. Upon request of at least one tenth (1/10) of the quorum number of members (as defined below), or at the request of three (3) Board Members, or by request of the President, the President may call a special General Meeting of the membership. Notice of the special General Meeting shall be sent electronically or deposited in US mail, addressed to each member at his address on file with the Ski Club, not later than 7 days nor more than 60 days before the special meeting. The notice shall indicate the time, place, and subject matter of the special General Meeting.

Section 3. Quorum. The presence at any meeting of at least one-tenth (1/10) the number of memberships active on some date (any date) within the last 12 months shall constitute a quorum. A family counts as 1 for purposes of a quorum. A vote submitted by mail or electronically and received before the meeting shall be included in the count of members present in the determination of the quorum.

Section 4. Voting. No member shall cast more than one (1) vote. A Family membership may have multiple voting members who are 18 years or older. Any ski club member having a membership active at some time during the previous 12 months is considered a potential voting member at a General Meeting. Votes may be cast in person, by mail, or electronically. A vote pre-submitted can only be applied to specific questions previously posted or listed in the notice of the meeting such as a list of candidates, the text of the resolution, or text of the Bylaw amendment under consideration. At a General Meeting, with a quorum present, the vote of the majority of the members voting shall determine the passage of any resolution, question, amendment, or election, and the decision of the majority shall be binding upon the Ski Club. A majority vote prevails unless state law, the Articles of Incorporation, or these Bylaws specify a different percentage.

Section 5. Advice to the Board. At any General Meeting of the members, the membership may consider, discuss, and vote on matters that are typically within the authority of the Board to decide. These discussions and votes shall be given due consideration by the Board. Nothing in this section is intended to alter or limit other provisions of these Bylaws, which specifically require action of the membership in addition to or instead of the Board.

Section 6. Adjournment. Any meeting of the Ski Club may be adjourned by majority vote of the members present, whether or not a quorum is present. A meeting may be rescheduled to such place and time as may be determined and given written announcement as specified above. At any such rescheduled meeting, at which a quorum is now present, business transacted shall concern questions or topics stated in the notice for the original or the rescheduled meeting.

#### **ARTICLE V. MEMBERSHIP DUTIES AND OBLIGATIONS**

Section 1. Fees and assessments. A member shall promptly pay all fees, dues, special assessments, and other charges lawfully imposed upon the membership. The Board shall set the amount for annual dues assessed to members, except Life members.

Section 2. Operating rules and regulations. A member shall comply with all provisions of these Bylaws, as well as operating rules and standard operating procedures promulgated by the Board of Directors. Infraction of such rules, when reported, may be a basis for suspension or expulsion.

Section 3. Other duties. Members shall conduct themselves in a proper manner to uphold the dignity of the Ski Club, exercise due caution and safety in the use of Ski Club materials and equipment, and otherwise act in the best interest of the Ski Club. The Board of Directors, any committee member, and members of the Ski Club must not engage in any political or legislative lobbying or affairs using the name of the Ski Club.

#### **ARTICLE VI. BOARD OF DIRECTORS**

Section 1. Number and qualifications. A Board of Directors consists of at least 5 or as many as 15 persons who shall manage the affairs of the Ski Club. All Directors must be active members of the Ski Club.

Section 2. Term of office. Members of the Board of Directors shall serve for a term of 3 years, therefore, roughly 1/3 of the Board will be newly elected each year. Expired terms, resignations, removals, or change in the size of the elected Board may modify the number of Directors up for election. There is no limit on the number of terms for re-election.

Section 3. Nomination and manner of election. The Board of Directors shall be elected at the General Meeting of the membership. A Nominating Committee may be appointed by the President consisting of at least one current Board member and up to two other members. The Nominating Committee solicits candidates for elected positions as vacancies occur gains the consent of nominees, and presents the candidates to the membership. Nominations may also be accepted at the annual meeting from any member. Voting for Board of Directors shall be done by secret ballot. The nominees shall be elected in order determined by the number of votes they receive. New additions to the Board of Directors shall occur up to the number of Directors selected for that year.

Section 4. Installation of Directors. Installation of Directors shall take place immediately following the election.

Section 5. Vacancies. A vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. At the next scheduled General Meeting, the term of any Board-elected temporary Director will expire and be refilled by election from the membership. At any special general meeting, the members may elect Directors at any time to fill vacancies on the Board that have not been filled by the Board of Directors.

Section 6. Quorum. A majority of the number of Directors elected to the Board, shall constitute a quorum for the transaction of business by the Board. The act of the majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless a greater number is required by these Bylaws. A Director shall not be permitted to vote on any issue involving the Ski Club judged to directly benefit, or conflict with, outside financial interests, work obligations, or personal responsibilities of that particular Director.

Section 7. Meetings. Board meetings shall be held monthly on a regular schedule as established and posted by the Board. The business to be transacted and the purpose of a regular scheduled meeting of the Board of Directors need not be specified, nor additional notice provided. Additionally, a) all Board members and Chairpersons of the standing committees shall receive timely reminder notification of all meetings of the Board; b) no Board member shall exercise more than one vote; c) meetings of the Board shall be open to all Ski Club members; and d) designated representatives of independent community organizations with similar purposes are welcome to attend.

Section 8. Special meetings. Any 3 or more members of the Board, or the President, may call a special meeting of the Board of Directors. Notice of special board meetings, at least 7 days prior to the special meeting with date, time, place, and business to be conducted, must be provided to all Board members and Chairpersons of the standing committees. Business shall be limited to items specified in the special meeting notice.

Section 9. Compensation. The Board of Directors and Chairpersons of standing committees shall serve without compensation.

Section 10. Removal of Directors. Any Director may be removed, either with or without cause, at any time by vote of a majority of the voting members at a Board of Directors meeting, General Meeting, or a special General Meeting of the members called for that purpose.

Section 11. Resignation. Any Director may resign his office at any time. Such resignation is to be made in writing and is to take effect immediately.

Section 12. Duties. The Board of Directors shall manage the affairs of the Ski Club, including determining membership fees and membership eligibility. Each Director shall perform his/her duties, including those of being a member on any corporate board, in good faith. Each Director shall execute all duties through the use of the standard as to what, in the opinion of the Director, is in the best interest of the Ski Club. In making all decisions, a Director shall utilize reasonable care and inquiry as a reasonable prudent person in a like situation would employ. The Board of Directors is responsible for:

- a. administration and organization of the affairs of the Ski Club;
- b. establishing job descriptions for Officers and Chairpersons consistent with the Bylaws and the purposes of the Ski Club;
- c. serving as a clearinghouse for activities and proposals to be brought before the membership;
- d. preparing and approving a budget for the coming fiscal year.

## **ARTICLE VII. OFFICERS**

Section 1. Officers and qualifications. The officers of the Board of Directors shall include President, Vice President, Secretary, and Treasurer. The officers shall be elected by members of the Board of Directors. Any person can hold no more than two (2) offices unless precluded by the law.

Section 2. Election. The Board of Directors shall elect officers at the first scheduled meeting of the Board of Directors following the annual meeting. The term of office for all Officers will be one (1) year. The current President will call the meeting and preside at the first meeting of a newly elected Board until the time a new President is selected by the new Board.

Section 3. Removal of Officers. Any Officer may be removed from office by a two-thirds vote of the Board of Directors whenever it is the judgment of the Directors that the removal will serve the best interest of the Ski Club.

Section 4. Compensation. The Officers shall serve without compensation.

Section 5. President. The President shall preside at all meetings of the membership and the Board. He/she shall appoint all committee Chairpersons subject to approval of the Board. The President serves as an ex officio member of every committee. He/she shall call regular and special meetings of the members and Directors in accordance with requirements of statutes and these bylaws. He/she shall have no overriding authority over the other officers of the Ski Club other than to insist upon reporting of the status and activities of that Officer at each regular meeting of the membership or the Board. The President shall act as the official representative and spokesperson of the Ski Club. He/she shall, with the assistance of the Vice President, act as coordinator among various programs, the Board, and the membership. He/she shall be allowed to sign on behalf of the Ski Club for agreements, contracts, or expenditure of funds.

Section 6. Vice President. The Vice President shall act as President in the absence of that officer. He/she shall conduct all elections. In the event of the absence of both the President and Vice President at any meeting of the membership or the Board, another director shall be chosen to preside over that meeting. The Vice President shall act as assistant to the President. He/she shall be an ex officio member of all program committees.

Section 7. Secretary. The Secretary, as required by law, shall take and record the minutes of each meeting of the membership and the Board of Directors. The secretary shall conduct all correspondence at the direction of the Board. By posting on the Ski Club website or other means, the secretary shall provide public notice of meeting schedules, meeting minutes, these bylaws, proposed amendments thereto, and any other appropriate Ski Club documents as directed by the

Board. He/she shall perform other duties as may be required by these Bylaws, the Articles of Incorporation, or by the law.

Section 8. Treasurer. The Treasurer shall keep full and accurate records of all monies received and dispersed, and prepare and file reports as required by law. He/she shall maintain a bank account for use by the Ski Club. He/she will make proper monthly and annual financial reports to the Board and the membership. He/she shall sign on behalf of the Ski Club for commitment of funds. The treasurer is responsible for filing biennial reports to the State of Alaska Division of Corporations, Business and Professional Licensing for CERNSC, Alaska Entity #52764D. The treasurer is responsible for annual filing of Form 990N and/or any required tax information to the Internal Revenue Service for the maintaining 501c3 status for CERNSC, EIN# 92-0118534.

#### **ARTICLE VIII. FINANCES**

Section 1. Annual dues. The Board of Directors shall set the annual dues.

Section 2. Insurance. Adequate and proper insurance, as determined by the Board of Directors with the assistance of insurance advisors and counsel, shall be carried at all times to protect the Ski Club from any and all liability arising out of the services provided by the Ski Club.

Section 3. Financial reports. The Treasurer will provide the Board of Directors with a breakdown of all operating costs at each regularly scheduled meeting of the Board.

Section 4. Property. All property and accounts of the Ski Club shall be in the corporate name.

Section 5. Budget. The budget approved by the Board of Directors shall be followed. Expenditures above the budgeted amounts for any Program must be approved by a majority vote of the Board of Directors.

#### **ARTICLE IX. DISSOLUTION**

Dissolution of the Ski Club shall take place in accordance with the provisions of the Alaska Statutes under which the Ski Club is organized and the Articles of Incorporation. If dissolved, the assets of the Ski Club would be transferred to another 501c3 organization with similar purposes.

#### **ARTICLE X. AMENDMENTS**

A proposal to amend any provision of these Bylaws may be made to the Board of Directors or at a General Meeting. Proposed changes must be affirmed by a majority vote of the Board of Directors and also approved by majority vote at a subsequent General Meeting of members.

#### **ARTICLE XI. PROGRAMS**

Section 1. Program organization: Activities of the Ski Club may be initiated and performed by established Committees. The Board may create permanent standing committees or temporary special committees as deemed necessary for specific purposes or projects. Each committee shall have authority delegated by the Board to conduct any activities within their scope of responsibilities, and within their budget, as approved by the Board. The Chairperson or Co-chairpersons of any Standing Committees are appointed by the President of the Board, and shall serve until the committee activity is completed, or until removal by the Board. Chairpersons are expected to attend and participate in Board meetings as much as is practical. Appointed committee Chairpersons do not have voting rights on the Board of Directors. Each standing committee may prepare a budget for the coming fiscal year to be presented to the Board for approval. The Chairperson of each standing committee will keep the Board informed of its activities. Any member of the ski club may serve on a standing committee.

Section 2. Standing Committees: The following committees are operated under the direction of the Board and are hereby established as Standing Committees of the Ski Club. All committees are not required to be equally active each year, depending on the needs and interests of the membership and the Board.

1. **Junior Nordic Committee** shall administer a youth ski education program for family members ages 4 to 14 years.
2. **Trails Committee** shall develop, maintain, groom, or improve trails in the Chugiak-Eagle River community for recreational and competitive Nordic skiing.
3. **Membership Committee** shall seek new members and conduct activities to maintain interest and growth in the Ski Club and its programs.
4. **Publicity Committee** shall publicize Ski Club activities and accomplishments. During the ski season, this committee shall provide and contribute to the website and the monthly newsletter to the membership.
5. **Race Committee** shall administer a Nordic ski racing program.
6. **Recreation and Touring Committee** shall administer a general community-based ski activity and touring program.
7. **Lands Committee** shall act on behalf of the Ski Club in assuring the conservation and wise use of land and resource areas in Alaska suitable for cross country skiing.
8. **Volunteer Coordination Committee** shall assist the Ski Club and other committees in soliciting the membership and matching volunteers to the activities of the club.
9. **Ski Club History Committee** shall keep a record of the activities and accomplishments of the Ski Club.
10. **Juniors Committee** shall advise the Ski Club on programs and issues of Junior skiers ages 4 to 19. The appointed chair of this committee shall be an active skier of high school age.

#### **ARTICLE XII. MEMBERSHIP IN OTHER ORGANIZATIONS**

The Ski Club may choose to maintain a membership in the United States Ski Association. The Ski Club may obtain membership in other organizations when approved by the Board, provided that such membership must be compatible with the purposes and objectives of the Ski Club.

#### **ARTICLE XIII. AUTHORITY**

The rules contained in Robert's Rules of Order, Revised, shall govern this organization in all cases for which they are applicable and when not inconsistent with the provisions of these Bylaws.