

**Austin Skiers, Inc
By-Laws**

ARTICLE I

Section 1. Name

The name of this organization shall be Austin Skiers, Inc., hereafter referred to as the Club. The Club may also do business as Austin Skiers & Boarders.

Section 2. Incorporation

The Club shall be incorporated under the laws of the State of Texas as a nonprofit corporation.

Section 3. Principal Office

The principal office of the corporation in the State of Texas shall be located at P.O. Box 9412, in the City of Austin, County of Travis, State of Texas, 78766. The corporation may have other offices, either within or without the State of Texas, as the Executive Committee (The Executive Committee (EC) is defined in Article 5, Section 2.) may determine or as the affairs of the corporation may require from time to time.

Section 4. Registered Office and Registered Agent

The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office of the corporation in the State of Texas and the address of the registered office may be changed from time to time by the Executive Committee.

**ARTICLE II
PURPOSE**

Section 1. Objective

The primary objective of the Club is to promote and encourage individual and group interest in snow sports. A secondary objective is to promote social and outdoor activities for Club members. To further this objective, the Club may join other organizations such as the Texas Ski Council, or participate in joint activities with other corporations or organizations, provided that no single member of Austin Skiers benefits from such partnership.

Section 2. Activities

The Club shall offer activities and services desired by the membership when deemed feasible by the Executive Committee.

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**ARTICLE III
MEMBERSHIP**

Section 1. Qualifications

- A. Individual membership is open to those persons interested in promoting the objectives of the Club who are twenty-one (21) years of age or older.
- B. Family membership shall include spouses or domestic partners living at the same physical address, and their children less than twenty-one (21) years of age or children who are full time students up to the age of 26.
- C. Special consideration may be given on a case-by-case basis by the Executive Committee.

Section 2. Guests

Guests are encouraged to attend the local meetings and special activities of the Club, but may not participate in Club-sponsored trips.

Section 3. Club Activity Eligibility

- A. A member in good standing is someone whose membership dues are current, and whose membership has not been placed, in revocation, or otherwise disciplined without remedy by the Executive Committee.
- B. Participation in any Club-sponsored trip shall be limited to a member in good standing of Austin Skiers, Inc., and in good standing with a member club of the Texas Ski Council. A reciprocal participant must be in good standing with any Texas Ski Council member club.
- C. While guests will be allowed to participate in activities other than Club sponsored trips, Club members shall have priority. Guests may be charged an extra fee for activity participation. Reservations for participation in such activities require payment as specified by the coordinator of the activity.
- D. Club members who are not trip participants, but wish to join in any trip activity may be charged a Club fee set annually by the Executive Committee. If the Trip is a Texas Ski Council sponsored trip, the member may be charged the TSC fee and the Club fee. (The fee(s) may be charged at the discretion of the Vice President of Trips or the Trip Chair.)
- E. Attendance at Club functions/trips is limited to persons 21 years of age and over unless accompanied by parent or responsible adult.

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Section 4. Revocation of Membership

Membership may be revoked by a two-thirds vote of the Executive Committee provided the member has been notified of the reason(s) for such action and has been given an opportunity to be heard by the Executive Committee. At least thirty (30) days advance notice of the proposed action shall be sent to the member at the last and best known address of the member in the Club records, by certified mail, return receipt requested. Future membership of this member may be denied by the Executive Committee and he/she will need approval by a two-thirds vote of the Executive Committee to re-join the Club and participate in any Club sponsored trips or special activities.

ARTICLE IV DUES AND FUNDS

Section 1. Fiscal Year

The fiscal year shall be from May 1 to April 30.

Section 2. Dues

Dues shall be set annually by the Executive Committee and stated in the Standing Rules. The membership year shall begin June 1 and end May 31.

Section 3. Signatures

A. Payment Orders

Signatories for checks, notes of indebtedness or orders for payment of monies issued in the name of the Club shall include President, Trips Vice President, Trip Planning Vice President, and Treasurer. Other Club officers may be included at the recommendation of the President and by a majority vote of the Executive Committee.

B. Contracts

Authority for signing contractual obligations is delegated only to the Club President, Trip Vice President, Trip Planning Vice President, Programs Vice President and the Past President.

Section 4. Deposits

All funds not otherwise employed shall be deposited to the credit of the Club in such depositories as the Executive Committee may select.

Section 5. Financial Reviews

Reviews of the Financial Records shall be done as outlined in the Standing Rules.

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Section 6. Non-payment of Dues

Those members failing to pay annual dues by June 1 of each year shall be dropped from the active membership list of the Club. The Executive Committee may choose to continue sending the monthly Club newsletter to prior members.

ARTICLE V NOMINATION AND ELECTION OF OFFICERS

Section 1. Election

There shall be an election of officers and one (1) director at the Annual Meeting each May. The officers and director shall serve one-year terms, and all shall take office on June 1st.

Section 2. Executive Committee(EC) Officers and Director

The elected officers, in order of succession, shall be 1) President, 2) Past President, 3) Trips Vice President, 4) Trip Planning Vice President, 5) Treasurer, 6) Director, 7) Program Vice President, 8) Special Activities Vice President, 9) Secretary, 10) Communications Vice President,

Section 3. Eligibility

The only persons eligible to hold office shall be those who are members in good standing with the Club.

Section 4. Nominees

The Nominating Committee shall present a proposed slate of officers and director (consisting of at least one (1) nominee for each officers' and director's position) to the Executive Committee for approval at least two (2) weeks prior to the April Executive Committee meeting.

It is required that at least three (3) of the nominees for officers be current officers in order to preserve continuity. It is further required that the nominee for President be a current officer, director or Trip Chair. The nominee for Director shall be either a Past VP of Trip Planning, Past VP of Trips, or a Past President. The Nominating Committee Chairperson shall not be included in the initial slate proposed to the Executive Committee. If the requirements previously stated in this paragraph for nominees cannot be met, the Executive Committee can grant an exception.

The Executive Committee may amend the slate proposed by the Nominating Committee, and shall approve the slate by majority vote. The approved slate shall be presented to the general membership in the Newsletter or Web site notice in which the Annual Meeting date and location are announced. Further nominations may be made from the floor at the Annual Meeting. Consent to serve shall have been secured from all nominees.

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**ARTICLE VI OFFICERS AND
DIRECTORS**

Section 1. Duties of Officers and the Director

Specific duties of officers and directors are listed below. Officers and directors shall attend all Executive Committee meetings. If absence is necessary they should contact the President and provide for submission of reports. After three (3) absences by an Executive Committee Member from the regularly scheduled Executive Committee Meetings, that member may be removed from office by a two-thirds majority vote of the Executive Committee.

A. President

The President shall be the principal executive officer of the Club and shall supervise and coordinate all the business of the Club. The President shall perform the following specific duties:

1. Preside at all General Membership meetings, the Executive Committee meetings and Financial Review Committee meetings. For other Club meetings, the President may attend or not, as appropriate.
2. Sign any instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Club.
3. Subject to approval of the Executive Committee, appoint a successor to any office that has become vacant, other than the Presidency, before the next meeting of the general membership.
4. Act as or appoint a delegate and spokesperson for the Club at the Texas Ski Council Delegates meetings.
5. Designate an officer or director to act as parliamentarian at all meetings of the Executive Committee and at general membership meetings.
6. Assign an Executive Board member with the approval of the Executive Committee the task to Develop and execute marketing programs that recruit new members and increase membership retention.
7. Perform other duties as assigned by the Executive Committee.

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B. Trips Vice President

The Trips Vice President shall be responsible for all Club trips authorized by the Executive Committee and shall perform the following specific duties:

1. Recommend to the Executive Committee candidates for the positions of Trip Chair;
2. Approve candidates for Assistant Trip Chair, and present to the Executive Committee for approval by a majority vote;
3. Appoint three (3) people to serve on the Trip Planning Committee;
4. Serve as a delegate to the annual TSC Bid Meeting;
5. Serve as a member of the Financial Review Committee;
6. Supervise and train all ski Trip Chairs.
7. Perform financial review of all Club trips assigned by the Executive Committee;
8. Perform other duties as assigned by the Executive Committee.

C. Past President

The Past President shall have held office of President within the preceding 5 years from the date of the annual business meeting at which a new Executive Committee is elected, unless the outgoing Executive Committee grants an exception. The Past President shall perform the following specific duties:

1. Respond to e-mail inquiries;
2. Provide guidance to the Executive Committee members;
3. Ensure that a registered office and registered agent are maintained with the State of Texas;
4. Perform and/or oversee the annual review of Club By-Laws and any review of the Standing Rules;
5. Preside at all meetings and other Club functions in the absence of the President;
6. Perform other duties as assigned by the Executive Committee.

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D. Trip Planning Vice President

The Trip Planning Vice President shall perform the following specific duties:

1. Assist the Trips Vice President as necessary;
2. Preside at all Trip Planning Committee meetings;
3. Serve as a delegate to the annual TSC Bid Meeting;
4. Perform other duties as assigned by the Executive Committee.

E. Treasurer

The Treasurer shall perform the following specific duties:

1. Follow the Financial Guidelines established by the Executive Committee;
2. Authorize and oversee the receipt and disbursement of all Club funds;
3. Deposit all revenues within seven (7) days of receipt by the Treasurer;
4. Maintain accurate and complete financial records;
5. Prepare a monthly financial statement which shall be presented to the Executive Committee and an annual financial statement for the general membership at the Annual Meeting;
6. Work with the Trip Vice President with regard to financial matters of all trips;
7. Serve as a member of the Financial Review Committee;
8. Perform other duties as assigned by the Executive Committee.

F. Director

The Director shall serve a one-year term, and shall perform the following specific duties:

1. Provide guidance and assistance to Executive Committee as necessary;
2. Lend active support to all Club activities;
3. Coordinate volunteers for admission and name tags at regular meetings of the general membership;
4. Serve as a greeter at regular monthly Club meetings or get a volunteer to assist if not able to attend;
5. Perform other duties as assigned by the Executive Committee.

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G. Program Vice President

The Program Vice President shall be responsible for all Club programs and shall perform the following specific duties:

1. Make arrangements for regular monthly meetings;
2. Establish programs for monthly meetings;
3. Update the monthly meeting schedule for advertising purposes;
4. Be responsible for securing donated door prizes for each meeting;

5. Perform other duties as assigned by the Executive Committee.

H. Special Activities Vice President

The Special Activities Vice President shall:

1. Coordinate planning of special activities, as necessary;
2. Present a special activities schedule for the approval of the Executive Committee;
3. Update the website with the activities details.
4. Perform other duties as assigned by the Executive Committee.

I. Secretary

The Secretary shall be the official business recorder of the Club and shall perform the following specific duties:

1. Keep the minutes of the Executive Committee meetings;
2. Keep the minutes of the Annual Meeting;
3. Be custodian of the official minutes and other business records of the Club;
4. Perform other duties as assigned by the Executive Committee.

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J. Communications Vice President

The Communications Vice President shall be responsible for the publication of a monthly newsletter informing the general membership of approaching meetings, list of Club trips and special activities, and general business of the Club and shall perform the following specific duties:

1. Submit estimates of the costs for producing the newsletters and publications to the Executive Committee for approval at the June Budget Meeting;
2. Establish and enforce a cut-off deadline for receipt of Newsletter input;
3. Contact all persons from whom input is needed prior to the deadline;
4. Distribute the Newsletter to the general membership;
5. Administer the Club site(s) on the World Wide Web
6. Provide advice and receive guidance on operation of the Club website;
7. Manage electronic communications (website, email lists, central file repository, etc.);
8. Perform other duties as assigned by the Executive Committee.

Section 2. Bonding

All officers authorized to handle financial affairs pursuant to ARTICLE IV, Section 3, shall be bonded/insured in an amount to be established by the Executive Committee.

Section 3. Annual Reports

All officers shall file written reports with the President in advance of the May Annual Meeting to be kept in the Secretary's records. The report shall include activities performed by the officer throughout the year, projected budget for the coming fiscal year, and recommendations to assist his/her successor. The reports shall be summarized and presented at the May Annual Meeting.

Section 4. Compensation

In order for no member to benefit more than any other, no member shall receive compensation for their work as a member of the club.

A. Trip Chairs and Assistant Trip Chairs

- a. May receive partial reimbursement for their trip expenses as they must attend the trip they are leading.

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- b. Reimbursement amounts for Trip Chairs and Assistant Trip Chairs will be determined at the June EC budget meeting, and must be applied for and used in the same fiscal year as authorized.
 - c. Any exceptions must be reviewed and approved by a majority vote of the Executive Committee.
- B. Executive Committee (EC)
- a. EC members may receive a once per fiscal year partial trip reimbursement called an Officer Credit, as they are expected to attend at least one club trip per ski season. Reimbursement must be applied for and used in the same fiscal year as authorized.
 - b. Any exceptions must be reviewed and approved by a majority vote of the Executive Committee.
- C. Changes to the Officer Credit must be approved at the Annual Membership meeting.

**ARTICLE VII STANDING
COMMITTEES**

Section 1. Trip Planning Committee

A. Membership

The Trip Planning Committee shall be composed of the Trip Planning Vice President, Director, three (3) members appointed by the Trips Vice President, and additional members selected by the Trip Planning Vice President.

B. Responsibilities

The Trip Planning Committee shall be responsible for the following:

1. Research trip destinations and planning for the upcoming year's trip schedule, with consideration of TSC trips;
2. Propose a trip schedule for the approval of the Executive Committee.

Section 2. Nominating Committee

Prior to March 1 of each year, the Executive Committee shall appoint a Chairperson of the Nominating Committee. At the March Executive Committee meeting this Chairperson shall propose a Nominating Committee of five (5) to seven (7) members for approval.

The Nominating Committee shall be composed of not less than two (2) or more than four (4) members of the current Executive Committee. Only persons who have been club members for the preceding twelve (12) months shall be eligible for membership on this committee. A list of all previous officers and directors from the immediate past three (3) years should be available to the committee for review prior to its selection of a proposed slate of officers and directors (see ARTICLE V Nomination and Election of Officers).

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Section 3. Financial Review Committee

A. Membership

The Financial Review Committee shall be composed of the current President, Treasurer, Trips Vice President, or their appointed representative.

B. Responsibilities

The Financial Review Committee shall review the Treasurer's records periodically as specified in the Standing Rules and in accordance with the Financial Guidelines.

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Section 4. Executive Committee

A. Membership

The Executive Committee (EC) shall be composed of the current nine (9) officers and a director{}

B. Responsibilities

The Executive Committee shall have the following responsibilities (“approve” means by a majority vote, unless otherwise indicated):

1. Approve the Trip Schedule;
2. Approve all Trip Chairs and Assistant Trip Chairs;
3. Approve the schedule of Special Activities each month;
4. Approve the slate of officers and director{} established by the Nominating Committee;
5. Authorize by a majority vote any officer or agent to enter into any contract, or execute and deliver any instruments in the name of the Club (such authority may be general or confined to specific instances);
6. Remove any appointee or officer by a two-thirds vote;
7. In the absence of the President or in the event of his/her refusal to act, the order of succession, as stated in ARTICLE V, Section 2, shall determine who performs the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions of that office
8. In the event of a vacancy in the office of Club President, the Executive Committee shall meet and appoint a replacement before the next meeting of the general membership;
9. Establish an annual budget and manage operating expenses accordingly; and manage the business affairs of the Club.

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**ARTICLE VIII MEETINGS
AND QUORUMS**

Section 1. Regular Meetings

The regular meetings of the general membership shall be held on the second Tuesday of each month throughout the year or at such other time as announced by the Executive Committee in written notification.

Section 2. Annual Meeting

The Annual Meeting of the general membership shall be held in May at a location to be designated by the Executive Committee in the notice of the Annual Meeting.

Section 3. Special Meetings

A special meeting of the general membership may be called by a majority of the Executive Committee or the President at any time. Notification to the membership of a special meeting must be sent not less than seven (7) days prior to the date of such meeting.

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Section 4. General Membership Quorum

A quorum at general membership meetings shall consist of at least two officers, one of whom must be either the President or his/her designated representative, and twenty- five (25) general members.

Section 5. Voting Rights

The right to vote in Club elections shall be limited to members in good standing as defined in ARTICLE III, Section 3, Paragraph A.

Section 6. Executive Committee Meeting

- A. The Executive Committee shall conduct monthly meetings at a time and place to be designated by the President. The President of the Club shall give notification of this meeting to all Executive Committee members.
- B. A quorum of the Executive Committee shall be a simple majority(6).
- C. A joint meeting of outgoing and incoming officers and director shall be held during the month of May to transfer information regarding duties.
- D. A special Executive Committee meeting may be called by the President or his/her designated representative. Notification of all the Executive Committee members must be attempted at least 24 hours prior to the meeting.
- E. If a quorum participates, the Executive Committee may conduct business (including voting) via technological methods (including e-mail, faxes, and the Internet). All rules and policies governing the means and procedures of conducting such business must be followed, and all existing By-Laws and Standing Rules remain in effect. All records of such business shall be maintained by the Secretary, and are subject to the same member access and review as any other Club documents.
- F. The President shall have the option to allow Executive Committee members to vote by proxy on an ad hoc basis. Those issues on which he/she will not allow such voting should be noted on the meeting agenda. Intention to vote by proxy on a particular issue shall be communicated to the President and the Secretary prior to any vote, and shall include the name of the person who is to cast the proxy vote.

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**ARTICLE IX
AMENDMENTS TO THE BY-LAWS**

Section 1.

The By-Laws may be amended by a two-thirds vote of the members present at any scheduled meeting, provided a quorum, as defined in ARTICLE VIII, Section 4, is present and provided that members were notified of the proposed changes prior to the meeting. Minor changes to correct spelling, spacing, numbering, etc., which do not modify the intent of a proposed change to the By-Laws may be approved by a two-thirds vote of members present, without prior notification of the membership.

Section 2.

The By-Laws may be amended in only the Articles and Sections addressed in the notice to all members.

By-Laws revised by General Membership: May 9, 1990
By-Laws revised by General Membership: March 10, 1992
By-Laws revised by General Membership: May 11, 1993
By-Laws revised by General Membership: May 12, 1998
By-Laws revised by General Membership: May 9, 2000
By-Laws revised by General Membership: May 8, 2001
By-Laws revised by General Membership: May 14, 2002
By-Laws revised by General Membership: October 8, 2003
By-Laws revised by General Membership: May 13, 2004
By-Laws revised by General Membership: May 10, 2005
By-Laws revised by General Membership: May 13, 2008
By-Laws revised by General Membership: July 13, 2010
By-Laws revised by Kevin Juhl-Past President(EC Approved): April 2012
By-Laws revised by General Membership: May 15, 2013
By-Laws revised by General Membership: May 7, 2014
By-Laws revised by EC Board- Address change only:May, 2017