

**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.

**Austin Skiers, Inc  
By-Laws**

**ARTICLE III  
MEMBERSHIP**

**Section 1. Qualifications**

- A. Individual membership is open to those persons interested in promoting the objectives of the Club as defined in the Standing Rules.
- B. Family membership shall include spouses or domestic partners, and their children as defined in the Standing Rules.
- 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, will be charged a Club fee set annually by the Executive Committee. If the Trip is a Texas Ski Council sponsored trip, the member will be charged the TSC fees and the Club fee.
- E. Attendance at Club functions/trips is limited to persons 21 years of age and over unless accompanied by parent, legal guardian, or responsible adult.

**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, as defined in the Standing Rules, 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 via their email address and by mail, as listed in the Austin Skiers

**Austin Skiers, Inc  
By-Laws**

membership records. 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. New members joining for the sole purpose of participating in a Summer or Fall Austin Skiers trip shall not be required to pay additional membership dues for the following fiscal year unless they sign up for additional trips occurring in the following fiscal year.

**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**

All Contracts above \$2500 require the approval of the Executive Committee. Once approved, authority for signing contractual obligations is delegated only to the Club President, Trip Vice President, Trip Planning Vice President, Programs Vice President and the Director.

**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 Financial Guidelines.

# **Austin Skiers, Inc By-Laws**

## **Section 6. Non-payment of Dues**

Those members failing to pay annual dues by June 1 of each year (with the exception as defined under Article IV, Section 2) 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) Trips Vice President, 3) Trip Planning Vice President, 4) Treasurer, 5) Director, 6) Program Vice President, 7) Special Activities Vice President, 8) Secretary, 9) 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 past or 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 Website 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.

# **Austin Skiers, Inc By-Laws**

## **ARTICLE VI OFFICERS AND DIRECTORS**

### **Section 1. Duties of Officers and the Director**

Specific duties of officers and the director are included in the Standing Rules. Officers 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.

### **Section 2. Bonding**

The board shall secure a fidelity bond/crime coverage for those persons charged with the duty of handling any of the monies of Austin Skiers, Inc., pursuant to ARTICLE IV, Section 3, in the amount and coverage the Executive Committee deems reasonably sufficient to cover the exposure.

### **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. Reimbursement of Trip Expenses**

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.
- 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

## **Austin Skiers, Inc**

### **By-Laws**

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).

### **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.

# **Austin Skiers, Inc By-Laws**

## **Section 4. Executive Committee**

### **A. Membership**

The Executive Committee (EC) shall be composed of the current nine (9) officers.

### **B. Responsibilities**

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

1. Approve the Trip Schedule and contracts;
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 or as soon as possible;
9. Establish an annual budget and manage operating expenses accordingly; and manage the business affairs of the Club.
10. Review operations budget each month to ensure all EC members are staying within their respective budgets;
11. Submit Income/Expense Transmittal Forms (IET Forms or IETs) for expenses on a timely basis, within one month of the date of expense.

**Austin Skiers, Inc  
By-Laws**

**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.

**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, and 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.
- 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



**Austin Skiers, Inc**  
**By-Laws**

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 (e.g., e-mail, teleconferencing). 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.

**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  
By-Laws revised by General Membership: May 15, 2019  
By-Laws revised by General Membership: May 12, 2020  
By-Laws revised by General Membership: May 23, 2021

Revised May 23, 2021