

Sierra Regional Ski For Light

BY-LAWS

ARTICLE I. Name and Purpose of Organization

Section 1. The name of this organization shall be Sierra Regional Ski For Light (also referred to as SRSFL).

Section 2. The purpose and objective of this organization shall be two-fold: to introduce and promote participation in vigorous outdoor activities by visually impaired/blind persons in partnership with sighted persons; and to organize and conduct regional and local level winter sports activities, which are vigorous outdoor activities, that foster physical, mental and social fitness.

ARTICLE II. Membership

Section 1. The regular voting membership of this organization shall consist of individuals who have skied, snowshoed, guided, or volunteered with SRSFL. In order to be considered a current voting member, one must have a current e-mail address or phone number on file.

ARTICLE III. Management

Section 1. The routine management of the affairs of this organization shall be vested in the Board of Directors (Board) which shall consist of: the President, Vice President, Secretary, Treasurer, Board Member One (1), Board Member Two (2) and the Immediate Past President. The Immediate Past President is not an elected Board member, but does have voting rights.

Section 2. A quorum for the conduct of business of the Board shall be a majority of the positions currently filled. A quorum for the conduct of business of the general membership shall consist of a quorum of the Board and any additional members present and eligible to vote.

Section 3. A simple majority vote of members present and voting shall be required for all business of the organization, except for amendments to the by-laws, which shall require a two thirds majority of members present and voting at a meeting of the membership.

ARTICLE IV. Meetings

Section 1. The regular membership shall meet at least once annually, in April or May. All members shall be notified by either e-mail or phone call at least fifteen (15) days prior to the meeting.

Section 2. Meetings of the Board may be called at any time by the President or any two Board members with fifteen (15) days prior notification of the remaining Board members.

ARTICLE V. Officers

Section 1. Beginning in 2012, three seats on the Board of Directors shall be up for election each year. For the year 2011, the position of Board Member Two shall be appointed by the President and approved by the Board for a one year term. Beginning in 2012, and in all subsequent even numbered years, the membership of SRSFL shall elect from its members a Vice President, Secretary and Board Member Two. Every odd numbered year, the membership of SRSFL shall elect from its members a President, Treasurer, and Board Member One. Beginning in the year 2012, terms of office shall be two years, beginning May 1 of the year of election, or as close to this date as possible. There shall be a limit of two (2) successive terms in any one position.

Section 2. In electing officers, the membership should attempt to maintain a balance of sighted and visually impaired/blind persons.

Section 3. The election process shall be conducted by the nominating committee. The committee shall consist of a chair, appointed by the President, and no more than two additional members. No member seeking election or re-election to a current Board position may serve on this committee.

Section 3.1. The nominating committee shall seek nominations, send out ballots by e-mail or phone call, monitor the voting process, and tabulate results. The Nominating Committee Chair, when sending out ballots, will clearly explain that each member has only one vote, and that the vote may be cast via e-mail, by phone, or at the live telephone meeting. However, the telephone vote would not be secret. The Nominating Committee Chair will keep a list of those members who have already voted in the present election, so that there is no double voting. Those members who have already voted via e-mail or telephone will not be allowed to change their vote during the live telephone meeting. A candidate may only run for one (1) office at a time. However, any candidate not elected to an office may be nominated and/or choose to run for another office at the live election meeting, but anyone nominated at said election meeting must be present.

Section 4. The President shall preside at general membership business meetings and Board meetings. The President shall see to it that all resolutions of the membership and Board are implemented. The President shall be an *ex officio* member of all committees, except the nominating committee.

Section 5. The Vice President shall perform the duties of the President if the President is absent or unable to perform those duties. In addition, the Vice President shall be responsible for chairing or actively participating in at least one committee, and performing any other duties as may be required.

Section 6. The Secretary shall take minutes of and keep a record of the proceedings of the regular membership and the Board; shall notify members of meetings; shall write letters, keep records and correspondence, keep track of which Board positions are up for election in any given year, and perform such other duties as may be required. The secretary shall also be responsible for ensuring that a copy of the latest edition of Robert's rules is easily accessible at all meetings.

Section 7. The Treasurer shall be the custodian of all funds and other property belonging to the organization or under its control, and shall deposit all funds and other valuable effects in the name of the organization in a financial institution as may be designated by the Board of Directors. The Treasurer, President, or one other Board member shall disburse the funds of the organization as stated in the annual budget. Non-budgeted expenses in excess of \$300 shall be pre-approved by the Board of Directors and reflected in the minutes. The Treasurer shall render to the President such annual and periodic reports as may be required, and the Treasurer's records shall be open for inspection by the membership. The President, Treasurer, or one other officer/Board member may be authorized to sign checks and to use the debit/credit card for payment of organization expenses.

ARTICLE VI. Resignation or Removal of Board Members

Section 1. Resignations from the Board of Directors shall be submitted to the President in writing. Following a resignation, the President may fill the vacancy by appointment or by calling a special election.

Section 2. Removal of an Officer or Director is decided by the general membership, according to the following procedure: first, the member in question shall be given written notice of the recommended removal. This should be followed by a meeting with the entire Board, where the member in question may rebut any charges. The Board's recommendation must then be formally submitted via e-mail or phone call to the general membership with at least fifteen (15) days advance notice of a special meeting. The result shall be determined by a simple majority vote of those members present and voting at said special meeting.

ARTICLE VII. Contracts and Conveyances

Section 1. All contracts and conveyances shall be signed by the designated Committee Chair and the President. In the absence or unavailability of the President, the Vice President shall be authorized to sign alongside the Committee Chair. If both the President and Vice President should be absent or unavailable, the Treasurer shall serve as the second signatory.

ARTICLE VIII. Committees

Section 1. The following standing committees may be established as needed and appointed by the President:

- A. Nominating Committee
- B. Fund-raising Committee
- C. Membership Committee
- D. Audit Committee
- E. Guide Committee
- F. Skier Committee
- G. Publicity Committee

Section 2. Special Committees. The President may appoint any special committee as needed.

ARTICLE IX. Amendments

Section 1. These By-laws may be amended by an affirmative vote of two thirds of the members present and voting at any general membership business meeting.

ARTICLE X. Parliamentary Authority

Section 1. This organization shall adhere to the latest edition of Robert's Rules of Order. A copy of these rules shall be available during all Board and membership meetings.

ARTICLE XI. Indemnification

Section 1. The assets of Sierra Regional Ski For Light may be used to indemnify any officer, employee, agent, accountant, or attorney of the organization who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he/she is or was acting on behalf of the organization against all costs and expenses (including attorney's fees), judgments, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, except in cases where his/her liability shall result from willful misconduct or gross negligence. The indemnification provided by this article shall continue as to a person who has ceased to be a member of the Board and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XII. Dissolution

Section 1. Upon the dissolution of this organization, the Board shall, after paying or making provisions for payment of all of the liabilities of the organization, dispose of all assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for the purposes of providing or supporting athletic training or other physically challenging outdoor recreational activities for visually impaired/blind persons. Preference shall be given to those organizations which specifically offer programs in snowshoeing or cross country skiing. All chosen organizations shall at the time qualify as exempt organizations under Section 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.

Adopted January 1993 and amended June 16, 2011.