

NISEI SKI CLUB
CONSTITUTION AND BY-LAWS

The NISEI SKI CLUB, a nonprofit corporation organized under the laws of the State of California, hereby adopts the following Constitution and By-laws for its government, management, and operation.

CONSTITUTION

ARTICLE I - NAME

The name of this club shall be the NISEI SKI CLUB.

ARTICLE II- PURPOSE

The purpose of this club shall be to promote, encourage, and assist its members in the techniques and enjoyment of skiing and snowboarding.

ARTICLE III- MEMBERSHIP

Section 1. Membership. Any person may become a member provided that the person is 21 years of age or older, agrees to abide by the Constitution and By-Laws and pays the initiation fees and dues provided for in the By-laws.

Section 2. Guests. Guests are persons who participate in specific club events and agree to abide by the Constitution and By-laws of this club. Guests must be at least 21 years of age to participate in ski events.

Section 3. Loss of Membership. Any member who fails to pay his annual dues on or before June 1 for the following year shall cease to be a member of this club. Such members must reapply as new members with no priority rights.

ARTICLE IV- OFFICERS

The officers shall consist of a President, Vice President, Secretary, Treasurer, Trip Director, Newsletter Editor, and Membership Chairperson and they shall hold office for one year or until their successors are elected. An officer shall not serve for more than two successive terms in the same office unless no successor is elected.

ARTICLE V- BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of the officers, immediate past President, and at least four additional members elected annually by the club.

Section 2. Chairman. The President shall be Chairman of the Board of Directors. In his absence, the Vice President shall be Chairman.

Section 3. Quorum. The Chairman and two-thirds of the members of the Board of Directors shall constitute a quorum to do business.

ARTICLE VI- FUNCTIONS

The general management and business of the club shall be carried on by the Board of Directors as provided for in the Constitution and By-laws. The Board of Directors shall maintain continuity, formulate plans, and decide on procedures for the club.

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BY-LAWS

ARTICLE I - MEETINGS

Section 1. General Membership Meetings.

- A. Minimum Meetings. A minimum of two general membership meetings shall be held during the fiscal year.
- B. Special General Membership Meetings. Special general membership meetings may be called by the President or a majority of the Board of Directors.
- C. Annual General Membership Meeting. An annual membership meeting shall be held in the 4th quarter of the fiscal year or in the first month of the following fiscal year. The purpose of this meeting shall be to present the status of the club and any other business that may arise.
- D. Written Notices of Meetings. Written notices of general membership meetings shall be published in the club newsletter at least ten days before the meeting.
- E. Quorum. Thirty members or 20% of the membership, whichever is greater shall constitute a quorum for a general meeting.
- F. Decision-making. Decisions shall be reached by a two-thirds majority of the members present. Decisions of the general membership shall be binding on the club until such time as they may be amended by the general membership.

Section 2. Board of Directors Meetings.

- A. Minimum Meetings. The Board of Directors shall hold regular meetings at least once each quarter of the fiscal year.
- B. Written Notices. Written notices of these regular meetings and the minutes of the previous meeting shall be sent to each member of the Board of Directors at least ten days before the date of such meeting.
- C. Decision-making. Decisions of the Board of Directors shall be reached by a simple majority of the Board members present.
- D. Special Meetings. Special meetings of the Board of Directors can be called by the President or a majority of the Board of Directors.

ARTICLE II- NOMINATIONS AND ELECTIONS

Section 1 - Election. The Board of Directors shall be elected by a ballot vote of the general membership. The Board shall be installed at the annual meeting and shall hold office for one year or until their successors have been duly elected and installed. In case of a tie vote for any position, the outgoing Board of Directors will select the winner.

Section 2.1. Nominations Committee. Nominations and elections shall be the responsibility of the Nominations Committee. The Nominations Committee shall consist of at least three club members, at least one half whom are non-Board members.

Section 2.2. Nominations Procedures. The Nominations committee shall accept nominees for the Board of Directors from the general membership. These names must be submitted in writing to the Nominations Committee no later than six weeks before the annual meeting. Their names will be placed on the ballot with the consent of the nominees.

Section 3. Vacancies. Vacancies of the Board of Directors shall be filled by an appointment of the Board of Directors.

Section 4. Requirements for Holding Office. All members of the Board of Directors shall be club members.

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ARTICLE III - DUTIES AND RESPONSIBILITIES

Section 1. Duties and Responsibilities. The Board of Directors shall be responsible for promoting the purposes of the club. They shall attend meetings, represent the membership in discussion and decision making, plan and participate in the club activities and promote public relations.

Section 2. President The President shall preside at all meetings to supervise and direct the club's affairs. The President shall have the power to appoint committees as deemed necessary.

Section 3. Vice-President, The Vice President shall perform all duties of the President in the absence of the President or in the event of the President's inability to act. The Vice President shall be an advisor member of all committees.

Section 4, Treasurer. The Treasurer shall be custodian of the club funds. The Treasurer shall keep an accurate account of receipts and disbursements. The book of accounts shall be open at all reasonable times for inspection by any member of the Board of Directors. The Treasurer shall disburse funds and bill accounts receivable as authorized by the Board of Directors, shall render to the President and the Board of Directors, whenever requested, the financial condition of the club, and shall have such powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The Treasurer shall ensure preparation of a financial report for the club and submit the necessary reports to the State Franchise Tax Board and the Internal Revenue Service after approval of the President. To maintain the club's tax exempt status, these reports shall be prepared after the end of the fiscal year. The Treasurer shall publish a financial report in the newsletter at least once per year.

Section 5. Secretary The Secretary shall record and keep all minutes of the meetings of the club and Board of Directors, conduct the correspondence of the club, be custodian-historian of the club's records, and maintain a current list of the members and their addresses.

Section 6. Trip Director The Trip Director shall coordinate transportation, lodging, Tour Leader selection, and trip cancellation with the club's "Travel Arranger" and/or the President. The Trip Director shall plan and administer all club weekend ski trips. Tour Leader Guidelines and all club winter equipment and supplies shall be maintained by the Trip Director. The Trip Director shall submit Tour Leader Guidelines for approval by the Board of Directors each year.

Section 7. Newsletter Editor. The Newsletter Editor shall coordinate the publication and distribution of the Newsletter.

Section 8. Membership Chairperson. The Membership Chairperson shall be responsible for coordinating activities that promote membership in the NSC and for maintaining the NSC membership roster.

ARTICLE IV - DUES AND FEES

The fiscal year shall be from June 1 to May 31. The annual dues of each member of the club shall be the sum of \$25 payable to the Treasurer on or before June 1 in each year. For the purpose of providing incidental expenses, an initiation fee of \$5.00 shall be charged new members. The Officers and Members of the Board shall have complimentary membership for the year that they hold office.

ARTICLE V- EXPENDITURES

Expenditures in excess of \$50.00 will require the approval of two-thirds of the Board of Directors. All incidental club expenditures less than \$50.00 shall require the approval of the President or the majority of the Board of Directors, Expenditures related to specific activities shall not be considered incidental but shall be included in that activity's budget.

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ARTICLE VI- AMENDMENTS

The Constitution and By-laws may be amended at any general or special meeting of the members of this club provided that the amendment is submitted to the President in writing, signed by a minimum of five members, and delivered to the President at least two weeks prior to the meeting and to the membership a week before the meeting. A three-fourths majority vote of the members present at such meeting will be necessary to pass the proposed amendment.

ARTICLE VII- PARLIAMENTARY LAW

Roberts Rules of Order (Revised) shall be the guide for the parliamentary proceedings at all meetings.