

BYLAWS

The Crescent Ski Council, Inc.

ARTICLE I – NAME

The official name of the organization is The Crescent Ski Council, Inc. (Crescent).

ARTICLE II – PURPOSE

Section 1. Purpose.

The purpose of Crescent is to:

- A.** Promote winter recreational sports and activities such as, but not limited to, alpine skiing, Nordic skiing, snow boarding and racing for Members.
- B.** Promote and coordinate year-round social and recreational activities for Members.
- C.** Promote and coordinate conferences and special events for the benefit of Members.
- D.** Do any and all other things permitted by law.

ARTICLE III - OFFICE LOCATION

Section 1. Principal Office. *(November 2002 revision)*

The principal office of Crescent shall be at the residence of the duly elected president of Crescent.

Section 2. Registered Office. *(November 2002 revision)*

The registered office of Crescent shall be in the State of North Carolina in accordance with the requirements of the North Carolina Secretary of State's office. It shall be the residence of an officer, committee chair, or other authorized person designated by the Board.

ARTICLE IV – MEMBERSHIP AND AUTHORIZATION

Section 1. Members.

A Member of Crescent shall be an individual who is a member of an Authorized Club.

Section 2. Authorized Clubs.

An Authorized Club shall be a ski club, or other club whose activities include skiing, that has been authorized by the Board to act on behalf of the members of the club, who are also Members of Crescent.

Section 3. Approval of Members and Authorized Clubs.

- A.** Application: Ski clubs, or other clubs whose activities include skiing, whose members are interested in becoming Members of Crescent, shall apply by submitting a written application, under the signature of its president, to the Board.
 - 1.** Said written application shall include a statement by the club president that the current members of that club agree to accept individual membership in Crescent.

2. Said written application shall also include a statement that future members of the club shall also accept individual membership in Crescent.
- B.** Application Fee: The application must be accompanied by the current application fee established by the Board. In absence of an established fee, the fee shall be fifty dollars (\$50).
- C.** Approval: The application must be approved by a 2/3-vote of the Board at a meeting at which a quorum is present. Upon approval, the members of the ski club shall become Members of Crescent, with all the rights, privileges, and obligations thereof, and their club shall become an Authorized Club. Dues for the current fiscal year shall become due immediately.

Section 4. Evidence of Membership and Authorization.

- A.** Members: Membership in Crescent shall be evidenced by a means as determined by the Board.
- B.** Authorized Clubs: A Letter of Authorization to the Representatives of each Authorized Club shall evidence Status as an Authorized Club.

Section 5. Rights, Privileges and Responsibilities of Membership (Status).

- A.** Except as provided in Article IV, Section 8, each Member shall be entitled to all rights and privileges afforded by Crescent and shall be subject to all responsibilities as determined by the Board.
- B.** The Board may restrict the rights and privileges of Members by age, or other criterion as determined by the Board, as may be needed to ensure compliance with applicable federal, state or local laws, ordinances or regulations, or rules or regulations of Crescent.
- C.** A Member shall maintain his membership in an Authorized Club.
- D.** An Authorized Club shall sustain the membership of its club as Members of Crescent;
- E.** The Board shall retain exclusive authority with regard to all rights, privileges and responsibilities of Members and of Authorized Clubs.

Section 6. Voting Rights.

No Member or Authorized Club shall directly have any voting rights in the affairs of Crescent; however, each Member shall be represented on the Board as provided in Article V.

Section 7. Conduct of Members.

Members shall, when participating in an event or activity sponsored by Crescent, or on behalf of Crescent, conduct themselves in a mature and responsible manner.

Section 8. Suspension or Termination of Membership or Authorization.

- A.** The Board may suspend or terminate the status of a Member or an Authorized Club for any of the following causes, or other causes as the Board may determine:
 1. Failure to pay dues;
 2. Failure to meet financial obligations;
 3. Failure to provide Representation at Board meetings;
 4. Misconduct of a Member;
 5. Failure to maintain membership in an Authorized Club;
 6. Failure to sustain members of an Authorized Club as Members of Crescent;
 7. Failure to maintain activities consistent with the exempt purposes of Crescent;

8. Any reason applied equally to Members or any reason applied equally to Authorized Clubs.
- B. Right to a Hearing. Upon notice to a Member or Authorized Club that their status in Crescent is under review due to one or more of the causes listed in Article IV, Section 8., paragraph A., the affected party shall have the right to appear in person at an appropriate hearing.
- C. An Authorized Club may relinquish its status as an Authorized Club, and its members, thereby, as Members of Crescent, upon written notification under the signature of the Representatives of the Authorized Club to the President.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Number and Tenure.

- A. The Board shall comprise two Representatives from each Authorized Club who are members of the Authorized Club.
- B. The Authorized Club shall designate its Representative(s) and shall notify the Secretary annually, or upon change in its Representative(s), in writing.
- C. No Representative may represent more than one Authorized Club at any time.

Section 2. General Powers.

- A. The Board shall serve and represent the Members in all Crescent matters.
- B. All powers of Crescent shall reside with the Board unless expressly stated otherwise in these Bylaws.
- C. The Board may duly authorize any Member(s) or committee(s) to act on behalf of the Board.
- D. Where the Bylaws, or action of the Board, delegates authority to other Member(s) or committee(s), the Board shall retain responsibility for overseeing all acts and failures to act of such recipient of authority.

Section 3. Meetings of the Board.

- A. Regular Meetings.
 1. The Board shall hold at least two Regular Meetings during each fiscal year.
 2. The Board shall be physically present at Regular Meetings.
 3. The Regular Meeting held in the Spring shall be designated as the Annual Meeting.
 4. All Regular Meetings of the Board shall be open to all Members; however, the Board shall establish its own rules as to participation by persons other than designated Representatives.
- B. Special Meetings.
 1. Special Meetings may be called as deemed necessary by the President, Acting President or by 1/5 of the Board.
 2. The party calling the special meeting shall determine the date, time and location of the meeting.
 3. The manner of attendance at a Special Meeting shall be determined by the party calling the meeting and may include, but is not limited to, physical presence, telephone, video or other electronic means.
 4. All Special Meetings of the Board shall be open to all Members; however, the Board shall establish its own rules as to participation by persons other than designated Representatives.

C. Notice of Meetings.

1. The President shall determine the date, time and location of Regular Board meetings.
2. Notice of the meetings shall be given at least thirty days prior thereto, provided, however, that such Notice may be waived under the provisions of Article XIV hereof.
3. The Secretary shall advise each Representative of the date, time and location of the meeting. If the Representatives of an Authorized Club are unknown, notice shall be sent to the president of the Authorized Club.

Section 4. Voting.

- A. Each Representative shall have one vote except as provided in IV.8., V.4.B. or XII.2.
- B. Whenever a Representative is unable to attend a Board Meeting, the Authorized Club may appoint an alternate Representative, who shall be a member of the Authorized Club, and who shall have all voting rights.
- C. A member of the ExComm who may also be serving as a Representative, per VII.1.B., shall have no voting privileges, except as provided in VI.8.

Section 5. Binding Action.

- A. The act of a majority of the Representatives present at a meeting, at which a quorum is present at the time of a vote, shall be an act of Crescent, unless the act of a greater number is required by law or by these Bylaws.
- B. A quorum shall comprise a majority of Representatives.

ARTICLE VI - OFFICERS

Section 1. Officers.

- A. The officers of Crescent shall be the President, Vice President, Secretary, and Treasurer.
- B. The same person shall not hold multiple offices.
- C. Each officer shall be a Member.

Section 2. Election and Term.

- A. The officers shall be elected by the Board at the Annual Meeting to a one-year term.
- B. The term for such elections shall be from June 1 following the elections through May 31 of the following year. *(April 29, 2007 revision)*

Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board for the unexpired portion of the term, from such qualified Members as the Board may determine.

Section 4. President.

- A. The President shall be the principal executive officer of Crescent and shall, in general, supervise and control all the business and affairs of Crescent.
- B. The President shall preside at all meetings of the Board and Executive Committee.
- C. The President may sign, with the Secretary or any other Officer authorized by the Board, any Deeds, Mortgages, Bonds, Contracts, or any instruments which the Board has authorized to be

executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of Crescent.

- D. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

Section 5. Vice President.

- A. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon, the President.
- B. The Vice President shall perform such other duties as may be assigned to him by the President or the Board.

Section 6. Treasurer.

- A. The Treasurer shall have charge and custody of, and be responsible for, all account funds and securities of Crescent; receive and give receipts for moneys due and payable to Crescent from any source whatsoever, and deposit any such moneys in the name of Crescent at such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of IX.2.
- B. If required by the Board, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board shall determine.
- C. The Treasurer shall be responsible for filing all financial reports as may be required by the local, state or federal government.
- D. The Treasurer shall perform or commission the performance of, an Annual Financial Review of all Crescent accounts, and shall report the results at the first Board meeting after the Annual Meeting.
- E. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him by the President or by the Board.

Section 7. Secretary.

- A. The Secretary shall keep the minutes of the Board meetings in one or more books provided for that purpose.
- B. The Secretary shall ensure that all notices are duly given in accordance with the provision of these Bylaws or as required by law.
- C. The Secretary shall be custodian of the corporate records and of the seal of Crescent and ensure that the seal of Crescent is affixed to all documents, the execution of which on behalf of Crescent under its seal is duly authorized in accordance with the provisions of these Bylaws.
- D. The Secretary shall keep a register of contact information for each Representative and Authorized Club. The Member Services Chairman shall furnish such information to the Secretary. *(April 2002 revision)*
- E. The Secretary shall in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the President or the Board.

Section 8. Voting.

An officer shall not be entitled to vote on matters coming before the Board, except in the case of a tie, then the President, or acting President, may cast a tie-breaking vote.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. Executive Committee.

- A. The Board shall form an Executive Committee (ExComm) comprising the President, Vice President, Secretary, Treasurer, Past President, and the Chairmen of the Standing Committees.
- B. Each member of the ExComm shall be a Member but shall not be a voting Representative.
- C. In the absence of other representation at a Board Meeting, a Member of the ExComm may count as a non-voting Representative for his Authorized Club.

Section 2. Meetings of the Executive Committee.

- A. Meetings of the ExComm shall be held whenever called by, or at the request of, the President or any two members of the ExComm.
- B. The person, or persons, calling the meeting shall fix the time and place, and be responsible for notifying all the members of the ExComm at least seven days prior to the meeting.
- C. The meetings of the ExComm shall be open to all Members.

Section 3. Powers of the Executive Committee.

- A. The ExComm shall act only within the limits of authority granted to it by the Board or by these Bylaws.
- B. Binding action may be taken by a majority vote of the ExComm, provided that a quorum is present for the vote.

ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees.

The Board shall authorize Standing Committees comprising the following:

- A. Member Services;
- B. Trips;
- C. Racing;
- D. Conventions.

Section 2. Special Committees.

- A. The Board, the President, or other member of the Executive Committee, may form a Special Committee (non-standing committee) for any purpose the forming authority may determine.
- B. The forming authority shall determine the duration of existence of a Special Committee and may renew or dissolve such Special Committee as it determines.

Section 3. Appointment and Term of Service.

- A. Each committee member shall be a Member at all times during his term of service.
- B. Standing Committee.
 - 1. The Chairman of a Standing Committee shall be appointed by the President.
 - 2. The appointment shall be approved by the Board.
 - 3. The Chairman shall serve a one-year term beginning on June 1, or at the time of appointment, whichever is later, and ending on May 31 of the following year, unless ended sooner by his resignation or by removal by the President. *(April 29, 2007 revision)*.
 - 4. There shall be no limit on the number of terms to which a Chairman may be appointed,

provided each such term is approved by the Board.

C. Special Committee.

1. The Chairman of a Special Committee shall be appointed by the forming authority.
2. The appointment of a Chairman of a Special Committee formed by the President or other member of the Executive Committee shall be approved by the Executive Committee. The Chairman of a Special Committee formed by the Board shall be approved by the Board.
3. The Chairman shall serve a one-year term beginning at the time of appointment and ending on the last day of the fiscal year, unless ended sooner by his resignation, by removal by the appointing authority, or by dissolution of the committee.
4. There shall be no limit on the number of terms to which a Chairman may be appointed, provided each such term is approved by the appropriate authority.

Section 4. Line of Reporting.

- A. The Chairman of a Standing Committee shall report to the President or designee.
- B. The Chairman of a Special Committee shall report to the authority which appointed him.

Section 5. Limits of Authority.

- A. A committee, or chairman of a committee, shall act only within the limits of authority granted by the appointing authority.
- B. No such granted authority shall exceed the authority of these Bylaws or the Board.

Section 6. Vacancies.

A vacancy in the chairmanship of any committee may be filled in the same manner as provided for the original appointment.

ARTICLE IX – FINANCIAL RESPONSIBILITY

Section 1. Financial Accounts.

- A. The Board may authorize the Treasurer to establish additional financial accounts as may be required.
- B. All account signature cards shall have at least three authorized signatories, one of which shall be the Treasurer and one of which shall be the President.
- C. The holders of additional accounts shall keep a detailed, complete and accurate itemization of all financial transactions and shall submit such records to the Treasurer at such time as the Treasurer may determine.

Section 2. Deposits.

All funds of Crescent shall be deposited to the credit of Crescent in checking accounts, savings accounts, or other depositories as determined by the Board.

Section 3. Contracts.

- A. The Board may authorize Members to act as Coordinators for Crescent for the purpose of planning and contracting for ski trips, ski conferences, socials, special events and other activities of Crescent.

- B. The work or act of a duly authorized Coordinator, acting in good faith on behalf of Crescent shall be considered the work or act of Crescent in all matters pertaining to duly authorized activities and services of Crescent.

Section 4. Gifts, Complimentaries, Benefits of Value.

- A. The Board may accept contributions, gifts, bequests, or devises for the general purpose, or for any special purpose, of Crescent.
- B. If there is determined to be any future financial obligation by Crescent in association with said gift, bequest or devise, acceptance of said gift, bequest or devise must be approved by a majority vote of the Board.
- C. All complimentaries, quid pro quo, reimbursements comprising complimentaries, price reductions (i.e. group rates) and other such benefits having a monetary value in excess of \$25, or as otherwise determined by the Board, as may be derived due to association with Crescent, shall be the property of Crescent. All such benefits shall be fully disclosed and shall not be retained or used in any way by any Member unless approved by the Board.

Section 5. Annual Financial Review.

- A. The Treasurer shall be responsible for an Annual Financial Review of all Crescent accounts.
 - 1. The Board or ExComm may require additional financial reviews or financial audits (as defined by Generally Accepted Accounting Principles).
 - 2. The Review(s) may be performed by the Treasurer, by an independent contractor (at a fair rate determined by the Treasurer), or by a Member.
 - 3. The Reviewer shall not perform a review for any area of Crescent finances for which said Reviewer had personal involvement or responsibility.
 - 4. If a financial audit is required, it shall be performed by a Certified Public Accountant who may be an independent contractor or a Member.
- B. The Treasurer shall report the results of the Annual Financial Review(s) at the first Board meeting following the Annual Meeting.
- C. The commissioning authority shall report the results of other financial reviews or audits at the first Board meeting following completion of the review or audit.

Section 6. Government Reports.

Crescent shall be diligent in properly completing and filing all financial reports required by the local, state or federal government.

ARTICLE X - BOOKS AND RECORDS

Section 1. Keeping of Books and Records.

Crescent shall keep accurate and complete records and books of account and shall also keep minutes of the proceedings of its Board, and, when necessary, showing the names and address of all Representatives entitled to vote.

Section 2. Inspection.

All books and records of Crescent shall be open for inspection by any Member for any proper purpose at any reasonable time.

ARTICLE XI - FISCAL YEAR.

The fiscal year of Crescent shall begin on August 1 and end on July 31 of the following year.
(April 29, 2007 revision)

ARTICLE XII - DUES

Section 1. Annual Dues.

- A.** Dues shall be assessed on each Member.
- B.** The amount of per-Member dues shall be established by a 2/3-vote of the Board. In absence of such determination, dues shall be as follows:
 - 1.** \$0.40 for each Member aged 18 or older;
 - 2.** \$0.10 for each Member under age 18.

Section 2. Payment of Dues.

- A.** The Authorized Club shall pay dues for each Member or individual who may have been a Member at any time during the current fiscal year of Crescent.
- B.** Dues shall be paid once per fiscal year no later than December 31 of the calendar year. (April 2002 revision)
 - 1.** The Authorized Club shall provide a list of names of Members covered by the payment of dues at the time of payment of dues for purposes of verification of payment.
 - 2.** Any apparent failure to pay dues, or failure to provide adequate verification, before the call to order at the Annual Meeting shall be reported immediately to the Board.
 - a.** The Board shall inquire, including hearing a reason, if any, regarding the alleged failure.
 - b.** Following the hearing, and upon a resolution by majority vote of the Board, the Representatives shall be denied the right to vote and the right to speak at the Annual Meeting.
 - c.** The Board may adopt a resolution to suspend any or all rights and privileges of the affected Members until such time as the failure is corrected.
- C.** Dues shall not be prorated.
- D.** Dues shall not be refunded.

ARTICLE XIII – SEAL

The Board may adopt a corporate seal. Upon adoption, it shall become the official seal of Crescent.

ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina, or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such

notice. Further, the voluntary attendance by such person at any meeting where a notice would otherwise be required shall be deemed waiver by such person of any such notice.

ARTICLE XV - AMENDMENT TO BYLAWS

Section 1. Alteration, Amendment or Repeal.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, in whole or in part, at any Board meeting, by a 2/3 vote of the Board.

Section 2. Notification of Changes.

All such proposed changes must be submitted in writing to each Member through his Representative at least thirty days prior to the meeting at which the vote will be taken.

ARTICLE XVI - RULES OF ORDER

Robert's Rules of Order shall be recognized as the authority governing the meetings of the Board and ExComm in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVII – DISSOLUTION

Upon dissolution of or concluding the affairs of Crescent, the Board, after providing for the payment of all obligations, shall, at its discretion, distribute any remaining assets to any other non-profit tax-exempt organization.