

BYLAWS COMMITTEE REPORT FOR 2009

John Watson, Chairman

The committee completed its work on streamlining the bylaws in 2008, but work remains on tidying up this task and creating a smooth Operations Handbook. Your committee consisted of Bob Ellis, Robb Margrave, George Kish and John Watson. The bylaws are now posted on the FWSA web pages.

Actions in 2008-2009. Subsequent to the passage of the new bylaws, we identified further actions in summer 2008, to wit:

- *Have the bylaws reviewed by an attorney with nonprofit experience*
- *Determine the need for any cosmetic changes to Article 3 or in Section 7.4; we will get a copy of the Association's Articles of Incorporation to see if there is wording in them which affect any addition to the bylaws*
- *Review the adequacy of the bylaws sections dealing with finances*
- *Review any impacts of our deposit strategies and FDIC coverage (remember that this was suggested on 8 June)*
- *Get a letter of review from one of more of our insurance carriers.*

We obtained copies of both the 1939 and 1983 Articles of Incorporation of FWSA and compared the text related to tax status and the language in the new bylaws. There were suggestions that paragraphs 1.3 and 7.4 needed further explicit reference to our 501c7 status and that in the event of dissolution further reference needed to be made to a recipient foundation (501c3). The delegates authorized in the basic amendment motion such cosmetic changes be made as to satisfy State of California requirements for paragraphs 1.3 and 7.4. We found these paragraphs to be adequate in the new bylaws, but just to make sure we have proposed clarifying amendments for 2009 (see accompanying broadside). A review of FWSA finances has shown a very professional approach to the issue of FDIC coverage in the event of bank failure.

Further action. We may be able to improve on the paragraphs dealing with finances. And we intend to review our bylaws, Articles and the accompanying Ops Handbook with a suitable pro bono attorney. No insurance carrier has been contacted. The committee intends to remain alert to further needed changes to the bylaws and to complete submission to the State of California. Bylaws are like golf; one never *wins*.

A new committee will be necessary to do the work on the Handbook, and a 2010 target should be adopted for the report back to the delegates.

Bylaws Amendments submitted for 2009.

Amendment One. Alternate Council Representative on FWSA Board of Directors

Added section

5.2.4 The FWSA President may authorize under circumstances of health or emergency an alternate council representative to attend a regularly scheduled meeting of the Board of Directors. The alternate representative shall be designated by the Council and approved by the FWSA President.

Added sentence at end of section

5.4 Requirements for action

5.4.1 Action by the Board of Directors or the Board of Trustees shall require an affirmative vote of a majority of the Directors and/or Trustees present at a meeting. *Such vote shall include alternate representatives from councils as allowed in section 5.2.4.*

Note. The following criteria will be inserted into the policy section of the Operations Handbook by the Board of Directors should this amendment pass.

Council Presidents may request a voting alternate representative based on medical or health issues, family or job emergencies, or death of a family member. Such alternate shall be current on council matters and fully capable of representing the council on matters which may come before the Board of Directors.

Amendment Two. Clarification items regarding corporate tax status. These paragraph changes were authorized by the main adoption motion of 8 June 2008 for the bylaws overhaul to include reporting back to the delegates in 2009. Changes are added tax code statements and do not alter the operating status of FWSA and further clarify distribution of FWSA assets in the event of dissolution.

1.0 ORGANIZATION

1.3 **AUTONOMY.** Far West Ski Association is an autonomous non-profit California corporation incorporated under the laws of the State of California and operating under section 501(c) 7 of the IRS Code

7.0 DISSOLUTION OF THIS CORPORATION

7.4 It is expressly understood that this organization is a non-profit corporation, organized under the non-profit Corporation Laws of the State of California, and upon dissolution, none of its assets shall inure to the benefit of any individual Member but shall be distributed to the Far West Ski Foundation or to such other fund or foundation operating under section 501(c)3 of the IRS Code and as designated by the Board of Directors, whose property is dedicated to the exempt purposes as are specified in the Revenue and Taxation Code of the State of California.