

**FINAL DRAFT 2 Dec 07**

**FAR WEST SKI ASSOCIATION**

# **PROPOSED BYLAWS**

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History of Changes (“Diary”) To be supplied

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### **1.0 ORGANIZATION**

1.1 The NAME of this organization shall be "FAR WEST SKI ASSOCIATION", hereafter referred to as "FWSA" and/or "Association."

1.2 The PURPOSES for which Far West Ski Association was formed and is operated and conducted are exclusively charitable, educational, civic, recreational and social; and its primary objectives are to take an active civic interest in and to encourage, develop, and maintain the sport of skiing and snowboarding as a healthful outdoor recreation for the whole family.

1.3 AUTONOMY. Far West Ski Association is an autonomous non-profit California corporation.

1.4 FWSA shall restrict its membership to those geographic areas as determined by the FWSA Board of Directors.

### **2.0 MEMBERSHIP**

2.1 Membership shall be open to all individuals who subscribe to the goals and purposes of this organization.

2.2 A "Member" shall be any individual who has fulfilled the requirements and application procedures for membership as prescribed by the Board of Directors and has paid the annual dues, if any, as prescribed by the Association.

2.3 Categories of Membership

2.3.1 Club Member (individual)

2.3.2 Direct Member (individual)

2.3.3 Honorary Member (individual)

### **3.0 FINANCE**

3.1 The Association shall not be liable for any debts other than its own and shall not enter into any form of guarantees for the debts of another. No property, real or personal, belonging to the Association shall be subject to the debts of or control from any other organization.

3.2 The fiscal year shall begin May 1 of each year.

3.3 The Board of Directors is authorized to establish appropriate fees and membership dues for any category of membership.

#### **4.0 MEETINGS**

4.1 All meetings of the Association, and meetings of the Board of Directors and Board of Trustees shall be run in accordance with Robert's Rules of Order, except where otherwise stated in these By-Laws.

4.2 An Annual Meeting of the Association shall be held between April 1 and July 1 of each year on a date to be determined by the Board of Directors

4.3 Special Meetings of the Association shall be called by the President, upon the written request of a majority of the members of the Board of Directors or upon written request of one-third (1/3) of the members.

4.4 Notice of all Annual and Special Meetings of the Association shall be given at least thirty (30) days prior to the date set for the meeting and shall include the important items on the agenda for the meeting.

4.5 A quorum at Annual or Special Meetings shall consist of a majority of the total number of officially registered Delegates.

#### **4.6 Voting Procedures for Annual and Special Meetings of the Association**

4.6.1 A person shall be considered registered as a delegate and eligible to vote at an Annual or Special Meeting of the Association after filling out the required registration form(s) and paying the required registration fee(s), if any, for such meeting.

4.6.2 The formula for calculating the number of Delegates that may be appointed by each Ski Club and the Direct Members' bloc at Annual and Special Meetings of the Association is as prescribed by the Board of Directors. The number of Delegates that may be appointed by a Ski Club or the Direct Members' bloc shall be determined based on the number of members of record of said Ski Club or the Direct Member bloc as of forty-five (45) days prior to the date of each Annual meeting or as of the date of any Special Meeting.

4.6.3 Any dispute concerning the number of Delegates shall be resolved by the Credentials Committee.

#### **4.7 Meetings of the Board of Directors and Board of Trustees**

4.7.1 The Board of Directors and the Board of Trustees shall meet at least two (2) times annually.

4.7.2 A quorum consisting of a majority of the total number of Directors of the Board of Directors shall be necessary for the Board of Directors to take action.

4.7.3 A quorum consisting of a majority of the total number of the Board of Trustees shall be necessary for the Board of Trustees to take action.

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4.7.4 The Chairman of the Board of Directors, or in his/her absence the Chairman of the Board of Trustees, shall preside at meetings of the Board of Directors.

4.7.5 The Chairman of the Board of Trustees must be one of the elected Trustees and may not be the Association's President, Past President or Treasurer. The Chairman of the Board of Trustees shall preside at meetings of the Board of Trustees.

**5.0 GOVERNANCE**

5.1 Elected Officers

5.1.1 An "Officer", sometimes referred to as an "Elected Officer" of the Association, shall be any individual elected to an office as set forth in Article 5.1.5, below.

5.1.2 The Officers of this Association shall perform such executive and administrative duties and functions as shall be within the designation of their respective offices as well as such additional duties and functions as may be assigned, from time to time, by the President or Board of Directors.

5.1.3 The President shall have veto power over any action approved by the Board of Directors.

5.1.4 Vetoes may be overridden by the Board of Directors at or prior to its next scheduled meeting by a two-thirds (2/3) majority vote of all eligible Directors.

5.1.5 Titles of Elected Offices

- President
- Secretary
- Treasurer
- Vice President of Membership
- Vice President of Marketing
- Vice President of North American Travel
- Vice President of Public Affairs
- Vice President of Communications
- Vice President of Council Services
- Vice President of International Travel
- Trustee(s)

5.2 A "Director" of the Association shall be any individual who is a member of the Board of Directors as set forth in Article 5.1.5, the President of Far West Racing Association (FWSA Vice President of Racing), and the Council Presidents. All Directors have a fiduciary responsibility to the Association/FWSA, and so shall act in the best interests of the Association as a whole and not those confined to one of its component elements or programs.

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5.2.1 The elected offices of President, Secretary and Treasurer shall be for one year terms.

5.2.2 The remaining elected offices shall be for two (2) year terms and the elections for these offices shall be staggered with the offices of the Vice Presidents of Marketing, Membership, Communications and International Travel being elected in alternate years from the Vice Presidents of North American Travel, Public Affairs, and Council Services.

5.2.3 The "Immediate Past President" is the individual who last completed the elected term of office as President immediately prior to the individual currently holding the office of President and shall be a member of the Board of Directors.

5.3 The Board of Trustees shall consist of the Association's President, Immediate Past President, Treasurer and four elected Trustees. The Association's Secretary shall be a non-voting member of the Board of Trustees.

5.3.1 The Board of Trustees responsibilities shall include formulation of long-range goals and planning, evaluation of progress against plan, evaluation of program and committee performance, and definition of and compliance with policy for the Association, as well as ensuring maintenance of the Association's corporate records and timely filings of fiscal and legal documents.

5.3.2 Trustees shall be elected for two (2) year terms and the elections for the Trustees shall be staggered so that two (2) Trustees are elected each year.

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.

5.4.2 Approved actions must be documented in meeting minutes.

5.4.3 Actions may be satisfied by electronic means.

5.5 Committees

5.5.1 The Board of Directors may establish such Standing and/or Special Committees of the Association as may be necessary for the guidance, operation or administration of the affairs of the Association.

5.5.2 Committee persons shall act within the scope and responsibility of the committee to which they are assigned.

5.5.3 The use of the Association's name or logo must be approved by the elected official to whom the committee reports.

## **6.0 AMENDMENTS TO THESE BYLAWS**

6.1 Amendments to these By-Laws may be considered and voted upon at any Annual or Special Meeting of the Association.

6.2 All proposed Amendments to these By-Laws shall be presented, in writing, to the Secretary or President/Chairman of the Board of Directors.

6.3 The proposed Amendments to these By-Laws shall be submitted, pursuant to Section 6.2 at least forty-five (45) days prior to the date on which the meeting at which they are to be considered is scheduled to begin.

6.4 Proposed Amendments shall bear the signatures of any five (5) Members of the Association.

6.5 No later than thirty (30) days prior to the meeting at which the proposed Amendments are to be considered, a written or electronically posted notice of proposal to amend which also states the date of the start of and the location of said meeting, along with a copy of the text of each proposed Amendment shall be communicated in writing to each ski club at its last known address.

6.6 The information contained in Section 6.5 shall be published, in its entirety, on the Association's web pages or in such regular publication of the Association as shall be regularly sent to all Club Members and Direct Members, in the edition published closest to the date thirty (30) days prior to said meeting.

6.7 Approval of any proposed Bylaws Amendment shall require an affirmative vote by at least two-thirds (2/3) of the registered Delegates at the meeting at which the Amendment is being considered. Any section numbering changes will automatically change their appropriate reference in any other section of the Bylaws.

6.8 Amendments to proposed Bylaws amendments cannot be made at an Annual Meeting or Special Meeting of the Association.

## **7.0 DISSOLUTION OF THIS CORPORATION**

7.1 This corporation may be dissolved only at an Annual Meeting of the Association and such dissolution shall require a three-fourths (3/4) affirmative vote of all registered Delegates at said Annual Meeting.

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7.2 Proposal of recommendation for dissolution shall be submitted to the Secretary of the Association or President/Chairman of the Board of Directors in the same manner as a proposed Amendment to these Bylaws.

7.3 Notice of such intended dissolution shall be given to the membership of the Association in the same manner as a proposed Amendment to these Bylaws.

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 as is 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.