

MINNESOTA SKI HAWKS, INC.

BY-LAWS

Revised: 02/04/2019
Approved: 02/19/2019

ARTICLE I

Name: The Club shall be formally known as the Minnesota Ski Hawks Inc.

ARTICLE II

- 1. Organizational Status:** The Club is organized as a nonprofit corporation under Minnesota Statutes, Chapter 317A and is tax-exempt as an organization described under Internal Revenue Code § 501(c)(7).
- 2. Purpose:** The purpose of the organization shall be to promote skiing, boarding and other snow sports in addition to providing other social and fellowship opportunities among the Club's members.
- 3. Fiscal Year:** The Club shall operate on a fiscal year basis that begins on May 1st and ends the following April 30th.

ARTICLE III

Membership: Membership shall be open to everyone 21 years of age or older.

Membership is required for any Club-sponsored event for which the Club has negotiated group rates, terms and/or transportation. Club membership is generally not required for Club-sponsored events for which the Club has not negotiated group rates, which shall generally be engaged in for their promotional value to attract new members.

- 1. Types of Membership:** The Club shall offer two types of Membership.
 - a. Standard Membership** - A person who has paid current year membership dues to the Club will have voting rights at general membership meetings, and will be included in the official Club roster, the mailing list and on-line publications.
 - 1) Standard Memberships shall run from November 1 through the following October 31.
 - 2) Standard Membership can be terminated by the Board of Directors for cause, as detailed in the Club's policies and guidelines.
 - 3) Standard Members can be excluded from participation on Club events, by the Board of Directors for cause as detailed in the Club's policies and guidelines.
 - b. Associate Membership** - Any member of a club belonging to the Midwest Sports Council.
 - 1) Associate members may attend any Ski Hawks event, are not required to pay dues, do not have voting rights, are not included on the newsletter mailing list or on-line publications, and are not included in the published roster with those having a Standard Membership.
 - 2) Associate members participating in a Club sponsored event are subject to the Club's by-laws, policies and guidelines, as appropriate.
- 2. Membership Dues:**
 - a.** Standard Membership dues are paid annually and cover the period from November 1st through October 31st of the following year.

- b. New Standard Members joining after April 31st will be considered as having prepaid their dues for the upcoming season. Their membership term will run through October 31st of the following year.
- c. The Club may offer a “Household” dues category that covers two or more Standard Members residing in the same.
- d. The annual dues amount shall be proposed by the Treasurer and set by the Board of Directors.

ARTICLE IV

Board of Directors: The affairs of the Club shall be governed by a Board of Directors, who shall, in general, meet once per month.

The following Directors will comprise the Board of Directors and each Director shall have 1 vote. Each member of the Board of Directors must hold a current Standard Membership.

1. **President:** The President shall be the Chief Executive Officer of the Club. A requirement for the President is a minimum of one year of prior service on the Board of Directors. The President shall:
 - a. Preside over Board meetings;
 - b. Be a member of all committees as needed;
 - c. Be the Director to whom all chairpersons shall report;
 - d. Assist other Directors as needed;
 - e. Be primarily responsible for planning and moderating the Annual Membership Meeting.
 - f. Have power of disbursement of Club funds (along with the Treasurer), as approved by the Board of Directors;
 - g. Assist other Directors and perform other duties as are required.
2. **Membership Director:** The Membership Director shall be responsible for:
 - a. Maintaining an up-to-date roster of the membership and providing the current membership number at the monthly Board meeting;
 - b. Welcoming all new members, providing them with Club identification; personally, by mail or by e-mail;
 - c. Coordination of membership recruitment efforts; and
 - d. Assist in promotional activities for the Club.
3. **Social Activities Director(s):** There may be up to two Social Activities Directors who shall be responsible for coordinating the Club’s social events:
 - a. Social Activities Directors shall strive to provide a calendar of various types of social event opportunities for the Club’s membership, with a general minimum of one per month.
 - b. Social events do not need Board of Director approval unless the Club will be financially responsible for the event.
 - c. “Meet & Ski” events shall be coordinated in conjunction with the Board of Directors.
4. **Publications Director:** The Publications Director shall:
 - a. Act in the capacity of a Corporate Secretary, including the taking of minutes for all Board meetings.
 - b. Coordinate necessary communications to members and other individuals and organizations.

- c. Publish news or activity updates as needed and administer social media websites in coordination with the I.T. Director.
5. **Treasurer:** There shall be one Treasurer, who shall: Be responsible for an accounting of all Club financial transactions.
 - a. Hold the power of disbursement of Club funds (along with the President), as approved by the Board of Directors.
 - b. Provide the President or other Board Member as delegated by the President, a hard or electronic copy of all bank statements on a monthly basis for review and signoff.
 - c. Prepare a monthly Income Statement and Balance Sheet that shall be presented to the Board for approval at the monthly Board meetings
 - d. Prepare year-end financial statements.
 - e. Prepare and file an annual Form 990, "Return of Organization Exempt From Federal Income Tax" with the IRS.
6. **Midwest Sports Council Delegate:** The Delegate shall:
 - a. Attend Midwest Sports Council meetings,
 - b. Report on MSC proceedings to the BOD at the Board's meetings,
 - c. Coordinate Club involvement in MSC, including providing photos and articles to MSC publications, and forwarding the Club's trip information to MSC.
7. **Web / IT Director:** The Director shall:
 - a. Maintain the Club's website including periodic updates as appropriate.
 - b. Maintain web domain name with annual renewal.
 - c. Monitor and maintain the Club's Facebook account.
 - d. Coordinate electronic delivery of communications with the Publications Director and perform other activities pertaining to the Club's internet and social media channels.
8. **Trip Director(s):** There may be up to two Trip Directors who should be experienced trip leaders or trip participants. The Director(s) shall:
 - a. Coordinate the bidding process to facilitate presentation and selection of ski and other trips.
 - b. Recruit qualified Trip Leaders for all Board-approved trips, especially extended western / international trips.
 - c. Monitor trip leaders progress with trip i.e., promotion, timely accounting of receipts and expenses, compliance with trip cancellation deadlines, and submitting trip information to the MSC delegate.
 - d. Advise and supervise local overnight trips, including the Club's participation in the MSC's Winter Carnival.
 - 1) Supervision of local overnight trips and participation in the MCS's Winter Carnival may be delegated to another Board Members as appropriate.

ARTICLE V

Committees: Committees may be formed by any Director to assist in performing the duties of his / her office with the majority approval of the Board.

ARTICLE VI.

Elections:

1. **Elections:** Elections for the Board of Directors shall be held each year during the month of March. The time and place for the elections shall be determined by the Board of Directors.
2. **Nominations:** Nominations for elective office shall be held in February. Nominations shall be made with the consent of the nominee. Nominations will be:
 - a. By the Board of Directors or
 - b. By a Nominating Committee established by the Board of Directors, or
 - c. By members during the nomination time period.
3. **Voting** -- The Club's membership shall be notified of the nominations and invited to vote.
 - a. Voting shall be by e-mail or by other electronic means in place or to be established
 - b. The candidate receiving the most votes for a given office shall be elected to that office. Ties shall be broken by a vote of the existing Board of Directors.
 - c. A vote on unopposed nominees will not be required. However, unopposed nominees are subject to the approval of the existing Board of Directors.
 - d. Election results will be promptly communicated to the membership.

ARTICLE VII

Meetings:

1. **Annual Meeting:** An Annual Meeting, will be held prior to the beginning of each "Ski Season", typically in early October. The Annual Meeting, commonly known as the "Kick-Off" shall:
 - a. Be General Membership Meeting to conduct the business of the Club
 - b. Serve as a venue to retain existing members and recruit new members
 - c. Be attended by all members of the Board of Directors, if possible
2. **General Membership** meetings shall be held as needed to conduct the business of the Club.
 - a. Members shall be notified of membership meetings at least one week in advance of meetings.
 - b. Each standard member in good standing shall be entitled to one vote.
 - c. All meetings shall be conducted in accordance with Roberts Rules of Order (revised) where deemed appropriate by the presiding officer and where not in conflict with these By-laws.
3. **Board of Directors** meetings shall meet monthly.
 - a. In the event that a decision must be made prior to the next scheduled Board of Directors meeting a motion may be made, seconded and voted on by e-mail.
 - b. Standard Members may attend Board of Directors meetings but may participate in discussion only with the approval of the presiding Director. Standard Members in attendance do not have voting rights.
 - c. Board members who are unable to attend a Board of Directors meeting may not delegate their vote to another board member.

ARTICLE VIII

Midwest Sports Council (MSC):

1. The Club shall maintain membership in the Midwest Sports Council.
2. The elected MSC Delegate (or President, if the Delegate is unable to attend) shall represent the Club on the Midwest Sports Council Board of Delegates. The President will attend the MSC meetings if the Delegate is unable to attend.

ARTICLE IX

Compensation:

1. For service rendered to the Club, the following compensation will be offered to each member of the Board of Directors. A minimum of six (6) months continuous service on the Board is required for compensation.
 - a. **President:** Each President shall be given a one year of paid Standard Membership in the Club for each year in office served.
 - 1) The paid memberships will begin the year after the President leaves the Board of Directors.
 - 2) The lifetime memberships awarded to past Presidents leaving office prior to the 2018 -2019 season will continued to be honored.
 - b. **Directors, including the President:** A "Board Credit" will be issued to all duly elected and/or appointed and actively serving Directors of the Board.
 - 1) The "Board Credit" may be applied toward any event, dues or trip sponsored by the Club during the Director's tenure on the Board of Directors.
 - 2) The amount of the "Board Credit" will be recommended by the Treasurer, and affirmed by a 2/3 vote by the Board of Directors.
 - 3) Board Directors have the option of declining the "Board Credit".

ARTICLE X

Amendments:

1. Amendments to these By-laws shall be submitted in writing to the Board of Directors prior to a vote at a membership meeting.
2. The full club membership is to be notified of any by-law changes with comment invited.
3. The by-laws may be amended at any regularly scheduled meeting by:
 - a. A 2/3 vote of members present and voting,
 - b. A 2/3 vote of any electronic vote process with those not voting automatically given their proxy to the Board of Directors to cast for them, or
 - c. A 2/3 majority of voting Directors at a regular Board of Directors' meeting or as allowed in ARTICLE VII, 2, a.

Article XI:

Liability Insurance for Board of Directors:

1. A Director's & Officer's liability insurance policy shall be purchased or renewed at the discretion of the Board of Directors. The purpose of this policy is to protect each Director in the event the Club or its Director(s) are sued for liability.
2. The policy is intended to reimburse each Director for legal costs incurred in defense of any legal engagement as a result of being a Director of the Club.
3. The policy will carry a minimum of \$1 Million liability claim coverage.

ARTICLE XII

Policies and Guidelines:

1. The Club shall maintain policies to govern the day to day operations of the Club and guidelines to assist each Director to be able to perform their position-specific duties.
2. Policies shall be constructed as a supplement to the By-Laws and be in compliance with any applicable laws, regulations or requirements to which the Club is subject. Policies may be amended, as deemed necessary, with the approval of the majority of the Board of Directors

ARTICLE XIII

Dissolution and Distribution of Assets:

1. Dissolution:

- a. In the event that the Club is no longer able to meet its purpose as stated in Article II -2, or otherwise, as determined by a 2/3 vote of the Board of Directors, a General Membership Meeting shall be called for the express purpose of a vote to dissolve the Club.
- b. Dissolution of the Club shall require a 2/3 affirmative votes of the Standard Members in attendance at the meeting.

2. Distribution of Assets:

- a. The Club is not organized for profit. In the event of its liquidation or dissolution, whether voluntary or involuntary, no part of the net earnings or distribution of its remaining property or its proceeds, unless dutifully owed, shall inure to the benefit of any individual or member.
- b. The balance of all money and other property received by the Club from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, exclusively for purposes within those set forth in Article II of these By-laws and within the intent of Section 501 (c) of the Internal Revenue Code and its Regulations as the same now exist or as they may be hereafter amended from time to time

These By-laws were:

Adopted: Club By-laws first version, November 5, 1987

Revised: April 14, 1988; Article VI, Section 6 added.

Revised: February 14, 1991 Publications VP added; other changes.

Revised April 9, 1994 Winter Activities VP changed to Membership Vice President, other changes.

Revised September 16, 1996 Addition of the definition of Associate Membership of Ski Hawks Ski & Social Club.

Revised May 26, 1998 Name modification from Ski Hawks Ski & Social Club to Ski Hawks Sports & Social Club.

Revised January 2007 formally adopted and added policies and guidelines regarding ski/major trip to the bylaws. Also added Trip Coordinator and Web Content Manager as two appointed positions for the Board of Directors.

Revised March 2008 Adopted Trip Leader Compensation Policy

Updated August 2009

Updated June 2010

Revised January 2012, amended the Conduct Section paragraphs 1 and 2 to include Events and expanded guidance for Trip/Event Coordinators, Leaders and Board Members.

Revised June 6, 2013, ARTICLE XI Policies: added item 5.

Revised 2015- Adopted formal language regarding BOD compensation, see Article XI.

Revised 2017 – Adopted August 7, 2017

Revised 2019 – Club was incorporated to create a new, legal entity. Name changed to Minnesota Ski Hawks, Inc. By-laws restated and re-formatted. Moved Policies and Guidelines outside of the By-Laws. Moved Alcohol policy outside of By-Laws. Merged Article VIII into Article III. Deleted Art. VIII and renumbered. Added Article XIII - Dissolution and Distribution of Assets