

**SECTION I**  
ESTABLISHMENT

- A. NAME: The name of this organization shall be the FOOTHILLS SKI CLUB, INC. and shall hereinafter be referred to as FSC.
- B. PURPOSE: The primary purpose for which this organization is formed is to promote the fellowship and mutual benefits of those interested in snow skiing among residents of the East Tennessee area.

**SECTION II**  
MEMBERSHIP

- A. ELECTION OF MEMBERS: Persons interested in joining the FSC shall submit a membership application which must be approved by a majority of a quorum of the Board of Directors. The release clause on a new member's application must be signed by the applicant before the Board can act.
- B. PLEDGE: Members in the FSC pledge themselves to observe and be governed by the By-Laws of the Club, by the direct action of a majority of the general membership, the Board of Directors, and the Club's officers, and to cooperate in the accomplishment of the aims and purposes of the organization.
- C. CLASSES OF MEMBERSHIP: The FSC shall have two (2) classes of membership. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:
- (1) Single Membership: This is membership for one (1) person 18 years of age and over, whom upon payment of initiation fees and yearly dues, shall receive one (1) membership card and shall be entitled to one (1) vote.
- (2) Family or Head-of-Household Memberships: This membership will include up to two (2) adult family members in a household and any of their children under 18 years of age. A family membership will receive a membership card for each member of the family and the adults will have the privilege of one (1) vote each.
- D. VOTING RIGHTS: Each member shall be entitled to a vote in the manner stated in Section II C on each matter submitted to a vote of the member at any FSC meeting.
- E. TERMINATION OF MEMBERSHIP: The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for good cause after an appropriate hearing. The Board may terminate the membership of any member who becomes ineligible for membership, or expel any member who shall be in default in the payment of dues for the period fixed in Section IV of these By-Laws.

**SECTION III**  
MEETING OF MEMBERS

- A. ANNUAL MEETING: An annual meeting of the members shall be held at such time in March of each year and at such place, as shall be designated by the Board of Directors, for the purpose of electing officers and committee chairpersons, and for the transaction of such business as may come before the meeting. If the nomination of officers shall not be held on the day so designated for an annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be arranged.
- B. OTHER MEETINGS: The President shall arrange and announce at least six (6) general membership meetings per year at least ten (10) days in advance, the first to be as early as July and no later than October, and subsequently at least one (1) meeting per month provided that one (1) of the aforementioned meetings may be the annual meeting required in Section III. A.

C. **PLACE OF MEETING:** The Board of Directors may designate any place as the place for any meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be in Maryville, Tennessee, but if a majority of the members shall meet at any time and place, either within or without the State of Tennessee, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such any corporate action may be taken.

D. **QUORUM:** The members constituting ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting.

## ***SECTION IV***

### **DUES**

A. **FISCAL YEAR:** The fiscal year of the club will begin on April 1 of one year and continue through March 31 of the following year. Dues are payable on April 1 of each year and will be in arrears if not paid by the November meeting. Dues must be paid before member can participate in any club events. Any member whose dues have not been paid by December 31 will be dropped from the mailing list and the Club roster and will be required to pay the dues prescribed for New Members to reinstate Membership in the Club.

B. **ANNUAL DUES:** The amount of the annual dues and initiation fee shall be prescribed by the Board of Directors at its first meeting following the elections in March.

## ***SECTION V***

### **GOVERNMENT**

A. **GENERAL POWERS:** The government of the FSC shall be vested in a Board of Directors and the duly elected officers as set forth in these By-Laws.

B. **BOARD OF DIRECTORS:** The current officers of the club as defined in Section V.D, the immediate past President and the current Chairpersons of the standing committees shall constitute the Board of Directors.

C. **DUTIES AND RESPONSIBILITIES OF DIRECTORS:**

(1) **FSC Business:** The Directors shall be responsible for all business of the Club, and in addition to the duties assigned in these By-Laws shall perform those duties required by the statutes of the State of Tennessee.

(2) **Chairperson:** The President shall be Chairperson of the Board and as such shall preside at all meetings of the Board.

(3) **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business and all matters shall be decided by a majority vote of the Directors present except as herein otherwise provided.

(4) **Directors' Meetings:** At least one (1) meeting of the Board of Directors shall be held approximately each month during the period from September 30 of one year through April 30 of the following year. Board meetings will be held on a called basis from May 1 to August 31.

(5) **Directors' Responsibility:** The Directors shall be responsible for establishing, reviewing, and maintaining club policy, procedures, and practices other than those designated, abridged, amended, or arrested by the By-Laws.

(6) **FSC Budget:** At the first Board meeting after elections, the Directors shall review and approve the budgets for the standing committees for the forthcoming fiscal year. The Directors may revise the approved budget(s) from time-to-time as may be required for the welfare of the Club and assess appropriate monies from available funds as necessary for emergency purposes. The board shall have an objective of a balanced budget each year. The budget shall allow for the annual growth of the Club's treasury per targets established by the Board of Directors for the purpose of prepayments for upcoming trips.

(7) Directors' Authority: The Directors shall have the authority to appoint assistant officers to assist the Secretary, the Treasurer, and Chairpersons and/or Co-Chairpersons of Standing Committees. Assistant officers shall not become voting members of the Board of Directors.

(8) Directors' Authority: The Directors have the authority to employ such other aid and assistance as may be required to properly administer the affairs of the club.

(9) Office Vacancy: In the event of a vacancy in any elected office of the Club, it shall be filled without undue delay by a vote of the Board of Directors.

(10) Directors' Meetings: Proceedings of the meetings of the Directors shall be kept by the Secretary of the Club in the regular way and shall be read in whole or in part, if requested, at subsequent meetings of the general membership.

(11) Replacement of Directors: Any Board member may be replaced for just cause by a vote of two-thirds (2/3) of all members of the Board of Directors.

(12) Policies/Procedures: Policies and Club procedures shall be established by a majority vote by the Board of Directors. Refer to Section X for a list of policies established as of this date and of these current By-Laws.

D. Officers:

(1) The duties of the officers, in addition to the duties assigned in these By-Laws, shall be those ordinarily associated with the particular office.

(2) Specifically assigned duties are:

a. President: The President shall superintend the business of the Club, preside at meetings of the general membership, and meetings of the Directors, and in case of tie, as presiding officer, shall cast the deciding vote. He/She shall appoint a committee to audit the club's financial records. He/She shall be the custodian of all deeds or documents of value, medals, trophies, or other property belonging to the Club, all of which he/she shall transfer to his/her successor in office. The President shall be an ex-officio member of all committees. In addition to the Treasurer, the president is authorized to sign all financial and legal instruments

b. President-Elect: The President shall be elected one year in advance and serve the preceding year as President-Elect. In this position he/she shall be apprentice under the President, discharge the duties of President in his/her absence, be responsible for Club meeting programs, and perform such other duties as from time to time may be assigned to him/her by the President or Directors.

c. Secretary: The Secretary shall keep careful and complete minutes of all meetings of the general membership, and Board of Directors, and keep such non-financial books prescribed by law, and attend to other such duties as may be incidental to his/her office, and discharge other such duties as may be assigned by the Board of Directors.

d. Treasurer: The Treasurer shall be responsible for all funds of the Club. He/She shall receive all income due the Club and shall make expenditures only with budget authorization or as may be specifically authorized by the Directors. He/She shall provide a current financial report at each meeting of the Board of Directors, and a yearly financial report summary and budget analysis by each office or standing committee by April 30 for review in making the following year's budget proposals. He/She shall secure and file complete and proper vouchers for all expenditures, and shall keep full and accurate accounts, making reports to the general membership in such form as to show the financial condition of the Club and the result of its yearly operations. He/She shall make such added reports to the Directors as they from time to time shall prescribe. The Treasurer, President, President-Elect, or designated Director must sign all checks on all accounts at all banks. The Treasurer shall be bonded as the Directors may determine. The Treasurer shall be responsible for keeping such financial books and IRS forms as prescribed by law.

## ***SECTION VI***

### **COMMITTEES**

- A. Committees necessary to the programs and activities of the club, as established by these By-Laws or as deemed necessary or desirable by the President or Directors of the FSC shall be established annually. In general, the purpose and function of such committees shall adhere to the functions outlined in these By-Laws, but may be modified upon appointment of their respective Chairperson.
- B. **ELECTION OF COMMITTEE CHAIRPERSONS:** Standing committee Chairpersons shall be elected under the provisions of Section VII.
- C. **COMMITTEE MEMBERS:** Members of the committees shall be selected from among the Club's membership by the committee Chairperson under the guidance of the President
- D. **DUTIES, RESPONSIBILITIES AND AUTHORITY OF STANDING COMMITTEES:**
- (1) **STANDING COMMITTEES UNDER THE JURISDICTION OF THE PRESIDENT:**
- a. **Publicity:** The publicity Committee shall be responsible for furthering the image of the FSC in such a manner as to enhance its reputation before the public. It shall be responsible for the promotion and furthering of FSC membership and participation at FSC functions by appropriate advertisement through the news media. It shall be responsible for the efficient supervision, management, and direction of the Club's publication.
- b. **Membership:** The Membership Committee shall be responsible for the processing of each application for membership and each renewal of membership by receiving the application forms and the renewal forms and the initiation fees and the annual dues, which shall be transmitted to the Treasurer. The names of all members and type of membership shall be entered on the roll maintained by the Membership Committee, and the Committee shall issue membership cards to each member as prescribed in these By-Laws.
- c. **Programs:** The President-Elect shall be responsible for the selection, planning, and promotion of programs that will encourage the development of and participation of the membership in the sport of snow skiing.
- d. **Social:** The Social Committee shall be responsible for the selection, planning, and promotion of social functions for the benefit of the members of the Club (at regularly scheduled Club meetings and parties) which will enhance the aims and the purposes of the Club.
- e. **Trip Chairperson:** The Trip Committee shall be responsible for the development and participation of the membership in snow skiing by sponsoring and promoting trips to ski areas. The Chairperson of this committee may delegate any individual member of the committee to be responsible for the supervision, management, and direction of any particular trip, and the individual so designated shall be known as Trip Captain.
- f. **Newsletter:** The Newsletter Committee shall be responsible for the preparation and issuance of regular newsletters during the period from July to February of the Club's fiscal year
- (2) **APPOINTMENT OF OTHER COMMITTEES:** Other special committees may be appointed by the President or the Directors when found needed for the good or betterment of the Club. These committees shall not be standing committees with the Chairperson having a vote unless so approved by two-thirds (2/3) majority vote of the Board of Directors constituting a quorum.
- (3) All Committee recommendations are subject to Board approval.

## ***SECTION VII***

### **ELECTIONS**

#### **A. ELECTION OF BOARD MEMBERS:**

(1) The Officers and Committee Chairpersons of the Club as defined in Section V & VI shall be elected by the general membership during the March meeting of the FSC and shall be elected by a majority of the votes cast. One vote shall be made available to each single and two to each family membership.

(2) Slate of nominees for office shall be presented by the Board of Directors, acting as the nominating committee with the President acting as Chairperson, to the general membership at the annual meeting. Members of the nominating committee shall be eligible for nomination as Officers of the Club. Further nominations will be accepted from the floor at said annual meeting.

**B. DELEGATES:** Delegates to any organization of which the FSC is a member shall be elected in such cases as necessary by majority vote of the Board of Directors.

**C. TERM OF OFFICE:** The terms of office of elected Officers, Directors, and Delegates shall extend through the fiscal year of the FSC as defined in Section IV. All officers, directors and delegates shall be eligible for reelection. Each officer shall be responsible for recommending his/her replacement to the Board of Directors no later than the February meeting of the Board of Directors.

## ***SECTION VIII***

### **BY-LAWS**

**A. INTERPRETATION:** Interpretation of the By-Laws shall rest with the Board of Directors and the President.

**B. AMENDMENTS:** These By-Laws may be amended at any regularly scheduled meeting of the Board of Directors by: (1) a two-thirds (2/3) vote of all members of the board, and (2) majority vote of the general membership.

## ***SECTION IX***

### **CONTRACTS, CHECKS, DEPOSITS, AND REIMBURSEMENTS**

**A. CONTRACTS:** The Directors may authorize any officer in addition to the President or other officers so authorized by the By-Laws to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the FSC up to a maximum financial limit of the approved budget line allotted to the position. Any additional expenditure, contracted or otherwise, must be approved by the Board of Directors prior to the initiation of expenditure. Any additional expenditure initiated without prior approval of the Board of Directors will be the financial liability of the individual initiating the expenditure.

**B. CHECKS, DRAFTS, ETC.:** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the FSC shall be signed by such officers or agents as from time to time are determined by the Directors. In the absence of such determination by the Directors, such instruments shall be signed by the Treasurer.

**C. DEPOSITS:** All funds shall be deposited to the credit of FSC to such checking, savings, or other accounts that the directors may select. Interest accruing from such accounts shall, other than as specified elsewhere in these By-Laws, become property of the Club to be used in the FSC treasury.

**D. REIMBURSEMENTS:** Reimbursements to members of the FSC for costs incurred in carrying out FSC business or functions must be authorized in advance by the Directors.

**E. TRIP FINANCES AND FUNDS:** On all trips wherein FSC is sponsoring:

(1) The Trip Captain shall provide to the Treasurer an accounting sheet for all monies spent in conjunction with his/her trip. The accounting sheet shall be presented to the Directors at the first Board meeting following the trip.

## ***SECTION X***

### **POLICIES/PROCEDURES**

#### **A. TRIP POLICY:**

- (1) The Trip Chairperson shall provide a tentative trip schedule for approval of the Board of Directors prior to approval of the trip budget.
- (2) The Trip Chairperson, working with the Trip Captains whom he/she has appointed, is responsible for all planning including arrangement of dates, lodging, transportation, and determination of prices. Trips and costs must be approved by the board.
- (3) All money collected will be promptly deposited in the Club treasury and a financial statement given to the Treasurer as soon after the trip as possible. The Treasurer will pay all outstanding trip expenses.
- (4) For overnight trips, the amount of deposits and the payment schedules are to be determined by the Trip Captain. All fees incurred by the club for canceled trip reservations will be charged to member canceling reservation. A person canceling a reservation is also liable for fees charged by the resort and/or transporter(s) as a result of the cancellation. Collected cancellation fees not paid to the resort and/or transporter(s) will be used to defray the cost of the same trip or be deposited in the Club Treasury.
- (5) No reservations will be accepted prior to proper publication of trip information and presentation at a Board meeting and reservation forms in the newsletter/flyer. A person is considered on the trip, or its waiting list, when his initial payment is received. Persons with reservations who fail to meet the payment schedule may be removed from the trip after notification by the Trip Captain. Such removal will be treated as a cancellation.
- (6) For day-long trips, payment is required to reserve the participant's place on the trip. The Trip Captain shall determine the latest date that payments are due. Persons prepaying fees for day-long trips will have priority for space on vehicles. Those making verbal commitments with the Trip Captain will have second priority for spaces. A person canceling after a pre-established deadline will forfeit his reservation fees. The Trip Captain shall determine the date prior to which cancellations may be made without penalty.
- (7) The Board of Directors shall decide if a trip must be canceled based on the advise of the Trip Chairperson(s) and/or Trip Captain(s).
- (8) All persons will be required to submit the full trip fee. The Board will determine the disposition of any excess funds from the trip.
- (9) Finances: The Trip Captain(s) will be responsible for timely collection of all trip funds including initial deposits and payments. Checks will be forwarded immediately to the Treasurer for deposit in the escrow account. Trip Captain(s) will submit Expense Statements for the Trip Chairperson's approval prior to forwarding to the Treasurer for check preparation. The Trip Chairperson will maintain current and accurate ledgers which will be subject to audit at any time.
- (10) Trip Captain(s) shall accompany club members on the trip, shall act as escort and trip liaison for the group throughout the trip, and shall represent FSC as its agent for the trip.
- (11) Trip Captains' Compensation: For official trips of six days or longer, the Trip Captain shall receive as compensation the equivalent of the selling price of the trip. If this is not provided by the travel agency or airlines and lodging companies, then it shall be added to the price charged for the trip. A maximum of 5% of the trip price may be for this purpose. To receive compensation, the Trip Captain must comply with the duties and requirements listed herein.