

BLUE RIDGE SKI COUNCIL BYLAWS

Revised May 4, 2019

ARTICLE I. NAME

The name of this organization shall be the Blue Ridge Ski Council, Inc. (Hereinafter referred to as the Blue Ridge Ski Council) and shall operate as an incorporated nonprofit organization.

ARTICLE II. PURPOSE

It shall be the purpose of The Blue Ridge Ski Council to promote the wellbeing of its member ski clubs and enhance the quality of winter sports experienced by all its participants through education, communication and the coordination of joint club functions. By giving back to the ski community and promoting safe and fun skiing, the Blue Ridge Ski Council strives to fulfill its goal of Better Skiing with Ski Clubs.

ARTICLE III. AFFILIATION

1. The Blue Ridge Ski Council shall support the objectives and programs of the National Ski Patrol System.
2. As a founding member, the Blue Ridge Ski Council shall maintain its affiliation with the National Ski Council Federation and shall pay the required dues on schedule.

ARTICLE IV. MEMBERSHIP

1. The Blue Ridge Ski Council, Inc. shall serve the area comprised of Maryland, Virginia, West Virginia, and the District of Columbia.
2. Any nonprofit organization participating in a skiing program and accepting the purposes of the Council shall be eligible for membership. Upon application for membership, payment of dues, submission of a copy of its Constitution and Bylaws, and the approval by a majority of the Council Board of Delegates present and voting at a Council meeting, any such organization shall become a member club. Provisional membership may be granted by the Executive Committee subject to confirmation by the Board of Delegates at the next regularly scheduled meeting. All privileges of membership shall be available to a club with provisional membership until the confirmation vote. Every person who is a member of a member club is an individual member of the Council.

ARTICLE V. GOVERNMENT

1. Management of the Blue Ridge Ski Council shall be vested in a General Assembly, hereafter also referred to as "The Council" consisting of an Executive Committee and a Board of Delegates.

2. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and Webmaster, who shall perform the duties normally assigned to those offices and other duties as specified by the General Assembly. Included in such duties, but not hereby limited, are the following:

A. The President shall preside at all meetings and generally administer the operations of the Council and is responsible for preparing and disseminating the agendas for each Council meeting;

B. The Vice-President shall act in place of the President in any period of absence or unavailability;

C. The Secretary shall record minutes of all meetings of the General Assembly and the Executive Committee and ensure the prompt dissemination of minutes, agendas, and preserve all such data as official records and pass them in good order to a succeeding Secretary;

D. The Treasurer shall have the responsibility for receipt of Council dues and receipt and disbursement of Council funds, shall maintain current financial records and shall prepare annual budgets, financial statements, and tax statements, and shall turn over the Council funds and records to the succeeding Treasurer upon demand.

E. The Webmaster shall be appointed by the President and approved by the Board of Delegates at a regular meeting. The Webmaster's term of service will be at the discretion of the President and the Board of Delegates.

3. Each member club may select three of its members to serve on the Council's Board of Delegates. These members, or their designated alternates, shall be eligible to vote on all Council issues. Executive Committee members, with the exception of the President, may also serve as club delegates.

4. The Executive Committee shall advise the General Assembly, carry out its policies, and carry on the work of the Council between meetings of the General Assembly. The President shall serve as chair of the Board of Delegates and the Executive Committee.

5. The Executive Committee shall appoint a Resident Agent to maintain its incorporated status. It will be the responsibility of the Secretary and the Treasurer to provide the Resident Agent with the necessary information for the filing of Annual Tax documents and related Financial Reports.

ARTICLE VI. FINANCES

1. All member clubs shall pay annual dues to the Blue Ridge Ski Council, Inc. according to a dues formula approved by the General Assembly.

2. Club dues are shall be payable by the Spring Council meeting of each year. Nonpayment by the Fall meeting shall automatically void a club's membership.

3. The fiscal year for the Council shall end the 30th day of April each year. In cases where a new Treasurer is elected at the Annual Meeting preceding or immediately following this date, the outgoing Treasurer shall continue to function in order to promptly close the books for the fiscal year and prepare all necessary reports for that fiscal year, regardless of any other provisions in these Bylaws.

4. The Treasurer is authorized to disburse Council funds to cover expense incurred by the Council in the course of its regular business. The Board of Delegates shall approve all other disbursements.

5. Neither the Board of Delegates nor the Executive Committee shall authorize expenditure of funds in excess of those held by the Council's Treasury.

6. The President shall act in place of the Treasurer in any period of absence or unavailability and shall have check-writing authority.

ARTICLE VII. ELECTIONS

1. Executive Committee members shall be elected for two year terms, with the exception of the Webmaster who is appointed. In even-numbered years the President will be elected, and in odd-numbered years the Vice-President, Secretary, and Treasurer will be elected.

2. Delegates from member clubs shall be selected in accordance with their internal procedures. Their names shall be forwarded to the Secretary of the Council prior to each Council meeting.

3. A Nominating Committee comprised of a Chairman and at least one other member shall be appointed and approved by the Board of Delegates at the Fall Council meeting. The Nominating Committee shall select a slate of nominees and present the slate to the Secretary, in writing (or e-mail), at least 30 days before the Spring Meeting. The Secretary will assure that member clubs are notified of the nominees at least 15 days before the Spring Meeting. Additional nominations will be accepted from the floor at the Spring Meeting. Election shall be by approval of a majority of the Delegates present and voting at the meeting. Where more than two candidates are on the ballot for any one office and not one receives at least 50% of the votes, a run-off between the two candidates receiving the most votes will decide the winner. The elected officers shall assume office immediately following the meeting.

4. Any member in good standing of a member club of the Council may be a candidate for the Executive Committee.

5. A vacancy occurring in the office of President shall be filled by the Vice-President. A vacancy occurring in any other office shall be filled through election by the Board of Delegates. If the vacancy occurs between Council meetings, the President can fill the position, effective until the next Council meeting at which point the Board of Delegates shall fill the vacant position by election. All such filled vacancies are effective until the next normal election.

ARTICLE VIII. COUNCIL AUTHORITY

1. The Blue Ridge Ski Council shall be empowered to conduct any ski-related activities that do not infringe on the prerogatives of member clubs or conflict with their respective programs without their approval. Activities involving its member clubs, such as sponsored or sanctioned trips, shall be approved at a regularly scheduled Council meeting as appropriate.

2. No member club shall sanction ski races or schedule other events involving the participation of the Council or the use of its name without first coordinating the event with the Council Executive Committee.

ARTICLE IX. PROCEEDINGS

1. The General Assembly of the Blue Ridge Ski Council shall meet twice annually, in the Spring and the Fall. The schedule of these meetings shall be selected by the Board of Delegates at the previous meeting. Special meetings may be held at the discretion of the Executive Committee. At least 15 days' notice

for special meetings must be provided to member club presidents and/or members of the Executive Committee and Board of Delegates.

2. The General Assembly quorum for the conduct of any Council proceedings shall be those Delegates present at a duly constituted meeting.

3. Each Delegate present shall have one vote on Council matters, and a majority vote thereof shall be determinative of any matter of general business except where otherwise provided in these Bylaws. No delegate may cast the vote of an absent delegate. No club shall have more than three votes. Executive Committee members may vote if they are also club delegates. In the event of a tie, the Council President, who may not serve as a club delegate, shall cast the deciding vote.

4. The expulsion for cause of any member club or the reinstatement to membership of an expelled club must be approved by a two-thirds vote of the Board of Delegates present at a duly constituted meeting. A club membership voided by nonpayment of dues shall not be subject to these provisions and may be reinstated with the Executive Committee's approval upon payment of all dues current and in arrears.

5. Robert's Rules of Order will prevail in any situation not covered by these Bylaws or amendments thereto.

ARTICLE X. OPERATIONS

1. Some functions and policies of the Blue Ridge Ski Council, as specified by the General Assembly, may be carried out by committees. Each committee shall be composed of Council members and be headed by an appointed or elected Chair. Incumbent members of the Executive Committee may serve concurrently as a Chair. The responsibilities of each committee shall be assigned by the Council President with the advice and consent of the General Assembly.

2. There shall be two types of committees:

A. A temporary committee whose purpose is short term, generally for a function to be resolved within six months or a year. Such a committee's Chair shall be appointed by the Council President. The Chair shall form the committee from volunteers of the General Assembly.

B. A standing committee whose purpose is to implement permanent Blue Ridge Ski Council policy. Its formation can be introduced by the President or by the General Assembly and requires a majority vote of the Delegates present at a regularly

scheduled meeting for establishment. Such committees' Chairs and members shall be elected by the General Assembly.

ARTICLE XI. POLICIES

1. Policies are defined as the processes and procedures used to implement Blue Ridge Ski Council programs. These include, but are not limited to, meetings, ski and familiarization trips, dues, websites, special events, the appointment of members to Blue Ridge Ski Council positions other than the Executive Committee, and any other issues determined to be so by the General Assembly.

2. Changes in any policy will require a majority vote of the General Assembly.

3. Policies shall be in writing and attached to these Bylaws.

ARTICLE XII. AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds vote of the General Assembly at any regular meeting or special meeting called for that purpose and where fifteen days written notice of such proposed action shall have been given.

Record of Revisions

Bylaws originally adopted at organizational meeting held October 20, 1958

April 9, 1960 - Revision

November 15, 1964 Article III, Section 3 added September 18, 1966 Revision

April 16, 1967 - Updated

March 30, 1969 - Article VII, Section 1, 2, 3

May 3, 1970 - Separated office of Secretary-Treasurer

April 18, 1971 - Revision

May 20, 1973 - Revised dues

April 24, 1976 - Revision

April 17, 1977 - Revision

April 20, 1980 - Updated

October 5, 1980 - Article X, Section 3 added

April 26, 1986 - Deleted Article III.1 (ESA Affiliation)

September 16, 1990 - Revised:

- a. Article III, Section 1 (deleted reference to Southern Appalachian Region for the National Ski Patrol System).
- b. Article IV, Section 2 (added provisional membership rules).
- c. Article VI, Sections 1 and 2 (removed specific dues and penalty rules and substituted General Assembly approved rules).
- d. Article IX, Section 2 (Replace specific dates for annual meeting with general requirement for it to be in the Spring)
- e. Article X, Sections 1 and 2 (deleted specific standing

committees and allowed President to appoint committees as necessary).

September 15, 2001: Unrecorded changes and revisions.

May 4, 2019 - Revised & Edited overall text to ensure consistent and current terminology, and clarify existing provisions without material changes. Also added the following provisions:

a. Article V, Section 2 & 2.E (The inclusion of the Webmaster on the Executive Committee and the manner of its selection is added)

b. Article VII, Section 3 (provides that to be properly elected, Executive Committee members must receive a majority of the votes cast, which may require runoffs where the number of competing candidates is large)

c. Article IX, Section 4 (Added language clarifying provisions for the re-instatement of voided club memberships.