

**TAHOE DONNER SENIOR ALPINE SKI CLUB
BYLAWS**

(approved by member vote 3/26/2009; effective as of 8/22/09)

ARTICLE I – NAME

Section 1. The name of this club is the Tahoe Donner Senior Alpine Ski Club.

ARTICLE II – PURPOSE

Section 1. This Club is organized to accomplish the following purposes:

- a. to create, foster, encourage and promote enjoyment and skill in the sport of Downhill Skiing;
- b. to furnish pleasure and recreation to its members in connection with Downhill Skiing, to include activities off ski season which foster physical conditioning and member cohesion, such as, but not limited to, hiking, biking, kayaking, tennis, and ski specific physical exercise, etc.
- c. to provide instruction to members who wish to enhance their skiing skills;
- d. to encourage senior skiers from Tahoe Donner to utilize our ski hill and our ski school;
- e. to meet neighbors and enhance the feeling of community.

Section 2. The Club shall be operated exclusively for the purposes enumerated in Section 1 of this Article II and its organization and activities are not designed for, and shall not result in, financial or pecuniary gain or profit the members thereof.

Section 3. Notwithstanding anything contrary set forth herein, use of the Tahoe Donner facilities by the Club and its members shall be in accordance with the Rules and Regulations established by the Tahoe Donner Association.

ARTICLE III – DIRECTORS

Section 1. The Club shall be governed and managed by a Board of Directors consisting of five (5) of its Full Members, who are current Tahoe Donner Association property owners.

Section 2. A Director shall serve a term of two (2) years, or until his/her successor is elected or the Director resigns. Candidates for election to the Board shall be nominated from among the Club's Full Members by any Full Member, including the candidate, him/herself, during a four week period before the annual membership meeting. (A nominating committee shall be appointed by the Board for the purpose of searching for nominees and receiving nominations. This committee shall consist of one board member and two members at large, appointed by the Board.) The terms shall be staggered by alternately electing two (2) Directors one year and three (3) the following year.

Section 3. A Director may resign for any reason by tendering notice of such to the Board. Immediately upon a Director's loss of Full Membership status (e.g., is no longer a Tahoe Donner Property owner), his/her Director's seat shall be declared vacant. Vacancies on the Board shall be filled by majority of the remaining Directors appointing any Full Member of the Club to serve for the remainder of the vacant term.

Section 4 Meetings of the Board shall be held as frequently as is determined necessary by the Board. Special meetings of the Board may be called by the President or any two (2) Directors. A majority of the Directors then serving on the Board shall constitute a quorum for the transaction of business.

ARTICLE IV – OFFICERS

Section 1. The officers of the Club shall be a President, a Vice President and a Treasurer. Said officers shall be appointed by the Board from among the Directors.

Section 2. The President shall preside at all meetings of the Board and of the membership.

Section 3. The Vice President, in the absence of the President, shall preside at all meetings of the Board and of the membership.

Section 4. The Treasurer shall maintain adequate records of, and be ultimately responsible for, all funds and accounts of the Club. All checks issued by the club must be signed by an Officer.

ARTICLE V – MEMBERSHIP

Section 1. A Senior, for membership consideration, is defined as the age of fifty-five (55) and above. A senior's spouse or partner is eligible for membership, regardless of age.

Section 2. The Club shall have two classes of membership: Full Members include Seniors who own residential property within Tahoe Donner and their immediate family members. Associate Members include all other Seniors. All Tahoe Donner Senior property owners are eligible for membership in the Club.

Section 2.a. Social membership is available for members' spouses and prior members who are not skiing for health or other reasons, but choose to be involved in social and other non-skiing club activities

Section 3. At least seventy percent (70%) of the Club's membership shall at all times be Full Members. No new Associate Members shall be permitted to join while Full Members number less than 70% of the total membership.

Section 4. Full Members shall be entitled to vote at Club membership meetings; Associate Members shall have no voting rights.

Section 5. Each application for new membership shall be accompanied by payment of the annual dues.

Section 6. Any member who fails to pay annual dues is automatically dropped from membership.

Section 7. Following reasonable notice and an opportunity to be heard, the Board may revoke the membership of any Member whose conduct is determined to be contrary to the best interests of the Club.

Section 8 New Associate Members (those who do not own residential property within Tahoe Donner) wishing to join the Tahoe Donner Senior Alpine Ski Club must be sponsored by a full member of the ski club.

ARTICLE VI – DUES

Section 1. The Board of Directors shall determine the annual dues.

Section 2. Annual dues shall be payable in advance on or before the first day of November each year. If such dues are not paid by November 1st, such dues will become delinquent and the member will be deprived of Club privileges.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1. Meetings of the membership shall be called by the President, the Board, or five percent (5%) of its Full Members.

Section 2. Notice of membership and Board meetings shall be given to all Members, if reasonably practicable, at least fourteen (14) days in advance thereof.

Section 3. Those Full Members present at any membership meeting shall constitute a quorum for the transaction of business, provided that at least any two (2) officers or those members who called the meeting are present.

Section 5. The annual meeting of the membership shall be held during March or April each year, at such time and place as may be determined by the Board. Directors shall be elected and the Board shall then appoint officers at the annual meeting.

ARTICLE VIII – COMMITTEES

Section 1. All committees of the Club shall be established, and their members shall be appointed, by the President.

Section 2. The Board shall determine the responsibilities and authority of all committees.

ARTICLE IX – AMENDMENTS

Section 1. These Bylaws shall only be amended by the affirmative vote of at least two-thirds (2/3) of the Full Members present at a duly called meeting of the membership;

notice of the proposed amendment shall be provided in the notice by which the meeting is called.

ARTICLE X – EFFECTIVE DATE

Section 1. These Bylaws shall become effective upon their approval by the Tahoe Donner Association Board of Directors.

Section 2. Amendments to these Bylaws shall become effective upon their approval by the Club's Full Members and the Tahoe Donner Association Board of Directors.