

# **TAHOE DONNER NORDIC SKI CLUB**

## **BYLAWS**

### **ARTICLE I – NAME**

Section 1. The name of this club is the **Tahoe Donner Nordic Ski Club**.

### **ARTICLE II – PURPOSE**

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

- a. To furnish pleasure and recreation to its members in connection with cross country skiing;
- b. To foster, encourage, promote and create interest in the practice and enjoyment of cross country skiing
- c. To organize cross country skiing events, social activities, and other activities of interest to club members

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 for the members thereof.

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

### **ARTICLE III –DIRECTORS**

Section 1. The Club shall be governed and managed by a Board of Directors consisting of three (3) of its Full Members, who are currently Tahoe Donner Association property owners (defined as holders of Tahoe Donner Association amenity-access member identification cards).

Section 2. A Director shall serve a term of one (1) year, or until their 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 the one month period before the annual membership meeting.

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-Member 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 vote 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 other Director. 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 consist of President and Treasurer, and one of the following positions: Vice President or Secretary. 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, or other Board member, 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 shall be signed by the Treasurer and one other officer designated by the Board.

Section 5. The Secretary or other Board member shall maintain adequate records and minutes of all Board meetings.

Section 6. Any officer who does not comply with assigned responsibilities may be relieved of office by majority vote of the Board. The President, with the approval of the board, shall appoint the replacement.

#### **ARTICLE IV – MEMBERSHIP**

Section 1. The Club shall have two types of membership: Full Members include those who own residential property within Tahoe Donner and their immediate family members (holders of amenity-access member identification cards). Associate Members include all others. All Tahoe Donner property owners are eligible for membership in the Club.

Section 2. At least sixty percent (60%) 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 60% of the total membership.

Section 3. Full Members shall be entitled to vote at Club membership meetings. Associate Members shall have no voting rights.

Section 4. All Members (Full and Associate) shall pay a membership dues, the amount to be determined by the Board. All Members (Full and Associate) shall sign a waiver of liability, provided by the Board.

Section 5. 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.

## **ARTICLE V – MEMBERSHIP MEETINGS**

Section 1. Meetings of the membership shall be called by the President, the Board, or by five percent (5%) of the Full Members. Membership meetings are optional and scheduled as needed and practical.

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

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

Section 4. The annual meeting of the membership shall be held once 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 VI – COMMITTEES**

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

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

## **ARTICLE VII – AMENDMENT**

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 VIII – 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.

**Approved by the Board of Directors 1-18-08**