

BY-LAWS OF THE OMAHA SKI CLUB, INCORPORATED

(Revised May 31, 2015~~2009~~)

These By-Laws, adopted by the membership on the 1st day of February, 1976, and as last revised by vote of the membership on May ~~31, 2009~~^{21, 2006}, amend and replace all By-Laws heretofore adopted.

ARTICLE I ORGANIZATION

Section 1. Name. This organization shall be known as the Omaha Ski Club, Incorporated, and shall be referred to herein as "OSC."

Section 2. Purpose. Be it hereby enacted that the Omaha Ski Club, Incorporated shall operate as a nonprofit social and recreational club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954 (as amended), or the corresponding division of any future United States revenue law, and shall operate and exist for the primary purpose of promoting interest, participation, and safety in the sport of snow skiing and other sports, and participation in social activities.

Section 3. Affiliated Organizations. The OSC may from time to time affiliate itself with other organizations for the purpose of engaging in joint membership activities with such other organizations. To be eligible for affiliation, such organizations must a) operate or qualify in fact to operate as non-profit social and recreational clubs within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954 (as amended), or the corresponding division of any future United States revenue law and b) have primary purposes and engage in activities which are similar to or compatible with those of OSC. Upon such affiliation, the members of the affiliated organizations will become eligible for associate membership in OSC with the rights, privileges, duties and responsibilities granted to that class of membership.

ARTICLE II MEMBERSHIP

Section 1. Classification

There shall be six classifications of membership: single, family, honorary, reciprocal, associate, and promotional.

A. A single membership shall apply to an individual.

B. A family membership shall apply to a couple residing in the same household whether or not married and to any of their dependent children under 21 years of age, or to a single parent with dependent children under the age of 21 years.

C. An honorary membership shall apply to those persons who are currently honorary members and to those deemed worthy based on their meritorious service to OSC by a two-thirds vote of the board of directors. Honorary members shall not be required to pay dues. An honorary membership may be for either a set term or for the life of the member, as determined by the Board upon granting the honorary status.

D. Reciprocal Membership: Every regular member in good standing of any ski club in a ski association of which OSC is a member shall qualify as a Reciprocal Member of OSC, if that club offers the same benefit to OSC members. A Reciprocal member shall be eligible to sign-up for OSC trips. This eligibility shall begin 90 days prior to individual trip departure, but in no case until 30 days after the trip sign-up party. Reciprocal Members shall have no other membership rights or privileges and shall not be required to pay OSC dues.

E. An associate membership shall apply to a member of an Affiliated Organization as defined in Article I, Section 3 who is otherwise eligible for membership in OSC. Reciprocal and associate memberships shall be available only on an individual basis and not on a family basis.

F. A. promotional membership may be awarded from time to time by the Board of Directors to members of the general public upon a determination by the Board that such membership will promote or facilitate the goals and purposes of OSC as defined in Article I, Section 2.

Section 2. Qualifications

Memberships shall be open to all persons of good moral character who are interested in skiing and who shall have attained the age of twenty-one (21).

Section 3. Disciplinary Action

Any OSC member may be expelled from membership by the board of directors upon the following conditions being met:

A. Written charges must be presented by an OSC member to the board of directors.

B. Written notice disclosing the charges must be submitted to the charged OSC member at least fourteen (14) days prior to the date the board of directors will consider the charges, and said charged member shall be entitled to appear at such hearing.

C. The expelled OSC member's prorated dues must be refunded after being applied to any indebtedness of the member to OSC.

An expelled OSC member may be reinstated by filing a new membership application and obtaining the approval of the board of directors.

Section 4. Application and acceptance.

A. An application for single, family, reciprocal or associate membership must be completed by an interested applicant and submitted with full payment of dues to the Board of Directors for approval. An application for reciprocal or associate membership shall also be accompanied by evidence of the applicant's membership in an appropriate ski council or an affiliated organization, as appropriate. An approved single, family or associate member shall remain a member until a subsequent fiscal year when dues have not been paid, the member resigns, the member is removed for cause by the Board of Directors, or membership status is changed by amendment to these by-laws.

B. An honorary membership for a set term shall expire at the end of that term. A reciprocal membership shall expire at the end of the current fiscal year. A promotional membership shall expire at the end of the fiscal year in which it was awarded and must be affirmatively renewed by the Board. An associate membership terminates at any time if the member ceases to be a member of any affiliated organization and as such will be considered a resignation from OSC under paragraph A) above.

C. Single, family and associate members must submit a membership application each fiscal year. Renewing members whose dues are not delinquent need not be re-approved by the board of directors. Members whose membership was not renewed the previous fiscal year must be treated as new members. A single or family member who joins after the last scheduled OSC ski trip for the current fiscal year is completed shall be considered a member for both that year and the following year without further approval or payment of dues.

Section 5. Privileges

A. Participation in OSC Activities. Any single, family or honorary member age 21 and over may serve as a member of the board of directors, trip captain or committee chairperson, subject to any other requirements of these bylaws regarding those positions. Associate members, promotional members, and dependent children under a family membership do not have the above privileges but may otherwise participate in OSC activities and functions as from time to time determined by the board of directors. Subject to the above, all members may participate without limitation in all OSC functions and activities except as may be specifically limited elsewhere in these bylaws, subject to the payment of any fees for participation in such functions or activities as may be established by the OSC board of directors.

B. Newsletter. Single, family, honorary and promotional memberships with email access will each be placed on the OSC newsletter email distribution list. Single, family, honorary and promotional memberships without email access will each be entitled to receive one printed copy of each OSC newsletter published. Associate and reciprocal memberships with email access will be placed on the OSC newsletter distribution list if they request it. In return for lower dues, members under an associate or reciprocal membership without email access will not be entitled to receive a printed copy of the newsletter except for a printed copy of the first newsletter published after that membership is approved.

C. Directory. Adult members under single, family and honorary memberships will each be entitled to a listing in the annual OSC Membership Directory and will be entitled to receive a copy of that Directory. Reciprocal, associate and promotional members shall not be entitled to a listing in or a copy of that Directory.

Section 6. Voting

Except as may be otherwise provided in these bylaws, each single, family or honorary membership shall be entitled to one vote on all items of official club business at any annual or special business meeting. Reciprocal, associate and promotional memberships shall not have any voting privileges on items of official club business.

ARTICLE III DUES

Section 1. Fiscal Year

The fiscal year shall be from June 1 of each year to May 31 of the following year, and OSC members shall pay dues annually for each fiscal year.

Section 2. Amount

The amount of dues shall be established by the board of directors, from time to time, and shall be due and payable June 1 of each year. Special assessments may be established by the board of directors as needed and shall be due and payable when established. The dues for an associate membership shall be one-half of those for a single membership. Honorary and promotional memberships shall not be required to pay dues.

Section 3. Multiple Tier Structure for Dues

The board of directors may establish a multiple tier structure for dues, under which members who pay their annual dues prior to a date determined by the board may receive a discount from the normal annual dues for their membership class. The discount, if any, will also be determined by the board.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Official Business Meetings

Any business to be conducted by the club at large shall be conducted at the annual meeting or at a special business meeting. The annual meeting of the membership shall be on a date selected by the board of directors each year, which meeting shall be during the month of either April or May. Special meetings shall be on dates selected by the board of directors, from time to time. Special business meetings may be called by vote of the board of directors or by a petition signed by members representing at least twenty percent (20 %) of dues-paid and honorary memberships. Written notice of all official business meetings shall be published not less than fourteen (14) days prior to the date of such meeting. The notice of a special business meeting shall include the specific items of business for which the meeting is called. A quorum at any business meeting of the club shall consist of at least twenty percent (20%) of all members eligible to vote.

Section 2. Occasional Membership Meetings

Occasional membership meetings may be held from time to time as determined by the board of directors to further the purposes for which the club is organized.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number

The Board of Directors shall consist of five members elected by the membership.

Section 2. Term

The term of an elected director shall be two years, and no director may serve more than two elected two-year terms, and any partial term immediately preceding the first elected term to which the director was appointed pursuant to Article V, Section 10, in succession.

Section 3. Eligibility

Any current OSC member in good standing shall be eligible for nomination as a director.

Section 4. Nomination

Members in good standing may nominate any other member, including himself or herself, as a candidate for the board. The nomination shall be communicated to the board and to the nominated member, and the nominated member shall have the option to decline the nomination. Nominations for directors shall be open for at least four consecutive weeks, as designated by the board of directors and communicated to the membership. The nomination period must be established so that the nominations are final prior to the deadline for submission to the membership as provided in Article V, section 5. B.

Section 5. Election

A. Number and Time. Three directors shall be elected in odd-numbered years and two directors shall be elected in even-numbered years. Any directors necessary to fill the unexpired terms of vacant directorships shall also be elected each year. Directors shall be elected by the membership each year at the annual meeting.

B. Method. The election will be conducted by secret ballot. Nominees and their qualifications and experience shall be listed, with their respective pictures, on ballots to be sent to the membership at least fourteen (14) days prior to the annual meeting. The ballots, one for each membership, may be returned to the secretary by mail or deposited at the annual meeting. The candidates receiving the highest number of votes shall be elected to fill the terms expiring that year, and those candidates receiving the next highest number of votes shall fill any vacant unexpired terms. In the event of a tie for either an expired or an unexpired term, the tie shall be broken by a flip of a coin, drawing of straws, or any other method providing a neutral method of breaking the tie. The tiebreaker shall be structured so that all available board positions will be filled by the winners of the tiebreaker.

C. Conduct of Election. The Legal Committee shall be in charge of conducting the election, including collecting and counting the ballots and breaking ties. The chairperson of the Legal Committee, or his or her designee in the event the chairperson cannot attend the election, shall designate two additional club members to assist in the conduct of the election. None of the persons in charge of conducting the election may be current candidates for the board in the election. The persons in charge of the election will make the final determination whether any particular ballot is or is not a valid ballot.

D. Reporting of Election Results. The results of the election, including the vote totals for each candidate and the method and results of any tiebreaker, will be reported in writing to the board and placed in the club's permanent records by the Secretary. The board shall ratify the results of the election prior to the new board taking office. The original ballots from the election will also be forwarded to the Secretary. The Secretary will retain the ballots until the conclusion of the following yearly organizational meeting of the board provided for in Article V, Section 8.C., at which time they may be destroyed.

E. Challenge to Election. The election results will be final upon announcement of the results at the election meeting unless a proper challenge is made. Any member may challenge the results of the election. The challenge must be made at the election meeting immediately following the announcement of the election results. The challenge will be resolved by an immediate recount of the ballots with the member making the challenge present. The results of the recount will be final.

Section 6. Privileges

A. Business Transactions. The Board of Directors shall have full power to transact the business for which the OSC is organized in order to carry out the purposes of the organization. Only a member of the board of directors shall have the right to vote. Only directors and, as described in section 7, standing committee chairpersons and ski council representatives shall have the right to introduce motions at meetings of the board of directors.

B. Trip Credit. A trip credit will be available to each elected board member who in the judgment of the board satisfactorily completes a full two year term. The trip credit will be \$100.00. The trip credit will not apply to any board member who does not finish his or her term. It will be prorated for a director who completes the term of a resigned, disqualified or impeached director. The trip credit must be used on a club trip the following fiscal year. It is non-transferable.

Section 7. Committees and Ski Council Representatives

The club's representative to any organized ski council (for example, the Flatland Ski Association) and the members who chair the Membership, Directory, Social, Newsletter, Race, Public Relations and Website committees shall be appointed for fiscal year terms under the provisions of Article V, Section 8.C. No other provisions regarding directors under Article V shall apply to standing committee chairpersons except as follows:

A. The right to introduce motions specified in Section 6.A. shall apply to standing committee chairpersons and ski council representatives. The right to vote specified in section 6.A. shall not apply.

B. The credit provided by Section 6.B. shall apply, modified as follows: the credit shall be one-half the amount specified for a director; the credit will be given upon completion of a full fiscal year term rather than a two-year term; said credits must be used in the following fiscal year unless otherwise allowed by the current board, in which case more than one credit may be used in the appropriate fiscal year, either on the same trip or on different trips. If the duties of the standing committee and the standing committee chairperson have been delegated to a director, the director shall only be entitled to the credit provided to himself or herself as a director pursuant to Article V, Section 6.B.

C. The provisions of Section 9 shall apply.

D. The provisions of Section 10 shall apply.

Section 8. Meetings

A. Regular meetings. The regular meeting of the Board of Directors shall be at such time and place as shall be designated by the board of directors. The board shall meet at least once each month to transact the business of the club.

B. Special meetings. Special meetings may be held at the request of the president or a majority of the board of directors.

C. Yearly Organizational Meetings. Newly elected and holdover directors shall meet following the election at a time and place designated by the current board for the following purposes: paying dues, discussing qualifications of individuals for officer positions, electing officers, and assigning members as committee chairpersons. Elections and assignments may be modified at any time during the ensuing year. The election of officers from the Board of Directors shall be done prior to the call to order of the June Board of Directors meeting.

D. Attendance. Failure of any elected director to attend three successive regularly scheduled meetings of the Board of Directors shall disqualify such director from the Board, and the position shall be deemed vacant.

Section 9. Impeachment or Disqualification

Should any director fail to fulfill the duties of office, for any reason, such misfeasance or malfeasance shall be reported to an impeachment committee. The impeachment committee shall consist of the first (chronologically) three available immediate past presidents who are not current board members, or if three such persons are not available, the highest ranking OSC officer not subject to impeachment charges shall appoint current OSC members who are not current board members to fill the vacant positions on the committee. Such committee shall set a hearing date and notify the board and the accused director fourteen (14) days prior to the said hearing date, and after hearing the charges and the response of the accused director, shall either dismiss the charges or declare the board position vacant.

Section 10. Vacancies

If a position becomes vacant at a time other than the normal expiration of its term, the board shall act promptly to fill the vacancy. If the vacancy occurs during the last three months of the fiscal year, the position will be filled through the next election as provided in Article V, Section 5.b. Otherwise, a successor for the unexpired term shall be appointed by the board of not more than three months after the position becomes vacant.

Section 11. Quorum

A majority of the board of directors shall constitute a quorum.

Section 12. Board Action

Unless otherwise provided in these by-laws, a majority vote of those present and voting shall be required for a decision or an action of the board of directors. The board may also take action by written consent signed by a majority of the board or a majority email vote. Votes by written consent shall be documented by the secretary by entering the individual documents with each board member's signature into the club's records. Email votes shall be documented by the secretary on paper by either entering into the club's records printed copies of all emails relating to the vote or by copying, with sufficient information to document that the email came from a qualified director, all such emails into a separate document which will be come part of the club's records. Any action of the board may be overridden by a majority vote at the annual membership meeting or at a special membership meeting called for that purpose.

ARTICLE VI OFFICERS

Section 1. Definition

Officers shall be president, vice-president of trips, vice president of activities, secretary, and treasurer.

Section 2. Election

Officers shall be elected by the board of directors from among board members, at the time provided in Article V, Section 8.c.

Section 3. Assistants

Officers shall select such assistants as may be necessary. Treasurer's assistant shall be approved by the Board of Directors.

Section 4. Term

The term of office shall be for the fiscal year and until successors are elected, unless the officer's term is terminated for failure or inability of an officer to perform duties incident to the office, or unless otherwise modified as provided in Article V, Section 8.c or Section 9.

Section 5. Vacancy

In the case of a vacancy in any office, the position shall be filled pursuant to Article 5, Section 10.

Section 6. Signatures

Checks may be signed by any two board officers. All contracts, notices, deeds and other instruments and agreements which bind the OSC shall be signed by an officer upon approval by the board of directors.

Section 7. Rights and Duties of Officers

A. President. President shall preside at all membership meetings and generally conduct the business of the OSC, having all the rights and duties usually pertaining to the office of President of a corporation. The President shall also serve as chairman of the board of directors. The President shall also supervise the legal committee.

B. Vice-president of trips. The vice-president of trips shall:

1. Preside at all membership meetings and other OSC functions in the absence of the President.
2. Act as chairperson of a trip committee, selecting OSC members necessary to effect the purpose of the committee as set forth in these by-laws.
3. Propose a trip schedule for board approval.
4. Select and supervise any assistants, trip captains and clerical help.
5. Advise the board of directors of the status of all trips at each board meeting.

C. Vice President of Activities. The vice president of activities shall:

1. Be in charge of all special projects which are not the responsibility of some other officer or committee, and shall preside at all membership meetings and other OSC functions in the absence of the President and vice president of trips.
2. Be in charge of setting the programs for all membership meetings.
3. Supervise the Social and Race committees.

D. Secretary. The secretary shall:

1. Maintain accurate minutes of all meetings of the membership and the board of directors.
2. Provide required notices of meetings of membership and the board of directors.
3. Select and supervise any assistants and clerical help.
4. Perform all duties usually pertaining to the office of Secretary of a corporation.
5. Supervise the Membership, Directory, Newsletter and Website committees.

E. Treasurer. The Treasurer shall perform the following duties:

1. Accept and maintain custody of an account of all OSC monies and property, and issue checks in payment of all OSC approved liabilities.
2. Require reports from all others having custody of OSC monies and property.
3. Prepare and submit written financial statements as shall be required by the board of directors from time to time.
4. Select and supervise any assistants and clerical help.
5. Perform all duties usually pertaining to the office of Treasurer of a corporation.

ARTICLE VII
STANDING COMMITTEES

Section 1. Definition.

A. The following standing committees shall be established: Membership, Directory, Social, Race, Newsletter, Trips,-Public Relations, Legal and Website. All committees except the trips committee shall be chaired by members who are not officers. The trips committee shall be chaired by the vice president of trips. All other committees shall be supervised by an officer as provided in Article VI, Section 7.

B. If the Board determines that the duties of any of the authorized standing committees can be performed by the director/officer in charge of that committee, or by another officer as appropriate, the Board may de-activate that committee and assign the duties of that committee to the appropriate director/officer. That director/officer shall perform the duties of the committee until such time as the Board determines that those committee duties should be reassigned to another director/officer or that a full committee is needed to perform those duties, at which time the committee shall be reactivated. The Board may also assign the duties of more than one committee to a director/officer or to a committee chairperson as the Board finds necessary.

Section 2. Committee Chairpersons

Each committee chairperson shall be responsible for performing the following duties:

- A. Schedule and preside at all meetings of the committee.
- B. Assure the performance of the committee members.
- C. Appoint such OSC members as shall be necessary to perform the committee's duties.
- D. Report committee activities to the appropriate supervising director.

Section 3. Committee Purposes

A. Membership Committee. The membership committee shall:

- 1. Maintain a supply of membership applications and other OSC materials for distribution to interested people.
- 2. Supervise processing of membership applications, maintain current records of members, and arrange for collection of annual dues.
- 3. Generally promote and enlarge the membership of OSC.

B. Directory Committee. The directory committee shall:

- 1. Gather and publish a list of all OSC members entitled to a listing in the annual OSC Membership Directory, with their addresses, telephone numbers, email addresses and any other general information as appropriate.
- 2. Solicit such advertising as shall be necessary and collect therefor.
- 3. Assist with other duties as assigned.

C. Race Committee. The race committee shall:

- 1. Plan and officiate, as appropriate, at all races in which OSC participates
- 2. Encourage OSC members to participate in recreational racing, and encourage participation in race clinics on ski trips.
- 3. Select racers and the order of their participation in races.

D. Social Committee. The social committee shall:

- 1. Schedule and supervise all OSC social functions.
- 2. Maintain a financial record of each social function.
- 3. Host membership meetings.
- 4. Distribute OSC name tags at meetings.

E. Newsletter Committee. The newsletter committee shall gather all news and pictures of interest to the general membership and publish information of meetings, trips and social activities.

F. Trips Committee. The trips committee, which may include an assistant trip chairperson as Vice-chairperson, shall, after report to the board for its approval:

1. Schedule and arrange all trips and recommend trip policies for the fiscal year.
2. Recruit and recommend qualified trip captains.
3. Review all plans and budgets for trips submitted by the trip captains, and any changes to those plans and budgets proposed at any time during the course of the year.

G. Public Relations Committee. The Public Relations committee shall:

1. Subject to the direction of the OSC Board of Directors, utilize various media outlets as appropriate to promote club activities and the benefits of club membership.
2. Promote the club through appropriate public relations actions at the various club activities.
3. Prepare a budget for the activities of the committee, subject to the approval of the OSC Board of Directors.

H. Website. The website committee shall perform all duties necessary to maintain the OSC website.

I. Legal. The legal committee will review and make recommendations regarding any contractual obligations of the club, as timely requested by the Board or any Officer. The legal committee shall on its own and/or upon request advise the board regarding the legal consequences of any proposed action the Board might take, particularly in regard to whether the action might jeopardize OSC's nonprofit status, assuming the legal committee is properly and timely notified of such proposed action before the Board approves and implements the action. The legal committee shall advise and recommend actions that ensure the club is following appropriate state and federal law as well as OSC's Articles of Incorporation and Bylaws, and assist with revising the Articles of Incorporation and Bylaws as necessary.

ARTICLE VIII AMENDMENTS

Section 1. Voting on Amendments

These by-laws may be amended at any annual meeting or at any special meeting of the club, providing a quorum is present, and providing that fourteen (14) days written notice has been given to the membership prior to such meeting, setting forth the proposed amendments. Such written notice shall include the proposed amendments, or shall designate the means by which copies of the proposed amendments may be obtained. The proposed amendments shall

(a) have previously been approved by the board of directors, or

(b) submitted by a petition signed by at least ten percent (10%) of the dues-paying and honorary membership. Final approval shall be by a two thirds (2/3) majority of the membership of the OSC present at the meeting and eligible to vote pursuant to Article II, Section 6.