

MSC BY-LAWS

ARTICLE I

The name of this Club shall be the Manchester Ski Club, Inc.

ARTICLE II

Objectives

The objectives of this Club shall be, in general, to foster interest in recreational and competitive skiing and, in particular, to promote the development and improvement of skiing technique and safety among the members.

ARTICLE III

Membership

Section 1: All persons shall be eligible for memberships who are in sympathy with the ideals of the Club and who wish to promote its objectives. However, the membership may be limited as recommended by the Board of Directors. In establishing a limit the Board of Directors shall be guided by the extent of the then current Club facilities and services, but the limit may in no case be less than the existing membership. Further, the limit shall not serve to exclude eighteen-years olds transferring from family to single status.

Section 2: The following types of membership exist: Full Lodge Use, Mid-Week Lodge Use, and Non Lodge Use Membership of either family or single class. All memberships have the same voting rights, one vote per membership, but may have different fees as defined by the Board of Directors.

1. Full Lodge Use Membership provides the right for use of the club lodge at any time, based on availability.
2. Mid-Week Lodge Use Membership restricts the use of the club lodge to Sunday through Thursday nights during the skiing season, based on availability. All other rights are the same.
3. Non Lodge Use Membership rights differ from Lodge Use Memberships only in the lack of the right to use the club lodge. All other rights are the same.
4. Family membership shall include parents and children under twenty-three years of age or in college who have been elected to membership status in the Club.

E. Single membership shall include all individuals eighteen years of age or over who are not included in a Family membership and whom the Club has elected to membership status.

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ARTICLE IV

Election of Members

Application for membership shall be by sponsorship of a member of the Club and shall first be submitted to the Membership Committee, which Committee shall present to the Board of Directors at any meeting thereof a list of recommended candidates. Election to membership shall be by the Board of Directors from such recommended lists.

ARTICLE V Meetings

Section 1: The last regularly scheduled meeting of the year shall be the Annual Meeting.

Section 2: Regular monthly meetings shall be held between October and the Annual Meeting and at such place and upon reasonable written notice as the Board of Directors may determine.

Section 3: Special meetings of the Club may be called by the President at any time or shall be called by the President on a written request of at least ten percent of the voting membership, at such time and upon such reasonable notice as the Board of Directors may determine.

Section 4: One sixth of the voting members shall constitute a quorum at any meeting, which meets the requirements of Sections 1, 2, and 3 of this Article. A majority vote of this quorum shall be binding on the entire membership except as noted in Articles VIII and XV.

ARTICLE VI

Dues

Section 1: The annual dues for membership shall be in such reasonable amount, as the Board of Directors shall recommend.

Section 2: Payment of membership dues for the fiscal year will be accepted from the commencement date of that fiscal year. Not later than August 1st, Club members will be notified in writing that annual dues are due and payable. Members who have not paid their dues by September 1st will be automatically dropped from the club rolls. Reinstatement can then only be attained through the provisions outlined in Article IV, or by vote of the Board of Directors.

ARTICLE VII

Club Lodge Facilities

Section 1: When the number of club memberships significantly exceeds the club lodge occupancy limit, the Board of Directors may restrict the number of lodge use memberships.

Section 2: Lodge Use Memberships shall be continued for those memberships that had lodge use membership in the previous year and who have paid in full fees for the new season by the date specified in Article VI, Section 2, and have no past due debts to the club. Any remaining Lodge Use Memberships shall be offered to those who are on the waiting list maintained for this purpose. The order of the waiting list shall be based on the date of receipt of a written request for Lodge Use Membership.

Section 3: Applicants from the waiting list offered Lodge Use Membership must pay all dues and fees owed the club within one month from the date of this offer or lose the offer for the Lodge Use Membership.

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ARTICLE VIII

Election of Officers

Section 1: The officers of the Club shall be a President, Vice-president, Secretary, and Treasurer, who by virtue of the offices become members of the Board of Directors together with three other members of the

Club, all as elected at the Annual Meeting. In addition to the above members of the Board of Directors as elected, the retiring President shall become a member of said Board of Directors, to serve in such capacity until the inducted President's retirement. At their discretion the Board of Directors may elect by a majority vote of those present, not more than five additional members to said Board of Directors.

Section 2: The President shall each year at the December board meeting, appoint a Nominating Committee of three members. The Nominating Committee shall submit a report at the February board meeting placing in nomination candidates for officers and directors to be acted upon, a copy of which slate shall be sent to every member of the Club with the notification of the Annual Meeting. Members of the Club desiring to make additional nominations must obtain consent of the nominee and may then make such nominations from the floor during the Annual meeting. If no additional nominations are made, the Secretary shall cast one ballot at the Annual Meeting, thereby officially electing all officers and elected members of the Board of Directors.

The election results are effective the day after the annual meeting.

Section 3: Any officer or committee chairman can be removed from office for any defection of his duties by the affirmative vote of two-thirds of a quorum of the membership at any meeting.

ARTICLE IX

Duties of Officers

Section 1: The President shall be the general executive officer of the Club and shall preside at all meetings of the Club and of the Board of Directors, and shall be, *ex-officio*, a member of all committees except the Nominating Committee. Except as otherwise provided in these By-Laws, he shall appoint all committee chairpersons. He shall be required to make an Annual Report at the Annual Meeting. The President shall assume all the duties of the Treasurer in the latter's absence or disability.

Section 2: The Vice President shall assume all duties of the President in the latter's absence or disability.

Section 3: The Secretary shall keep the minutes of all meetings and is responsible for correspondence as directed by the Board of Directors.

Section 4: The Treasurer shall be the custodian of all funds of the Club and shall collect all dues. He shall sign bank checks, and disburse the funds of the Club upon the authorization of the Board of Directors and shall render an Annual Report. The Board of Directors may require a fidelity bond of any officer or employee handling funds of the Club; the expense of such bond shall be borne by the Club.

ARTICLE X

Board of Directors

Section 1: The Board of Directors shall control all matters relating to the management and development of the Club, including the right to expel members for any cause deemed sufficient by the Board of Directors

Section 2: The Board of Directors shall meet upon the call of the President, and any four members of the Board of Directors constitute a quorum. The President shall call a meeting of the Board of Directors upon the written request of any three members of the Board of Directors. The Board of Directors or the President may request others (such as committee chairpersons) to attend board meetings.

Section 3: On all questions concerning interpretation of the By-Laws, the decision of the Board of Directors shall be final.

Section 4: Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the Board of Directors at any meeting of the Board of Directors at which a quorum is present.

ARTICLE XI Committees

The President shall appoint such committees as, in his judgment, may be necessary to carry on the work of the Club.

ARTICLE XII Calendar

The fiscal year of the Club shall extend from June 1st through May 31st.

ARTICLE XIII

Connecticut Ski Council

Subject to approval at the beginning of each fiscal year, the Manchester Ski Club shall maintain a membership in the Connecticut Ski Council for the benefit of its members.

ARTICLE XIV

Indemnification of Officers and Directors

Section 1: No officer or director of this Club shall be held personally liable for monetary damage to the Club for any action taken, or any failure to take any action, unless: (1) the officer or Director has breached or failed to perform the duties of his/her office under these By-Laws; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2: The Club shall indemnify and hold harmless any Officer or Director from monetary damages incurred and/or the cost of defense of legal actions arising out of such officer's or Director's activities in carrying out his/her duties as such Officer or Director.

Section 3: The provisions of Section 1 and Section 2 of this Article XIII shall not apply to: (1) the responsibility or liability of an Officer or Director pursuant to any criminal statute or (2) the liability of an Officer, or Director for the payment of taxes pursuant to local, state, or federal law.

ARTICLE XV

Amendments

These By-Laws may be amended by an affirming vote of two-thirds of those members present and voting at any regular or special meeting, previous notice of which shall have contained the substance of the proposed amendment.