

SUGARLOAF MOUNTAIN SKI CLUB

BY-LAWS

ARTICLE I: NAME, LOCATION, AND CORPORATE SEAL

- Section 1. The name of this corporation (hereinafter sometimes called the Club) is Sugarloaf Mountain Ski Club.
- Section 2. The location and principal office of the corporation shall be Carrabassett Valley, Maine, Franklin County.
- Section 3. The corporate seal of this corporation shall be circular in form and bear the inscription "Sugarloaf Mountain Ski Club, Corporate Seal, 1950."

ARTICLE II: PURPOSES OF THE CLUB

- Section 1. To provide the opportunity to create an information and support network with members of the Sugarloaf community to share experiences, social events, and knowledge.
- Section 2. To provide an opportunity to understand, communicate and integrate local community, Carrabassett Valley Academy, Club and Sugarloaf Mountain Corp. needs and expectations of each other.
- Section 3. To encourage and promote ski competition by providing support service, trained volunteers and USSA licensed officials.
- Section 4. To ensure the history, heritage and experiences of Sugarloaf Mountain founders, families, friends and the Club are maintained and presented to the Sugarloaf Community and general public.
- Section 5. To do all things necessary or incidental to promote or achieve the foregoing purposes.

ARTICLE III: MEMBERSHIP AND DUES

- Section 1. Membership in the Club shall be divided into three categories: Individual, Couple, and Family.
- Section 2. Annual dues for each year shall be fixed at an amount to be decided upon by the Board of Directors.
- Section 3. Applications for membership shall be sent to the Secretary or Club staff accompanied by dues for one year.

#### ARTICLE IV: MEETINGS OF THE MEMBERS

- Section 1. An annual meeting of the members shall be held at a place and date to be determined by the Board of Directors. Notice shall be mailed to all members at least fourteen days prior to the date of the meeting. At this meeting the reports of the President, Secretary, Treasurer, and Committees shall be read.
- Section 2. Special meetings of the members may be called by the Board of Directors or by written request of seven Board members mailed to the Secretary. In either case, notice shall be sent to all members at least ten days before the date of such meeting.
- Section 3. Fifteen adult Club members shall constitute a quorum, and no voting by proxy shall be allowed.

#### ARTICLE V: BOARD OF DIRECTORS

- Section 1. There shall be a Board of Directors which shall consist of the President of the Club and at least 14 members elected at the Annual Meeting of Club members to serve for a term of 3 years. There shall be at least 15 Directors, including the President, one-third being newly elected each year for a 3-year term, plus three voting ex-officio Directors, one of whom shall be appointed by Carrabassett Valley Academy, one of whom shall be appointed by Sugarloaf Mountain Corporation and one of whom shall be selected by the student body of Carrabassett Valley Academy.
- Section 2. The Board of Directors shall have the following powers:
- A. To have general charge and control of the policy and finances of the Club and to make or authorize all necessary contracts.
  - B. To appropriate to each committee such sums of money as may seem to them to be for the interests of the Club within its resources.
  - C. To delegate any of the powers of the Board of Directors to any Committee, officer, or agent, and to appoint any persons to be the agents of the Club with such powers and upon such terms as they may see fit.
  - D. To fill vacancies in any office (including an unexpired term of a Director) until the same can

be filled by regular election by the members of the Club.

- E. To borrow money for and in the name of the Club at any time they deem necessary or advisable and to pledge or mortgage any or all property of the Club as security and collateral for any such loan or loans.
- F. To appoint one of the directors to be responsible for encouraging and promoting the accomplishment of each of the purposes and missions set forth in Sections 1, 2, 3 and 4 of Article II of these Bylaws.

#### ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Five members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board.

Section 2. The Board of Directors shall meet at least twice a year at a place to be agreed upon and at least ten days notice shall be given before each meeting, specifying the time and place of the meeting and proposed business or action to be taken. Meetings may be held by telephonic means. Any action which may be taken by the Board of Directors may be taken without a meeting if at least two-thirds of the Directors sign a written consent setting forth the action taken or to be taken, at any time before or after the effective date of such action. Such consent shall be filed with the minutes of Directors' meetings.

Section 3. Meetings of the Board of Directors may be called by the President, Vice-President, or any three members of the Board.

#### ARTICLE VII: OFFICERS

Section 1. President: It shall be the duty of the President to preside at all business meetings and enforce all By-laws and regulations of the Club.

Section 2. Vice-President: It shall be the duty of the vice-President to assist the President in the discharge of the President's duties and to officiate in the absence of the President.

Section 3. Treasurer: It shall be the duty of the Treasurer to collect or oversee the collection of all monies payable to the Club; to have custody of all funds of the Club; to deposit, or have deposited, same in such bank as may be designated by the Board; to disburse, or oversee the disbursement, of same as ordered by the Board; to retain or oversee retention of vouchers or if a checking account is maintained, canceled checks covering all disbursements; to oversee the keeping of records of the Club showing a correct amount of the receipts and disbursements and present a summary thereof at the annual meeting. And the Treasurer shall give such bond as shall be required by the Board, the premium to be paid by the Club.

Section 4. Secretary: It shall be the duty of the Secretary to oversee the keeping of the records of the Corporation, and the minutes of all the meetings; to oversee the processing of memberships and membership files, and insure that suitable records of necessary correspondence concerning Club business are kept. In case of an inability to attend any meeting, the Secretary shall send any necessary books or papers to the place of the meeting. The Secretary shall provide each member in good standing an appropriate membership card. The Secretary shall serve as Clerk and shall certify all votes by the Board of Directors, Executive Committee and members, and perform such other duties as may be required by Maine law.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee which shall consist of the officers and the directors appointed responsibility under Section 2.F of Article V.

Section 2. The duties of the Executive Committee shall be to carry out policy decisions of the Board and to act on behalf of the Board between Board meetings. All actions taken by the Executive Committee shall be subject to final approval by the Board of Directors.

Section 3. Four members of the Executive Committee shall constitute a quorum for the transaction of business. Telephonic meetings of the Executive Committee shall be permitted. Any action which may be taken at a meeting may be taken without a meeting if at least three-fourths of the committee members sign a written consent setting forth the action taken or to be taken.

Section 4. Meetings of the Executive Committee may be called by the President or any three members of the Committee.

ARTICLE IX: AMENDMENTS

The Constitution and By-Laws may be repealed, amended, or new provisions added by the Board of Directors by two thirds vote.

However, notice of such action shall be sent within thirty (30) days to all adult members, and also shall be reported at the next annual meeting of the Club, and if disapproved by a majority vote of all adult members of the Club shall be rescinded.

The Constitution and By-Laws may also be repealed, amended, or new provisions added by the majority of all adult members of the Club at any annual meeting or special meeting unless within thirty days the Board of Directors by unanimous vote of the members of the full Board, shall disapprove of such action.

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