

Madison Nordic Ski Club Inc.

Bylaws

10/10/17

Article 1. Name:

This organization shall be known as the Madison Nordic Ski Club, Inc. (MadNorSki).

Article 2. Purpose:

In addition to the purpose specified in the Articles of Incorporation, the purpose and objectives of the Club shall be to promote and advance the sport of Nordic Skiing through Club sponsored and organized trips, tours, races, social activities, lessons, training clinics and any other activities serving to advance the sport of cross-country skiing. The Club shall foster and support youth skiing. The Club shall promote youth programs and partner with organizations and take appropriate action and fiscally responsible measures to advance skiing opportunities for youth members. The Club shall own equipment as necessary to foster the sport of Nordic skiing and to meet the purpose of the organization.

Article 3. Membership:

1. Membership in Madison Nordic Ski Club Inc. shall be open to any person interested in the sport of cross country skiing.
2. Annual dues of membership shall be established by the Board of Directors.
3. The MadNorSki annual membership period runs from November 1 to October 31 of the following year. Membership fees are due by November 1 of each year. Membership fees applied after April 15th in a given year will apply to the next membership period starting November 1. For members with active recurring subscriptions (automatic dues payment), the membership fees may be applied at any time during the membership period based on when the recurring subscription was originally initiated.

Article 4. Meetings:

1. Regular meetings of the members shall be held monthly during ski season, the number and dates to be set by the board.
2. The annual meeting of the Club shall be held during early Spring.
3. Regular meetings shall be announced in the newsletter and Club Calendar on the website or via email or by mail, to all members, if the newsletter is not published.
4. Thirty members or 20 percent of the members in good standing, which ever is less, shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

5. Special meetings may be called by the Co-Presidents or by the Board. Seven days advance notice must be sent to all members in good standing.

#### Article 5. Board of Directors:

1. The Board of Directors shall consist of the Club Officers, elected for a two-year term by the general membership at the annual meeting, and Committee Chairs. Officers shall be nominated and elected pursuant to Article 8.

2. The control and conduct of business of the Club shall be vested in the Board of Directors, but the Board shall report its decisions to the members and put to a vote any major financial proposals. The board shall propose a budget to the members for expenses in excess of \$10,000.

3. Meetings of the Board of Directors shall normally be held prior to each regular meeting of the membership. Special meetings of the Board may be called by a Co-President or upon request of four members of the Board, with at least three days prior notice.

4. A majority of the Board of Directors shall constitute a quorum at any Board meeting.

5. Any event or program sponsored by the Club must have prior Board approval. If fees are involved, an estimate of expenses and income must be presented to the Board prior to the event or program year.

6. Expenditures of Club funds of over \$500 for any one purpose must have Board approval. Expenditures of less than \$500 must have the approval of the Treasurer, a Co-President, and one other Board member.

#### Article 6. Officers:

1. The club members shall elect the following officers of the Club: 2 Co-Presidents, Vice-President, Treasurer, Secretary, Communications, Vendor/Promotions, Membership, Webmaster, and Social. All officers are elected for a two-year term. Terms are staggered so that only half of the board is eligible for re-election at one time. Positions that expire in even years shall include one Co-President, Vice President, Social, Webmaster and Vendor/Promotions. The remaining positions: Co-President, Secretary, Communications, and Membership, shall expire in odd numbered years.

2. The Co-Presidents shall be Presidents of the Club and Co-Chairmen of the Board. The Presidents shall preside at all Board meetings, represent the Club to the general public, oversee regular Club meetings and other Club sponsored events, as well as perform all other duties associated with the office of President.

3. The Vice-President shall assist the Presidents in carrying out the duties of the President and shall be responsible for planning and arranging the program at the regular monthly meetings, as well as presiding at Board meetings and regular monthly Club meetings at the request of the Presidents.

4. The Treasurer shall have custody of Club funds, shall disburse the funds as may be determined by the Board and shall report to the Board at their meetings, or as requested. The Treasurer will prepare an annual report on the financial condition of the Club for the annual meeting.

5. The Secretary shall keep Minutes of the Board Meetings, and archive the Minutes and Bylaws, to be available to Membership.

6. The Communications Officer shall bear responsibility for maintaining tools and lists needed to keep club members and the broader community informed of Club activities and events.
7. The Vendor/Promotions Officer shall be responsible for interfacing with retail outlets and the business community to coordinate sponsorships, establish club discount programs, and secure vendors to participate in the vendor fair and waxing clinic.
8. The Social officer shall be responsible for making needed reservations for Club social activities, organizing social events and providing means for refreshments at meetings.
9. The Membership officer shall oversee all aspect of membership; including recruitment, renewals, and maintaining the Club's membership database among others duties.
10. The Webmaster manages the Club's online/internet activities such as the website and online membership database. The Webmaster coordinates online access and provides technical assistance to the Board and Committee Chairs.
11. A vacancy in any office shall be filled by the majority vote of the Board, to hold office until the next annual meeting, at which time the vacancy shall be filled pursuant to Article 8.
12. All checks and drafts of the corporation may be signed by the Treasurer, a Co-President or Vice-President.

Article 7. Committees:

1. Committees may be created by a majority of the Board of Directors. Each Committee shall have a chairperson, approved by a majority of the Board, who shall participate as a member of the Board, at the discretion of a majority of the Club Officers. Committee chairs shall serve for two years to coincide with the term of the elected Club officers, or for the duration of the activities for which the Committee is responsible. Committees include, but are not limited to: Youth, Social Ski and Lessons, Trails, Snowmaking and Race.
2. The Youth Skiing Committee is responsible for coordinating volunteers for the youth skiing programs, including the recruitment of Coaches, advising the Board on the hiring of Coaches Budget Planning, representing the youth skiing programs to the Board and for liaising Board actions to the youth program volunteers.
3. The Trails Committee is responsible for representing MadNorSki to organizations that manage ski trails in the area including State Parks, County Parks and City Parks. The trails committee will work with those entities to foster the development and effective maintenance of local ski trails.
4. The Snowmaking Committee is responsible for overseeing the Club's activities in Snowmaking, including regular reports to the Board and budget updates.
5. The Race Director is responsible for organizing, directing, advertising and securing appropriate sponsorship for all club races.

6. The Social Skiing and Lessons Committee is responsible for coordinating lessons and social ski opportunities.

Article 8. Elections:

1. The election of officers shall take place at the annual (spring) meeting and officers shall assume the duties of their office on May 1.

2. Candidates presented by the nominating committee shall be elected by a voice vote of the membership present, provided, however, if there is more than one candidate for any office, the election to such office shall be by ballot with the winner being the nominee receiving the majority of the ballots cast.

Article 9. Financial Records:

1. All financial records of the Club shall be kept by the Treasurer.

2. The fiscal year for the Club shall be consistent with the calendar year.

3. Any expenses incurred in the planning and executing of Club sponsored activities or events may be reimbursed at the discretion of the Club Committee Chair or Officer responsible for the activity and the Treasurer.

Article 10 Parliamentary Authority:

In matters not covered by these By-Laws, Robert's Rules of Order shall govern.

Article 11. Amendments:

The Bylaws may be amended by a majority vote of the members in good standing present at any regular or any special meeting thereof regularly called, provided a quorum is present and provided further, that notice of such amendments shall have been mailed and/or emailed to each member of the Club and posted on the internet at least five (5) days before the meeting.

Article 12. Notice:

Notice called for under these bylaws shall be sent via email to the last address of the members specified in the club records. The member has the responsibility to notify the club of any change in address. In the event the member or members claim that notice was not given, the burden of proof shall be on the member or members.

Article 13. Dissolution:

In the event of the organization being dissolved, all funds that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organization with similar purposes which is not carried on for the profit or gain of its individual members.