



BYLAWS OF THE NATIONAL SKI COUNCIL FEDERATION, INC.

ARTICLE I - NAME

The name of this organization shall be the National Ski Council Federation, Inc. hereinafter referred to as NSCF.

NSCF was incorporated on May 18, 1999 and is an autonomous non-profit Colorado Corporation.

ARTICLE II – PURPOSE

The Purpose of the National Ski Council Federation, Inc., (NSCF) is to provide a national organization whose function is to educate its members, and to disseminate information in order to assist ski councils in serving their members and to encourage honesty and integrity within its member ski councils.

ARTICLE III – MEMBERS

Section 1. Eligibility for membership.

Memberships shall be open to all Ski Councils within the United States.

Section 2. Dues.

Initial and Annual dues shall be set by the delegates at the Annual Meeting.

Membership Year: The membership year shall run from October 1 through September 30.

Fiscal Year: The fiscal year shall be from September 1 through August 31.

Section 3. Application for membership.

Forms for membership application shall be provided by the membership committee to the prospective member council along with a copy of the bylaws. All prospective member councils must be approved by a majority of the Delegates at the next Annual Meeting. A prospective member council not approved for membership shall be notified via electronic mail or regular mail by an officer as to the reasons. Applications refused by the Delegates may be resubmitted at the next annual meeting.

Section 4. Resignation.

Member councils may resign by sending a letter of resignation to the secretary, before dues have become delinquent.

Section 5. Voting.

Each member council shall be represented by a Delegate of its choosing. Each member council who has paid their dues will be a member in good standing and shall be entitled to one (1) vote per council to be voted either in person by the Delegate present at the meeting or by written proxy when a council's Delegate is unable to attend the Annual Meeting in person.

Section 6. Termination of membership and delinquency of dues.

Termination of memberships shall be accomplished by a two-thirds (2/3) vote of the Delegates or automatically upon default of payment of dues beyond a ninety (90) day period at the start of the membership year. Thirty (30) days prior to termination, written notice of default to the member shall be provided by the Secretary to the last known address of record.



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ARTICLE IV – OFFICERS

Section 1. Officers.

The elected officers of NSCF shall be a president, a vice-president, a treasurer and a secretary. They shall perform such executive and administrative duties and functions as shall be within the designation of their respective offices as well as such additional duties and functions as may be assigned by the President from time to time.

Section 2. Duties of Officers

A. President. The President will see that all decisions and resolutions of the Delegates are carried out. They will have the power to appoint all special committee chairpersons with the approval of the members, as necessary, and they shall serve as an *ex-officio* member of all such committees except the nominating committee.

B. Vice-President. The Vice-President shall assist the President in the performance of their duties. They shall succeed to the office of President for the unexpired term in the event of a vacancy in that office.

C. Secretary. The Secretary shall have custody of the official records and shall record the Minutes of the meetings. Minutes shall not be filed in the Corporate Record Book until they have been approved by a majority of the members. The Secretary shall maintain copies of all official correspondence in the Corporate Record Book. The Secretary shall make the corporate records available to any member at a time and place convenient to both parties. The Secretary shall maintain a list of all current members.

D. Treasurer. The Treasurer shall have custody of all the Federation funds, and shall provide an accurate record of the receipts and disbursements. They shall be responsible for managing the corporate bank accounts, depositing all funds into the account, and issuing all the checks on the account.

Treasurer's Report: A financial statement for the fiscal year ending, as well as a projected budget for the following fiscal year, shall be presented by the Treasurer to the Board of Directors and Delegates at the Annual Meeting for adoption by the members.

Section 3. Election and appointment of officers.

A. Elected officers. The election of the officers shall take place at the Annual Meeting and they shall be elected by a majority vote of the member councils at that Meeting.

B. Term of Office: The term of office for elected officers shall be for two (2) years or until such time their successors are elected.

C. Eligibility: Persons eligible to hold office shall be a member in good standing of the NSCF member council.

D. Vacancies in Office

Except for the office of president, vacancies in an elected office shall be appointed by the president, subject to the approval of the remaining elected officers until the next annual meeting.



BYLAWS OF THE NATIONAL SKI COUNCIL FEDERATION, INC.

Article V - Meetings

Section 1. Business meetings of the Delegates and Officers of the NSCF shall be held as often as required, at the discretion of the Board of Directors, but in no case less than once annually. Meetings shall be held at such place that is designated by the Board of Directors except for the annual meeting. The location of the next annual meeting will be voted on by the members if there is more than one location that has submitted a proposal to the Board of Directors prior to the current annual meeting. A quorum of at least fifty-one (51%) percent of the members shall be required for a business meeting.

Section 2. Annual meeting. Notice of the Annual meeting will be given to the member councils at least ninety (90) days prior to the date set for the meeting and shall include the meeting place, dates, and the start of registration. The proposed agenda shall be given to the member councils at least forty-five (45) days prior to the meeting accompanied with any other materials pertaining to matters that will be decided at the meeting. The Secretary will record the proceedings of the business meetings and file the Minutes in a corporate record book. All business meetings of the corporation shall be open to the membership.

The Annual Meeting of the Corporation shall be held between August 1 and September 30 of each year on a date determined by the Board of Directors.

Section 3. Special meetings.

In addition to voting at the Annual Meeting, the board of directors, in its discretion, may solicit votes via electronic mail from time to time as deemed necessary on issues that may come before the Board of Directors, in which event each member council shall be entitled to one (1) vote per council to be cast by a delegate of its choosing. An affirmative majority vote of fifty-one (51%) percent of the member councils of the NSCF is required for passage of any motion.

Article VI – Board of Directors

Section 1. Composition.

The board of directors shall consist of the elected officers. If there has been a vacancy of an officer position that appointed officer shall also be on the board of directors.

Section 2. Responsibilities.

The affairs of the National Ski Council Federation, Inc. (NSCF) shall be administered by the Board of Directors. They shall be responsible for the management and administration of the NSCF in all respects and for all purposes. The board of directors shall have the power to conduct the business of the organization except that which is retained by the membership as provided by these bylaws.

Article VII - Committees

Section 1. The President, with the approval of the Board of Directors, may establish such Standing and/or Special Committees of the NSCF as may be necessary for the guidance, operation or administration of the affairs of the NSCF.

Section 2. Committee persons shall act within the scope and responsibility of the committee to which they are assigned. They will report to the Board of Directors or officer to which their committee has been assigned to.



BYLAWS OF THE NATIONAL SKI COUNCIL FEDERATION, INC.

Section 3. Nominating Committee.

The president shall appoint, with the approval of the members, as necessary, the committee chairperson. The committee shall nominate at least one candidate for each office to be filled and report to the board of directors at least thirty (30) days prior to the annual meeting the list of candidates. The board of directors will give members at least fifteen (15) days notice of all candidates for office.

Any member intending to run for an office of the NSCF may notify the nomination committee prior to the Annual Meeting. Furthermore, any member may be nominated from the floor at the Annual Meeting.

Article VIII – Parliamentary Authority

The current edition of Robert’s “Rules of Order, newly Revised”, shall be the authority in all proceedings not covered by these Bylaws.

Article IX – Amendments of the Bylaws

Amendments to these Bylaws shall be adopted by a two-thirds (2/3) vote of the member councils at the Annual Meeting. Any proposed Bylaw Amendments must be submitted in writing to the Secretary of the NSCF, who in turn shall provide forty-five (45) days written notice prior to the Annual Meeting to the member councils of the proposed Bylaw Amendment.

Article X – Dissolution

It is expressly understood that this organization is a nonprofit corporation, organized under the Corporate Laws of the State of Colorado. None of its assets shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons. Upon the dissolution of the National Ski Council Federation Inc., any monies remaining in the Treasury, after all expenses have been paid, will be donated to a federally recognized charity that shall be chosen by the members.

Article XI – Definitions

A ski council is an organization whose regular membership consists substantially of numerous autonomous non-profit and not-for-profit voluntary membership clubs of which snow skiing (in various forms) is a major activity. The membership may also include the member clubs’ individual members. Some activities which may be sponsored activities that may be sponsored include publication of ski club profiles and contacts, ski trips, social activities, ski instruction and education, ski racing programs, and discount ski area tickets. The term ski council is meant to include some organizations that perform the above activities but have words other than “council” such as “association” in their names.

Adopted by the MEMBERS - August 27, 1999
Amended by the MEMBERS - August 25, 2001
Amended by the MEMBERS - September 6, 2002
Amended by the MEMBERS - September 11, 2004
Amended by the MEMBERS - August 23, 2008