

## **NEWPORT SKI CLUB BY-LAWS**

**Approved by Membership 5/12/2015**

**Amended 6/11/2015 to change duties for Member-at-Large position**

**Amended 5/10/2018 to change Categories of Members**

**Amended 6/13/2019 to change designation of meeting time**

**Amended 10/10/2019 to change applicant requirements**

**Amended 12/10/2020 to change reference to NSC Guidebook**

**Amended 2/17/2022, various changes (2021-2022 By-Law Committee)**

**Amended 5/12/2022 to change Retaining Member to Social Member and update Obligations and Privileges**

**Amended 11/9/2023 to change criteria for life membership**

**Amended 9/7/2024 to change removal or resignation of members**

### **I. NAME AND PURPOSE**

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#### **A. NAME**

The name of this organization is the Newport Ski Club (the “Club” or “NSC”).

#### **B. PURPOSE**

The purpose of the Club is to provide an environment in which members may participate as a community in recreational winter sports as well as in other sports and social activities.

### **II. MEMBERSHIP**

#### **A. POLICY**

1. It is the policy of the Club that its Active Members have equal opportunity to avail themselves of the activities and facilities of the Club and have the rights, privileges and obligations as set forth for Active Members by these By-laws.
2. The governing policy of the Club is set out in these By-Laws and the Newport Ski Club Guidebook (Article XII).

#### **B. CATEGORIES OF MEMBERS**

##### **1. Active Members**

- a. An Active Member is an individual 21 years of age or older, who has been admitted to Active Membership in accordance with Article II E, is current in the payment of dues and assessments and has fulfilled Active Member obligations. Qualifying Dependent Children are dependent children of Active Members who

are under the age of 21 or full-time students and have Child of Member status with respect to lodge reservations priority and rates.

- b. All Active Members have full voting rights and all other rights and privileges of the Club as set forth in Article II.D.1.
- c. Active Members include Honorary Life Members, who are members that are granted all rights and privileges of the Club without the obligation of annual dues or the other obligations of membership. A member becomes an Honorary Life Member either by unanimous vote of membership or upon achieving 50 years of Active Membership.

## **2. Social Members**

A Social Member is a former Active Member who has elected Social Member status and is current in the payment of dues and assessments. A Social Member has no voting rights and has limited privileges as set forth in Article II.D.2.

## **C. SIZE OF ACTIVE MEMBERSHIP**

The number of Active Members is not to exceed 200 individuals (not including Social or Honorary Life Members).

## **D. OBLIGATIONS AND PRIVILEGES**

### **1. Active Members**

- a. Each Active Member must:
  - 1) Be current in payment of financial obligations to the Club;
  - 2) Demonstrate sustained participation in Club affairs by attending meetings and social functions;
  - 3) Demonstrate responsible conduct reflecting favorably on the Club, its members and its reputation;
  - 4) Participate every three years in a Club work weekend or equivalent Club work function as approved by the Board of Directors (however, no such work obligation shall be required of members age 80 or older); and
  - 5) Annually fulfill one of the following duties:
    - a. Serve as an elected officer or assistant to an officer of the Club;
    - b. Serve as a member of a standing or ad hoc committee;

- c. Fulfill a Lodge Operations position as a lodge manager, assistant lodge manager or reservationist for an official ski weekend or work weekend; or
  - d. Work on a Club work weekend or work function.
- b. Active Members:
- 1) Enjoy full voting rights at membership meetings;
  - 2) Enjoy full rights and privileges of the Club lodge as described in the Newport Ski Club Guidebook; and
  - 3) Shall receive a Club membership card annually.
- c. Spouses of members:

In the event that an Active Member marries, the Member's spouse immediately qualifies for Membership upon payment of applicable dues. The Spouse of an Honorary Life Member is an Honorary Life Member..

## 2. Social Members

- a. A Social Member must:
- 1) Be current in payment of financial obligations to the Club; and
  - 2) Demonstrate responsible conduct reflecting favorably on the Club, its members and its reputation.
- b. The Social Member:
- 1) Is encouraged to participate in Club activities;
  - 2) Shall receive all membership communications;
  - 3) May use the Lodge only as a guest of an Active Member and pays guest rates;
  - 4) Does not qualify for a Club membership card;
  - 5) Is not entitled to vote at Club meetings; and
  - 6) Has the right of automatic reinstatement to Active Membership status upon written request to the Board of Directors, provided:

- a. The Social Member is current with respect to financial obligations, including any special assessments imposed on Membership during the period the person was a Social Member;
- b. The Social Member is current in his/her work function obligation; and
- c. There is an opening in the number of Active Memberships allowed in accordance with Article II.C. A Social Member's reinstatement takes precedence over acceptance of other applicants.

## **E. APPLICATION FOR MEMBERSHIP**

### **1. Applicant Status**

- a. Membership is open for those who desire to affiliate with the Club through active participation in winter sports and other sporting and social activities of the Club.
- b. Application can be made only for Active Membership.
- c. An Applicant must be 21 years of age or older.

### **2. Application for membership is accomplished by submission of a completed application form along with an annual non-refundable application fee. Upon acceptance of the application, the individual is formally welcomed as an Applicant with all rights and privileges of that status. The Club reserves the right to limit the number of applicants.**

### **3. Applicant Requirements:**

- a. In order to be considered for Active Membership, an Applicant is encouraged to attend Club meetings and must:
  - 1) Be current with respect to application fees;
  - 2) Attend sports and/or social functions of the Club;
  - 3) Attend a work weekend or work function;
  - 4) Spend two consecutive nights at the Lodge during ski season; and
  - 5) Demonstrate responsible conduct reflecting favorably on the Club, its members and its reputation.

- b. An Applicant who has made use of the Lodge as a child of a Member will be eligible for Active Membership upon payment of application fees and completion of a work function within the required time.
- c. An Applicant:
  - 1) Receives membership communications;
  - 2) Attends meetings, but may not vote;
  - 3) May make reservations at the lodge and pay his/her own fees;
  - 4) Has reservation preference before a guest, but pays guest rates;
  - 5) Must annually renew the membership application by payment of applicable fees; and
  - 6) Is limited to applicant status for a period not to exceed 2 years, unless extended by the Board of Directors.
- 4. An Applicant may be considered for Active Membership as follows:
  - a. Once the Applicant has demonstrated a period of sustained interest and has fulfilled all the requirements for membership, the Chairperson of the Membership Committee shall give notification of recommendation for Active Membership, after consultation with the Board of Directors, at the next meeting of the membership (the minutes of the meeting to include such notification). Members shall have the right to advise the Board of Directors on the suitability of the Applicant for Active Membership, and such advice shall be submitted in writing to the Board of Directors with sufficient time to allow the Board the opportunity to consider it at its next regular meeting.
  - b. After reviewing all information regarding the candidate's status, the Board will approve or disapprove the candidate for Active Membership.
  - c. If the Applicant is approved for Active Membership by the Board, the Applicant will be accepted into Active Membership at the next general membership meeting or after thirty days and upon payment of the non refundable initiation fee and annual dues.
  - d. In the event that the Applicant is not approved for Active Membership by the Board, the President or Membership Chair will inform the Applicant prior to the next membership meeting, and the Applicant's name will be removed from the list of Applicants. This notification will be followed up within ten (10) days by

written notice from the Board to the candidate, explaining the reasons for ‘non-approval.

#### **F. REMOVAL OR RESIGNATION OF MEMBERS**

1. Members may be removed as members of the Club by the Board of Directors for any of the following reasons:
  - a. Failure to pay financial obligations due to the Club;
  - b. Conduct reflecting unfavorably on the Club, its members or its reputation;
  - c. Willful or deliberate destruction or defacement of Club property; or
  - d. Failure to abide by the Club By-Laws or the Newport Ski Club Guidebook.
  - e. Membership requires participation in a Club weekend/work session or equivalent Club work function every three years “Triennial”, as approved by the Board of Directors. Failure to participate for two triennial periods will result in expulsion from the Club."
2. Procedure:
  - a. For removal of members for the reasons of II.F.1.a., the member may be dropped from membership in accordance with the provisions of Article IX.C.
  - b. For removal of members for the reasons of II.F.1.b-d, a written complaint must be filed with the Board of Directors. All complaints will be specific as to the nature of the conduct, time(s) and place(s), and the frequency of occurrence. The Board will provide a list of the complaints along with the names of those persons filing them to the member. The Board will meet at the earliest practical date to consider the complaints, and as early as possible following its deliberations the Board will convene to meet with the member to hear such matters the individual may wish to present in his/her defense. After due consideration, the Board will notify the member in writing of its decision.
  - c. A five-sixths (5/6ths) majority vote of the Board of Directors is required for the removal of a member.
  - d. The decision of the Board to remove a member may be appealed to the general membership. Reinstatement may be obtained by a two-thirds (2/3rds) vote of the membership at a meeting of the general membership.
3. Resignations of members shall be made in writing to the Membership Chair.

4. Lodge Deposits paid by Active members prior to January 1, 2013 will be refunded, less any funds due to the Club, upon resignation or removal from membership.

### **III. OFFICERS OF THE CLUB**

A. The Board of Directors of the Club consists of:

1. President
2. Vice President
3. Treasurer
4. Recording Secretary
5. Corresponding Secretary
6. Member-at-Large

B. The term of office for all members of the Board of Directors shall be one year, for the period 1 June through 31 May inclusive.

C. No Member of the Board of Directors may serve in the same office for more than three consecutive (3) years. Additionally, no Member of the Board of Directors may serve on the Board for more than eight (8) consecutive years.

### **IV. DUTIES OF THE CLUB OFFICERS**

A. The President shall preside at all meetings, sign all official papers, appoint the chairpersons of all standing and special committees, and serve as required as a member ex-officio of all such committees. The President shall be responsible for annually auditing the Club's financial records (in conjunction with the chairman of the Finance Committee and/or other Active Members). The President shall plan the agendas of all meetings of the Board of Directors and Club Membership. The President shall sign all checks should the Treasurer be unable to do so.

B. The Vice President shall assist the President in the performance of his/her duties and assume such duties in the President's absence.

C. The Treasurer is responsible for collection of all fees and assessments and other financial obligations due to the Club; custody of funds; payment of bills; maintenance of financial records; maintenance of an accurate roster of all members with their status of payment of dues, assessments and initiation fees; and report at all general membership meetings. The Treasurer also coordinates vendor management with other Committees.

D. The Recording Secretary shall keep a true record of the proceedings at all membership meetings of the Club, and arrange for the distribution of this record to the membership. The Recording Secretary is responsible for maintaining the historical records of the Club including minutes of all past meetings, films, videos, photo albums, deeds, blueprints of lodge design, etc.

- E. The Corresponding Secretary shall coordinate the correspondence of the Club including, but not limited to, that correspondence required by Club officers and committee heads, and when directed by the President, initiate actions required to notify members of all special meetings.
- F. The Member-at-Large shall participate on the Board representing the general interests of the Club Membership. Preference for the Member-at-Large position shall be given to a Club Officer who has served within the prior two years.
- G. The Treasurer, Recording Secretary and Corresponding Secretary are authorized to appoint assistants as may be required for carrying out the functions of the office.

## V. THE BOARD OF DIRECTORS RESPONSIBILITIES

The Board of Directors' major responsibility is to manage for the long-range future of the Club. The Board of Directors shall:

- A. Function in an advisory capacity and is empowered to investigate such matters referred to it by the Club Membership and to make reports of their findings and recommendations thereon.
- B. Supervise the handling and disposition of all funds, legal affairs, and properties of the Club. To facilitate the handling of routine, recurring expenses, such as taxes, insurance, heating oil, electricity, telephone, and lodge food expenses, the Treasurer shall be empowered to expend general Club funds, as required. For unbudgeted and non-emergency expenditures in excess of \$1000, prior approval of the Club Membership shall be required.
- C. When investing Club funds, the Board of Directors shall not sacrifice preservation of capital for the sake of increased return on investment. No investment should be made which would leave an insufficient amount of liquidity to handle routine expenses and an allowance for extraordinary expenses. Any investment that would either jeopardize preservation of capital or incur a potential cash flow problem must be approved by two-thirds (2/3rds) majority vote at a meeting of the general membership.
- D. Act in cases wherein expulsion of a member is in the best interests of the Club.
- E. Stimulate and motivate the Club Membership to originate ideas and activities to make the Club more interesting and rewarding to the membership.
- F. Act on all matters and motions that require action between meetings of the general membership. A report of actions taken shall be made in full to the general membership at each meeting.



- G. In the event of an Officer's Resignation or inability to serve, the remaining Board members shall be empowered to appoint a replacement for the remainder of the Officer's term.
- H. The Board shall ensure that the By-Laws are reviewed at least every five (5) years to ensure that all up-dates have been made from the previous calendar year and to ensure that all matter contained therein is accurate and relevant.
- I. At the end of the ski year, the Executive Board shall review the status of all Active Members to determine whether or not they have fulfilled Active Member obligations. If no evidence can be shown that an Active Member has fulfilled required obligations, and with two-thirds (2/3rds) vote of the Board of Directors concurrence, that member shall be assessed in accordance with Article IX.D.2.

## VI. COMMITTEES

- A. The Board of Directors and the chairpersons of standing committees, collectively, comprise the Newport Ski Club Executive Board, which shall be charged with conducting the general operations of the Club.
- B. The following standing committees shall be established each year. Each Committee Chair shall form a committee of Club members, report to the Executive Board and give a monthly status report to the Membership.
  - 1. **MEMBERSHIP** – In conjunction with the Data Base Management Committee, maintains a database which includes a current membership list, applicant list and records of participation; collects applicant fees and provides said fees to the Treasurer; notifies applicants of the Newport Ski Club Guidebook and other important information available to all applicants on the Club website; determines applicants ready for membership and presents them to the Board of Directors for review; keeps database manager informed of changes; and sends letters of cancellation to those applicants who have not been participating during the ski year.
  - 2. **LODGE MAINTENANCE** - Oversees all normal maintenance of the lodge property. This includes upkeep of plumbing, electrical, general maintenance, grounds, and the overall building structure, ordering wood, and contracting for trash and snow removal. This committee will have a supervisory representative present at all work weekends.
  - 3. **MAJOR MAINTENANCE/LONG RANGE PLANNING** - Oversees major projects and long range expenditures that are not routine maintenance. Responsible for developing long range plans regarding maintenance and improvement of Club property; submits a long range plan to the Board for approval; and develops procedures to implement those specific plans approved by the Board and the Club

Membership. The Chairman of the Lodge Maintenance Committee is a member of this committee.

4. **LODGE OPERATIONS** - Oversees lodge operations and procedures; coordinates the schedule of managers and reservationists during the ski season and authorizes use of the lodge to the membership during the off-season. The activities of this committee shall be coordinated with those of the Lodge Inventory Committee.
  5. **LODGE INVENTORY** - Responsible for planning lodge menus, procurements of staples, paper goods, taking and maintaining inventory of lodge consumables. Committee activities shall be coordinated with Lodge Operations Committee.
  6. **SOCIAL** - Organizes and plans social activities for the Club such as Holiday party, annual banquet, picnics, and such other social activities desired by the membership. The Chairperson of this Committee may appoint individual event coordinators.
  7. **FINANCE** - Responsible for financial planning, reviewing and reporting on Club financial operations including year-end projections, preparing a proposed budget and fee structure for approval at the June membership meeting, and managing the Club's insurance program.
  8. **TECHNOLOGY** - Manages and maintains the Club website, including posting all updates as provided by the Board and Committee Chairs, and is responsible for the implementation, maintenance and management of all technology approved for the Club.
  9. **DATA BASE MANAGEMENT** - Maintains a database which includes a current membership list, applicant list, full contact information and records of participation; other data as may be required to efficiently manage the Club; coordinates distribution of yearly dues billings notices and delinquent notices; and issues membership cards.
  10. **EXTERNAL LIAISON** - Represents the Club in its interactions with ski councils and ski areas, and assists members in obtaining discount lift tickets.
  11. **REFRESHMENTS** - Arranges, with the assistance of Club volunteers, to provide for after-meeting refreshments.
  12. **NOMINATING** – Makes nominations for Board of Director candidates.
- C. In addition to the above, the President or Board of Directors may establish Ad Hoc Committees to conduct special studies and investigations, or carry out other functions directed toward a particular purpose or goal (e.g. By-Laws Committee). Ad Hoc Committees shall report their findings to the Board of Directors.

## VII. MEETINGS

- A. Regular meetings of the general membership shall be held on the second Thursday of each month from September through June at a previously arranged time and location. A permanent change in meeting time or location must be proposed by the Board and approved by the membership. If needed, a temporary meeting time or location may be arranged by the Board with appropriate notice to the membership. Meetings may be held by electronic means that permit all participants to communicate with each other during the meeting.
- B. A quorum of the lesser of thirty (30) members or one-fourth (1/4th) of the Active Membership shall be required to conduct a regular or special meeting.
- C. The order of business for all regular meetings of the general membership shall be:
  - 1. Meeting called to order upon determination that a quorum is present
  - 2. Recording Secretary's Report
  - 3. Corresponding Secretary's Report
  - 4. Treasurer's Report
  - 5. Reports of Committee Chairpersons
  - 6. Old Business
  - 7. New Business
  - 8. Good and Welfare
  - 9. Adjournment
- D. A special meeting may be called, whenever required, by the President, the Board of Directors, or in response to a petition signed by the lesser of thirty (30) members or one fourth (1/4th) of the Active Membership. Notice shall be sent to all members at least two (2) weeks prior to the date of the special meeting.
- E. Between regular meetings, the President shall call at least one (1) meeting of the Board of Directors and such committee chairpersons as may be required for the conduct of the meeting. Only the members of the Board of Directors may vote. The purposes of these meetings are:
  - 1. To resolve any Club matters requiring a decision of the Board of Directors;
  - 2. Receive and discuss all reports of committee chairpersons;
  - 3. Review all old business;
  - 4. Discuss new business;
  - 5. Review the direction of the Club in terms of long range planning, membership structure, major maintenance, and other matters of long term concern; and
  - 6. Set an agenda for the next scheduled meeting of the general membership.

## VIII. ELECTIONS

Club officers shall be elected at the May meeting by vote by Active Members present in accordance with the following procedures:

- A. No later than the March meeting of the membership, the President shall appoint an Active Member as chairperson of the Nominating Committee.
- B. Prior to the April meeting of the membership, the Nominating Committee will screen the Active Membership to form a suitable and willing slate of nominees for each office for presentation to the membership at the April meeting.
- C. At the April meeting, nominations will be opened to receive from the floor any additional nominees for each office. Nominations will then be closed prior to adjournment of the April meeting.
- D. At the May meeting, nominations will be reopened to receive any additional nominees from the floor for all offices. When no more nominations are forthcoming from the floor, nominations will be closed and voting shall immediately commence for each of the officers in accordance with Roberts Rules of Order.

## **IX. FINANCIAL OBLIGATIONS**

### **A. ANNUAL BUDGET**

The Finance Committee shall submit an annual operating Budget for the support of Club operations and for the long-term objectives of the Club for the approval by membership at the June meeting. The Budget shall include dues, fees and assessments for approval by the membership. The Budget shall be for the Club fiscal year of July 1 to June 30 each year.

### **B. INITIATION FEE**

Upon notification of acceptance as an Active Member, each Applicant shall pay a non refundable initiation fee as established in the Budget.

### **C. DUES, FEES AND ASSESSMENTS**

- 1. Dues, fees, assessments and applicant fees for each Club fiscal year will be billed in July and are payable immediately thereafter.
- 2. A member may appeal any charges in writing to the Board of Directors. The Board shall consider the appeal and respond to the member within 30 days.
- 3. Upon receipt of the annual billing, members should promptly pay the bill in accordance with their appropriate membership status. No refunds will be provided to Active Members in the event of a change in membership status during the year. Social Members restored to Active Membership shall be required to pay any

difference in dues. An applicant who has paid the applicant fee and is then accepted into Active Membership shall pay the appropriate membership fee less the applicant fee. Applicants becoming Active Members in March, April or May shall have any additional sum required to upgrade membership prorated.

4. Members who have not paid their bill by the September meeting will be sent a notice of delinquency and charged a late fee. If payment is not received by the close of the October membership meeting, the delinquent member shall be removed from membership and provided with written notice of the action taken.
5. A member who has been removed for non-payment may be reinstated by making payment up-to-date, plus a reinstatement fee, within 30 days of the date of the removal notice.
6. In the event that the annual billing or delinquency notices are delayed, a member shall have a minimum of 30 days from the issuance of the annual bill before becoming delinquent, and 30 days from the issuance of the delinquency notice before being dropped.

#### **D. ASSESSMENTS**

##### **1. Special Assessments**

The Club shall have the power to levy a special assessment on the membership by two-thirds (2/3rds) vote of those present at any two consecutive general or special meetings called for this purpose.

##### **2. Penalty assessments**

If an Active Member has not performed an annual duty within the past fiscal year, and/or has not performed a work weekend or work function within the time required, the member shall pay an assessment in an amount to be determined by the membership. The assessment for failure to participate in a work weekend or work function is in addition to any assessment for failure to perform the annual duty, and is imposed each year until the requirement is met, as long as the individual remains an Active Member. These assessments are penalties for failure to fulfill one's obligations, and are not intended as a manner of fulfilling the obligation. These assessments represent financial obligations of the previous fiscal year and will not be forgiven as a result of subsequent change of membership status.

#### **E. DISSOLUTION**

Upon dissolution, and after the return of lodge deposits and the payment of all debts and charges, the remaining assets of the Club shall be distributed by the Board of Directors, in its sole discretion, exclusively to charitable, religious, scientific, literary, or education

organizations, which have qualified under the Internal Revenue Code, Section 501(c)(7) and Regulations, as amended.

#### **X. BY-LAWS AMENDMENT**

These By-Laws may be amended at any meeting of the members by a two-thirds (2/3rds) vote provided that fifteen (15) days' notice, in writing, of the proposed amendment or amendments has been given to the membership.

#### **XI. RULES OF ORDER**

Robert's Rules of Order (Newly Revised) shall decide all questions of procedure unless otherwise provided for herein. The President may appoint a Parliamentarian for guidance on such matters.

#### **XII. LODGE OPERATIONS**

The general policies and procedures concerned with the operations of the Club lodge are set forth in the latest revision of the Club document entitled "Newport Ski Club Guidebook" and are intended to provide the operating details to carry out the intent of these By-Laws. In the case of any real or apparent contradiction between the By-Laws and the Newport Ski Club Guidebook, the By-Laws shall control.

#### **XIII. CLUB RESPONSIBILITIES**

The Club accepts no responsibility for the safety of its members or their guests while using Club facilities or attending Club activities.

#### **XIV. NON-DISCRIMINATION POLICY**

It is the policy of the Club not to discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

#### **XV. AUTHORITY**

No member shall enter, or cause to enter, the Newport Ski Club into a binding agreement without due authorization by vote of the Membership and/or prior approval of the Board of Directors.

No member shall incur or cause to incur a financial obligation on the Club beyond normal operating expenses without prior authorization of the Board of Directors or, where required, authorization by vote of the Membership.

***APPROVED BY MEMBERSHIP FEBRUARY 12, 2015***

