

Los Padres Ski Club
By-Laws
Amended and Approved July 26, 2022

ARTICLE I: PRINCIPAL OFFICE

Section 1: Principal Office

The principal office of the Club is hereby fixed and located at Oxnard, California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the County of Ventura.

ARTICLE II: MEMBERS

Section 1: Eligibility for Members

Membership in the Club shall be open to all adults who are twenty-one (21) years of age or older interested in sports, social activities and good sportsmanship. Applications for membership shall be in such form as shall be prescribed by the Executive Board. The current membership application shall be posted on the website.

Section 2: Qualification and Admission of Members

Members shall be persons of responsibility, integrity, and high standing in the communities in which they reside. A member shall be admitted to membership only upon approval by such Membership Committee as may be created by the Vice-President in charge of Membership, subject to the right of the majority of the Officers of the Club to reject any membership application. Membership is a condition for trips and other activities as determined by the Executive Board.

Section 3: Termination of Membership

A membership shall terminate upon the death or resignation of the member or upon his/her expulsion by a majority of the Executive Board. A member may be expelled for non-payment of dues or for conduct which the Executive Board shall deem inimical (hostile, unfriendly, harmful, adverse) to the best interests of the Club. The Club's Conduct Policy shall be posted on the Club website. A member may not transfer his/her membership or any right arising therefrom, and any attempted transfer of a membership shall cause such membership to terminate automatically. All rights of a member in the Club or its property shall cease upon termination of her/his membership.

Section 4: Dues

Annual dues shall be as follows: Single person: \$30; Cohabiting couple: \$50. Dues are payable upon admission to membership and annually thereafter at such time or times as may be fixed by the Executive Board. Dues are non-refundable. As amended in Article V, Section 2 of the By-Laws, the Executive Board may amend the amount of dues at a duly called meeting by a vote of two-thirds (2/3rds) of the Board members.

Section 5: Meetings of Members

General meetings are held once a month on the same day of the month unless otherwise determined. Special meetings of the members may be called and held as may be ordered by the directors. A written notice of special meetings of members shall be emailed to each member not less than five (5) days before such meeting. The April meeting shall be considered the annual meeting, at which time nominations shall be open for positions on the Executive Board. Elections shall be held immediately following the nominating procedure, assuming a quorum is present, as defined in Section 7.

Section 6: Voting

All Club members shall have equal voting rights. Each member shall be entitled to one vote, which may be cast in person or by proxy.

Section 7: Quorum

The presence in person or by proxy of twenty-five percent (25%) of the members of the Club shall constitute a quorum for the transaction of business at any meeting of Club members.

ARTICLE III: DIRECTORS AND OFFICERS

Section 1: Number and Qualification

Pursuant to Article VI Paragraph (a) of the Articles of Incorporation, the Corporation shall have three (3) Directors. The Board of Directors shall consist of:

- The President
- The Senior Vice President
- The Secretary

The Executive Board shall consist of

- The President
- The Senior Vice-President
- The Secretary
- The Treasurer
- Vice-President in Charge of Membership
- Vice-President in Charge of Trips

- Vice-President in Charge of Social Events
- Vice-President in Charge of Communications

The Club may also have such Officers as may be appointed by the Board of Directors with approval of the Executive Board. One person may hold two or more offices, and more than one person may hold any office. All Officers shall be members of the Club.

Section 2: Election and Term of Office

The Directors and Officers shall be chosen annually by the membership at the annual meeting of the members held pursuant to Sections 5 and 6 of Article II of these By-Laws. Each Officer so elected shall hold his/her office until she/he shall resign, be removed, or otherwise disqualified to serve, or his/her successor shall be elected and qualified.

Section 3: Board Meetings

Meetings of the Executive Board shall be called and held as ordered by the Board of Directors.

Section 4: Removal and Resignation

Any Officer may resign or may be removed with or without cause by the Executive Board at any time. Vacancies caused by the resignation or removal of any Officer may be filled by appointment by the Executive Board, or by the President until such appointment by the Executive Board. All elected Officers must attend all Executive Board meetings as may be called by the President or Board of Directors. Three (3) consecutive absences may constitute a vacancy.

Section 4: Vacancies

Any vacancy in the Board of Directors or Executive Board caused by death, resignation or disability of a Board Member shall be filled by a majority vote of the remaining Board Members.

Section 5: Quorum

A majority of the authorized members of the Executive Board shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Executive Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

Section 6: Approval of Minutes

The transactions of any meeting of the Executive Board, however called or wherever held, shall be as valid as though at a meeting duly held, if each of the Directors not present approve by email the minutes of such meeting. All such approvals shall be filed with the records of the Club or made a part of the minutes of the meeting.

Section 7: Fees and Compensation

The Executive Board shall receive no compensation for their services but may receive such reimbursement for expenses as may be fixed by resolution of the Executive Board.

Section 8: President

The *President* shall be the Executive Officer of the club and subject to control of the Executive Board, has general supervision, direction and control of the affairs of the club. He/She shall preside at all general meetings and Board meetings.

Section 9: Senior Vice-President

The *Senior Vice President* shall, in the absence or disability of the President, perform all of the duties of the President. The Vice President is responsible for creating and distributing the agenda of all general meetings.

Section 10: Secretary

The *Secretary* shall keep Board minutes of all meetings, with the time and place of the meeting, how called or authorized, names of those present and the proceedings at all meetings.

Section 11: Treasurer

The *Treasurer* shall keep and maintain the books of account of the club, deposit all monies of the club, disburse funds and provide statements of the financial condition of the club.

Section 12: Vice-President of Membership

The *Vice President of Membership* shall keep and maintain a listing of club members, maintain the membership form, and initiate and supervise programs to promote club membership. The ability to use Microsoft Excel or similar software to track membership information is desired.

Section 13: Vice-President of Trips

The *Vice President of Trips* shall establish a calendar of trips, based on recommendations from the Board and general membership, make and confirm lodging reservations, coordinate transportation, and keep and maintain books of accounting showing receipts and disbursements pertaining to all trips.

Section 14: Vice-President of Social Events

The *Vice President of Social Events* shall be responsible for establishing a calendar of social events, making and confirming reservations and maintaining books of accounting showing receipts and disbursements pertaining to social events.

Section 15: Vice-President of Communications

The *Vice President of Communications* shall be responsible for all communications of news and events within the club and publicity. The ability to manage a website using *Wordpress* software and to send emails using G-mail is desired. He/She will maintain books of accounting showing receipts and disbursements pertaining to communications.

ARTICLE IV: MISCELLANEOUS

Section 1: Execution of Documents

The Executive Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances. Unless so authorized by the Executive Board, no Officer, agent or other person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2: Inspection of the By-Laws

The Club shall keep on its website these by-laws, as amended or otherwise altered as certified by the Secretary; the by-laws shall be available to all members.

Section 3: Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these by-laws.

Section 4: Rules of Order

The rules contained in Roberts Rules of Order, revised, shall govern all members' and Directors meetings of the Club, except in instances of conflict between said Rules of Order and the Articles or by-laws of the Club.

ARTICLE V: AMENDMENTS

Section 1. Amended By-Laws

Except as provided in Section 2 of this Article VI, new by-laws may be adopted, amended, or repealed, by the written consent of the Executive Board by a majority of a quorum at a meeting duly called for the purpose of amending the articles or by-laws.

Section 2. Membership Dues

No amendments to these by-laws which shall increase or change the amount of dues for members as provided for herein shall be made unless such amendment is ratified at an Executive Board meeting of such members, duly called for the purpose of making such amendment, by vote of not less than two-thirds (2/3rds) of the members present at such meeting.

Section 3: Liability Insurance, Waivers and Release of Liability

Section 3.1: Liability Insurance

The Club shall maintain liability insurance that indemnifies the Club, Executive Board and Board of Directors and Members from any and all claims for personal injury or property damage.

Section 3.2: General Waiver

All members **shall be required** annually to read Club policies online and sign a general waiver releasing the Club from liability for all Club-sponsored activities. All Non-Members who participate in any Club activity **shall be required** to read trip and conduct policies online and sign a waiver prior to participation in that activity.

Section 3.3: Activities Requiring Separate Waivers

All Members participating in the following or similar activities **shall be required** to sign a separate waiver and release of liability prior to participation. These are activities for which the Club books the activity or location, collects fees, and/or provides transportation.

- LPSC organized Ski Trips,
- Overnight trips,
- Day trips to Museums, Attractions, and other Events,
- Rafting trips,
- Group dinners (Fall Parties, Progressive Dinners, Pot Lucks at private homes),
- Club catered Happy Hours,
- Concerts and Plays.

Section 3.4: Activities Not Requiring Separate Waivers

All Members participating in the following or similar activities **shall not be required** to sign a separate waiver and release of liability. These are regular and ongoing activities of the Club.

- Monthly General Meetings,
- Happy hours, such as the Thank God its Thursday (TGIT),
- Board Meetings,
- Annual Beach Parties,
- Any activities where members meetup.

Section 3.5: Activities That May Require Separate Waivers

All Members participating in the following or similar activities **may be required** (based on determination by the Board) to sign a separate waiver and release of liability. These activities do not require payment of fees to the Club, but may be unique and/or entail some perceived level of risk to the participants.

- Hikes,
- Bike Rides,
- Other physical sporting activities,

- Boating and bus excursions provided by a private company, such as Island Packers.

Section 3.6: Availability of Waivers

All waivers and release of liability forms shall be available to activity coordinators on the Club website ([LPSC Resources Page](#)) for download. Alternatively, the activity coordinators may instead have each participant complete an electronic waiver form that is linked to the Club website.

Section 3.7: Retention of Waivers

All hard copy signed waivers shall be returned to the Club Secretary and shall be kept for a minimum of 3 (three) years by the Club Secretary. Electronic waivers shall be retained in a separate folder for each event in the Club's Gmail account.

Section 3.8: Content of Waivers

The content of all waivers shall be determined and approved by the Board of Directors.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of LOS PADRES SKI CLUB, a California nonprofit corporation, and that the foregoing by-laws comprising six (6) pages constitute the Amended by-laws of said corporations as duly adopted at a meeting of the Executive Board duly held on July 26, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this day of July 26, 2022.

Carol Sexton

Carol Sexton, Secretary