

# Slopes & Trails, Inc.

## Bylaws

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### ARTICLE I – GENERAL

#### 1. PURPOSE

The purpose of Slopes and Trails, Inc., a not-for-profit, volunteer corporation, hereinafter referred to as the Club, is to promote recreation and social activities for the enjoyment of the Club's members. The Club is of itself and not subject to the bylaws, articles or any other document or restriction of another corporation.

#### 2. PARLIAMENTARY PROCEDURE

All questions of parliamentary procedure at any meeting of the membership, Board of Directors, or at any committee meeting shall be settled according to the latest available edition of "Roberts' Rules of Order, except where otherwise ordered by the two-thirds (2/3) majority of those members present at any such meeting.

#### 3. USE OF CLUB FOR PROFIT

- a) There will be no barter of/for goods or services by the Club.
- b) Solicitation for or promotion of services or products is prohibited at Club activities.

#### 4. DISSOLUTION OF CLUB - In the event the Club dissolves,

- a) As a not-for-profit organization, dissolution of assets must comply with IRS requirements. Documentation has been filed with IRS.
- b) Physical assets will be sold.
- c) Monetary assets donated to charity. Charity will be determined by Board of Directors at time of dissolution.

### ARTICLE II – MEMBERSHIP

#### 1. QUALIFICATION

Any person who has reached their 21st birthday and who falls into one of the classifications in the section below may apply for membership.

#### 2. CLASSIFICATION

##### a) MEMBER

- i) A person shall be termed a member when their submitted application has been accepted and they have paid their dues in full.
- ii) Annual membership expires at the end of one year following the date in which the member joins. Members will have a 30 day grace period during which they will be placed in "Lapsed" status.
- iii) New members will review and acknowledge Member Responsibilities, Privacy Requirements, and Indemnification Policy.

##### b) GUEST

- i) A person shall be termed a guest if they have not paid Club dues, or their dues are delinquent, and they are attending an activity of the Club.

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- ii) A guest is expected to adhere to the Club's Bylaws and Member Responsibilities.
- iii) No guest will be allowed at activities hosted at member homes without prior consent of the host/hostess.
- iv) After attending 3 activities as a guest, a membership needs to be attained to continue attending activities.
- v) The Club weekly social gathering is public and excluded from these requirements.

### **3. RIGHTS, PRIVILEGES AND RESPONSIBILITIES - All members shall:**

- a) Be entitled to attend all Club activities on a space-available basis.
- b) Be given priority to Club activities over guests. When there is a fee for an activity and there is a "sign up by" date, members may "bump" guests if the member pays the fee by the sign-up date.
- c) Conduct themselves in a considerate, courteous, and congenial manner and comply with the bylaws and policies of the Club.
- d) Be entitled to nominate Club members who meet the elected officer criteria for elected officer positions.
- e) Be entitled to attend and to vote at all general membership meetings.
- f) Be entitled to attend Board of Director meetings.

### **4. PROTECTION OF MEMBER INFORMATION**

- a) The Slopes and Trails, Inc. personal data that the individual has agreed to share will be made available to all Club members and include a statement that the member information is for Club use only.
- b) Any additional information about members will be made available to Board members, committee chairpersons and others at the discretion of the Board.
- c) No member information, including website login and password, will be released to non-Club members.

### **5. SUSPENSION OR EXPULSION**

- a) Any member who, for any act or conduct which, by the decision of the Board of Directors, is injurious to the best interest of the Club, may be suspended or expelled from Office or membership upon a two-thirds (2/3) vote of the Board of Directors.
- b) Any officer may require that a member or guest immediately leave a Club activity or meeting if a majority of the members present object to the individual's conduct at that time or if the member or guest is violating Club bylaws or policies or Member Responsibilities.

### **6. MEETINGS**

- a) **GENERAL MEMBERSHIP MEETINGS**  
Meetings of the general membership shall be held on a frequency determined by the Board of Directors or by a majority vote of the general membership, but not less than once per year.

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### b) BOARD OF DIRECTORS MEETINGS

The Board of Directors meeting shall be held at least once a month. The Board can cancel an upcoming meeting by vote of a quorum of the Board at a prior meeting.

### c) SPECIAL MEETING

Special meeting may be called by the president or by a majority of the Board of Directors.

### d) QUORUM

i) The presence in person or virtually of one-half (1/2) of the members shall constitute a quorum of Club members.

ii) The presence in person or virtually of two-thirds (2/3) of the Board of Directors shall constitute a quorum for Board of Director meetings.

### e) NOTICE

i) A notice stating the date, place, time, and purpose of the meeting shall be given before all general membership meetings. Board of Directors meetings will be posted on the Club calendar.

ii) An agenda will be provided for each meeting.

## 7. VOTING

a) Proxy voting is allowed for issues voted upon at general members meetings, but not for issues voted upon at Board of Director meetings.

b) A quorum is required for issues voted upon at Board of Director meetings.

c) In the event of a tie in any voting, the highest officer present may cast a second vote to decide the issue.

## 8. BYLAWS

a) Bylaws may be revised by:

i) Unanimous vote of the Board of Directors including absentee ballots at a Board of Directors meeting.

ii) Vote of a majority of the quorum of the membership; the time and method of voting shall be determined by the Board of Directors.

b) A review of the bylaws must be conducted at least every four years by the Board of Directors.

## ARTICLE III – FINANCES

### 1. DUES

a) Membership dues shall be established by the Board of Directors. Changes in the dues shall be effective the month following the vote by the Board of Directors.

b) Dues are payable initially upon application to the Club and then annually from the date of each member's application.

### 2. PAYMENT OF EXPENSES

a) All Club expenses shall be reviewed by the Treasurer, who shall provide a monthly report of such expenses.

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- b) Expenses shall be substantiated by receipt.
- c) Reimbursement or withdrawal of funds less than \$500 shall be at the discretion of the Treasurer.
- d) Reimbursement or withdrawal of funds between \$500 and \$1000 need the additional written approval of an elected Board member.
- e) Reimbursement or withdrawal of funds over \$1000 requires Board approval and two signatures. Signatures must be Treasurer and President.
- f) Board approved recurring payments (insurance, storage shed, etc.) and disbursements within the Board approved budget for events and activities (parties, weekend trips, supplies) do not require separate Board approval or signature regardless of the amount of the disbursement.

### 3. REVENUE

- a) Members and guests may be charged a fee for all Club activities. The amount of the fee shall be determined by the activity host with approval of the President or the Board of Directors.
- b) Guests, accompanied by a member, may be required to pay an additional fee to be determined by the Board.

### 4. ADVANCES

Activity hosts/hostesses or committee chairpersons may be eligible for advance payment to cover reservations or deposits. Requests for such advances must be approved by the Board of Directors.

### 5. BANKING

- a) All funds shall be deposited in an insured bank or savings plan under the name of the Club.
- b) A separate “contingency” or “reserved” fund saving account will be maintained with a minimum of \$1,500.00. This fund is for the purpose of unplanned administrative costs (i.e., legal fees) or other temporary expenses. The Board may “borrow” from the fund, but the amount must be repaid. The treasurer will transfer money into this account until the \$1,500.00 balance is re-accumulated.

### 6. DEBIT CARD

A Club debit card will be maintained and may be used to pay expenses when more appropriate than using checks or cash. Debit card use shall follow the same guidelines as check writing for reimbursement and withdrawal amount restrictions.

### 7. AUDIT

The books (records, bank statements, receipts, etc.) kept by the Treasurer shall be audited at least every other year by a person selected by the Board of Directors.

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### ARTICLE IV – ELECTED OFFICERS

#### 1. OFFICERS

- a) The elected officers of this Club shall be President, Vice-president, Secretary, and Treasurer.
- b) All elected officers agree to remain in office for at least one year as a member and shall remain in office until their successor is elected or appointed.
- c) The president shall be limited to three (3) consecutive years in office.
- d) Elected officers shall be jointly responsible for reviewing and editing all Club forms and presenting them to the full Board for approval.

#### 2. NOMINATIONS, ELECTIONS, INSTALLATION, AND APPOINTMENTS

- a) **NOMINATIONS** - Criteria for elected office:
  - i) A member must have:
    - (1) Been a member of Slopes and Trails for no less than one year unless the Board votes to override this rule for otherwise qualified candidates.
    - (2) Planned and executed at least two activities of different types or one major activity unless the Board votes to override this rule for otherwise qualified candidates.
    - (3) Attended at least two Board meetings.
  - ii) Any member of the Club may submit another member for nomination at a Board meeting.
  - iii) A nomination may not be made without the consent of the potential nominee.
  - iv) Nominations must be seconded by another member who is not the nominee at the same Board meeting.
  - v) After the nomination and second by a member, the Board must vote whether to accept the nomination by a Board member making the motion to accept the nomination, another seconding and the President calling for a vote.

#### b) ELECTIONS

- i) Elections will take place annually in April. Voting will be performed by a method determined by the Board of Directors.
- ii) Each member may cast one vote for each office.

#### c) INSTALLATION

The newly elected officers shall assume duties at the June Board of Directors meeting.

#### d) APPOINTMENT

If an office is vacated for any reason, the President may appoint a successor for the remainder of the unexpired term upon approval of Board of Directors. If the President's position is vacated, the Board of Directors may ask the Vice-president to step up or may appoint another successor.

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### **e) REMOVAL**

- i) Elected officers may be removed from office with cause by a two-thirds (2/3) vote of the members present at a general meeting or by a two-thirds (2/3) vote of the members present at a special meeting called for that purpose by the Board of Directors.
- ii) Elected officers may also be removed from office with cause by a quorum vote of members of the Board of Directors at a regularly scheduled Board meeting or at a special Board meeting called for that purpose.

### **3. DUTIES AND RESPONSIBILITIES OF OFFICERS**

Duties and responsibilities of elected officers are identified in Appendix A.

## **ARTICLE V - BOARD OF DIRECTORS**

### **1. BOARD OF DIRECTORS**

- a) The members of the Board of Directors of the Club shall be composed of the four elected officers (President, Vice-president, Secretary, and Treasurer) and a staff of six (6) Directors who are appointed by the elected officers.
- b) The voting members of the Board of Directors will be the President, Vice-president, Secretary, Treasurer, Activities Director, Membership Director, Website Director, Communication Director, Member at Large and Social Media Director. Should a staff position become vacant for any reason, the Board of Directors will appoint a successor for the remainder of the unexpired term.
- c) Board of Director members must be members of Slopes and Trails.
- d) Board of Director members must attend all Board meetings when possible.

### **2. REMOVAL**

Appointed Board of Director members may be removed from office, with cause, by a quorum vote of members of the Board of Directors at a regularly scheduled Board meeting or at a special Board meeting called for that purpose.

### **3. ADDITION OR DELETION OF BOARD POSITION**

Board positions can be added or deleted by a quorum vote of members of the Board of Directors at a regularly scheduled Board meeting or at a special Board meeting called for that purpose.

### **4. DUTIES OF DIRECTORS**

Duties and responsibilities of the appointed directors are identified in Appendix B.

## **ARTICLE VI – PAID INDEPENDENT CONTRACTORS - The Board of Directors**

1. May employ individuals to perform specific tasks for the Club (caterer, band, tour guide, etc.).
2. Excessive favoritism should not be shown to Slopes & Trails members when considering which paid independent contractors to hire.

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### ARTICLE VII – INDEMNIFICATION

- 1) **INDEMNIFICATION OF DIRECTORS, OFFICERS, STAFF MEMBERS, INDEPENDENT CONTRACTORS, AND AGENTS OF THE CLUB**
  - a) The Club indemnifies to the fullest extent allowed by law individuals made a party to a proceeding because the individual is or was a director, officer, independent contractor or agent of the Club against liability incurred if in good faith, the individual reasonably believed their conduct was in the best interest of the Club or at least not opposed to its best interest, and in the case of any criminal proceedings, the individual had no reasonable cause to believe the conduct of the individual was unlawful.
  - b) The termination of a proceeding by judgment; order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not of itself, determination that the individual did not meet the required standard of conduct herein described. Indemnification in connection with a proceeding by or in the right of the Club is limited to reasonable expenses actually incurred in connection with the proceeding.
  
- 2) The Club will determine that indemnification of the individual is permissible if the individual has met the standard of conduct set forth herein by the majority vote of a quorum of the Board of Directors, consisting of directors not at the time parties to the proceeding, or if a quorum cannot be obtained, by a majority vote of a committee consisting of individuals not at the time party to the proceeding duly designated by the Board of Directors. Authorization of indemnification and evaluation as to reasonableness of expense shall be made in the same manner as the determination that indemnification is permissible.

### ARTICLE VIII – CLUB ACTIVITIES

- 1) **ACTIVITIES**
  - a) All member sponsored activities are subject to the review of the Board of Directors.
  - b) The Activities Director approves activities directly or forwards them to the Board of Directors for approval if appropriate.
  - c) Flyers for non-calendar published activities must be approved by the Activities Director or Communications Director.
  
- 2) **HOSTING AN ACTIVITY**

Only Club members may host Club activities.
  
- 3) **WHO MAY ATTEND ACTIVITIES:**
  - a) **MEMBERS AND GUESTS**

See Article II – Membership to determine who may attend activities.
  - b) **“BY INVITATION ONLY” ACTIVITIES**

Some Board of Director sponsored activities are limited to members who meet specific criteria, such as the leadership dinner, which is limited to individuals who have provided specific service to the Club.
  - c) **CHILDREN**

Children (defined as anyone under the age of 21) are not allowed at Club activities unless published in advance.

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d) **ANIMALS**

Animals are not allowed at Club activities unless published in advance.

**4) FEES FOR CLUB ACTIVITIES**

- a) Admission to Club activities must be paid in full by the "Payment due by" date specified for the activity to cover up-front costs (such as deposits).
- b) The Club will not refund money to anyone cancelling out of a Club activity. The person cancelling may find his/her own replacement and may sell his/her spot at the discretion of the activity host/hostess.
- c) At a hosted activity where there is a charge, the Board of Directors may exempt the host/hostess from such activity charges.
- d) Money for activities is to be collected by the host/sponsor of the event, a Board member, paid via the Club website payment system or mailed to the Slopes and Trails Post Office Box.
- e) When a Slopes and Trails event involves a cost to individual participants, all funds are to be paid to Slopes and Trails Inc. and proper reimbursement forms submitted as required for individual expenses. Any surplus funds, beyond documented expenses are retained by Slopes and Trails in the operating/checking account at the discretion of the Board of Directors.
- f) If an event is sponsored and approved by the Board, as a charitable fund-raising event, 100% of the money raised, minus documented expenses, will be donated to the charitable organization.
- g) Further, if a Slopes and Trails event is hosted by a Slopes and Trails member and Slopes and Trails supplies are used for the function, a fee to cover the supplies, to be determined by the Board, may be charged to all participants, with resulting funds going into Slopes and Trails operating/checking account.

**5) FINANCIAL ACCOUNTABILITY**

Financial accountability for activities is due to the Treasurer within 14 days after the activity.

**6) ACTIVITY LIABILITY RELEASE**

When members sign the liability release contained in the membership application, that release will cover all Club sponsored activities for all participants.

**7) ACTIVITY SAFETY EQUIPMENT**

Appropriate safety equipment is required to be used at all Club/member sponsored activities. For example, bike helmets are required for bike rides, life jackets on water activities.

**8) CARPOOLING**

- a) Drivers must have current automobile insurance and a valid driver's license.
- b) Carpooling individuals may pay the driver the rate per mile cost to cover fuel and mileage expenses.
- c)



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### **9) POTLUCKS:**

Members and guests attending potlucks must bring a main dish, salad, or dessert or they must contribute an amount to the Club as determined by the Board.

### **10) GENERAL MEMBERSHIP MEETING / ELECTION PARTY**

The annual general membership meeting and election party may be combined. Guests, accompanied by a member, will be allowed to attend this party, but at a charge appropriate to the venue. The cost to guests will be determined by the Board. (See Revenue part b)

### **11) LEADERSHIP PARTY - To be eligible for the leadership party, a member must:**

- a) To be eligible for the leadership party, a member must be a member of the Board of Directors or host one major activity or co-host two activities or contribute to the club significantly during the year.
- b) Eligible activities must have been published in the calendar.
- c) Activities must fall into the calendar year of the previous year.
- d) All eligibility requirements will be determined by the Board of Directors.
- e) Guests, accompanied by a member, will be allowed at the leadership party, if space permits, but at a charge appropriate to the activity and to be determined by the Board of Directors. (See Revenue, part b, Page 4)

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### APPENDIX A

#### GENERAL

Each member of the Board of Directors will:

- a. Attend all meetings, when possible,
- b. Accept duties and responsibilities of the position.
- c. Vote on motions presented by the Board of Directors; name committees and appoint their chairperson as required; approve budgetary recommendation and identify, approve, and initiate Club activities.
- d. To ensure active fulfillment of the assigned duties, the Board member may delegate them to another Club member at the discretion of the Board of Directors.

#### DUTIES AND RESPONSIBILITIES OF ELECTED OFFICERS

##### **PRESIDENT - The President shall:**

- a. Be the chief executive officer and chairperson of the Board of Directors.
- b. Preside at all meetings and prepare the content and format of meeting agendas with direction from the Board of Directors.
- c. Be responsible for newsletter content, editing, timely publication and dissemination of the newsletter.
- d. Maintain key 1 of 3 to Club storage unit and distribute keys 2 & 3 to two other appropriate Board members.
- e. Assure Bylaws are followed and initiate the Bylaws review process.
- f. Responsible for all major Club event planning.

##### **VICE-PRESIDENT - The Vice-President shall:**

- a. Perform the duties of the President in his or her absence.
- b. Be responsible for expediting and coordinating committee assignments and activities.
- c. Oversee planning TGIF venues and manage greeter team.
- d. Assist President with all major annual Club event planning.

##### **SECRETARY - The Secretary shall:**

- a. Take meeting minutes and have them available prior to the next regular meeting.
- b. Maintain Club copy of all minutes, policies, forms and documents and make sure the current version of each document is available to the membership as appropriate.

##### **TREASURER - The Treasurer shall:**

- a. Maintain custody of all funds; maintain records of all items of value that may come into the Club's possession (including the insurance policy).
- b. Maintain and distribute monthly for Board of Directors' approval a complete record of the Club revenues, expenses, and balance sheet.
- c. Reimburse Club members for expenses incurred on behalf of the Club.
- d. Keep reimbursement requests with receipts attached per state or IRS requirements.

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- e. Maintain the relevant bank passwords, Club debit card and security code.
- f. Maintain post office box key (1 of 2 keys). Pick up and process mail from the Club post office box weekly.
- g. Maintain original Financial Reimbursement Request Form.
- h. When a new membership form and payment is received, forward information to Membership Director to activate.
- i. Collect funds from the event organizer if applicable. Funds should go directly to the Treasurer from the activity host, or be sent to PO Box to reduce confusion as to where the funds are coming from, which activity, whose membership, etc. The Treasurer is not responsible for the direct collection of any activity funds. This is the event organizer's responsibility.
- j. Pay bills as they are received.
- k. File annual tax forms as required by law.

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### APPENDIX B

#### DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS (OTHER THAN ELECTED OFFICERS)

##### **MEMBERSHIP DIRECTOR - The Membership Director shall:**

- a. After receipt of a physical application form or a website-initiated application form and confirmation from the Treasurer or the website that the individual has paid dues:
  - i. For physical applications, record appropriate information onto the website.
  - ii. Process the member application on the website.
- b. Maintain file of physically signed membership forms which include liability release signatures. Upload scanned copies to website as directed by the Website Director.
- c. Ensure membership renewals are resolved in a timely manner, with follow-up as appropriate.
- d. Maintain Post Office Box key.
- e. Maintain signed membership forms, to include the Indemnification signatures.
- f. Maintain name badge process.

##### **ACTIVITIES DIRECTOR - The Activities Director shall:**

- a. Manage the schedule of Club events, ensuring that there are no conflicts or risks that the Club may not want to take. For non-recurring events, present Activity Request to the Board for approval. Work with Event sponsor as necessary to find appropriate date for event in the case of a conflict.
- b. Ensure events are defined on the website in a timely fashion and that the calendar is up to date and error free.
- c. Ensure the Activity Request and Post Event reports are completed by the activity sponsor, and then forwarded to the Secretary for record keeping.
- d. Contact members to encourage the sponsorship of activities if the calendar for a particular month is sparse.

##### **WEBSITE DIRECTOR - The Website Director shall**

- a. Perform maintenance and support of the Club's web presence as needed.
- b. Collect website statistics and provide monthly report for the Board meeting.
- c. Keep track of and renew site hosting and domain name registration.
- d. Confirm to Treasurer website related expenses at least once a year.

##### **COMMUNICATIONS DIRECTOR - The Communications Director shall**

- a. Be responsible for timely distribution of the newsletter and calendar via email and postal mail as requested by members.
- b. Be responsible for emailing flyers and providing other Club information as requested by Board members.
- c. Provide artistic guidance for flyers as requested by an event sponsor.
- d. Coordinate Club business correspondence.
- e. Monitor and respond to Club directed emails.
- f. Coordinate with the Historian as appropriate.

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## **MEMBER-AT-LARGE**

The Member-at-Large shall

- a. Maintain the inventory of the storage unit.
- b. Dispense materials as necessary for events.
- c. Assist members with events in coordination with the Activities Director.
- d. Other duties as assigned by the Board.

## **SOCIAL MEDIA DIRECTOR**

- a. Social Media Director shall be responsible for keeping media outlets informed of our TGIF schedule and keeping online information fresh and current.
- b. Actively monitor each media outlet and respond online to comments and inquiries.
- c. Present an annual overview of each media outlet's pros and cons. Adjust the use of those media outlets according to Club's technology plans, if change is needed.
- d. Curate Clubs photo content, working with other members as needed.

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Approved by: **Board of Directors**

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Janet Baumann, President

Date

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Carol Carlson, Vice President

Date

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Shirley Lukacs, Secretary

Date

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Kathy Coyle, Treasurer

Date

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Gina Wills, Membership Director

Date

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Steve Brammer, Activities Director

Date

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Steve Spradling, Member at Large

Date

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Mark Stonick, Website Director

Date

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Robin McKenzie, Communication Director

Date

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Cara Brammer, Social Media Director

Date