

# **BYLAWS OF THE CONEJO SKI AND SPORTS CLUB**

## **ARTICLE 1.0**

### **PRINCIPAL OFFICE**

The principal office for the Conejo Ski and Sports Club (hereinafter "the Club") shall be in Ventura County, California. The Board of Directors ("the Board") shall determine and may change its particular location, which shall be recorded by the Secretary in the Club Minute Book.

## **ARTICLE 2.0**

### **PURPOSE**

The Club has been formed as a California nonprofit mutual benefit corporation for the purpose of providing for the pleasure and recreation of its members by offering opportunities to participate in sporting, recreational, social, and other non-profit activities that promote social interaction among adults.

## **ARTICLE 3.0**

### **PROHIBITED ACTIVITIES**

The Club shall be non-profit and shall not, except insubstantially, engage in activities or exercise any powers that are not in furtherance of the above-stated purposes. The Club shall not engage in the publication or dissemination of materials with the purpose of attempting to influence legislation, any political campaign on behalf of any candidate for public office, or for or against any measure submitted to the people for a vote.

## **ARTICLE 4.0**

### **DEDICATION OF ASSETS**

The properties and assets of the Club are irrevocably dedicated to the purposes set forth above and shall not inure to the benefit of any individual except in fulfillment of those purposes. Upon liquidation or dissolution, all assets and obligations shall be distributed pursuant to the provisions of the California Corporations Code then in effect.

## **ARTICLE 5.0**

## MEMBERSHIP

**5.1 Qualifications for membership.** Any person at least twenty-one (21) years of age, of good character, and dedicated to the objectives and purposes of the Club shall be eligible for membership.

**5.2 Classes of members.** There shall be one class of regular voting members. The Board may establish other classes of non-voting members.

**5.3 Dues and fees.** The Board shall determine the dues payable by the members, and may institute an initiation fee for the first year of membership. The dues shall be the same for all members except that the Board may set different membership fees for different classes of members. Each member must pay dues as determined by the Board.

### **5.4 Termination of Membership—Causes**

The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) When a membership is issued for a period of time, the expiration of that period;
- (3) The death of a member;
- (4) The nonpayment of dues;
- (5) Expulsion as described in Article 5.5 of these Bylaws.

**5.5 Expulsion.** A member may be expelled for conduct which is harmful to members of the Club, which impairs the functioning of the Club, damages the reputation of the Club, or violates the Code of Conduct. If such conduct is brought to the Board's attention and a majority of the Board determines that expulsion of the member should be considered, the Board shall appoint a committee of three regular members who are not on the Board. The committee shall investigate and submit a written report to the Board stating the results of its investigation and its recommendation.

If expulsion or other disciplinary action shall be recommended, the Board shall schedule a hearing and give the accused member at least ten (10) day-notice thereof. The Board shall consider the committee's report, shall give the accused the opportunity to be heard, and may consider the statements of other persons present to the extent that they are relevant. Only Board Members present at the hearing may vote, and no member shall be expelled except by the vote of two-thirds (2/3) of a Board quorum; lesser discipline may be imposed by a Board majority vote. The Board shall advise the member at least 15 days prior to the effective date of the action taken.

A member whom the Board has voted to expel may appeal by giving written notice of appeal to the President and Secretary prior to the effective date of the expulsion. Within fourteen (14) calendar days after receiving such notice, the President or Secretary shall notify the Board of the appeal and shall furnish to the appealing member, and the Board, a

list of past Presidents and past Board members who are then regular members of the Club, in good standing, and who are not currently serving on the Board (hereafter “Arbitrator List”). Within five (5) days of receipt of the Arbitrator list, the appealing member shall choose one person from the Arbitrator List and notify the Secretary of his or her choice. The Secretary shall notify the Board of the member's choice of Arbitrator, and within five (5) days the Board shall choose one person from the Arbitrator List and notify the Secretary of its choice of Arbitrator. The Secretary shall then notify the two Arbitrators who have been chosen of the pending disciplinary action, ensure the Arbitrators are willing to arbitrate the matter, and these two Arbitrators shall select a third Arbitrator from the Arbitrator List and ensure this person is also willing to arbitrate the matter.

The three Arbitrators shall comprise the Appellate Tribunal which shall promptly schedule a hearing, give notice of the hearing to the appealing member and the Board, conduct the hearing, determine whether or not the appealing member should be expelled, and notify the appealing member and the Board of its determination.

## **ARTICLE 6.0**

### **MEETINGS OF MEMBERS**

**Article 6.1 Regular meetings.** Regular meetings of members shall be held in Ventura County, California at such times and places as shall from time to time be determined by the Board. The annual business meeting of members shall be held at the second regular meeting in April.

**Article 6.2 Special meetings.** A special meeting of members may be called by any two members of the Board or five percent (5%) or more of the regular members. To call a special meeting a written request, signed by those calling it and stating the general nature of the business proposed to be transacted, shall be delivered to a Board member who shall immediately inform the other Board members. The Board shall schedule the meeting not less than thirty (30) nor more than sixty (60) days therefrom and shall give notice to the members pursuant to the provisions of Article 6.4.

**Article 6.3 Agenda for special meetings.** Action to remove a Board member, fill a vacancy on the Board, amend the articles of incorporation, amend the bylaws or any other action shall not be valid unless the notice of the meeting shall have stated the general nature of the proposed action and was provided to the members pursuant to the provisions of Article 6.4.

**Article 6.4 Notice for Special Meetings.** Written notice of every special meeting of members must be either personally delivered, mailed by first class United States mail, postage prepaid, or sent via email not less than 30 or more than 60 days before the date of the special meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting. Written notice shall also appear on the Club’s social media, but appearance on the Club’s social media shall not substitute for written notice to each member.

**6.4.1 Address for Notice.** If notice is given by mail or other means of written or electronic communication, the notice must be addressed to the member at the mailing address or email address appearing on the books of the Club. If no address appears, or was given by the member, notice will be deemed given by publication when published on any of the Club’s social media outlets. The Secretary of the Club or any person specifically designated by the Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members.

**6.4.2 Time for Notice.** In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than 30 days or more than 60 days after receipt of the written request from that person or persons by the President or Secretary of the Club will be sent to the members forthwith and in any event within 20 days after the request was received.

**6.4.3 Adjournment of Meeting.** No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

**6.4.4 Contents of Notice.** The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

**6.5 Quorum.** A quorum at any meeting of members consists of 20 percent of the voting power. For purposes of this Bylaw, “voting power” means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

**6.5.1 Loss of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

**6.5.2. Adjournment for Lack of Quorum.** In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented. However, no other business may be transacted except as provided in Article 6.5.1 of these Bylaws.

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## **ARTICLE 7.0**

### **VOTING BY MEMBERS**

**7.1.** Each regular member shall be entitled to cast one vote on all matters submitted to a vote of the members. The annual election of Directors/Officers shall be by ballot. Other matters may be by voice vote, unless voting by written ballot is demanded by a regular member before the voting begins; then, the vote on the matter shall be by ballot. No member may vote by proxy.

**7.2 Absentee ballots.** Provisions for absentee ballots shall be made for annual Board elections. The Board may authorize voting by absentee ballot on other matters. Approval of any proposed action by absentee ballot shall require the vote of a number of members equal to a majority of a quorum as described in Article 6.5 For an absentee ballot to be valid, the name of the member voting shall appear on the inner envelope in which the ballot is contained.

**7.3 Record date and eligibility.** Only regular members as of the record date may vote. The record date shall be the tenth (10th) day before the date of the vote.

## **ARTICLE 8.0**

### **DIRECTORS**

The annually elected officers shall be the Club's Board (referred to throughout these bylaws as "Board") and shall comprise the Board. The business and affairs of the Club shall be managed and all powers shall be exercised by or under the direction of the Board and as described in the Policies & Procedures Board of Directors Manual. The exercise of these powers shall be subject to the provisions of the California Mutual Benefit Corporation law and any limitations in the Articles of Incorporation and these bylaws requiring member approval for actions.

**8.1 Elected Board of Directors.** The elected officers shall be a President, Secretary, Treasurer and V.P. Membership and not less than four (4) nor more than eight (8) other elected officers. The Board shall determine the number, designation and duties of the other elected officers annually, at least ninety (90) days before the annual business meeting of members.

**8.1.1 President.** The President shall supervise and direct the business of the Club and preside at all meetings of the regular members and the Board.

**8.1.2 Secretary.** The Secretary shall prepare minutes of all meetings and actions of the Board and members and shall give or cause to be given notice of all meetings and other notices as required by these bylaws. The Secretary shall keep the original or a copy of the articles of incorporation and bylaws as amended to date.

**8.1.3 Treasurer.** The Treasurer shall keep and maintain correct books and records on a cash basis and shall deposit all money in accounts in the name of the Club with federally insured depositories, shall disburse the funds as ordered by the Board and upon request shall render to the Board an accounting of all transactions and of the financial position of the Club. The Treasurer will provide year-end financial statements to a State of California certified tax preparer who is knowledgeable about non-profit organizations, such as but not limited to a CPA, (Certified public accountant) EA (enrolled agent), etc. who is not a Board Member, for the purpose of preparing the Club annual tax return.

**8.1.4 Membership VP** The Membership role shall be published monthly or as requested by the Board.

**8.2. Term.** Each elected Officer shall serve for one (1) year.

**8.3 Vacancy.** A vacancy on the Board may be filled by the majority of Board members nominating a replacement(s) that will be published to the members at the next regular meeting and on the Club's social media. The regular member so appointed shall serve until the next annual election.

**8.4 Removal of a Board Member.** A Board Member may be removed from their position for conduct which impairs the functioning of the Board or is detrimental to the functioning of the club. This includes, but is not limited to, failure to perform the duties of the Board position and/or failure to work within the framework of the Bylaws and the Policies and Procedures.

If such conduct shall be brought to the Board's attention, the board shall discuss such removal and will vote on removal. If a majority of the Board determines that removal of the Board Member is necessary, the Board Member will be asked to resign. If the Board Member objects to removal, he/she may appeal the Board decision. For purposes of such appeal, the Board Member may appeal by giving written notice of appeal to the President and Secretary prior to the effective date of the removal, Within fourteen (14) calendar days after receiving such notice, the President or Secretary shall notify the Board of the appeal and shall furnish to the appealing member, and the Board, a list of past Presidents and past Board members who are then regular members of the Club, in good standing, and who are not currently serving on the Board (hereafter "Arbitrator List"). Within five (5) days of receipt of the Arbitrator list, the appealing member shall choose one person from the Arbitrator List and notify the Secretary of his or her choice. The Secretary shall notify the Board of the member's choice of Arbitrator, and within five (5) days a majority of the remaining Board members shall choose one person from the Arbitrator List and notify the Secretary of its choice of Arbitrator. The Secretary shall then notify the two Arbitrators who have been chosen of the pending disciplinary action, ensure the Arbitrators are willing to arbitrate the matter, and these two Arbitrators shall select a third Arbitrator from the Arbitrator List and ensure this person is also willing to arbitrate the matter.

The three Arbitrators shall comprise the Appellate Tribunal which shall promptly schedule

a hearing, give notice of the hearing to the appealing Board member and the Board, conduct the hearing, determine whether or not the Board member should be removed, and notify the appealing Board member and the Board of its determination.

## **ARTICLE 9.0**

### **BOARD MEETINGS**

Regular meetings of the Board for organization and the transaction of business shall be held on the second week of each month unless changed by the Board. Meetings may be held at any place that has been designated from time-to-time by the Board. Special meetings may be called by any two Board members. Notice and acknowledgment of the time, place and purpose of special meetings shall be given at least 48 hours in advance of the meeting to each Board member at his home or work. The presence of a majority of the authorized Board members (50% + 1) shall constitute a quorum. The affirmative vote of a majority of a quorum shall be required for any action, except that a majority of those present may adjourn any meeting. Action may be taken without a meeting if a majority of the Board consents orally and subsequently confirm their consent in writing. Such written consent shall be filed with the minutes of the Club.

## **ARTICLE 10.0**

### **ELECTION OF OFFICERS**

A nominee for President shall have served at least one year as a Board member, and no member may serve more than two consecutive terms as the same Board Members unless no other member will accept nomination for that office. Otherwise, any regular member may serve as an Board Member. The nominee receiving the highest number of votes for each office shall be elected to that office.

**10.1 Nominating committee.** A nominating committee comprised of a chairman and at least two (2) other regular members who are not then Officers shall be elected by the members at least sixty (60) days before the regular annual meeting of members. The Board shall determine the number to be elected at least ninety (90) days before the annual meeting and notify the members. The committee shall select nominees for Officers and report their selections at a meeting of the members at least thirty (30) days before the annual meeting. The committee shall also supervise and be in charge of the election, supervise the voting, count the ballots and report the results to the members. The committee may seek the assistance of other regular members who are not Officers.

**10.2 Nominations from the floor.** A member may be nominated for election as a Board member from the floor at the meeting when the election committee makes its report of candidates. All persons who are nominated from the floor must meet the qualifications for the position. If the nominee accepts the nomination, the nominee shall be placed on the ballot with the nominees submitted by the nominating committee.

**10.3 Solicitation of votes.** All members nominated by the Nominating Committee and from the floor shall be given an opportunity to solicit members' votes and may do so by any reasonable means. Each nominee shall be allowed an equal amount of advertising space in the Newsletter as allocated by the Board for that purpose. Upon request by a nominee the Vice-president Membership shall within seven (7) days provide the nominee with a list of members' contact information who are entitled to vote. No member may use any list so provided for commercial purposes.

**ARTICLE 11.0**

**REPORTS AND INSPECTION**

There shall be published in the Newsletter each year a notice that members are entitled to receive an annual financial report. Any regular member may inspect at any reasonable time the properties of the Club, and to inspect and copy its books, records and documents.

**ARTICLE 12.0**

**BYLAW AMENDMENTS**

New bylaws may be adopted or the bylaws may be amended or repealed by approval of the members at a meeting or by written consent