

BYLAWS
Of
STEVENS PASS ALPINE CLUB
Revised June 2014

ARTICLE I
MEMBERSHIP

Section 1: Membership

The membership of the STEVENS PASS ALPINE CLUB (SPAC) shall consist of the following three classes:

- a) Active Adult: Active adult membership shall be available to any and all persons who desire to be actively involved in the pursuit of the purposes of this corporation, and are the parent or guardian of a Competitor
- b) Sustaining: The sustaining membership shall be available to any persons, firms, or corporations who would like to associate with the purposes of the corporation but do not desire to be personally or actively involved therein.
- c) Competitor: Competitor membership shall be available to members of the racing team who have paid the annual tuition and are good standing with SPAC.

A Competitor or Competitors within the same family require at least one (1) and may have a maximum of two (2) Active Adult membership .

Section 2: Membership Meetings

The membership shall hold one (1) regular annual meeting in or about the month of May of each year for the purpose of electing directors. Special meetings of the membership of the corporation may be called by the President, the Board of Directors, or by members having not less than 10 percent of all membership votes entitled to vote at the meeting. No business shall be transacted at any special meeting of the membership except as is specified in the notice calling for such a meeting. Membership meetings may be held contemporaneous with:

- a) The “work party” meeting at Stevens Pass in or about the month of August,
- b) The “orientation” meeting in or about the month of October,
- c) The “race coordination” meeting at Stevens Pass in or about the month of January, and
- d) The annual membership meeting in or about the month of May.

Section 3: Quorum

At any regular or special meeting of the membership of the corporation, a simple majority of the Active Adult membership shall constitute a quorum for the transaction of business, subject only to the limitation in Article IX of the Restated and Amended Articles of Incorporation requiring a two-thirds active adult membership vote to change the purpose or purposes for which this corporation as organized.

Section 4: Voting Rights

For purposes of determining members entitled to notice or to vote at any membership meeting, the active member must be in good standing with regards to payment of the competitor's tuition. In the event of dispute, the decision by majority vote of the Board of Directors shall be final and conclusive.

Each Active Adult member shall be entitled to one non-cumulative vote in electing members of the Board of Directors, the Sustaining membership shall have no vote, and the Competitor membership shall have no vote.

Each Active Adult membership shall be entitled to one (1) non-cumulative vote on issues presented at membership meetings and no individual parent or legal guardian may hold more than one (1) Active Adult membership nor be entitled to cast more than one (1) vote on any issue presented to the membership at any membership meeting.

Membership votes shall be cast in person and not by prox, unless approved in advance by the Board of Directors.

ARTICLE II **MANAGEMENT**

Section 1: Board of Directors

The business and property of the STEVENS PASS ALPINE CLUB shall be managed by a Board of Directors consisting of nine (9) directors, all of whom shall be active United States Ski Association (USSA) members, registered to STEVENS PASS ALPINE CLUB, together with one (1) advisory representative from Stevens Pass Ski Area which will designate its representative. The area rep is an advisory position and does not entitle the rep to voting rights at board meetings.

In addition, at the board's discretion, a consultant advisory position may be selected by the board from the community at large. This position would be on a year to year basis and is an advisory position only without voting rights.

Section 2: Election of Officers

The directors of the corporation shall be elected by a majority vote of the membership present at the annual meeting of the corporation.

Section 3: Term of Office

The term of office of the directors of the corporation shall be for three (3) years or until their successors are elected and qualified. Three (3) directors shall be elected annually. The term of area and coach advisors is dependent on board and Area factors.

Section 4: Board Meetings

The Board of Directors shall hold regular meetings in the months of January, May and September of each year, and such additional, customary or special meetings as the Board deems necessary for the competent management of the affairs of the corporation. Special meetings of the Board of Directors may be called by the President or by any

director and shall be held upon notice no later than the second day immediately preceding the date of said meeting.

Section 5: Notice of Meetings

Notice of the time and place of all meetings of the Board of Directors shall be given by the President, or by the person calling the meeting, by mail, e-mail, fax, posted on the SPAC website, or by personal communication over the telephone or otherwise at least two (2) days prior to the day upon which the meeting is to be held. However, no notice of any regular meeting need be given, if the time and place thereof shall have been fixed by resolution of the Board of Directors and a copy of such resolution mailed or e-mailed to every director at least three (3) days before the first meeting held pursuant thereto. Notice of any meeting of the Board of Directors may be waived in writing by any director at any time, either before or after such meeting and attendance at such meeting in person shall constitute a waiver of notice of the time, day, place and purpose of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

Section 6: Action Without a Meeting

The Board of Directors may take any action which it could properly take at a meeting without such a meeting if a letter of consent in writing setting forth the action so taken shall be signed by all the directors. Signed consent may take the form of separate e-mail transmissions made by each of the individual directors communicating their consent to the Board's action assuming that each of the Directors has previously provided a written consent to the Secretary to receive electronic notices by e-mail. Such consent shall have the same effect as a unanimous vote.

Section 7: Telephone Meetings

Subject to the requirements of a quorum, Directors may conduct a meeting by means of a conference telephone or any similar communications equipment that enables all persons participating in the meeting to hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 7: Voting and Quorum

Each member of the Board of Directors shall possess one (1) vote in matters coming before the Board. The advisory representative shall have no vote. All voting at meetings of the Board of Directors shall be by each member in person and voting by proxy shall not be allowed without prior notice. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting in which a quorum is present shall be the acts of the Board of Directors.

Section 8: Presence at a Meeting

Any member of the Board shall be considered present at any meeting of the Board, notwithstanding physical presence at a different location, when he shall be in communication with the other members present at such a meeting, either by telephone, conference telephone or similar communication device, capable of both receiving and

sending voice. Participation by such means shall constitute presence in person at a meeting for purposes of determining quorum and votes on matters coming before the Board. Minutes of such meeting shall be taken and recorded,.

Section 9: Vacancies on the Board

Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal of a director shall be filled by a majority vote of the Board of Directors. Such appointee shall serve during the unexpired term of the director whose position has become vacant. If voting for replacement candidates results in a tie between candidates, the President of the BOD shall cast an additional vote to break the tie.

Section 10: USSA Membership

All officers and directors shall become members of the United States Ski Association (USSA) in the fall immediately after their election and shall at all times thereafter maintain their USSA membership during their tenure. Failure or refusal to acquire and maintain membership in USSA shall be grounds for removal of such officer or director by the Board of Directors.

Section 11: Committees of the Board

Standing or special committees may be appointed from its own number or from the membership by the Board of Directors from time to time and the Board of Directors may invest such committees with such powers as it may see fit. Every committee so appointed shall be led by at least one (1) director of the corporation.

ARTICLE III **OFFICERS**

Section 1: Designation

The principal officers of the corporation shall consist of the President, Vice President, Secretary and Treasurer.

Section 2: Election, Qualification, Tenure

The officers shall be chosen annually by the Board of Directors at its annual meeting, or as soon after its annual meeting as may conveniently be possible, or by regular or special meeting for such purpose. Each officer shall hold office until his successor is chosen and qualified, or until his death, or until he shall resign, or shall have been removed by Section 3 hereof.

Section 3: Removal, Resignation

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with a majority vote whenever, in its judgment, the best interests of the corporation will be served thereby. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or Secretary. Such

resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4: Vacancies

Any vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term, by the Board of Directors.

Section 5: President

The President of the Board of Directors shall supervise all activities of the corporation, execute all instruments in its behalf, preside at all meetings of the Board of Directors and of the membership of the corporation, call such meetings of the membership as shall be deemed necessary, represent the corporation in Stevens Pass area meetings, help the treasurer prepare the yearly budget and perform other duties usually inherent in such office.

Section 6: Vice President

The Vice President of the Board of Directors shall act for the President in his absence and perform such other acts as the President may direct.

Section 7: Secretary

It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the corporation and to perform such other acts as the President may direct.

Section 8: Treasurer

The Treasurer shall oversee the receipts and accounts for all funds belonging to the corporation, payments of all obligations incurred by the corporation when payment is authorized by the President or Treasurer if the payment is less than \$250, or by majority vote of the Board of Directors if payment exceeds \$250, maintenance of bank accounts in depositories designated by the Board of Directors, and periodic financial reports. The Treasurer shall also work with the President to submit the yearly budget to the Board of Directors.

Section 9: All Directors

The directors of the corporation shall all attend board meetings as called, approve an annual budget, support and maintain area relations, support and promote the race team's training, racing, fundraising, sponsorship, and overall program.

ARTICLE IV
AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors of the corporation.

ADOPTED by the members of the Board of Directors this 2nd day of March, 1992.

AMENDED by the members of the Board of Directors 2005.

AMENDED by the members of the Board of Directors this 12th day of June, 2014.