

**BYLAWS OF
TEXAS SKI COUNCIL, INC.
A Non-Profit Corporation**

As Amended December 6, 2008

ARTICLE 1

OBJECT

1.01 OBJECT: Texas Ski Council, Inc. (hereinafter variously referred to as "the Corporation" or "the Council"), shall have as its objective to promote and encourage individual and group interest in the sport of snow skiing, to secure economic and preferential service advantages for its member clubs, to initiate and support actions that further the long-term economic and recreational interests for member skiers, and to promote an improved image for the Texas skier, especially to ski resorts.

1.02 ACTIVITIES: To organize annually sponsored trips and other events during the year.

ARTICLE 2

MEMBERS

Qualifications and Classes of Members

2.01 The Corporation shall have five (5) classes of members (herein variously referred to as a "Member" or a "Club"). Each member shall be a bona fide ski club. A bona fide ski club is defined herein as an organization that:

1. has been in operating existence for at least one year prior to its admission to membership in the Corporation;
2. has a minimum of thirty (30) individual members;
3. runs at least two (2) club organized ski trips per year;
4. publishes a club newsletter;
5. holds general membership meetings annually;
6. elects officers;
7. has in place Bylaws and/or Standing Rules.

Revenue, for the purposes of establishing such classes, is defined as the annual fixed membership fee paid to the Council by each member club, plus the annual dues for members paid to the Council, plus participation fees paid to the Council per individual trip participant. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

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| Class I: | A club paying at least \$115 but less than \$375 in revenues to the Council. |
| Class II: | A club paying at least \$375 but less than \$725 in revenues to the Council. |
| Class III: | A club paying at least \$725 but less than \$1,075 in revenues to the Council. |
| Class IV: | A club paying at least \$1075 but less than \$1425 in revenues to the Council. |
| Class V: | A club paying in excess of \$1425 in revenues to the Council. |

Delegates and Voting

2.02 Clubs shall act within the Corporation through Delegates (the "Delegates") appointed by the respective club from time to time and certified by the said Club in writing to the Board of Directors of the Corporation. Each Director shall be entitled to one vote on all matters submitted to a meeting of the members of the Corporation, and Clubs shall be entitled to the following number of votes:

Class I Members:	Two Votes
Class II Members:	Four Votes
Class III Members:	Six Votes
Class IV Members:	Eight Votes
Class V Members:	Ten Votes

Only Delegates and Directors validated by the Secretary to be present at meetings as defined in Article 3 and Article 4 can vote; proxy votes shall not be allowed or used.

Election of Members

2.03 Members shall be elected at any meeting of Delegates on the recommendation of the Board of Directors after submission to the Board of Directors of such information concerning the proposed member as the said Directors may reasonably require. Such election shall be by simple majority vote upon thirty (30) days notice. The first year of membership shall be on a probationary basis as outlined in the Standing Rules.

2.04 A bona fide member shall be considered for renewal of its membership from year to year provided it (a) has submitted on time all information pertaining to membership reasonably requested by the Board of Directors ; (b) has participated in Corporation sponsored trips during the prior fiscal year ; and (c) is current in its dues to the Corporation. Participation shall be defined as attending two (2) different Corporation sponsored trips. A trip shall be defined as a group of at least ten (10) participants of a member club that has included the trip as part of its schedule as evidenced by paying the activity fees, and is lodged at properties approved in the Host area's bid package. For clubs with less than 100 members (as determined by Section I of the Standing Rules), participation may be met by taking not less than twenty (20) people total on all Corporation sponsored trips during the Corporation's fiscal year. Attendance of a club's representative(s) at each scheduled delegates meeting shall count as one participant toward the twenty participant trip requirement. No club shall receive more than one participant credit for attendance at a delegates meeting. Special consideration may be made by the Board of Directors on a case-by-case basis if requested in writing at a time determined by the Board of Directors.

2.05 To further promote the objective of the Council, the Corporation may also offer an Associate Membership to clubs who are unable to meet the qualifications of a bona fide ski club as defined in Bylaw 2.01. An Associate Member club ("Associate Member"):

1. Will pay reduced annual dues as set out in the Standing Rules.
2. Will pay regular trip participation and activity fees as set out in the Bylaws and Standing Rules.
3. Will not be required to fulfill requirements of regular membership as set out in Bylaw 2.04.
4. Will not be eligible for fam trips or committee service unless waived by a simple majority at a meeting of the Delegates.
5. Will not be eligible to serve in appointed or elected positions.
6. Are encouraged to attend Delegate Meetings and the annual Bid Meeting, but will not be afforded Delegate representation or voting rights as set out in the Bylaws.
7. Will be required to reapply for Associate Membership on a yearly basis.

Termination of Membership and Disciplinary Action

2.06 The Board of Directors may expel a Club thirty (30) days (a) after notice of the proposed action; (b) after an appropriate hearing thereon; and (c) after a simple majority vote at any meeting of Delegates. Anything less than expulsion as stated herein is considered as administrative action to be carried out by the Board of Directors as outlined in the Standing Rules.

ARTICLE 3

MEETINGS OF DELEGATES

Meetings

3.01 At least three (3) meetings of the Delegates shall be held each year at the dates and places designated by the Board of Directors.

Bid Meeting

3.02 One of the three (3) meetings as defined in 3.01 shall be a Bid Meeting for the purpose of selecting trips for the coming year. Votes for each club will be certified at the start of this meeting. Elections and installation of Officers may also be held at this meeting. If the election and installation of Officers shall not be held on the day designated herein, the Board of Directors shall cause the election to be held at a special meeting of the Delegates as soon thereafter as possible.

Special Meetings

3.03 Special meetings of the Delegates may be called by the President, by any two (2) Directors, or by Delegates from any five (5) clubs upon notice to the member clubs as specified in Bylaw 3.05.

Place of Meeting

3.04 The Board of Directors shall designate any place, either within or without the State of Texas, as the place for any meeting. Any electronic means of meeting (teleconference, video conference, web collaboration) can be designated by the Board of Directors if desired.

Notice of Meetings

3.05 Written or printed notice stating the place, day and hour of any meeting of Delegates shall be delivered, either personally, by email (if designated by delegate) or by mail, to each Club, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Directors or Delegates calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the Club at such Club's delegate's address as it appears on the records of the Corporation, with postage thereon prepaid. If emailed, the notice of a meeting shall be deemed to be delivered at the time stamp shown on the sender's email system as the time sent.

Informal Action by Delegates

3.06 Any action to be taken at a meeting of the Delegates pursuant to a Bylaw or any other action may be taken without a meeting if consent setting forth the action, in writing or email, shall be approved by $\frac{3}{4}$ of the votes as defined in Bylaw 2.02.

Quorum

3.07 The Delegates holding one-half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Delegates, a majority of the Delegates present may adjourn the meeting from time to time without further notice.

ARTICLE 4

BOARD OF DIRECTORS

General Powers

4.01 The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas or a Delegate of the Corporation.

Number, Tenure and Qualifications

4.02 The number of Directors shall be nine (9). Eight (8) of such Directors shall be elected by a simple majority vote. Each elected Director shall hold office until the next meeting of Delegates designated for the election of Officers and until his/her successor shall have been elected and qualified. The ninth (9th) Director shall be the most immediate Past President of the Corporation not currently serving as an active elected Officer. If this person is unable to serve as Past President, then the Past President position will be filled by the previous Past President. If neither are able to serve, then the Past President position will be filled by a prior elected Officer. In the latter case, the Board of Directors must approve the appointment of this ninth (9th) Director to fill the Past President vacancy. All Directors shall be entitled to vote on all matters to come before the Board of Directors.

Meetings

4.03 At least three (3) meetings of the Board of Directors shall be held each year at the dates and places designated by the Board of Directors. Any electronic means of meeting (teleconference, video conference, web collaboration) can be designated by the Board of Directors if desired.

Officer Training Meeting

4.04 An Officer Training Meeting shall be held in conjunction with the Board of Directors meeting prior to the first meeting of Delegates following the meeting for the election of Officers.

Special Meeting

4.05 Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board of Directors called by them.

Notice

4.06 Written notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto if delivered personally or at least ten (10) days if sent by mail or email to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States Mail with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered at the time stamp shown on the sender's email system as the time sent. This time limit can be waived if approved by $\frac{3}{4}$ of the Board members.

Quorum

4.07 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Vacancies

4.08 Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. A Director filling a vacancy shall serve the unexpired term of his/her predecessor in office.

Informal Action by Directors

4.09 Any action required to be taken at a meeting of the Directors pursuant to a Bylaw, standing rule or any other action may be taken without a meeting if consent setting forth the action, in writing or email, shall be approved by $\frac{3}{4}$ of the Directors entitled to vote thereon.

ARTICLE 5

OFFICERS

Elected and Appointed Officers

5.01 The elected Officers of the Corporation must be Directors of the Corporation and shall be: President, Vice President for Marketing, Secretary, Treasurer, Vice President for Texas Ski Week - Fall Roundup, Vice President for Texas Ski Week - Traditional, Vice President for Texas Ski Week - Winter Shootout, and Vice President for Texas Ski Week - Final Showdown. The Board of Directors may elect or appoint other Officers, including Expedition Coordinator(s), Assistant Secretary(s), Assistant Treasurer(s), and a National Representative to act as liaison to National Skiing Organizations, as it shall deem desirable. Such Officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

Election and Term of Office

5.02 The elected Officers of the Corporation shall be elected annually by a simple majority vote at the meeting of Delegates designated for the election of Officers. Each elected Officer shall hold office until a successor shall have been duly elected and qualified.

Removal

5.03 Any Officer may be removed by a simple majority vote at any meeting of Delegates whenever in the judgment of the Delegates and Directors the best interests of the Corporation shall be served thereby.

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.05 The President shall be the principal executive Officer of the Corporation and shall in general supervise and control all of the business affairs of the Corporation. The President shall preside at all meetings of the Delegates and of the Board of Directors. The President may sign, with the Secretary and/or Treasurer or any other proper Officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the

Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors or Delegates from time to time. In addition, the President shall perform duties as prescribed in the Standing Rules.

Vice President for Marketing

5.06 The Vice President for Marketing shall perform all duties incident to the office of Vice President for Marketing and such other duties as may be assigned by the Board of Directors or Delegates from time to time. In addition, the Vice President for Marketing shall perform duties as prescribed in the Standing Rules. In the absence of the President or the Past President, or in the event of their inability or refusal to act, the Vice President for Marketing shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Secretary

5.07 The Secretary shall keep the minutes of the meetings of the Delegates and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporate records including the Bylaws and Standing Rules; keep a register of the post office address of each club which shall be furnished to the Secretary by each club; and, in general, perform all duties incident to the office of Secretary and such other duties which from time to time may be assigned by the Board of Directors or Delegates. In addition, the Secretary shall perform duties as prescribed in the Standing Rules.

Treasurer

5.08 If required by the Board of Directors, the Treasurer shall give a bond paid for by the Corporation for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds, securities, and assets of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such bank, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws and shall prepare at least quarterly, detailed financial statements of the Corporation for review by the Board of Directors and Delegates; and, in general, perform all duties incident to the office of Treasurer and such other duties which from time to time may be assigned by the Board of Directors or Delegates. In addition, the Treasurer shall perform duties as prescribed in the Standing Rules.

Vice Presidents for Texas Ski Weeks

5.09 The Vice Presidents for Texas Ski Weeks shall perform duties as prescribed in the Standing Rules.

Past President

5.10 In the absence of the President or in the event of the President's inability or refusal to act, the Past President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. The Past President shall perform other duties as assigned by the Board of Directors or the Delegates. In addition, the Past President shall perform duties as prescribed in the Standing Rules.

Annual Reports

5.11 All Officers of the Corporation shall write an experience report documenting their activities while in office. Copies are to be provided to their respective successor, to the Secretary, and to each member (club) within thirty (30) days after completion of their tenure in office.

ARTICLE 6

NOMINATING COMMITTEE

6.01 Prior to the August Delegates meeting, the Past President shall coordinate, with the Board of Directors, the selection of a three (3) member Nominating Committee from a list of proposed members thereof approved by Delegates at the August meeting. Each member of the Nominating Committee must have been a bona fide member of a club for at least one (1) year prior to his/her appointment to the committee.

Nominees

6.02 Member clubs may submit at least one (1) nomination from their members to serve as an Officer. Nominations for a first time Texas Ski Council Office require Club approval. Current elected Officers may submit their own name.

Slate Process

6.03 The Nominating Committee shall select at least one (1) nominee for each elected position on the Board of Directors and a designation of that office in the Corporation which such nominee is proposed to assume. The slate of proposed officers shall be submitted to the Board of Directors at their first meeting of the calendar year. The Past President shall submit the approved slate to the Delegates no more than five (5) days after the first Board meeting of the calendar year along with the names of the candidates who were not selected for the slate and who have indicated an interest to run from the floor. The slate will be presented by the Past President at the Delegates meeting designated for the election of Officers.

6.04 Additional nominations may be made from the floor of the meeting of Delegates designated for the election of Officers by any Delegate or Director as long as the nominee had submitted their application to the Nominating Committee but were not selected for the slate.

ARTICLE 7

WAIVER OF NOTICE

7.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 8

PARLIAMENTARY AUTHORITY/STANDING RULES

8.01 The current edition of Roberts Rules of Order, Revised, shall be the authority in all proceedings not covered by these Bylaws.

8.02 Standing Rules shall be any matters having an administrative purpose which have been voted upon and passed by a simple majority vote in accordance with Article 10 of these Bylaws.

ARTICLE 9

FISCAL YEAR

9.01 The fiscal year of the Corporation shall begin on the first day of May in each and every year.

ARTICLE 10

AMENDMENTS TO BYLAWS

10.01 These Bylaws, as well as Standing Rules and Race Rules, may be altered, amended, or repealed and new Bylaws, Standing Rules and Race Rules, may be adopted by a vote of two-thirds (2/3) for Bylaws and a simple majority for Standing Rules and Race Rules, of Delegates and Directors present physically at any regular meeting or at any special meeting called for that purpose. Proposed amendments shall be submitted in writing to each Club at least ten (10) days prior to such meeting, unless such submission is suspended by two-thirds (2/3) of the Delegates and Directors voting. If mailed, such submission shall be deemed delivered when deposited in the United States Mail with postage thereon prepaid. If emailed, such submission shall be deemed to be delivered at the time stamp shown on the sender's email system as the time sent.

10.02 Amendment of the Texas Ski Council Youth Foundation bylaws will be by a majority vote of the Texas Ski Council Board of Directors with approval by the Texas Ski Council delegates with notice given as per the Texas Ski Council Youth Foundation bylaws.