

Bylaws of The Blackhawk Ski Club

Rev 12/1/20

Article I Name

The name of the corporation shall be The Blackhawk Ski Club.

Article II Mission

Section 1. Mission of the corporation. The corporation is organized, and shall at all times be operated, exclusively for charitable and/or educational purposes within the meaning of Code Section 501(c)(3), including, but not limited to, developing and promoting youth sports of Nordic and Alpine skiing as well as other winter and summer Olympic sporting activities in the Madison and surrounding areas by developing and improving facilities, developing new areas, and by sponsoring competition and offering instruction, and to do all other things necessary and proper to effectuate the foregoing purpose. The corporation shall refrain from engaging in any activities that are prohibited under the corporation's Articles of Incorporation. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Code Section 501(h)) and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Article III Membership and Dues

Section 1. Membership. Members in good standing of this corporation will be those members whose dues are paid and who have agreed to follow the bylaws of this corporation. Agreeing to the bylaws need not be by way of signature on the bylaws themselves.

Section 2. The membership structure and dues shall be fixed by the board of directors. Dues shall be payable annually.

Section 3. Membership rights. Membership is not transferable or assignable.

Section 4. Expulsion. Any member may be removed from membership by a majority vote of the directors, for conduct deemed prejudicial to this corporation, provided that such member shall have first been served with written notice of the accusations against him and shall have been given an opportunity to produce witnesses, if any, and to be heard at the meeting of the board of directors at which such vote is taken.

Article IV Parliamentary Authority

Section 1. Governance of corporation. Meetings of the members and the board of directors shall be conducted in a manner consistent with the rules contained in the current edition of Robert's Rules of Order and in a manner which is consistent with these bylaws and any special rules of order the corporation may adopt.

Article V Meetings

Section 1. Place of meeting. All meetings of the members and the board of directors of this corporation shall be held within the state of Wisconsin. However, such meetings may be conducted through the use of the telephone, instant messaging, video conference, or any other means of communication by which any of the following occurs:

- (a) All participants may simultaneously hear or read each other's communications during the meeting, or
- (b) All communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

A member or director participating in a meeting by any means authorized in this section shall be deemed to be present in person at the meeting.

Section 2. Annual meeting of members. An annual meeting of the members shall be held on the first Monday of April of each year, or on a date set by the board of directors.

Section 3. Notice of annual meeting. At least ten (10) days prior to the day fixed by section 2 of this article for the holding of the annual meeting, notice of the time, place, and purposes of such meeting shall be emailed, as hereinafter provided, to each member entitled to vote at such meeting.

Section 4. Order of business at annual meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) roll call,
- (b) reading notice and proof of emailing,
- (c) approval of minutes of last preceding meeting,
- (d) report of president,
- (e) report of secretary,
- (f) report of treasurer,
- (g) election of directors,
- (h) transaction of other business mentioned in notice,
- (i) other business,
- (j) adjournment, provided that, in the absence of any objection, the presiding officer may vary the order of business.

Section 5. Special meetings of members. A special meeting of the members may be called at any time by the president or by a majority of the board of directors. The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the president or by a majority of the board of directors, the secretary or an assistant secretary shall prepare, sign, and email the notices requisite to such meeting.

Section 6. Notice of special meeting of members. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, notice of the time, place, and purposes of such meeting shall be emailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice may be transacted at such meeting.

Section 7. Regular meetings of board. Regular meetings of the board of directors shall be held not less frequently than once every two months at such time and place as the board of directors shall determine. No notice of regular meetings of the board shall be required.

Section 8. Special meetings of board. Special meetings of the board of directors may be called by the president at any time by means of written notice of the time, place, and purpose thereof to each director as the president in his/her discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 9. Notices. All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued ("by order of the president" or "by order of the board of directors," as the case may be) and shall bear the electronic, written, stamped, typewritten, or printed signature of the secretary or assistant secretary.

Section 10. Waiver of notice. Notice of the time, place, and purpose of any meeting of the members or of the board of directors may be waived in writing either before or after such meeting has been held.

Article VI Quorum

Section 1. Quorum of members 25 voting members of this corporation shall constitute a quorum at any meeting of the members.

Section 2. Quorum of directors. A majority of the directors shall constitute a quorum.

Article VII Voting and Elections

Section 1. Who is entitled to vote. Except as the articles or amendment or amendments thereto otherwise provide, each member of this corporation who has reached his/her 18th birthday shall, at any meeting of the members, be entitled to vote in person on each subject properly submitted for vote. In the case of a family membership, up to two adult members of the family shall be entitled to vote.

Section 2. Election of directors. The directors of the corporation shall be elected at an annual meeting, which shall be the regular April annual meeting of the corporation. A nomination committee of members appointed by the board of directors shall nominate a slate of willing candidates but any member of the corporation may make additional nominations for directors from the floor at the time of the annual meeting. The board shall indicate, in the notice of the meeting, its endorsement for a slate of directors. At each annual meeting, there shall be nominated and elected four (4) members to serve on the board of directors for a period of three (3) years. All directors duly elected at the annual meeting shall assume their office immediately, without any necessity of formal ceremony.

Section 3. Election procedure for board of directors. Subject to Section 1 of this Article, all members present at the annual meeting are entitled to vote. A majority vote of members in attendance is required for election. The chairman of the nomination committee shall present the slate of candidates, after which nominations will be taken from the floor. If no nominations come from the floor, elections will be via a voice vote with a majority needed for election. If nominations are made from the floor, elections shall be by ballot. Each member present shall receive one ballot and has one vote for each director opening on the ballot. Members cannot vote for the same candidate more than once on a ballot.

Article VIII Board of Directors

Section 1. Definition of directors. A director of the board shall be a member elected by the provisions provided in these bylaws.

Section 2. Number of directors. The business, property, and affairs of this corporation shall be managed by a board of directors composed of twelve (12) persons who shall be members of this corporation.

Section 3. Director's term of office. Each director shall hold office for a term of three (3) years and may serve for no more than three (3) consecutive terms (nine years).

Section 4. Vacancies. Vacancies in the board of directors shall be filled by appointment made by the remaining directors. Each person so appointed to fill a vacancy shall remain a director for the remainder of that term.

Section 5. Action by unanimous written consent. If the directors shall unanimously consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.

Section 6. Power to make bylaws. The board of directors shall have power to make and alter any bylaw or bylaws, including the fixing and altering of the number of the directors.

Section 7. Power to elect officers. The board of directors shall elect a president, one or more vice presidents, a secretary, and a treasurer. All officers must be members of the board of directors.

Section 8. Power to appoint other officers and agents. The board of directors shall have power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation. The board of directors may appoint honorary (non-voting) members of the board, based on years of service and commitment to The Blackhawk Ski Club.

Section 9. Removal of officers, agents and directors. The board of directors may remove any officer, agent or director whenever in the judgment of the board the business interest of the corporation will be served thereby. The board of directors may remove any officer for failure to perform his/her duties under the bylaws. The board may declare a director's office vacant if the director has four (4) unexcused absences at monthly meetings during a fiscal year. The board may, in its discretion, remove a director for repeated non-attendance at its meetings.

Section 10. Power to fill vacancies. The board shall have power to fill any vacancy in any office occurring for any reason whatsoever.

Section 11. Delegation of powers. For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 12. Power to appoint executive committee. The board of directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the corporation when calling a special meeting of the board is not possible.

Section 13. Compensation. Directors of the corporation shall not receive compensation for serving as directors, but may, if authorized by the board, receive reasonable compensation for personal services rendered which are necessary to carry out the

exempt purposes of the corporation. Any engagement of a director to provide services to the corporation shall be in compliance with any conflict of interest policy that may be adopted by the board. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters if such reimbursement is not excessive and is authorized by the board.”

Section 14. Appointment of a nomination committee. The board of directors shall annually appoint a nomination committee consisting of two current members of the board of directors excluding the president of the corporation and two members of the club not currently serving on the board. The committee shall have the responsibility to nominate a slate of willing director candidates for elections held at the annual meeting.

Section 15. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by sections 181.0871 to 181.0883, inclusive, of the Wisconsin Nonstock Corporation Law (“Statute”), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its directors and officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any director or officer is a party because such director or officer is a director or officer of the corporation and was acting within the scope of his or her duties as such. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as directors or officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such director or officer may be entitled under any written agreement, board resolution, insurance policy, the Statute or otherwise. All capitalized terms used in this Section 15 and not otherwise defined herein shall have the meaning set forth in section 181.0871 of the Statute.

Article IX Officer Holder Duties and Responsibilities

Section 1. President. A president shall be selected by the membership of the board of directors and will serve a term of 2 years. The president shall be the chief executive officer of the corporation. The president shall preside over all meetings of the board and of the members. He/She shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. The president shall be ex officio a member of all standing committees except for the nomination committee and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The president may also call special meetings of the organization of his or her own motion or upon written application presented him or her by at least ten (10) members of the organization. Following the end of his or her term, the president shall serve as past president for a term of 2 years.

Section 1a. President Elect. A president-elect may be selected by the membership of the board of directors and will serve a term of 2 years.

Section 2. Vice presidents. At least one vice president shall be chosen from the membership of the board. Such vice presidents as are board members, in the order of their seniority, shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3. Secretary. The secretary shall attend all meetings of the members, of the board of directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He/She shall safely keep in his custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. He/She shall give all notices required by statute, bylaw, or resolution. He/She shall perform such other duties as may be delegated to him/her by the board of directors or by the executive committee.

Section 4. Treasurer. The treasurer shall be chairman of the finance committee. The finance committee will be responsible for submitting a budget for approval to the board of directors. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he/she shall deposit all money, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. He/She shall disburse the funds of the corporation as may be ordered by the board (having, however, authority to expend up to \$250.00 at any one time for corporate purposes without specific authorization of the board, provided that such expenditure is approved by the president), taking proper vouchers for such disbursements, and shall render to the president and directors an account of all his/her transactions as treasurer and of the financial condition of the corporation. The treasurer shall submit to the board of directors and to the membership an annual report of all receipts and expenditures. However, the treasury books may be examined by the board of directors at its pleasure, or by an individual member of the club upon showing of good cause made to the board of directors. The treasurer will be governed by such rules and procedures as the board may prescribe. If required by the board he/she shall deliver to the president of the corporation, and shall keep in force, a bond in form, amount, and with a surety or sureties satisfactory to the board, conditioned for faithful performance of the duties of his/her office, and for restoration to the corporation in case of his/her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and property of whatever kind in his/her possession or under his/her control belonging to the corporation.

Section 5. Business charge. The board of directors shall have charge of the business of the corporation, except that a decision to lease for a period of more than five (5) years, sell, exchange, encumber, or otherwise dispose of all or a substantial portion of the assets of the corporation following the approval of the board shall be ratified by two-

thirds vote of those present in person at any regular or special meeting of the membership. Any such meeting shall be preceded by at least ten (10) days written notice mailed to all members specifying the nature of the issue to be voted upon.

Section 6. Responsibility of board of directors to set policy. The board of directors is responsible to set the policy and rules that govern the use of the club. The board shall record and archive all such policy and make it part of the corporation's public record.

Article X Execution of Instruments

Section 1. Checks, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the board of directors shall from time to time designate for that purpose.

Section 2. Contracts, conveyances, etc. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president, or any vice president, the secretary, or the treasurer, may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

Article XI Power of Board to Borrow Money

Section 1. Indebtedness. The board of directors shall have full power and authority to borrow money whenever in the discretion of the board the exercise of said power is required in the general interests of this corporation, and in such case the board of directors may authorize the proper officers of this corporation to make, execute, and deliver in the name and on behalf of this corporation such notes, bonds, and other evidence of indebtedness as said board shall deem proper, and the same board shall have no power to mortgage the property of this corporation or any part thereof as security for such indebtedness unless a majority of the members of this corporation consent.

Article XII Gifts and Donations

Section 1. Gifts. The board of directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the corporation. Gift amounts over \$500 will require approval and acknowledgment by the board of directors.

Article XIII Amendment of Bylaws/Dissolution

Section 1. Amendment, how effected. These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the members

entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors at a regular or special meeting of the board. The corporation shall be dissolved upon the affirmative vote of a majority of the directors and two-thirds (2/3) of all the members. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation."

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