

BY-LAWS OF
THE LEAVENWORTH WINTER SPORTS CLUB
(LWSC)

Adopted 5/1/2017

To promote health, fitness, fun, and conversations through outdoor, human powered endeavors and other activities by providing quality facilities and trails, education, and activities to support community vitality and connections to the natural resources of our area.

ARTICLE I - MEMBERSHIP

1. Membership in the LWSC may be held by any individual or business. There shall be no discrimination in issuing membership based on race, religion, age or sex.
2. Memberships shall be purchased annually except as provided for elsewhere in the bylaws.
3. A family membership is considered one or two adults and all dependents under 22 years of age in the household.
4. Business and Supporting memberships shall both be considered one member.
5. Membership fees shall be determined by the Board of Directors.
6. The term for all memberships other than lifetime memberships, is the lesser of one year from the date of purchase, or from the date of purchase through June 30, which is the end of the fiscal year.
7. Lifetime memberships are granted to the purchasers and are not transferable.
8. The LWSC shall hold an Annual Membership Meeting. Unless the Members are otherwise notified pursuant to state law, the time and place of each Annual Membership Meeting shall be held the first Monday of March at the Ski Hill Lodge at 6:30 PM.
9. At the Annual Membership Meeting a representative from the Board of Directors shall make a presentation to the membership reviewing the past year's performance of the LWSC and outlining the LWSC's plans for the coming year.
10. Members shall have the right to vote prior to the Annual Membership meeting through the LWSC website, if available and approved for such use by the Board, or at the Annual Membership Meeting, on candidates for the Board of Directors, and on any other items specified by the Board of Directors. A majority of those Members voting at the Annual Membership Meeting and prior the meeting through the website shall be sufficient for approval. Voting rights are granted to all members over 18 years of age.
11. Each member shall be entitled to such general or special benefits as are determined by the Board of Directors from time to time.

ARTICLE II - BOARD OF DIRECTORS

1. The Board of Directors shall serve without pay and shall consist of no fewer than 5 and no more than 11 members. The Board of Directors may vote to add or subtract Board Members from time to time, but a decrease shall not have the

effect of shortening the term of any incumbent member of the Board of Directors.

2. Board members are elected at the Annual Membership Meeting from candidates nominated by the Board or by nomination of the members. Candidates must be current members of the LWSC in good standing. Any such nomination must be submitted to the President of the Board at least one month prior to the Annual Membership Meeting.
3. Each candidate nominated shall be added to the LWSC website and allowed a brief statement of their candidacy.
4. Members may vote electronically up to one day prior to the annual meeting for Board candidates through the LWSC website, if available, or at the Annual Membership Meeting.
5. Board Officers will be selected within thirty days following the election in a regular or special meeting of the Board of Directors or by electronic vote as set forth in Article VI.
6. Board members shall serve a term of three (3) years, and may serve two consecutive terms. Board positions shall be staggered such that each year, at least two Board positions shall be subject to a vote of the Members.
7. All terms end in the final year of such term at the Annual Membership Meeting. Board members may be nominated for further terms after a one-year hiatus.
8. In order to limit excessive turnover, the Board may waive the term limits specified above and reduce the number of Board members required to retire at the end of the year, so that the total number of resignations during the year, both voluntary and required, will not exceed two. If one or more Board members are required to leave the Board under such a waiver, those members required to leave will be the members who have served the longest.
9. A vacancy in the Board may be filled at any time by a majority vote of the Board. Any Director so chosen must stand for election at the next Annual Membership Meeting.
10. Any director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the entire Board. Furthermore, any director may be removed from office by the same procedure if the director has failed to attend three (3) consecutive regular meetings of the Board – excused or unexcused.
11. The duties of the Board of Directors are as follows:
 - A. To establish and modify policies of the LWSC with respect to activities, facilities and general achievement of the purpose of the LWSC.
 - B. To hire and supervise a General Manager to run the day-to-day operation of the LWSC.
 - C. To review and approve the administration of the funds and property of the LWSC.

ARTICLE III - OFFICERS

1. The officers of the Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer, elected by a majority of Board members.

2. Elected officers will serve a term of one year or until their successors are duly elected.
3. The President shall preside at all Board meetings, appoint committee members, serve as the direct report for the General Manager and perform other duties as associated with the office.
4. The Vice-President shall assume the duties of the President in case of the President's absence.
5. The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. This duty may be delegated to the LWSC staff.
6. The Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses (its "books and records"). The books and records shall be open at all reasonable times to inspection by any member of the Board of Directors.
7. The Treasurer may delegate his or her record keeping functions to LWSC staff; provided, upon such delegation, the Treasurer shall review the books and records at or before each regular meeting of the Board of Directors, or at least quarterly, whichever period results in a more frequent review. The Treasurer shall summarize his or her review for the Board of Directors at each regular meeting of the Board of Directors; provided, if the Treasurer's review is not conducted at a regular meeting of the Board of Directors and such review reveals any irregularities, the Treasurer shall immediately notify the President and Vice President and shall call a Special Meeting board to review such irregularities.
8. The Treasurer shall approve any transactions over \$5,000.00, and such transactions shall be reported to the Board at the next meeting of the Board of Directors.
9. Upon the approval of the Board of Directors, the President and/or the Treasurer may sign tax forms and loan documents for the organization.
10. Any Officer may be removed by the affirmative vote of a majority of the entire Board.

ARTICLE IV - COMMITTEES

1. The Board may appoint standing and ad hoc committees as appropriate.
2. Every board member shall be an active participant on at least one committee. Members and staff may also participate in committees, but at least two (2) board members shall serve on each committee.

ARTICLE V - MEETINGS

1. Regular meetings of the Board of Directors shall be held on the first Monday of each month.
2. Meeting times may be changed or special meetings may be held at any time when called for by the President or a majority of Board members.

3. When possible, agendas, financial reports, and other pertinent materials shall be provided to the Board of Directors at least one week in advance and made available on the LWSC website.

ARTICLE VI - VOTING

1. A majority of Board members constitutes a quorum. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority of board members present.
3. Electronic voting is permitted when Board action is required between meetings. Board members shall state "I vote yes," or "I vote no" in the first line of an e-mail response to all Board members. Electronic approval of a motion or action requires a majority of the Board to vote affirmative.
4. No quorum of members shall be required for any vote of the members.

ARTICLE VII - CONFLICT OF INTEREST

1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself from voting on said item. In addition, any member may request that Board members be excused from voting if she/he believes that a conflict of interest exists between other members who do not voluntarily excuse themselves.

ARTICLE VIII - FISCAL POLICIES

1. The Board of Directors is authorized to adopt policies and take actions to ensure financial sustainability of the LWSC.
2. No loans or other contractual obligation shall be incurred on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

ARTICLE IX - AMENDMENTS

1. These by-laws may be amended by a quorum of Board members at a regular or special meeting of the Board, and any such proposed amendment(s) must be provided to each Board member at least 30 days prior to said meeting.

Signed by the Board of Directors of the Leavenworth Winter Sports Club on May 1, 2017.

Brett Johnson, President

Rob Fallon, Vice President

Kevin Rieke, Secretary/Treasurer

Todd Smith, Board Member

Marcus Wells, Board Member

David Moazed, Board Member