

POTOMAC VALLEY SKIERS, INC.

BY-LAWS

March 1, 1975

Amended 3/21/78
Amended 7/20/80
Amended 6/17/86
Amended 7/1/89
Amended 7/1/91
Amended 4/16/96
Amended 4/15/97
Amended 4/17/01
Amended 4/15/2003
Amended 4/20/2004
Amended 4/19/2005
Amended 4/17/2007
Amended 4/15/2008

PURPOSE

Good fellowship and the shared enjoyment of good skiing.

SECTION I - MEMBERSHIP

- A. Members of this club who joined before December 31, 1965, are termed Charter Members.
- B. An intended member who is not a charter member is termed an applicant. An applicant must:
 - 1. Be invited and sponsored by an active member in good standing.
 - 2. Submit a written application for membership together with dues. Attend at least three club meetings OR three PVS functions OR ski with PVS members on two or more week-long PVS-endorsed ski trips OR host one club meeting and attend at least one PVS function.
 - 3. Participate in skiing or other athletic snow sports at least three days with a club member or members.
 - 4. Display skiing ability or athletic ability in some other snow sport.
 - 5. Notwithstanding the above provisions, if otherwise convinced of the applicant's qualifications for membership, upon two-thirds vote of all Executive Committee members.
 - 6. Be approved by vote of the members at the annual meeting, provided, however, that five or more negative votes shall be sufficient to bar an applicant from the club.

- C. No application for active or junior membership may be acted upon until the provisions of Section I, paragraph B have been met.
- D. The application will be presented by the sponsor to the membership chairman one month prior to the annual business meeting of the club. The membership chairman will certify the completion of all requirements for membership, and will present the names of qualified applicants to the membership in writing, ten days prior to the annual meeting.
- E. Membership, excluding Associate Members, shall not exceed two hundred dues-paying persons.
- F. If any member should behave in a way prejudicial to the physical or financial welfare of other members, the Executive Committee may, by a majority vote and at its sole discretion, take whatever steps necessary, including expulsion of that member, to insure the well being of the club. Absentee members, upon application, shall be restored to active membership ahead of new applicants.
- G. Members of any classification will be given priority over non-members to attend activities which have a limit on attendance.
- H. In the event that an applicant is unduly delayed in meeting the membership requirements, the duly elected Executive Committee, in its sole discretion, may:
 - 1. If the delay extended beyond four years from the date the applicant originally filed a membership application, terminate said applicant's status as an applicant member and remove said individual's name from the club mailing list.
 - 2. If otherwise convinced of the applicant's qualifications for membership, present said applicant's name to the membership for approval.
- I. Absentee Member: Active Members may change their status to Absentee Member upon written notification to the Membership Chair so long as their primary residence is greater than 75 miles from Washington, DC. Absentee Members may not vote or hold elective office. Absentee Members may elect to change their status back to Active (Regular) Member upon written notification and payment of any difference in dues to the Membership Chair.
- J. A Junior Member is one who shall not have attained the age of 18 years by the end of the current fiscal year period.
- K. Associate Member: Individuals or couples whose primary residence is greater than 75 miles from Washington, DC. may be sponsored by an Active or Absentee Member for Associate Membership status. An applicant for Associate Member must:
 - 1. Be invited and sponsored by an Active or Absentee Member in good standing.
 - 2. Submit a written application for associate membership together with dues.
 - 3. Attend at least one PVS event (such as a ski trip, monthly meeting, hike, etc.).
 - 4. Be approved by vote of the members at the annual meeting, provided, however, that five or more negative votes shall be sufficient to bar an applicant from the club.

Associate Members may not vote or hold elective office.

SECTION II - FINANCE

- A. The fiscal period of the club shall be from July 1 to June 30, and commencing July 1, 1989, shall be for two years.
- B. Biennial dues are based on the member's status at the beginning of the membership cycle. The membership categories are: individual, couple, absentee member, junior member, associate member, applicant – individual, and applicant – couple. The Executive Committee may make changes in the dues structure by a two-thirds vote of all ExCom members.
- D. Biennial dues shall be payable at the beginning of the membership cycle. Dues for any category of membership which commences after the beginning of the membership cycle shall be payable on a prorated basis. Any member whose dues have not been paid within four months of their due date shall be dropped from the rolls of the club.

SECTION III - GOVERNMENT AND ELECTIONS

- A. The club shall be governed by a President, Vice President and six active members in good standing who shall form the Executive Committee. Each member of the Executive Committee shall have one vote on the Executive Committee.
- B. The President and Vice President shall be elected by the highest number of votes cast for those offices by the active membership on or before the annual meeting. The Executive Committee candidates shall be elected by the highest number of votes cast for the number of Executive Committee positions available by the active membership on or before the annual meeting (for example, if three positions are available, the three candidates with the highest number of votes will be elected). The term of a member of the Executive Committee shall be two years.
- C. The immediate past president is, Ex Officio, a non-voting member of the Executive Committee for one year.
- D. The Executive Committee shall appoint a Treasurer and Secretary upon recommendation of the President.
- E. The Vice President succeeds the President in the event the latter vacates the office. The Vice President so serves until the next regular election at the annual meeting.
- F. A vacancy in the Executive Committee shall be filled by appointment by a majority vote of the remaining members of the Executive Committee and the appointed member shall serve the unexpired term.
- G. Recall of the President or a member of the Executive Committee may be proposed by a majority of the Executive Committee or by a petition signed by twenty members of the club. Recall may be accomplished by a vote of three-quarters of the members of the club present and voting at a regular or special meeting of the club, called by the Executive Committee either by the direction of a majority thereof or twenty signed active-member petitioners, for which at least fourteen days' notice has been provided.

- H. The President shall appoint a Nominating Committee Chairman at least three months prior to the election date. The Nominating Committee Chairman shall select a Nominating Committee of no fewer than five additional members in consultation with the President. The committee shall place in nomination names of candidates for President, Vice President, and Executive Committee at a business meeting not later than two months prior to the election. Prior to that meeting, notice of the Committee's nominations shall be mailed to every active member. Additional nominations may be made by the signatures of any five active members in good standing and must be presented at a business meeting at least one month prior to the election.
- I. All nominees must agree to serve, if elected.

SECTION IV - DUTIES OF OFFICERS

- A. The President shall preside at all business meetings of the club and at the Executive Committee meetings. The President shall be the Chairman of the Executive Committee.
- B. The Vice President shall perform all duties specified in Section IV, Paragraph A, in the absence or incapacity of the President and shall assist the President as the latter deems appropriate.
- C. The duties of the Secretary and the Treasurer shall be designated by the President and shall include these minimum responsibilities:
 - 1. The Secretary shall record the minutes of all Executive Committee and business meetings of the club.
 - 2. The Treasurer shall submit to the membership an audited biennial report of the financial condition of the club in accordance with recognized accounting procedures.
 - 3. The Treasurer shall require all bills for payment be submitted prior to payment by the club and all requests for reimbursement by club members be accompanied by proof of payment and be approved by the Executive Committee.
- D. The Executive Committee shall be responsible for the general direction of the club and shall have power to transact all ordinary club business including membership and financial issues. Four members of the Executive Committee constitute a quorum.
- E. The President, with the advice and consent of the Executive Committee, shall appoint such standing committee chairmen as are necessary. Each chairman shall designate an assistant and select such additional committee members as he deems necessary.

SECTION V - MEETINGS

- A. The club shall hold an annual meeting in April of each year for the election of the President, Vice President, and Directors, and for approving applicants for membership. The April meeting will be the regularly scheduled meeting date unless otherwise scheduled by the Executive Committee.
- B. Club business may also be transacted at any regularly scheduled monthly meeting.
- C. Special meetings may be called by the President with ten days notice to the active members.
- D. One-fifth of the active membership shall constitute a quorum for the transaction of the club business.

SECTION VI - AMENDMENTS

- A. Amendments to these bylaws may be proposed at any scheduled meeting by the Executive Committee or by five active members. Proposed amendments require

- the signature of five active members. The club will send copies of the proposed amendment along with instructions to obtain an absentee ballot to all voting members fifteen days before the meeting at which they are voted upon.
- B. Adoption of a proposed amendment shall require a favorable vote of two-thirds of the votes cast by active members.

SECTION VII - DISSOLUTION, ABSORPTION, OR MERGER

- A. The corporation shall be dissolved, absorbed, or merged by or with another club or corporation only upon the affirmative vote of two-thirds of the active members voting at a scheduled meeting.
- B. Fifteen days notice of a meeting at which dissolution, absorption, or merger is to be voted upon shall be given to the active membership.
- C. Upon dissolution or liquidation of the club, its assets shall be disposed of by the Executive Committee in accordance with the Articles of Incorporation.