

Club Crabtowne, Inc.

By-Laws

6/28/11 Change - Article IV Membership Meetings Section 3. Quorum

Was: At all membership meetings, a quorum shall consist of at least 40 Regular members of the Club, who are eligible to vote

Changed to: At all membership meetings, a quorum shall consist of 10% of the Regular members of the Club who are eligible to vote.

Article I - Code of Conduct

In fulfillment of the Club's objectives as stated in Article II, Section 1 of its Charter, the Club enjoins upon its membership observance of this code of conduct.

- a) Members shall not allow use of their names or likeness in such manner as to misrepresent the Club or its aims and ideals.
- b) A member shall not use any privilege extended to the member to promote or solicit business or promote a commercial endeavor other than those specifically approved by the Board of Directors.
- c) Members shall conduct themselves in a responsible and prudent manner at all times, when participating in club-sponsored activities or when representing the Club.

Article II - Members

Section 1. Classification of Members

The Club shall have the following classes of membership:

- a) Individual;
- b) Family;
- c) Honorary;
- d) Special Skiing;

subject to the terms and conditions of these By-Laws.

Section 2. Specific Qualifications for Membership

Qualified persons may be admitted to, and classified for, membership according to the terms of this Section.

- a) Individual Membership

Applicant must:

- 1) Pay all fees and dues as prescribed by the By-Laws.
- 2) Agree to accept and abide by the rules of the Club as defined by these By-Laws.
- 3) Agree that the benefits of membership apply only to applicant.
- 4) Sign a Waiver of Liability.
- 5) Be 21 years of age or older

- b) Family Membership

Applicant(s) must:

- 1) **Be** one or two (1-2) adults, 21 years of age or older, living at the same address, plus dependents).
- 2) Pay all fees and dues as prescribed by the By-Laws.
- 3) Agree to accept and abide by the rules of the Club as defined by these By-Laws.
- 4) Agree that the benefits of membership apply only to applicants as stated on the application

form.

- 5) Each person 18 and older must sign a Waiver of Liability. Parent/guardian must sign a Waiver of Liability for each dependent under 18 years of age.
- c) Honorary Membership. Any qualified member may nominate a member for honorary membership to such person(s) who have made outstanding contributions to the Club, Honorary membership is awarded at the discretion of the BOD. All past presidents are automatically honorary members. Honorary members are subject to the terms of an Individual member except that they shall not be required to pay dues.
- d) Special Skiing Membership. Application for this membership shall be considered where the applicant meets the following criteria:
 - 1) Must be a current member in good standing of a recognized and reputable ski club that is a member of the Blue Ridge Ski Council.
 - 2) Agree that the rules of the Club as defined by its By-Laws will be accepted and abided by.
 - 3) Agrees that the benefits of membership apply only during the duration of a specific Club ski trip.
 - 4) Receive no other benefits of membership as specified in the Club By-Laws.
 - 5) There will be no dues for Special Skiing members.
 - 6) Sign Waiver of Liability.
- e) Hereinafter Individual, Family and Honorary members will be called Regular members.

Article III - Privileges of Membership

Section 1. General Privileges

All Regular members shall have the right to:

- a) receive notices, reports and newsletters authorized by the By-Laws;
- b) attend membership meetings and speak there at;
- c) inspect official Club records upon reasonable notice and written request;
- d) attend and participate in Club functions;
- e) hold office as specified by the By-Laws;
- f) exercise any other right specifically permitted by the By-Laws.

Section 2. Holding Office

All Regular members, 21 years of age and older, shall be entitled to hold office.

Section 3. Voting Rights

All Regular members, 21 years of age and older, shall be entitled to vote, to sign petitions, to present motions and resolutions, to nominate, or to perform other relevant Club business.

Article IV - Membership Meetings

Section 1. General Membership Meetings

The general membership meetings of the Club shall be held at a date, time and place designated by the Board of Directors. Members shall receive adequate notice of such meetings.

- a) The organization and planning of the meetings shall be the responsibility of the Officers and Directors-at-Large of the Club.
- b) The Club shall meet monthly unless the Board of Directors decides otherwise.

Section 2. Special Meetings

Any Regular members of the Club may, under special and unusual circumstances requiring prompt action,

request a special membership meeting provided notice of same is mailed to each member at least fifteen (15) days prior to the proposed meeting date.

Section 3. Quorum

At all membership meetings, a quorum shall consist of 10% of the Regular members of the Club who are eligible to vote.

Article V - Annual Dues, Violations and Penalties

Section 1. Annual Dues

At any general membership or special meeting, annual dues shall be established by two-thirds of votes cast by Regular members.

Section 2. Dues Schedule

All dues are due and payable in full in advance for each fiscal year. The Board of Directors shall designate the 12-month fiscal year. New members may be accepted on a pro rata dues basis.

Section 3. Violations and Penalties

Members whose dues are not received by the due date will be considered delinquent and may be assessed a penalty over and above the renewal dues rate.

Article VI – Organization and Government

Section 1. Board of Directors

The Board of Directors, hereinafter called the Board, shall be composed of the President, President-Elect, Secretary, Treasurer, and no less than four (4) and no more than seven (7) Directors-at-Large, hereinafter called Directors. Any Regular member in good standing of the Club shall be eligible and qualified for election to the Board.

a) Powers of the Board

The direction, control, and management of the Club and its business, properties, interests, and activities shall be vested in the Board. The Board shall have power and authority:

- 1) To take, hold, and administer all funds, properties, securities, materials, or objects that may, at any time, be given, devised, bequeathed, transferred, contributed, or in any manner and in any event, be entrusted to the Club for its purposes;
- 2) To appoint such agents or employees as it may deem necessary or convenient to carry on the affairs of the Club with such powers of other remuneration as the Board may deem proper;
- 3) To adopt and prescribe such rules and regulations as it may deem necessary or convenient;
- 4) To deal with and expend the funds of the Club in such manner and for such objects as, in its judgment, will best promote the interests of the Club;
- 5) To carry out the purposes of the Club by any necessary or convenient means, subject to those proscriptions in the By-Laws.

b) Quorum

A majority of the total Board membership shall constitute a quorum for transaction of business at Board meetings. Majority vote shall govern, except as otherwise noted in the By-Laws. If less than a quorum is present, a majority of those present may adjourn the meeting to another date, notice of which shall be presented to those Board members not present.

c) Recall of Board of Directors

With 30 days notification to membership, at a general membership meeting or special meeting upon a vote of two-thirds of votes cast of the regular membership, and notification thereof, any Director and/or

Officer shall be removed from office or serving on the Board and may not be a candidate for the Board at the next two (2) elections.

d) Compensation

Members of the Board shall not receive compensation for their services, but each Board member shall be entitled to reimbursement for actual out-of-pocket expenses incurred that are connected with Board duties.

e) Expenditures

No expenditure shall be made except by authority of the Board. No contract executed by any Officer shall be valid or binding upon the Club unless authorized or ratified by the Board as reflected in the minutes.

f) Committees

The Board may designate one or more committees from their number to deal with specific items of Club business.

Section 2. Officers

The Club Officers shall consist of a President, President-Elect, Secretary, and Treasurer.

a) Term of Office

- 1) The President-Elect shall serve for one year and then assume the role of President for an additional one-year term
- 2) All other Officers shall serve for one year or until their successors are elected. The term of office begins at the BOD meeting following the election, after the outgoing board's completion of old business.
- 3) During their term of office, all Officers shall serve on the Board and the President shall be the Chairperson of the Board.

b) Nomination and Election Procedures

- 1) The Chairperson of the Nominating Committee (see Paragraph c, Sub-paragraph 2 of this Section) will appoint such members as they deemed necessary to obtain a slate of Officers for the next election.
- 2) Any regular member shall be eligible to be nominated for any office open for election. Officers other than the incumbent President shall be eligible for nomination for re-election; the incumbent President shall be eligible to be nominated for any other office open for election.
- 3) The Nominating Committee will present a nomination slate consisting of candidates for President-Elect, Secretary, Treasurer and Directors at Large to the general membership 30 days prior to the scheduled election. In addition, at the election meeting, nominations can be made from the floor by Regular members.
- 4) At the election meeting, election of Officers will occur before election of other Board members.

c) Duties of Officers

- 1) President. The President shall preside at all Board meetings and shall have general charge and control of all its business and affairs. The President may sign and execute all authorized bonds, contracts, and obligations in the name of the Club. At general membership meetings, the President shall have the general powers and duties of supervision and management usually vested in the President of a corporation. The President shall appoint chairs of standing or special committees.
- 2) President-Elect. The President-Elect shall serve as the Board's parliamentarian with a good working knowledge of Robert's Rules of Order (most current edition). The President-Elect shall serve as temporary Chair of the general membership meeting and/or Board meeting in

the absence of the President. The President-Elect shall appoint the Chairperson of the Nominating Committee. The President-Elect shall automatically become the President at the end of the President's term of office.

- 3) Secretary. The Secretary shall perform the following duties:
 - a) Issue notices and reports of Board meetings.
 - b) Keep a written record of each Board meeting and general membership meeting which shall be approved by Board members present and be available to the general membership.
 - c) Transact such part of the correspondence relating to the Club and Board and shall perform such other duties as the Board may direct.
- 4) Treasurer. The Treasurer shall perform the following duties:
 - a) Receive, collect, and have custody of all funds and evidence of property belonging to the Club, subject to general Board approval and review.
 - b) Keep charge of all monies and securities in financial institutions approved by the Board.
 - c) Keep and maintain adequate and timely records and accounts of the Club's financial affairs. Such "books of account" must be available for inspection by any member at all reasonable times upon proper written request.

d) Vacancies of Officers

In case of a vacancy from any cause of the President, the President-Elect shall become the President. The new President shall retain all of the powers and duties of President-Elect as well as assuming the powers and duties of the office of President. In case of a vacancy from any cause of the President-Elect — except where the President-Elect became President, Secretary, or Treasurer, a new Officer will be elected at the next general membership meeting, to serve the unexpired term, provided that notice be given to the voting membership prior to that meeting. Nominations to fill the vacancy shall be made by the remaining Board members. In addition, any Regular member may make a nomination from the floor at the election meeting.

Section 3. Directors-at-Large

a) Number and Qualifications

The Directors-at-Large (Directors) shall be composed of no less than four (4) and no more than seven (7) members. Any Regular member in good standing of the Club shall be eligible and qualified for election as a Director.

b) Term of Office

The term of Directors shall be for one (1) year and/or until their successors are elected. The term of office begins at the BOD meeting following the election, after the outgoing board's completion of old business.

c) Nomination and Election Procedures

The Nominating Committee will present a slate to the general membership at least 30 days prior to the scheduled election. At the election meeting, nominations can be made from the floor by Regular members. Election of Directors will occur after election of the Officers at said scheduled meeting. Directors shall be elected by a majority vote of the Regular members voting at a general membership meeting called for that purpose. Those persons receiving the highest number of votes for the Directors seats shall be deemed elected.

d) Vacancies of Directors-at-Large

In case of a vacancy from any cause, the President may call for the election of a new Director to serve the unexpired term. If the vacancy causes the number of Directors to fall below four (4), the President must call such an election. The Director will be elected at the next general membership meeting,

provided that notice is given to the voting membership prior to that meeting. Nominations to fill the unexpired term shall be made by the remaining Board members. In addition, any Regular member may make a nomination from the floor.

Article VII - Meetings of the Board of Directors

Section 1. Place of Meeting

The Board may hold their meetings at such place as they may from time to time determine. In emergency situations, the Board may hold their meetings by conference phone or electronic communication in accordance with the provisions of Maryland law.

Section 2. Regular Meetings

The Board shall meet once a month, at such time as designated by the Board, for the purpose of conducting any and all official Club business. Board and committee meetings, except those held in Executive session, are open to all Regular members without privileges of the floor, except with majority vote by the Board of Directors. Following the election of a new Board, an annual Board meeting of both the outgoing and incoming Boards shall be convened to exchange information and prepare for the forthcoming year. Any and all business related to the changeover of administration may be conducted at this time, and recorded in the Secretary's minutes.

Section 3. Special Meetings

A special meeting may be called by the President, any three (3) Directors, or any fifteen (15) Regular members. Notice of a special meeting shall be delivered to the Board, by fax, telephone or e-mail, not less than seven (7) days prior, or, if by mail, postmarked 10 days prior to the scheduled meeting date .

Article VIII - Club Committees

Section 1. Standing Committees

The Club shall have the following standing committees: a) ski ; b) water sports; c) dance; d) hiking; e) biking; f) activities; g) meetings and programs; h) membership.

Section 2. Special Committees

The Club shall have such special committees as the President and/or Board of Directors may appoint.

Section 3. Committee Reports

Committee chairpersons shall report in writing as required.

Article IX - Affiliate Membership

Section 1. Blue Ridge Ski Council

The Club shall be a member of the Blue Ridge Ski Council or its successor organization. The President shall appoint representatives to the Council.

Section 2. Other Affiliations

On recommendation of any Regular member, the Board may elect to join other affiliate organizations. The President will appoint any needed representatives.

Section 3. Dues

The Board of Directors will direct payment of dues and forwarding of appropriate records required under any affiliate agreement.

Article X - Alteration of By-Laws

The voting membership of the Club may alter, amend, or repeal the By-Laws at any general membership meeting, or at a special meeting called for that purpose, provided that at least thirty (30) days notice be given prior to the vote. Two-thirds (2/3) of the votes cast by the Regular members present is needed for approval of the proposed changes.