

BAY AREA COUNCIL OF SKI CLUB

CONSTITUTION AND BY-LAWS

04/2021

RESOLVED:

That the Bay Area Snow Sports Council, a non-profit organization, hereby adopts the following Constitution and By-Laws for its government, management, and operations; superseding all existing Constitutions, By-Laws, and Resolutions of the Bay Area Snow Sports Council of the Far West Ski Association.

ARTICLE I - Name

This organization shall be known as the Bay Area Snow Sports Council, hereinafter referred to as BAC.

ARTICLE II - Relationship to the Far West Ski Association

This organization is a regional council affiliated with the Far West Ski Association and shall have territorial jurisdiction as specified by the Far West Ski Association. Anything in these By-Laws, or in the enactment of this organization to the contrary notwithstanding, the property, funds, and engagements of this organization shall not be subject to the jurisdiction of the said Far West Ski Association either during the continuance of the life of this organization or upon its dissolution.

ARTICLE III - Purpose

Provide functions and services that serve the best interests of the member clubs, their members, and snow sports activities that can be more effectively accomplished by collective action. Coordinate and manage Council activities involved in social, intramural athletic events, and other beneficial programs.

1. Provide liaison and interface functions between the BAC clubs and/or leagues, Councils, and the Far West Ski Association.
2. Serve the clubs and leagues by providing a communications link, public relations activities and information; maintain a Council members' roster and interface scheduling; and support membership drives.
3. Coordinate and manage those Council and inter-league activities that involve all clubs, such as:
 - a. National and Regional Ski Week Travel and Promotion Activities
 - b. Public Affairs/Area Development Support
 - c. Race Clinics and Race Programs
 - d. Far West Ski Association Convention Promotion, support and presentation
 - e. Assist new Club(s) formation

ARTICLE IV - Liability

All persons or corporations extending credit to, contracting with, or having any claim against the "BAC" shall look only to the funds and property of the Council for payment of any such contract, claim, debt, judgment, damage, decree, cause of action, or any money that may in any way become due and payable

from the “BAC.” Neither the members of the “BAC” nor the Board of Directors, present, past, or future shall be personally liable for any debt set forth in this article.

The “BAC” is a non-profit organization. The members hereof shall not be entitled to any individual or collective interests, participation, share, right, and/or property right in or to the assets of the “BAC,” but such assets shall be and constitute the indivisible property of the “BAC.” No pecuniary profits, or dividends of payments of like nature, shall be declared or paid to members of the “BAC.” The “BAC” will not assume any liability for injury to, or damage done by, any member, or for injury sustained by anyone at a function sanctioned by the “BAC.”

ARTICLE V - Membership

Section 1. Eligibility

Any non-profit snow sports organization, or individual, located within the greater Bay Area that wishes to actively participate in amateur snow sports activities is eligible for membership upon submittal of written application to a BAC member officer. An approving vote of BAC Board members is required for acceptance into or expulsion from the Council.

1. Membership shall be open to all snow sports organizations and snow sports individuals who subscribe to the goals and purposes of this organization.
2. A “Member” shall be any club or individual who has fulfilled the requirements and application procedures for membership as prescribed by the BAC Board of Directors and has paid the annual dues, if any, as prescribed by BAC Board of Directors.
3. Categories of Membership
 - 3.1. Club Membership
 - 3.2. Direct Member – A Direct Member shall be any individual who is not a member of a BAC-affiliated ski club. Each person shall complete the Application, accompanied by the appropriate annual fees, if any, that are prescribed by BAC. All Direct Members shall conform to BAC By-Laws and all requirements as specified by the BAC Board of Directors.
 - 3.2.1 Direct members have no voting rights at the BAC Board or general meetings.
 - 3.2.2 Spots on BAC-sponsored trips or other advertised trips will be based on availability.

Section 2. Dues

The annual dues of member clubs shall be determined by the voting members in attendance at the May meeting in any one year. A completed officers’ roster and dues shall be due and payable before the end of September each year.

Section 3. Meetings

1. **General meetings** shall be held on the second Monday of each month unless otherwise decided by the Board.
2. **Board meetings** shall be held monthly or as required.

Section 4. Voting

1. General Meeting

All member clubs shall have equal voting rights at general meetings. Each club shall have two votes, President and club representative, who are present at any one meeting. The chairperson/director of each racing league shall also have a vote. All such voting shall be by representatives in attendance and in no event by written or personal proxy.

1.1 In no event shall any individual have more than one vote; proxies either written or personal shall not be allowed.

2. Board of Directors' Meeting

The persons eligible to vote at a Board of Directors' meeting shall be the President, President Elect/Past President, Secretary, Treasurer, Communications Director, Membership Director, Public Affairs Director, Travel Director, Webmaster, Industry Liaison, Open League Director of Racing, and Singles League Race Chairperson.

2.1 In no event shall any individual have more than one vote; proxies either written or personal shall not be allowed.

Section 5. Quorum

1. General Meeting

A quorum of one-third of the member clubs shall be present for the transaction of business at the general meeting. For voting on the transaction of business, a simple majority (51%) of the eligible voters present is required.

2. Board of Directors' Meeting

A quorum at a Board of Directors meeting shall be comprised of 60% of the filled offices of the Board of Directors, **not** including the Open League Racing Director and Singles League Racing Chairperson.

ARTICLE VI - Organization

The BAC racing program shall be organized into two leagues, Open League and Singles League. Membership in these leagues shall be as designated by the individual league's structure. Other leagues may be formed as required and designated.

Section 1. Management

The BAC shall be managed by a Board of Directors consisting of President, Past President, President Elect, Secretary, Treasurer, Communications Director, Membership Director, Public Affairs Director, Travel Director, Webmaster, and Industry Liaison. Candidates for offices must be members of BAC member clubs in good standing.

Section 2. Committee Directors

The Council's Board of Directors shall appoint qualified individuals to fill committee directors' chairs. Committees such as By-Laws, Audit, Budget, and other ad hoc committees may be required.

Section 3. Elections

1. The election of officers shall be held annually. Nominations for elective offices will be opened at the February general meeting and elections shall be held at the April general meeting. The new Board will assume office on the third Monday in May. The officers shall serve for one year or until their successors are elected.
2. Nominations for the office of President-Elect will be opened at the December general meeting and elections shall be held at the January general meeting.
3. The President-Elect term of office shall begin on February 1 and end on the third Monday in May, at which time he or she shall become President for the term of one (1) year.
4. The term of office of the Past President shall begin on the third Monday in May and end on January 31 of the following year.

Section 4. Filling Vacancies

Vacancies on the Board of Directors will be filled by nomination from the Council members at the general meeting following the vacancy with elections to be held at the next general meeting. If there are no nominations at either meeting, the position may be filled by appointment of the Board of Directors.

Section 4.1 President Vacancy

In the event that the office of the President is vacated before the expiration of the term of office, the President-Elect shall assume the office of the President and an election held for the office of the President-Elect, in accordance with Section 4 above.

Section 5. Functions and Responsibilities of Officers

These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the BAC.

1. *President -*

- Presides at Board and General meetings.
- Directs and controls BAC affairs subject to Board control.
- Official Council representative to Far West Ski Association and National Ski Council Federation.
- Ex-Officio member of all committees, except the nominating committee.
- Signer of check disbursements with the Treasurer.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

2. *President-Elect -*

- Shall assist in planning current activities, in directing the Council's future programs, and shall be the Chair of the Officers Nominating Committee.
- In the event the President-Elect shall already be a member of the Board of Directors upon election, he or she shall combine both positions and have one vote.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

3. *Secretary* –

- Responsible for Board and General meeting minutes and notices.
- Maintains BAC correspondence and documents file.
- Sends out timely notices of meetings.
- Make minutes and records available to members upon request.
- To have on hand at each meeting a list of all existing committees and their members.
- To maintain a record book in which the By-Laws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded, and to have the current record book on hand at every meeting.
- In the absence of the President, President-Elect, and the Past President, to call the meeting to order and preside until the immediate election of a chairman pro-tem.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

4. *Treasurer* -

- Maintains an accurate account of the revenue, gifts, properties, and financial transactions of the BAC, including disbursements, gains, losses and surplus.
- Provides complete financial reports consisting of quarterly income and expense statement and balance sheet(s) at end of the year. Such reports shall be distributed to the Board of Directors, Committee Directors, and authorized representatives of member clubs.
- Responsible for maintaining the checking account.
- Signer for check disbursements with the President. In the President's absence, the Past President and Secretary have signature authority. The Board of Directors may designate additional signature authority.
- Prepare and submit the necessary reports to the State Franchise Tax Board and Internal Revenue Service after approval by the Board.
- Maintain BAC Tax-Exempt Status.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

5. *Past President* - (Provides continuity - acts in an advisory role)

- Fills in for the President in the President-Elect's absence or inability to perform.
- Parliamentarian and By-Laws Committee Chairperson.
- Ex-Officio member of all committees.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

6. *Communications Director* -

- Responsible for the publication of the BAC Newsletter on a monthly basis and information dissemination.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

7. *Public Affairs Director -*

- Communicate with FWSA and other organizations as appropriate.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

8. *Membership Director -*

- Responsible for maintaining a roster of all member clubs, officers, club mailing addresses, club meeting places, direct or individual members, and collection of membership dues.
- Responsible for maintaining and supplying current membership list(s) to the Board of Directors and Council members.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

9. *Travel Director -*

- Manage, schedule, promote, handle, and administer the travel program for BAC, including Far West Ski Week and any other ski weeks approved by the Board of Directors.
- Obtain pertinent information from other committees for travel.
- Promote other travel programs and assist clubs as required.
- Complete accountability reports at close of each event and as requested by Board of Directors.
- Appoint, with Board of Directors' approval, trip leaders to assist the Travel Director.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

10. *Webmaster -*

- Maintain BAC website and assist member clubs with individual websites.
- Assist member clubs with publicity.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

11. *Industry Liaison -*

- Maintain information and liaison with local resorts and snow sports organizations.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

Section 6. Functions and Responsibilities of Committees

1. *Audit Committee -*

- Review the operations of the BAC for conformance with the By-Laws and submit a written report of their findings to the BAC prior to the annual elections.
- Committee shall consist of at least three (3) club representatives plus the Past President, who shall serve as the Chairperson.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

2. Budget Committee –

- Prepare an operating budget for submission to the BAC prior to August 30th.
- Committee shall consist of the Chairpersons of each committee, plus the Treasurer who shall serve as the Chairperson.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

3. Parliamentary and By-Laws Committee -

- Parliamentarian and By-Laws Committee Chairperson.
- Ex-Officio member of all committees.
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the BAC.

ARTICLE VII - Financial Transactions

The Council shall maintain a checking account. All transactions (including incurring a debt) and expenditures shall be authorized and voted upon by the Board. The intent of these policies is to maintain a balanced budget throughout the fiscal year that is without deficit.

ARTICLE VIII - Amendments

By-Laws may be amended at a time specified by the Board. Notices of amendment must be distributed by mail to all members, BAC officers, and BAC committee heads at least 14 days prior to voting. Provided a quorum is met, as previously defined, a majority of two-thirds of the members present is required to approve amendments.

ARTICLE IX - Distribution of Governing Documents

The By-Laws of the organization shall be mailed prior to the first meeting of the Board of Directors each year to each new member of the Board. Any active member of the organization may obtain a copy of the By-Laws by requesting the same from the Board of Directors.

ARTICLE X - Parliamentary Authority

Robert's Rules of Order (newly revised 1990 edition or current edition).

ARTICLE V Membership, Section 4. Voting, 2. Board of Directors' Meeting
Benefits Director and Travel Director added after Vote 9/94.

ARTICLE VI Organization, Section 1. Management
Benefits Director and Travel Director added after Vote 9/94.

ARTICLE VI Organization, Section 2. Committee Directors
Benefits Director and Travel Director deleted from this section.
Senior Skiers and Disabled Skiers committees added after Vote 9/94

ARTICLE VI Organization, Section 5. Functions and Responsibilities of Officers
Benefits Director and Travel Director with functions added after Vote 9/94.

ARTICLE VI Organization, Section 6. Functions and Responsibilities of Committees

Benefits Director and Travel Director deleted from this section.

Senior Skiers and Disabled Skiers committees with functions added after Vote 9/94.

ARTICLE V Membership, Section 2. Dues

Dues shall be determined at April or November meeting in any one year. A completed officers' roster and dues shall be due and payable before the end of September each year.

Changes were approved after Vote 12/95.

Voted 12/01:

Resolved: That the *Bay Area Snow Sports Council*, a non-profit organization, hereby adopts the ... Name changed after Vote 12/01.

ARTICLE 1 – Name

This organization shall be known as the Bay Area Snow Sports Council, hereinafter referred to as BAC. Name changed after Vote 12/01.

ARTICLE V Membership, Section 4. Voting, 2 Board of Directors' Meeting

Webmaster, Industry Liaison, Open League Racing President, Singles League Racing President added after Vote 12/01.

ARTICLE V Membership, Section 5. Quorum, 2 Board of Directors' Meeting

A quorum at a Board of Directors' meeting shall be comprised of 60% of the Board of Directors, NOT including the Open League President, Singles League President, Open League Racing President (added), and Singles League Racing President (added).

Approved with Vote 12/01.

ARTICLE VI Organization, Section 1. Management

Webmaster and Industry Liaison added to this section after Vote 12/01.

ARTICLE VI Organization, Section 3. Elections

Nominations to be opened at February meeting (was April) and elections at April meeting (was June). The new Board assumes office on third Monday in May (was June).

The President Elect assumes office on third Monday in May (was June).

Approved after Vote 12/01.

ARTICLE VI Organization, Section 5. Functions and Responsibilities of Officers

Webmaster and Industry Liaison offices with functions added after Vote 12/01.

ARTICLE V Membership and ARTICLE VI Organization, Section 1 Management

Added Direct or Individual Members. Removed Benefits from Board position. Removed specified committees. Removed reference to Singles League and Open League. Quorum changes for both general and Board meetings. Approved with Vote 6/20.

ARTICLE V Membership, Section 5. Quorum, 2. Board of Director's Meeting

Add "filled offices" of Board of Directors. Approved with Vote 4/21.

04/2021

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