

ARTICLE I
Office and Purpose

Section 1.

Offices. The principal office of the corporation in the State of North Carolina shall be located at the residence of the President. The corporation may have such other offices, either within or without the City of Greensboro as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

The corporation shall have and continue to maintain in the City of Greensboro, State of North Carolina, a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the City of Greensboro, State of North Carolina, and the address of the registered office may be changed from time to time by the Board of Directors, subject to the corporation laws of the State of North Carolina.

Section 2.

Purpose: The members of the Greensboro Ski & Outing Club have organized as a tax exempt corporation with the following objectives: a) To encourage participation in skiing, camping, hiking, sailing, canoeing, rafting and other outing opportunities; b) To offer advantages to members that result from group participation in Club sponsored activities; c) To provide social fellowship, educational, and other activities for the benefit of its members.

Section 3.

Non Discrimination: The Board of Directors, Officers, Event and Outing leaders, or members shall not permit any activity or written policy statement that provides for discrimination against any person on the basis of race, color, religion, national origin, sex, age, disability, sexual preference or orientation, marital status, or any other unlawful factor.

ARTICLE II
Members

Section 1.

Classes of Members. The corporation shall have two (2) classes of memberships. A member in good standing shall not be assessed a process fee by transferring from one class to another, but will be required to pay the difference in dues, if higher. The designation of such classes and the qualifications and the rights of members of such classes will be as follows:

- A. Individual Memberships. This is a membership for one person who upon payment of initiation fees and the yearly dues, shall receive a membership, and shall be entitled to one (1) vote, and shall be 18 years of age or older.
- B. Family Memberships. This membership may consist of not more than two adults and any children under 18 years of age who reside at the same mailing address. A family membership will receive a membership card for each adult, and two adults will have the privilege of one (1) vote each. The membership will reside in the name of the applicant. Children under 16 years of age must be accompanied by an adult who will be responsible for the child on club trips and at club functions unless otherwise indicated.
- C. Membership year runs from the month joined to the same month the following year.

Section 2.

Election of Members. Persons interested in joining the corporation shall do so by submitting a membership application. The membership application for new or renewing members shall be deemed automatically approved subject to disapproval by a majority at the Board of Directors' meeting following the date of the application. The release clause on the application/renewal form must be signed by the applicant for each year of membership – (a family membership is maintained under the name of the applicant).

Section 3.

Voting Rights. Each member shall be entitled to a vote in the manner stated in Section 1 on each matter submitted to a vote of the members.

Section 4

Termination of Membership. By a majority vote plus one of the Board of Directors any membership may be terminated with or without cause.

Section 5.

Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member, so resigning of the obligation to pay any dues, assessment or other charges theretofore accrued and unpaid.

Section 6.

Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III Meetings of Members

Section 1.

Annual Meetings. An annual meeting of the members shall be held at such time, and at such place, as shall be designated by the Board of Directors, for the purpose of electing officers, and for the transaction of such business as may come before the meeting.

Section 2.

Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3.

Place of Meetings. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be at the registered office of the corporation in the City of Greensboro, State of North Carolina; but if a majority of the members shall designate meeting at any time and place, either within or without the State of North Carolina, such meeting shall be valid without call or notice, and at such meeting any corporation action may be taken.

Section 4.

Notice of Meetings. Written or printed notice stating the place, date and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) or more than fifty (50) days before the date of such meeting.

Section 5.

Quorum. Such members as are present at any membership meeting shall constitute a quorum for such meeting.

ARTICLE IV

Board of Directors

Section 1.

General Powers. The affairs of the corporation shall be managed by the Board of Directors.

Section 2.

Number, Tenure and Qualifications. The Board of Directors shall consist of the elected officers of the corporation, the immediate past President, and six (6) additional members. The six additional board members shall be elected for 1 year terms (to run concurrent with the term of the elected officers of the corporation) with the ability to serve more than one period if re-elected. Directors must be residents of the State of North Carolina and must be current members of the corporation in order to be considered duly qualified for office.

Section 3.

Regular Meetings. A regular annual meeting of the Board of Directors may be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.

Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them.

Section 5.

Notices. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice, telephone notice, or personal delivery.

Section 6.

Quorum. Such members as are present at any Board of Directors' meeting shall constitute a quorum for such meeting.

Section 7.

Acts of Directors. The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8.

Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

Section 9.

Permanent Board Position. The club Race Director, appointed by the President, will automatically be a member of the Board of Directors.

Section 10.

Removal. Any member of the Board of Directors (including officers and appointed agents) may be removed by the general membership at any regular or special meeting of said general membership, but such removal shall require two-thirds vote of a quorum of general members there present.

ARTICLE V

Officers

Section 1.

Officers. The officers of the corporation shall be a President, Vice-President, Secretary and a Treasurer. No two offices may be held by the same person.

Section 2.

Election. The officers of the corporation shall be elected annually by the membership at the annual meeting of the general membership.

Section 3.

Term of Office. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified as a current member of the corporation. The term of office shall begin with the first Board of Directors meeting following the annual meeting of the members.

Section 4.

Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, termination of membership, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, and any duly qualified member of the corporation shall be eligible for such vacancy.

Section 5.

President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgage bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 6.

Vice-President. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7.

Treasurer. The treasurer shall, except as set forth herein, have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation at such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors. Notwithstanding the foregoing provisions, upon approval of a majority of the Board of Directors, the Treasurer may delegate responsibility for receiving depositing, disbursing, and accounting for funds in connection with Ski Club trips to other persons. In the event of such delegation of responsibility, the Treasurer shall be responsible only for the designation of the manner of accounting for and of transferring such funds to and from the general account of the Club.

Section 8.

Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is

affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

ARTICLE VI Committees

Section 1.

Standing Committees. The corporation shall have such standing committees as the Board of Directors shall appoint from time to time. Any standing committee may be dissolved at any time by the Board of Directors.

Section 2.

Standing Committee Chairman. Chairman of the standing committee shall be appointed by the President which appointment shall occur between the annual meeting when the President is elected and the next meeting of the corporation.

ARTICLE VII Contracts, Liens and Deposits

Section 1.

Contracts. A majority of the Board of Directors may authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument on behalf of the Club, and such authority may be general or confined to a specific instances.

Section 2.

Loans. No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, and passed by a majority of the members of the Board. Such authority may be general or confined to specific instances.

Section 3.

Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Club shall be signed by such officer(s) or agent(s) of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4.

Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such depositories as the Board of Directors shall direct.

ARTICLE VIII Evidence of Membership

Section 1.

Membership. Membership in the corporation shall be evidenced by a membership card issued by a member of the Board of Directors. The name and address of each member and the issuance of the membership card shall be entered in the records of the corporation. If any membership card shall become lost, mutilated, or destroyed a new membership card may be issued upon such terms and conditions as the Board of Directors may determine.

Section 2.

Issuance of membership cards: When a member has been elected to membership and paid fees and dues that may then be required, a membership card shall be issued in his name.

ARTICLE IX

Books and Records

Section 1.

The corporation shall keep correct and complete records and books of account and shall also keep minutes of the proceeding of its meetings of members, Board of Directors, and when necessary, committees. The Secretary shall at all times have available for any member a record showing the names and addresses of all members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any purpose at any reasonable time.

ARTICLE X FISCAL YEAR

Section 1.

The fiscal year of the corporation shall begin the first day of April and end on the 31st day of March each year.

ARTICLE XI DUES

Section 1.

The amount of annual dues and processing fees may be changed by a majority vote of the acting Board of Directors at any annual or special meeting. Until so changed, the annual dues shall be: Family membership - \$45.00; Individual membership - \$35.00.

Section 2.

Renewal of Dues. Renewal of membership shall become due, annually, by the last day of the month a member joins. Notice of renewal will be indicated by a renewal letter sent to the member in the month prior to the expiration of the membership. Each member's renewal month will be indicated on their membership card and on the mailing label used on the newsletter.

If membership is not renewed by the last day of the month it becomes due, membership will be dropped as of the 15th day of the following month. This allows a grace period and for renewal at the general membership meeting.

ARTICLE XII Seal

Section 1.

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, Corporate Seal of the Greensboro Ski & Outing Club, Inc.

ARTICLE XIII Waiver of Notice

Section 1.

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina or under the provisions of the Articles of Incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Amendment to Bylaws

Section 1.

These bylaws may be altered, amended or repealed and new bylaws may be adopted by any general membership meeting by a majority vote of the members present. All such proposed changes must be submitted in writing to the general membership at least ten (10) days prior to the meeting at which the vote will be taken.

Greensboro Ski & Outing Club
Code of Ethics (adopted by the GSOC BOD July 1998)

No member shall engage in any behavior or activities which conflict with the spirit and intent of the GSOC Purpose, Article 1 Section 2 of the by-laws, such as:

1. Misuse of the GSOC directory, or personal information of its members.
2. Undertaking any activity, privately organizing, advertising conducting a directly competing trip or event that causes the club or its members to suffer harm or loss.
3. Possess illegal firearms or drugs.
4. Engage in fighting or harassment of any sort.
5. Engage in theft or other unlawful acts.
6. Distribute unsolicited or uninvited propaganda.
7. Offer or accept payments, gifts, services, travel, entertainment or favors from anyone with whom the individual acts as an agent of the club.

If you have any questions about the policy or any behavior or activity may be construed as violating the spirit and intent of the GSOC purpose, please contact any board member.

Disciplinary Policy

For infractions of the GSOC policies and Code of Ethics, disciplinary action can include a written warning, immediate suspension or expulsion from the club at the discretion of the Board of directors.

Non-member meeting charge

The Board of Directors has approved a standard \$5.00 non-member fee to attend regular club meetings. If the membership fee is paid on the same day of the meeting, the \$5.00 charge will be applied to the membership fee.

This policy promotes the benefits of membership and reinforces the purpose of incorporation as a club.

Returned check policy

The Board of Directors has approved a standard returned check policy. Returned check charges will be assessed to the individual incurring the expense and will be established by current bank rates. The change is required to insure the individual and not Greensboro Ski and Outing Club will cover the costs of processing by the bank.

Greensboro Ski and Outing Club Cancellation Policy

If a participant cancels, for any reason, he/she will be charged a cancellation fee described below, plus any unrecoverable amounts paid on their behalf for transportation, lodging or any other related expense. Failure to make payments according to payment schedules may also result in cancellation of their participation on a trip, with forfeiture of amounts paid to cancellation date. He/she has acknowledged receipt of the cancellation and payment schedules for the event when they sign the waiver form.

Trip cost	\$ 99. Or less -	\$ 10.00 Cancellation fee
Trip cost	\$ 100 - to \$ 400.	\$ 25.00 Cancellation fee
Trip cost over \$ 400. -		\$ 50.00 Cancellation fee

Alcohol Policy (Longstanding, in effect prior to 1992)

1. The Greensboro Ski and Outing Club, its membership and retained representatives shall not serve alcoholic beverages to any visibly intoxicated person(s).
2. The Greensboro Ski and Outing Club, based upon state regulations related to a private party, may distribute alcohol. We will maintain a responsible attitude toward the sale and consumption of alcohol at all events. Alcohol must be served, not self-service: i.e., no open keg unless approved by the Board of Directors.
3. All major activities at which alcohol is to be distributed must have Board approval prior to the event.
4. The Greensboro Ski and Outing Club shall make available a selection of nonalcoholic beverages at all activities where alcoholic beverages are also available.
5. The Greensboro Ski and Outing Club unconditionally supports and enforces all applicable state statutes prohibiting open containers of any alcoholic beverages in a moving private vehicle.
6. The Greensboro Ski and Outing Club shall provide ongoing education to its membership regarding alcoholic beverage consumption considerations.

Guidelines for Organizing Events/Activities

We want to encourage all members to take part in creating, assisting and leading events and activities. Any member that wants to organize an activity may contact the appropriate Outing or Trip Coordinator (Outings, Trips, Social, Race Team) or any Board Member for assistance and process. Likewise, each BOD (Board of Directors) event/outing coordinator is responsible for submitting, promoting, and managing their own events. For either Coordinator or member, this would include making reservations, collecting money, arranging transportation, etc. Event organizers may want to advertise for assistants or contact previous attendees and get them involved.

Steps to follow:

1. Event/outing/activity is created (by any member)
 - a. Organizer (any member) submits the activity to one of the BOD coordinators or any BOD, depending on type of activity. BOD coordinator offers assistance, guidance, encouragement to members willing to lead activities.
 - b. Activity is reviewed for proper working, promotion, liability, consistency, etc
 - i. Date, time, place
 - ii. Details
 - iii. Contact information
 - iv. Need for waiver
 - c. If event requires club funds, it must be submitted to BOD for approval.
 - d. Event may include fellowship opportunities such as meals, games, activities, etc. These should be included in promotion of event.
 - e. Event information is sent to the Club's webmaster and newsletter editor for GSOC website, NING posting, newsletter inclusion and e-mail blasts.
2. Promotion of event (continually until trip filled or deadline for sign-up reached)
 - a. GSOC Website
 - b. NING
 - c. Newsletter
 - d. E-mail blast (If trip is time sensitive, a separate e-mail may be necessary)
 - e. Table top at meetings
 - f. Posting previous trip photos
 - g. Flyers available at meetings
 - h. Develop slogan (ex. "Celebrate OBX '08, Mate!")
3. Added Value
 - a. Orientation social
 - b. Common fellowship activities during event

c. Value-added extras such as free-bees, prizes, momentos

4. Event follow-up

- a. Encourage attendees to post photos on NING
- b. Write and post brief "success" story; post to NING and newsletter
- c. Encourage other members to organize and get involved in leading or assisting in events

5. Continued club activity involvement

- a. Post activity coordinator's contact information and encourage suggestions
- b. Add line item to newsletter for member ideas

Note: Recurring approved activities such as bowling, volleyball, golf, etc. don't need to follow steps other than those for promotion.

Revised 5 July 2009 - Lichty