

Proposed
Bylaws
for
Beech Mtn. Ski Educational Foundation
("BMSEF")

ARTICLE I - ORGANIZATION

1. The name of this organization shall be, Beech Mtn. Ski Educational Foundation ("BMSEF")
2. BMSEF shall be organized and incorporated as a non-profit charitable organization exempt under section 501 (c) (3) of the Internal Revenue Code and its regulations.
3. BMSEF shall be incorporated under the laws of North Carolina as a not-for-profit organization, and shall have its principle office in Beech Mtn. N.C. BMSEF may have copyrighted trademarks and / or logos, which shall not be used in any advertising, promotion, or sale of commercial goods or services, except as specifically authorized in writing by the BMSEF Board of Directors ("BOD") or their delegated representative.

ARTICLE II - PURPOSES

1. To provide first-rate ski competition training programs for a variety of ages and ability levels, with a primary emphasis on junior programs.
2. To interest, educate and involve the surrounding communities in the development of junior ski racing and alpine competition.
3. to provide a variety of services and benefits for its members including social events, news letters, educational materials and clinics.
4. to be affiliated with the U.S. Ski Association (USSA) through its Eastern Division, comply with USSA's competition regulations and other provisions of its bylaws and participate in its programs.

ARTICLE III - MEMBERSHIP

1. Membership in the foundation shall be open to any individual or family who subscribes to the above purposes, regardless of race, creed, color, or sex. Each member is entitled to all the benefits of membership pertaining to his or her class of membership.
2. Membership classes, annual dues and applicable fees shall be determined annually by the BOD.

ARTICLE IV - GOVERNMENT

1. The government and general management of BMSEF shall be vested in its BOD, which shall have full authority and responsibility to conduct the business affairs of BMSEF.
2. The BOD shall meet as a body at least two times during each fiscal year. All meeting dates will be established at the prior BOD meeting with written notice at least thirty (30) days prior to each meeting.
3. Special meetings may be called by the president or five (5) directors by written request to the president and secretary. Time, place, reason and agenda for special meetings will be mailed first class to all directors with a thirty (30) day notice per meeting, unless an emergency requires less notice. *In case of such an emergency, attempts will be made by the president or designated staff personnel to contact all directors by telephone to explain the purpose of the meeting and obtain consent by a majority of the BOD for mutually acceptable time and place for such a meeting. A conference call in lieu of an actual meeting will be arranged in similar manner, and will be considered a special meeting of the BOD. In the event of the failure by the president to call such a meeting within ten (10) days of written request by five (5) directors, as described above, the secretary is empowered and required to call such a meeting.
4. The BOD shall organize itself and conduct its meetings as it determines, except as specifically provided in these bylaws. *The presence of a majority of directors at the beginning of any meeting of the BOD shall be construed as a quorum for the entire meeting, with the exception of voting for officers, the annual operating budget, major capital expenditures, proposed bylaw changes, or any other issue so designated by the president or any five (5) members of the BOD, which shall require the timely presence of a majority of the full BOD before any such vote may be taken. In the event of a procedural dispute, Roberts Rules of Order, most current edition, will be consulted and govern. The secretary will take or arrange for the taking of the minutes at all meetings, and will certify, along with the president, that they represent an accurate meeting history. Minutes of all meetings will be distributed to all directors within thirty (30) days of each meeting.
5. The BOD shall have the specific authority and responsibility to set overall program goals and objectives for BMSEF, write or approve job descriptions, employ agents and/or staff, fix terms of service and compensation, and periodically review staff performance relative to attainment of program goals and objectives.

6. The BOD shall have full authority, responsibility and control over the finances of BMSEF. THE BOD is entrusted to conduct the business affairs of BMSEF with prudence, good business judgment, and in a financially responsible manner. The BOD, acting in its fiduciary capacity, is empowered to make whatever financial decisions it deems in the best interests of BMSEF. The BOD is specifically empowered to enter into binding agreements on the behalf of BMSEF, borrow funds, commit the resources of BMSEF, establish budgets, and financial controls and set all dues, fees, and other charges. The BOD is given the authority to establish the fiscal year.

7. No director or other BMSEF member shall receive any form of compensation or reimbursement of travel expenses from BMSEF unless specifically authorized by the BOD. No director or staff may receive gifts of greater than token value from any current or prospective vendor, except as specifically authorized by the BOD. It is the responsibility of every director to recognize and publicly acknowledge any issues involving BMSEF in which he or she may have a conflict of interest, real or perceived and to abstain from voting on any such issues.

8. The BOD, as a board and individually, are herewith granted by BMSEF the following right of indemnification.

A. Any persons who was, is, or is threatened to be made, a party to any action or proceedings, whether civil or criminal (including an action by or in the right of any corporation or business entity of any kind which, any director or officers of BMSEF served in capacity at the request of BMSEF) by reason of the fact that he or his testator or intestate was a director or officer of BMSEF, or served such other corporations or business entity or enterprise in any capacity, shall be indemnified by BMSEF against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys fees actually and necessarily incurred in connection with the defense or appeal of any such action or proceeding; provided that no indemnification shall be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer established that his acts were committed in bad faith, or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled.

B. In connection with an action or proceeding initiated by such person, BMSEF shall indemnify such person only if such action or proceeding was authorized by the BOD.

C. Further, the BOD shall be authorized to amend or expand this indemnification provision from time to time, as they deem necessary, taking into consideration the cost and/or

availability of insurance coverage for such indemnification, or the effect on the organization, its directors, officers and their continued ability to fulfill the purposes under these bylaws.

10. The BOD shall arrange for and be in attendance at an annual club membership meeting scheduled during March prior to the end of the ski season. The annual membership meeting will provide a forum in which the club leadership will present its financial position, results and budget; the state of the organization; and its plans for future direction. There will be an opportunity for any member to make comment on any aspect of the club, or ask questions of its leadership. During the annual membership meeting, the membership will be asked to ratify the acts and decisions taken by the BOD during the prior year. Minutes of the annual membership meeting will be taken and made available subsequently to any club member within thirty (30) days. The time and place of the annual membership meeting will be announced to the membership at least thirty (30) days in advance of the meeting date.

11. The BOD shall have the authority and the responsibility to establish, review on an annual basis, regulate, modify, or disband all committees, working groups, or task forces, with the exception of the Nominating Committee and Executive Committee, which are regarded as standing committees functioning as follows:

A. Nominating Committee for BOD directors and officers:

The Nominating Committee will deliver its report with nominations for available directorships to be elected by the membership to all directors on or before January 15 of each year. Its report will consist of a slate of proposed nominees for directors positions up for elections. The committee will inform the BOD of its recommend candidates at the first BOD meeting following the annual membership meeting.

This committee will consist of the current president, who will chair the committee and two (2) representatives elected from the membership at-large during the annual membership meeting.

* B. Executive Committee: The Executive Committee is empowered to act on behalf of the BOD, with the same powers as the BOD, on all matters brought before it between regular meetings of the BOD. All actions taken by the Executive Committee must be ratified by the BOD at the next meeting.

The Executive Committee will consist of the president, vice president, treasurer, secretary, and the program director. The current president will chair the Executive Committee.

ARTICLE V -BOARD OF DIRECTORS

1. All directors must be in good standing with the foundation. if elected by the membership, they shall stand for two year terms; if elected by the BOD, they shall stand for one year terms or until a successor is appointed or elected, whichever is sooner. In the event of mid-term resignation of an elected director, the president shall consult with the Nominating Committee and may appoint an interim replacement who will hold office until the next annual election of terms for directors. There shall be no limitation on the number of terms any director may serve. }~~*~~
2. The BOD shall consist of four (4) directors elected by the membership, at the annual membership meeting. }~~*~~
3. The nominations for the at-large directorships shall be made by the nominating committee to the BOD at the first meeting of the BOD after the annual membership meeting, and elections of any at-large directors shall precede elections of officers. At-large directors shall take office immediately upon elections. Qualification for nomination for any at-large directorship may include but not be limited to long-standing service to the foundation or a special area of expertise or knowledge not otherwise represented on the BOD. All nominations for at-large positions must be recommended by the Nominating Committee. A single majority vote of the other directors present and voting at the first meeting of the BOD after the annual membership meeting will elect the at-large candidates.
4. Within thirty (30) days after the nominating committee delivers its report to the BOD of recommended candidates for directorship positions to be voted on by the membership at its annual meeting, the contents of its report will be made known by publication or otherwise to the full membership of BMSEF.
5. Additional nominations by petition may be made for any of the four (4) elective positions on the BOD that may be up for election by the membership. Each petition for additional nominations must be signed by at least fifteen members in good standing, and must be submitted prior to March 1.
6. All members of BMSEF eighteen (18) years of age or older and in good standings as of January 31 of each year are eligible to vote for candidates for director positions at the annual membership meeting.
7. Elections of directors will take place by those members present and in good standings at the annual membership meeting. There shall be no proxies allowed. Voting procedures shall be determined by the BOD, except that voting for any contested election shall be by written ballot.

8. Any director may be removed for cause by the BOD acting as a body and after due notice to and opportunity to respond by the respective director. Cause may be included, but not be limited to, absence from two (2) or more consecutive meetings of the BOD.

ARTICLE VI - OFFICERS

1. The officers of BMSEF will consist of president, vice president, treasurer and secretary. The officers shall be elected by the BOD from amongst the BOD. These officers shall be nominated by the Nominating Committee and shall be elected at the first meeting of the BOD following the annual membership meeting, and will take office immediately upon election.

2. The term of office for all officers shall be one (1) year. There shall be no limitation to consecutive terms

3. The president is the highest elective position in BMSEF, and shall be an ex-officio member of all committees. The president shall appoint all committee chairmen not otherwise provided in these bylaws and the staff shall report to the president. The president shall not vote on any issue in any meeting unless there is a tie vote, in which case the president will cast the deciding vote. In the absence of the president, the vice president shall discharge the duties and obligations of the president.

4. The treasurer of BMSEF is the chief financial officer responsible for overseeing the accounting and cash handling systems, the expenditures of funds in accordance with budgetary controls. The treasurer will ensure that all treasury functions are handled professionally and competently, and report at all meetings to the BOD on the financial position of the foundation.

5. The secretary will be responsible for over seeing the membership rolls and the proper notice to all meetings, the taking of BOD minutes, the accuracy of the minutes taken, and their timely distribution to all directors.

ARTICLE VII - MEETINGS OF THE MEMBERSHIP

1. The annual membership meeting of BMSEF shall be held in March prior to the end of the ski season at a time and place to be determined by the BOD. Written notice of the annual meeting shall be given to the membership by the secretary at least thirty (30) days prior to the annual meeting.

2. Special membership meetings of BMSEF may be called by the president or the BOD. Written notice at least two (2) weeks prior to the meeting, together with reason and purpose of the

meeting.

3. Special meetings of the membership may be called on petition by fifteen (15) members of the foundation in good standings. The secretary shall give notice of such meetings at least two (2) weeks prior to the date set. Notice by the secretary shall also include reason and purpose for the special meeting which has been called.

4. There will be a quorum requirement of fifteen (15) voting members for any meeting of the membership. The presence of a quorum at the beginning of any membership meeting shall be construed as constituting a quorum for the entire meeting.

ARTICLE VIII - REPORTS

1. The president shall deliver oral and written reports at the annual membership meeting covering the activities, programs and facilities of the foundation during the prior year.

2. The treasurer shall deliver oral reports at the annual meeting covering the finances of the foundation during the prior year, the current status of the foundation's financial position, the proposed budget for the upcoming year.

3. The secretary shall deliver oral and written reports at the annual meeting of the club with specific reference to membership status, operations of the foundation's office and correspondence.

ARTICLE IX - RULES OF ORDER

Meetings of the BOD and the foundation membership shall be conducted in accordance with Robert's Rules of Order, except as otherwise herein specifically provided.

ARTICLE X - EXPULSION OF MEMBERS

A member may be suspended for cause by two-thirds (2/3) vote of the directors present and voting at any BOD meeting. Such suspension shall be in effect until the next membership meeting of the foundation. If then upheld by two thirds (2/3) vote of members present and voting at the regular meeting, the member shall be expelled.

ARTICLE XI - DISSOLUTION

In the event of dissolution of BMSEF, remaining assets after the satisfaction of all obligations of the corporation shall be distributed for the purpose within the scope of IRS service code 501 (c) (3), or amendments thereof.

ARTICLE XII - AMENDMENTS

Amendments to the bylaws shall be passed only at membership meetings of the foundation by two thirds (2/3) of those present and voting. A proposed amendment must be received by the secretary in writing not less than six (6) weeks prior to the meeting of the membership. The secretary must notify the entire membership in writing thirty (30) days prior to the vote. An amendment may be proposed either by the BOD or petition of fifteen (15) members in good standing who shall sign the proposed amendment before it is submitted to the secretary.