

BY-LAWS OF THE SKI ROUNDTOP RACING CLUB

(Approved 4-__-18)

ARTICLE I --- NAME

The name of the corporation is the Ski Roundtop Racing Club, hereinafter designated as the "Club."

ARTICLE II --- PURPOSE

The purpose and objectives for which the Club is formed and for which it will be operated are: (1) to maintain, encourage, sponsor and perpetuate exclusively for charitable and educational purposes, skiing/snow boarding as competitive sports; (2) to solicit and accept funds from persons, and other entities for use in carrying out the foregoing purposes and for administrative costs and (3) to administer such funds to achieve the purpose and objectives of the Club.

ARTICLE III --- MEMBERSHIP

Section 1 - Composition

Membership in the Club shall be open to anyone who is interested in skiing or snowboarding as competitive sports.

Section 2 -Term of Membership

Membership shall be for a term of one (1) year. A membership year shall begin on July 1st and end on June 30th of the following year. The Board of Directors may change the term of membership beginning with the membership year following the year in which a resolution changing the term of membership is passed. The Board of directors may establish different membership classifications (i.e., alpine racing, snowboard racing, freestyle, alumni, etc.) and may require concurrent memberships with USSA, PARA or other organizations as deemed appropriate.

Section 3 -Hall of Fame Membership

The Board of Directors may from time to time designate Hall of Fame members shall be former members, coaches, leaders, donors or other significant contributors to the Club with unique or extraordinary accomplishments in competitive skiing or snowboarding. Hall of Fame membership shall be for life and shall be specially recognized by the Club from time to time as determined by the Board of Directors.

ARTICLE IV --- BOARD OF DIRECTORS

Section 1 - Governing Body

The property and activities of the Club shall be managed by a Board of Directors, who shall serve without compensation.

Section 2- Composition

The Board of Directors shall consist of not more than fifteen (15) persons who shall be members of the Club, and who shall represent the broad interests of the community served by the Club. Every member of the Board of Directors shall apply for and maintain a (i) an active USSA membership; (ii) a current USSA SafeSport background clearance; and (iii) a current child abuse history clearance as required by the Pennsylvania Child Protectives Services Law, 23 Pa.C.S. § 6344.4(1)(i).

Section 3 - Election

The Board of Directors shall be elected for a three (3) year term at the annual meeting of the membership. To preserve continued continuity of the Board and in the operations of the Club, the term of office of the Directors shall be staggered so that approximately 1/3 of the Director positions are up for election each year. Initially, seniority shall determine the order of expiration of the existing Directors in descending order. The term of office of existing Directors with the most years of concurrent service shall expire first. All other Directors will automatically, by ratification of this revision to the By-Laws, be granted an extension to their existing term of office consistent with the phase-in of the election process.

Section 4 - Vacancies

Vacancies on the Board of Directors shall be filled by the Board of Directors at any regular or special meeting of the Board. Such appointments shall be valid only until the next annual meeting of the membership and must be confirmed or duly elected by the membership at that time to fill the remaining term of the vacated Director position.

Section 5 – Honorary Directors

The Board of Directors may from time to time designate Honorary Directors shall be individuals recognized for unique and extraordinary leadership service to the Club, and whose designation as an Honorary Director will help preserve the history and continuity of the Board. Honorary Directors will not be voting members of the Board of Directors, but will be permitted to attend and participate in Board meetings. Honorary Directors may serve on committees as voting members. Honorary Directors will be for life and was removed for cause by the majority vote of the Board of Directors.

ARTICLE V --- OFFICERS

Section 1 - Officers

The officers of the Club shall be President, Vice-President, Secretary, Assistant Secretary and Treasurer, who shall be members of the Board of Directors and such other officers as the membership may from time to time designate.

Section 2 -Election of Officers

The officers shall be elected at the annual meeting of the membership, by the membership, to serve for one (1) year or until their successors are duly elected and qualified. The Board of Directors, or its Nominating Committee, if so designated, shall nominate the persons from the Board of Directors to serve as officers.

Section 3 -Duties

The officers of the Club shall perform the duties usually performed by such officers, together with such duties described by these By-Laws or assigned to them by the Board of Directors. The President shall be the chief executive officer, the Vice-President shall serve as President in the absence of the President, the Secretary shall be the Secretary to the Board of Directors, as well as to all committees, and the Treasurer shall be responsible for the financial operations of the Club.

Section 4 -Vacancies

Should any office of the Club become vacant, the Board of Directors shall elect a successor at its next meeting. This election shall be for the unexpired term of said office.

ARTICLE VI --- EMPLOYEES

Section 1 - Employees

The Board of Directors may hire employees, who may not be officers or members of the Board of Directors, to conduct the operations of the Club. All employees shall serve at the direction of the Board of Directors.

ARTICLE VII --- MEETINGS

Section 1 – Annual Meetings of the Board of Directors

The annual meeting of the Board of Directors shall be held in July of each year, or at such other time and place as designated by the Board.

Section 2 – Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at such times and places as designated by the Board.

Section 3 – Special Meetings of the Board of Directors

The President or Vice-President, in the absence of the President, may and shall, upon written request of five (5) members of the Board, call a special meeting of the Board of Directors for the purpose of transacting any business designated in the call. The call for a special meeting must be communicated to each member of the Board of Directors at least 24 hours prior to the date of the special meeting.

Section 4 - Membership Meetings

An annual meeting of the membership of the Club shall be held at the annual spring banquet of the Club, or at such other time and place as designated by the Board. Special meetings may be called in the manner of a special meeting of the Board as provided in Section 3, Article VII.

Section 5 - Quorum and Majority

For the purpose of transacting business at all regular and special meetings of the Board of Directors, a minimum of four (4) Directors present shall constitute a quorum and a majority of those present shall constitute a majority. At all regular and special meetings of the membership, those members present shall constitute a quorum and a majority of those present shall constitute a majority.

Section 6 – Teleconference and Other Means of Participation

A member of the Board of Directors may participate in any meeting of the Board of Directors by teleconference or other similar electronic means.

Section 7 – Electronic Voting

Voting by electronic mail (email) is permitted under these bylaws. Such calls to vote are to be reserved for issues of importance. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Directors have the right to submit a vote within a specified time (no less than 48 hours, no more than 7 calendar days). Vote by email will be conducted in the following manner:

(a) the President or any three (3) Directors may request a vote via email. Directors shall have three options regarding their vote:

- (i) vote to pass the motion;
- (ii) vote to reject the motion; or
- (iii) express the opinion that the motion is not amendable to electronic voting.

(b) if any member objects to the electronic vote, the motion would remain subject to the “in person” or voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.

(c) all Directors must have access to electronic mail, and it is the responsibility of each Director to inform the President and Secretary of the Board of the correct email address for purposes of corresponding and email voting.

Section 8 – Action by Written Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the actions taken by all Directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each Director and included in the minutes are filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date.

ARTICLE VIII --- FINANCES

Section 1 - Fiscal Year

The fiscal year shall begin on July 1st and end on June 30th.

Section 2 - Dues and Assessments

The Board of Directors may establish dues or assessments in such amounts as determined after consultation with the Head Coaches and Program Director. The Board of Directors shall establish the time when such dues and assessments are payable and the method by which they shall be collected.

ARTICLE IX --- COMMITTEES

Section 1 - Executive Committee

An Executive Committee, which shall come into existence when deemed necessary by the Board of Directors, shall be composed of the officers of the Club and the chairs of any committees. It shall plan action for the consideration of the Board of Directors, help committees to coordinate their inter-related activities, make recommendations to the Board of Directors, generally act as the governing body of the Club, and carry out such other duties, responsibilities and authorizations as shall be specifically assigned by the Board of Directors. All committee members shall have the power to vote. A quorum shall consist of at least three (3) executive committee members present and a majority shall consist of a majority of those Directors present. The President shall act as chairman. The minutes of the Executive Committee shall be distributed to the Board of Directors.

Section 2 - Other Committees

The Board of Directors may designate such other committees as the President shall be necessary. Members of such committee shall be appointed by the President, subject to approval by the Board of Directors

ARTICLE X --- CODE OF CONDUCT AND SANCTIONS

Section 1 - Code of Conduct

The Club shall adopt and will operate by the Code of Conduct established by USSA and published in the USSA Alpine Competition Guide as it applies to activities and competitions conducted by the Club. The Code of Conduct shall apply to all members of the Club whether they are competitors, Coaches, Officials, parents or other club members. The Board of Directors may supplement or modify the Code of Conduct as it deems necessary.

Section 2 - Sanctions

The Executive Committee in consultation with the Head Coach and the Program Director shall have the right to impose sanctions upon persons or entities violating the Code of Conduct. Sanctions levied upon individuals shall include forfeiture of points in the Club standings, exclusion from future competitions, and suspension or revocation of membership in the Club. In the case of repeated offenses of the same nature, the offending party may be barred from all future participation in the Club.

Section 3 – Procedure

Sanctions may only be imposed upon the affirmative vote of at least three (3) members of the Executive Committee meeting in person, or via conference phone call, at a meeting called specifically for this purpose. Any individual or entity being considered for Sanction shall have the right to be in attendance, and shall be given Notice of the time and place of such meeting, to present evidence to the Executive Committee prior to any decision, but not during voting. Appeals of any Sanction so imposed may be made to Board of Directors. The Board of Directors shall meet either in person or by conference call within twenty (20) days of the submission of an appeal and render a decision affirming the sanctions or vacating the sanctions.

ARTICLE XI --- USSA, USOC and FIS COMPLIANCE

Section 1 - Nondiscrimination

The Club shall:

- (a) Keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding;
- (b) provide an equal opportunity to enter athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual and eligible to participate;
- (c) Ensure that its Board and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;
- (d) Strive to include membership and voting strength of eligible athletes. Athlete Representation eligibility shall be defined as a current USSA/PARA member who has competed in USSA (non-masters level) events within the past ten (10) years; and
- (e) Provide procedures for the prompt and equitable resolution of grievances of its members;

ARTICLE XII --- CONFLICT OF INTEREST AND ETHICAL PRACTICES

Section 1 – Conflict of Interest and Ethics Policies

The Club shall adopt USSA’s conflict of interest and ethics policies.

ARTICLE X
INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

The Club shall indemnify each person who is or was a director, officer or employee of the Club, or of any organization which he served as such at the request of the Club, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Club or such other organization or otherwise), civil, criminal, administrative or investigative, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Club or of such other organization, or by reason of any past or future action taken or not taken in his capacity as such director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, provided such person acted in good faith, in what he reasonably believed to be, and, in addition, in any criminal action, or proceeding, had no reasonable cause to believe that his conduct was unlawful. As used in this Article, the term "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fine, or penalties against, and amounts paid in settlement by, a director, officer or employee, other than amounts paid to the Club itself or to such other organization served at the Club's request. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such director, officer, or employee constituted negligence or misconduct.

Any indemnification hereunder, shall be made at the discretion the Club, but only if (1) the Board acting by a majority vote of a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the Club), shall deliver to it their written advice that, in their opinion, such director, officer or employee has met such standards. Expense incurred with respect to such claim, action, suit or proceeding may be advanced by the Club, prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Indemnified employees shall repay monies paid by the Club, where there is a court ruling, or settled decision, where the employee's attorney's fees are paid for by the opposing party to the action.

No person who is or was a director of the Association shall be personally liable for monetary damages for any action taken, or any failure to take action, as a director, unless (i) the director has breached or failed to perform the duties of office as set forth in Section 8363 of the Pennsylvania Directors' Liability Act (Act No. 1986-145), and (if) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, subject to the limitations provided for in the Act.

ARTICLE XI--AMENDMENTS

Section 1 -Amendments

Amendments to the By-Laws may be proposed by the Board of Directors in writing or upon written request of twenty (20) members. The By-Laws of the Club shall be amended with the approval of the Board of Directors at any regular or special meeting of the Board of Directors convened after notice of the purpose to the members of the Club and the members of the Board. Any proposed amendment, however, must be submitted to the Board in writing at least 30 days prior to the same being presented for vote to the Board. Affirmative action by the Board of Directors shall be final unless changed by action of the membership.

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