

BYLAWS OF THE NORTHWEST NORDIC SKI CLUB

ARTICLE I - NAME

The name of the organization is the Northwest Nordic Ski Club, hereinafter identified as "NNSC."

ARTICLE II - PURPOSES

Section 1 Not for Profit

NNSC is organized under the Illinois General Not for Profit Corporation Act of 1986 (hereinafter "the Act") and shall operate as an Illinois not for profit corporation and shall have such powers as are now or may hereafter be granted by the Act.

Section 2 Purposes

The purposes of NNSC are to promote and encourage the sport of cross-country skiing, to promote physical fitness, to develop friendships through group activity among cross country skiers, and to develop awareness of the outdoor environment.

Section 3 Rules

The following rules shall conclusively bind NNSC and all persons acting for or on behalf of it:

- (A) No part of the net earnings of NNSC shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that NNSC shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these bylaws, NNSC shall not carry out any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.
- (B) Upon the dissolution of NNSC, the board of directors (hereinafter "the Board") shall, after paying or making provision for the payment of all the liabilities of NNSC, dispose all the assets of NNSC exclusively to advance the purposes of NNSC in such manner or to such organization or organizations organized and operated for the betterment of the community, or exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organizations under Sections 501(c)(4) or 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, as the Board shall determine. Any assets not so disposed of shall be disposed of by the state court of the county in which the principal office of NNSC is then located. Such court ordered distribution shall be
- (C) exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for the purposes described in Article II, Section 2, of these bylaws as determined by said court.

- (D) NNSC shall not adopt any practice, policy, or procedure which would result in discrimination based on race, religion, gender, sexual orientation, age, disability, or creed.

ARTICLE III - MEMBERSHIP

Section 1 ELIGIBILITY

Membership will be open to anyone interested in cross country skiing. There shall be two (2) classes of membership: (a) *individual membership* with a minimum age of eighteen (18) years as of the beginning of the membership year; and (b) *family membership*, which includes all members of the same family in a common household. The membership year shall begin on October 1 and run through September 30 of the following year.

Section 2 DUES

Membership dues shall be set by the Board and must be paid by October 1 of the membership year for the member to remain in good standing. Dues paid by new members who join NNSC after the last overnight ski trip shall have their dues applied to following membership year, which will begin October 1. Members who do not pay their dues may lose their memberships and all membership privileges as determined by the Board.

Section 3 TERMINATION OF MEMBERSHIP

- (A) Members may terminate their memberships at any time. Such termination will result in the forfeiture of any dues paid by those departing members and any deposits paid for ski trips scheduled by NNSC.
- (B) No member in good standing shall be denied the privilege of participating in any NNSC activity (on either a probationary or permanent basis) or be removed by the Board from membership in NNSC unless the Board shall have first provided such member with notice of any such proposed action, the reasons therefor, and an opportunity to appear before the Board at a meeting thereof held for the purpose of discussing the proposed action. Reasons for placing a member on probation or for removing a member from membership in NNSC may include, without limitation, the member having engaged in unsafe, threatening, or offensive conduct in relation to other members of NNSC or to the public.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1 General meetings

The Board will determine the schedule of *general meetings* of NNSC members. The general meeting held in March shall constitute NNSC's annual meeting. *Special meetings* of members may be called as determined by the Board.

At general meetings and at special meetings, each NNSC member in good standing shall be entitled to one vote on each matter submitted to a vote by the members, except that in the case of family memberships, the maximum number of votes shall be two (2) per family or household. Members in good standing holding at least ten percent (10%) of the votes which may be cast, including at least two (2) members of the current Board, shall constitute a quorum at general meetings and at special meetings. Except for amendments to these bylaws, a simple majority of votes cast by members who have paid their dues and are present shall suffice to pass any proposal.

Section 2 Notice of Meetings

The president or the secretary or other officers or other persons calling a meeting of members shall provide or direct others to provide notice stating the place, day, and time of any meeting of members. The notice shall be provided no later than five (5) days before said meeting. Said notice shall be either (1) emailed to each member entitled to vote at such meeting or (2) posted on the NNSC website, which is available to all members. If emailed, such notice shall be deemed delivered when the transmission is sent. If notice is provided by placement on the NNSC website, such notice shall be deemed delivered when it is placed on the NNSC website. Any member may waive notice of any meeting.

Section 3 Attendance via communications equipment

Unless specifically prohibited by NNSC's articles of incorporation or these bylaws, members entitled to vote may participate in and act at any meeting via conference telephone or interactive technology by means of which all persons participating in the meeting can communicate with each other. Such participation shall constitute attendance in person at the meeting except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Any member who wishes to participate in a meeting via conference telephone or interactive technology must assume the responsibility for making arrangements for such participation.

Section 4 Proxies

At any meeting of members, a member entitled to vote may cast a vote either in person or by proxy executed in writing by the member or by his or her attorney-in-fact. All proxies shall be delivered to the NNSC secretary prior to the scheduled meeting. No proxy shall be valid beyond eleven (11) months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers

The affairs of NNSC shall be managed by its Board.

Section 2 Composition, Election, Tenure, and Qualifications

The number of directors shall be no fewer than five (5) and no more than nine (9). A nominating committee consisting of at least two (2) then-serving directors shall be appointed from the membership by the president in advance of the March annual meeting. The nominating committee chair or the chair's designee shall at least one (1) week in advance of the annual meeting of members advise by NNSC website or emails to NNSC members those persons who will be nominated for Board membership. At the annual meeting said committee shall nominate members to serve as directors. Members in attendance at said annual meeting may nominate club members to serve as directors. Directors shall be elected by majority vote. Directors shall serve a term of one year, beginning April 1 of the year of their election, and serve through March 31 of the following year. There are no limitations as to the number of terms a director may serve on the Board.

Section 3 Regular Meetings

The Board shall hold regular meetings from time to time as determined by the Board. The annual meeting of the Board shall be held in April following its March election or at such time and place as may be designated by resolution by the Board. At this annual meeting the Board will elect NNSC officers as described in Article VI, Section 2, of these bylaws, and conduct other such NNSC business as the Board determines.

Section 4 Special Meetings

Special meetings of the Board may be called at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the state of Illinois, as the place for holding any special meeting of the Board called by them.

Section 5 Notice

The president or the secretary or other officers or other directors calling a meeting of the Board shall provide or direct others to provide notice stating the place, day, and time of any meeting of the Board. The notice shall be provided no later than five (5) days before said meeting and shall be by email to each director. Such notice shall be deemed delivered when the transmission is sent. Any director may waive notice of any meeting.

Section 6 Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if fewer than a majority of directors attend the meeting, a majority of the directors present may adjourn the meeting to another date and time.

Section 7 Manner of Acting

The act of a majority of directors in attendance at a meeting at which a quorum is present shall be the act of the Board, except when otherwise provided by NNSC's articles of incorporation or by these bylaws.

Section 8 Informal Action by Directors

Any action required at a meeting of the Board or any act which may be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by two thirds of the directors entitled to vote with respect to the subject matter thereof. These requirements may be met by emails showing agreement of two thirds of the directors.

Section 9 Attendance Via Communications Equipment

Unless specifically prohibited by NNSC's articles of incorporation or these bylaws, directors may participate in and act at any meeting via conference telephone or interactive technology by means of which all persons participating in the meeting can communicate with each other. Such participation shall constitute attendance in person at the meeting except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Any director who wishes to participate in a board meeting via conference telephone or interactive technology must assume the responsibility for making arrangements for such participation.

Section 10 Vacancies

Any vacancy occurring on the Board may be filled by majority vote of the remaining Board members. A director so elected shall serve for the unexpired term of his or her predecessor in office.

Section 11 Compensation

Directors shall not receive any salary for their services. However, nothing herein shall be construed to preclude any director from serving NNSC in any other capacity and receiving compensation and/or expense reimbursements therefor.

Section 12 Removal of Directors

One or more of the directors may be removed for cause by the affirmative vote of two-thirds of the Board members present and voting at a meeting of the Board. No director shall be removed at a meeting of the Board unless the notice of such meeting is delivered to all directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

ARTICLE VI - OFFICERS

Section 1 Officers

The officers of NNSC shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be determined by the Board. Such officers are

to have the authority to perform the duties prescribed by the Board. Any two offices may be held by the same person. Officers need not be residents of the state of Illinois.

Section 2 Election and Term of Office

At the first meeting of the newly-elected Board and no later than April 30 after Board's election at the March annual membership meeting, the Board shall elect from the Board Directors the officers of NNSC. Officers shall serve annual terms that begin on May 1 and run through April 30 of the following year or until replaced by the Board at its next annual meeting or otherwise. Each officer must also be a member of the Board.

Section 3 Removal

Any officer may be removed from office by the Board whenever in its judgment the best interests of NNSC would be served thereby. One or more officers may be removed for cause by the affirmative vote of two-thirds of the Board members present and voting at a meeting of the Board. No officer shall be removed at a meeting of the Board unless the notice of such meeting is delivered to all directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of the one or more officers named in the notice. Only the named officer or officers may be removed at such meeting.

Section 4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term of the departing officer.

Section 5 President

The president shall be the principal executive officer of NNSC and shall supervise and control the affairs of NNSC. The president shall preside at all meetings of the Board and shall be the chair of the Board. The president may sign, with the secretary or any other officer of NNSC authorized by the Board, any contract or other instrument which the Board has authorized to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of NNSC; and the president shall perform all duties incident to the office of president and such other duties as prescribed by the Board.

Section 6 Vice President

In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as assigned by the president or by the Board.

Section 7 Treasurer

If required by the Board, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine. The treasurer shall have charge and custody of and be responsible for the accounting of all funds and securities of NNSC; receive and give receipts for monies due and payable to NNSC from any sources; deposit all such monies in the name of NNSC in such banks, trust companies, or other depositories as selected in accordance with the provisions of these bylaws; make payments for ordinary expenses below \$500.00; reimburse ski trip leaders for security deposits made for overnight ski trips, such reimbursement not to be limited to the \$500.00 limitation herein; prepare a year-end report for approval by the Board; and perform all duties incident to the office of treasurer and such other duties as assigned by the president or by the Board.

Section 8 Secretary

The secretary shall keep the minutes of the meetings of the Board in one or more locations provided for that purpose; ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and perform all duties incident to the office of the secretary and such other duties as assigned by the president or by the Board.

Section 9 Assistant Treasurers and Assistant Secretaries

If required by the Board, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. Assistant treasurers shall perform such duties as assigned by the treasurer, the president, or the Board.

Section 10 Other Officers

Other officers may be appointed by the Board and shall perform such duties as assigned by the president or the Board.

ARTICLE VII - COMMITTEES

Section 1 Committees of Directors

A majority of the directors may create one or more committees and appoint directors or such other persons to serve on a committee or committees. Each

committee shall have at least two directors and a majority of its membership shall be directors. All committee members shall serve at the pleasure of the Board. Notwithstanding the foregoing, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed by law. One member of each such committee shall be appointed by the Board to serve as chair of the committee. The committee chair shall report to the full Board.

Section 2 Other Committees

Either the Board or the president may designate one or more other committees not having the authority of the Board in the management of NNSC. The members of such committees shall be appointed by the Board or the president and need not be

directors. All such committee members shall serve at the pleasure of the Board and report to the Board.

Section 3 Term of Office

Each member of a committee shall serve until the next annual meeting of the Board or until his or her successor is appointed, unless the committee or such member's appointment shall be terminated sooner or unless such member shall cease to qualify as a member thereof.

Section 4 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for the original appointments.

Section 5 Quorum

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the committee's entire membership shall constitute a quorum; and the act of a majority of the members in attendance at a meeting at which a quorum is present shall be the act of the committee.

Section 6 Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 Contracts

The Board may authorize any officer(s) or agent(s) in addition to the officers so authorized by these bylaws to enter any contract or execute and deliver any instrument on behalf of NNSC, and such authority may be general or confined to specific instances.

Section 2 Checks, Drafts, Orders for Payment

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NNSC shall be signed by such officer(s) or agent(s) of NNSC as specified in these bylaws or in such manner as determined by resolution of the Board. In the absence of such determination, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president or vice president of NNSC.

Section 3 Deposits

All funds of NNSC shall be deposited to the credit of NNSC in such banks, trust companies, or other depositories as the Board may select.

Section 4 Gifts

The Board may accept on behalf of NNSC any contribution, gift, bequest, or devise for general purposes or for any special purpose of NNSC.

ARTICLE IX - BOOKS AND RECORDS

NNSC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having and exercising the authority of the Board in the management of NNSC.

ARTICLE X: FISCAL YEAR

The fiscal year of NNSC shall be April 1 through March 31.

ARTICLE IX - WAIVER OF NOTICE

Whenever any notice is required under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws of NNSC, 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. These requirements may be satisfied by emails shared among all members who are entitled to such notice.

ARTICLE XII - AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board at any regular meeting or at any special meeting for which at least ten (10) days' written notice to all board members then serving shall be given, stating the intention to alter, amend, or repeal the bylaws or portions thereof or to adopt new bylaws at such meeting. These requirements may be met by sending notice by electronic means as described in Article V, Section 5. A two thirds majority of directors present shall be sufficient to adopt new bylaws or to amend existing bylaws.

ARTICLE XIII - INDEMNIFICATION

NNSC shall indemnify all officers and directors of NNSC and members acting on behalf of NNSC to the full extent permitted by the Act; and NNSC shall be entitled to purchase insurance for such indemnification of officers and directors and members acting on behalf of NNSC to the full extent as determined by the Board.

ARTICLE XIV – REGISTERED OFFICE AND AGENT

NNSC shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office shall be identical to such NNSC registered office and may have such other offices within or without the state of Illinois and such other registered agents as the Board may determine.

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These bylaws are adopted by the Northwest Nordic Ski Club on _____ and are effective as of that date.

s/ _____

Paula Matzek
President, NNSC