

**By-Laws of Grindelwald Ski Club, Inc.  
A Nonprofit Corporation  
2007**

*Incorporated on April 19, 1962*

**ARTICLE I - NAME**

This Club shall be known as Grindelwald Ski Club, Inc., a nonprofit California corporation, hereinafter referred to as the "Club", and sister club to Ski Klub Grindelwald of Bernese Oberland, Switzerland. This name may not be used by any other club, person or organization without the express permission of the Board of Directors.

**ARTICLE II - PURPOSE**

**Section 1 - Purpose of Club**

The purposes for which this Club is formed are: To promote interest in skiing and winter sports; to sponsor trips, to facilitate the various arrangements attendant with skiing; to derive social pleasure from the companionships of skiing enthusiasts and to support and promote safer and better skiing. Further, the Club promotes year-round support of and participation in a variety of other sports, encouraging competition and good sportsmanship.

**Section 2 - Non-Discrimination**

The Grindelwald Ski Club will not discriminate against any person because of race, creed, gender, country of origin or political affiliation.

**ARTICLE III - OFFICES**

**Section 1 - Principal Location**

The principal location of the corporation in the State of California shall be located in the County of Los Angeles.

**Section 2 - Other Locations**

The corporation may have such other locations, either within or without the County of Los Angeles, State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**ARTICLE IV - MEMBERS**

**Section 1 - Definitions** - "Single" means one individual in a household. "Couple" means spouses or cohabitants living at the same address.

**Section 2 - Classes of Members** - The corporation shall have six classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- A. Active - Any person desiring to take part in the activities of the Club may apply for active Member status providing he/she fulfills the requirements and pays dues as established. When and if an individual is accepted as a member, the spouse or cohabitant of the said Active Member shall also be considered eligible and may become an Active

Member upon meeting the requirements and paying any additional portion of dues as established. An Active Member shall be entitled to attend all meetings of the Club, to vote, and to hold office, and to receive all benefits and privileges of membership and shall be recognized as a member in good standing.

- B. Associate - Any person having been a member of the Club five years or more, or a past member relocated out of Los Angeles County, desiring to receive the Club's publication, notices and certain limited benefits as established, may apply for Associate Membership providing he/she fulfills requirements and pays dues as established. An Associate Member may not vote and the spouse or cohabitant of any Associate member shall not be entitled to any special consideration in applying for Member Status.
- C. Charter - The Charter Members of this Club are Louis Buhler, Bruce Campbell, Jack Hoesli (deceased), Bun Johnson, Sut Kunkel (deceased), Hal Nelson and Ben Shannon. A Charter Member shall be entitled to all the benefits and privileges of Active Membership, but will be assessed dues at the Associate Member rate.
- D. Honorary - An Honorary Member may be elected to membership in the Club by a majority vote of the members at the annual meeting. Eligibility for Honorary Membership will be based on the contribution of some extraordinary service to the Club or winter sports. (b) Members of all classes in good standing in the Ski Klub Grindelwald of Bernese Oberland, Switzerland are automatically Honorary Members in good standing in this Grindelwald Ski Club. Honorary Members shall not be entitled to vote or hold office and will not be assessed dues.
- E. Life - An Active Member of the Club may be elected to Life Member status by a majority vote of the members present at the annual meeting. Eligibility for Life Membership will be based on maintaining Active Membership for twenty years or more, while actively participating in Club projects and social functions during this period and demonstrated continuous interest in promotion of the Club. A Life Member shall be entitled to all benefits and privileges of an Active Member but will be assessed dues as determined by the Board of Directors.
- F. Inactive: - Any Active, Associate or Life Member may choose to become Inactive, either by notification to the V.P. Membership or by simply not paying annual dues. Inactive members may not vote, will not receive the Nachrichten, nor a Roster of members, nor will the inactive member name be listed in the Club Roster. A separate database will be maintained of Inactive Members, and it will be the Inactive Members responsibility to update any address or phone changes. Inactive Members may return to the status they formerly held by written request and payment of current dues or assessments.

### **Section 3 - Election of Members**

(a) An applicant for either Active or Associate Membership must be twenty-one (21) years of age, must fulfill all requirements as established by the Board of Directors, be recommended for membership by the V.P. of Membership and/or Membership Committee and be approved by a two-thirds majority of the Directors where a valid quorum is present at any regular meeting of the Board of Directors;

(b) Application for Life Membership must include a written synopsis of the candidate's qualifications. No more than three Life Members may be elected per year. Verification of those qualifications will be conducted and completed by the Board of Directors prior to the Annual Meeting.

**Section 4 - Limitations**

Membership in classes D and E of Article IV, Section 2 may be limited in number at the discretion of the General Membership.

**Section 5 - Resignations**

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, assessments or other charges theretofore accrued and unpaid.

**Section 6 - Termination of Membership**

(a) The Board of Directors, by affirmative vote of two-thirds of all the members at a duly convened special or regular meeting of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing.

(b) The Board, by a majority vote of those present at any Board of Directors meeting, may terminate the membership of any member who becomes ineligible for membership or for nonpayment of dues for the period fixed in Article X of these By-laws.

**Section 7 - Reinstatement**

Upon application, the Board of Directors may reinstate a former member by the affirmative vote of two-thirds of all members of the Board of Directors, and upon payment of regular dues and reinstatement fees, to be established by the Board of Directors.

**Section 8 - Voting Rights**

Each member eligible to vote shall be entitled to one vote on each matter submitted to a vote of the members. Members may not assign or transfer their voting privilege to another person.

**Section 9 - Transfer of Membership**

Membership in this corporation is not transferable.

**ARTICLE V - MEETINGS OF MEMBERS**

**Section 1 - Annual Meeting**

Annual Meeting of the members shall be held each year during the month of April for the reports of the Executive Officers and/or Committee Chairmen and the election of Directors.

**Section 2 - General Meeting**

General Meetings of the members shall be held at least once each month.

**Section 3 - Special Meetings**

Special Meetings of the members may be called after a majority affirmative vote of the Board of Directors or by the Secretary upon written application of at least ten percent (10%) of the members of the Club in good standing. The application shall state the purpose of the meeting. The Secretary must send notice of special meetings, as provided in Article V, Section 5 of these By-Laws within thirty (30) days after receipt of a proper and valid

application of same.

**Section 4 - Time and Location**

Any annual or special meeting shall be held at such time, place and date as the Board of Directors shall elect. The Board of Directors shall make such selections within thirty (30) days after receipt of a valid and proper application for same by the Secretary.

**Section 5 - Notices**

A written or printed notice stating the time, place, date and purpose of every special meeting of the membership shall be given by the Secretary to each member in good standing of the Club at least ten (10) days prior to, but not more than thirty (30) days prior to said meeting. Notice shall be deemed to be given if sent by mail or other means of written communication, charges prepaid and addressed to the members last known address.

**Section 6 - Quorum**

At all special meetings of the members, a quorum shall consist of at least twenty percent (20%) of the Active Members in good standing. Less than a quorum may, by ythree-fourths vote of those present, adjourn a special meeting from time to time until the business shall be finished.

**Section 7 - Voting**

A two-thirds majority of the members present and entitled to vote (reference Article V, Section 6) shall be required for passage of any measure submitted to the membership, except, that in the case of election of officers a simple majority vote of the members present shall be required for election.

**ARTICLE VI - BOARD OF DIRECTORS**

**Section 1 - General Powers**

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

**Section 2 - Number, Tenure and Qualifications**

The number of voting Directors shall be nine (9). The Directors shall also serve as Executive Officers listed in Article VII. The Directors shall be elected at the annual meeting of the membership, shall take office the following June 1 and shall hold office until the following May 31. No person may serve on the Board of Directors with less than 6 months active membership, or for more than eight consecutive years or served simultaneously as an officer on the Board of Directors of any other ski club.

**Section 3 - Regular Meetings**

The Board of Directors shall hold at least twelve regular meetings during the fiscal year at approximately thirty-day intervals.

**Section 4 - Special Meetings**

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President. If he/she is absent or unable or refuses to call such a meeting, it may be called by any Director.

**Section 5 - Place of Meeting**

Regular meetings of the Board of Directors shall be held at any place within the State of California which has been designated from time to time

by resolution of the Board of Directors or consent of a majority of the Board of Directors.

**Section 6 - Notice**

A written notice stating the time, place and date of every regular and special meeting of the Board of Directors shall be given by the Secretary to each Director at least five (5) day prior to and not more than thirty (30) days prior to said meeting. Notice shall be deemed to be given if, delivered personally, sent by mail or other means of written communication, charges prepaid and addressed to the Directors last known address.

**Section 7 - Waiver of Notice**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present sign a waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approval shall be filed with the corporation records or made part of the minutes of the meeting.

**Section 8 - Quorum**

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, the Articles of Incorporation or these By-Laws.

**Section 9 - Vacancies**

Any vacancy occurring on the Board of Directors shall be filled by a vote of the Board of Directors from the eligible membership. The member elected to fill the vacant directorship shall be elected for the unexpired term of ~~his~~ **the** predecessor.

**Section 10 - Compensation**

Officers and Directors shall receive no compensation, fee or salary for their services as a member of the Board of Directors of the corporation. By resolution of the Board of Directors compensation may be allowed to any Office or Director for any monies or expenses actually incurred and paid by him/her for the benefit of the corporation, except that the Vice President of Special Programs, who is responsible for the annual ski trip, shall be allowed to accept a trip if one is offered.

**Section 11 - Elections**

A Nominating Committee consisting of members of the Club in good standing shall be appointed by the President. This committee shall prepare a ballot to be voted on at the Annual Meeting of the membership. This ballot shall contain the names of Active Members in good standing of the Club who would be willing to serve on the Board of Directors. Nominations for any office will also be accepted from the floor at the Annual Meeting.

**Section 12 - Manner of Acting**

The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these By-Laws.

**Section 13 - Removal and Resignation**

Any Director may be removed for cause, after an appropriate hearing is held, by a two-thirds majority vote of all the Directors present. Any director may resign at any time by giving written notice to the Board of Directors or to the President and to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any time specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section 14 - Attendance**

Any Director may be removed for missing 3 consecutive unexcused regular or special Board Meetings in compliance with Article VI, Section 13.

**Section 15 - Conflict of Interest**

No elected or appointed officer nor any member shall serve in a capacity which has an adverse effect upon a similar club program as determined by the Board of Directors.

**ARTICLE VII - EXECUTIVE OFFICERS**

**Section 1 - Executive Officer**

The Executive Officers of the corporation shall be a President, Vice President of Membership, Vice President of Field Activities, Vice President of Special, Vice President of Social Activities, Secretary, Treasurer, Editor of the Nachrichten, Past President/Advisor, International Trustee and one International Trustee Emeritus. The Board of Directors may elect or appoint, including one or more assistant Secretaries and one or more assistant Treasurers, as it will deem desirable. Such Officers shall have the authority and shall perform such duties, as may be prescribed by resolution by the Board of Directors. Any two or more offices may be held by the same person except the office of President, Secretary and Treasurer.

**Section 2 - Election and Term of Office**

The Executive Officers shall also be the Directors of the Corporation and shall be elected at each annual meeting of the membership in accordance with provisions of Article VI, Section 11. Officers may serve no more than three (3) consecutive years in the same office.

**Section 3 - President**

The President shall be the chief Executive Officer of the Club and shall be subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Club. He/she shall preside at all meetings of the members and at all the meetings of the Board of Directors. He/she shall be an ex-officio member of all committees except the Nominating Committee and shall have the general powers and duties of management usually vested in the office of president, and shall have such other powers and duties as may be prescribed by resolution of the Board of Directors. The President shall sign all contracts and other instruments in writing, provided, however, that all contracts and other instruments in writing must first be approved by the Board of Directors or the By-Laws. In the event that no Director or prior officer of the Club will accept the nomination, then any person who has been a member in good standing for one or more years at the time of the election may qualify for nomination. The President shall present a proposed plan of operation of the Club, as well as a proposed budget, to the Board of Directors in May.

**Section 4 - Vice-President of Membership**

The Vice-President of Membership shall direct and coordinate membership development in the Club's relations with other organizations within and outside of the skiing community. In the absence or disability of the President, he/she shall have all the powers and be subject to all the restrictions upon the President. The Vice President of Membership shall annually cause to be published and distributed to every member listed therein a roster of the membership, and undertake active membership drive programs. He/she shall keep or cause to be kept a membership book with the names, addresses and dates of membership of all members and in any case where membership has been terminated, the fact thereof and the date on which the membership ceased. The Vice-President Membership shall be responsible for the club booth or other display materials used to promote club membership.

**Section 5 - Vice-President of Field Activities**

The Vice-President of Field Activities shall be vested with all the powers and shall perform all duties of the President in case of the absence or disability of the President and the Vice-President of Membership. He/she shall also be responsible for and shall coordinate all athletic events including snow skiing, water skiing, bowling, tennis and baseball and other special outing trips as designated in the policy and procedures manual. The Vice-President of Field Activities shall have responsibility to co-ordinate all Grindelwald competition events, including maintaining records of Club participation in competition events, and supervising any appointed positions such as Rokka Representative. He/she shall also have such other powers and shall perform such other duties as may be prescribed by resolution of the Board of Directors.

**Section 6 - Vice-President of Social Activities**

The Vice-President of Social Activities shall be vested with all the powers and shall perform all the duties of President in case of the absence or disability of the President and the Vice-President of Membership and the Vice-President of Field Activities. He/she shall also be responsible for coordinating all guest appearance, movies, refreshments, meeting place and host any and all other social activities conducted by the corporation. He/she shall also have such other powers and shall perform such other duties as may be prescribed by resolution of the Board of Directors.

**Section 7 - Vice-President of Special Programs**

The Vice-President of Special Programs shall be vested with all the powers and shall perform all the duties of President in case of the absence or disability of the President and the Vice-President Membership, the Vice-President of Field Activities and the Vice-President of Social Activities. He/she shall have responsibility of programs of special interest to the club including fund raising events and the Annual Trip. He/she shall have powers and shall perform such other duties as may be prescribed by resolution of the Board of Directors.

**Section 8 - Secretary**

The Secretary shall direct and coordinate all matters of correspondence and Club records, except financial records, pertaining to the activities of the Club. He/she shall also keep or cause to be kept a book of minutes of the meetings of the Board of Directors, and Annual and Special meetings of members. The Secretary shall give notice of all regular meetings of the Board of Directors (Article VI, Section 3). He/She shall also maintain the

Club's By-Laws and Policy and Procedure Manual. He/She shall have such other powers and shall perform such other duties as may be prescribed by resolution of the Board of Directors.

**Section 9 -Treasurer**

The Treasurer shall keep an accurate account of the revenue, dues, gifts, properties and financial transactions of the Club, including disbursements, gains, losses and surplus. The book of accounts shall be open at all reasonable times to inspection by any member of the Club. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of Grindelwald Ski Club, Inc., in a place designated by the Board of Directors. He/She shall disburse the funds as ordered by the Board of Directors, shall render to the President and the Board of Directors, whenever requested, an accounting of his/her acts as Treasurer and of the financial condition of the Club and shall have such other powers and perform such other duties as may be prescribed by resolution of the Board of Directors.

**Section 10 - Editor of the Nachrichten**

The Editor of the Nachrichten shall be in charge of all Club publications including the publishing, printing and distribution of the Nachrichten. He/She shall also supervise the Club Historian. He/she shall also be responsible for the public communications, such as a website. The Editor shall have such other powers and shall perform such other duties as may be prescribed by the resolution of the Board of Directors.

**Section 11 - Past President/Advisor**

The Past President/Advisor shall be responsible to carry forth from term to term the general trend, Club tradition, organization of ideas and to preserve continuity of the previous Board of Directors. The immediate past president of the Club will automatically fill the position of Past President/Advisor. If the immediate past president cannot or will not accept the position, the position shall be open to election giving preference to other past presidents, and if none are available or willing, then to past members of the Board of Directors. If no past Board of Directors members are able or willing to fill this position, then nomination shall be available to any member in good standing of the club. shall have such other powers and shall perform such other duties as may be prescribed by resolution of the Board of Directors.

**Section 12- International Trustee Emeritus**

In recognition of his continued relationship with the Ski Klub Grindelwald of Bernese Oberland, Switzerland, as an officer of the Grindelwald Ski Club and many years as an International Trustee, the title of International Trustee Emeritus is bestowed on Sut Kunkel (deceased).



## ARTICLE VIII - APPOINTED OFFICERS

### Section 1 - Administrative Officers

The Club shall have Administrative Officers as determined by resolution of the Board of Directors. They may include but are not limited to the following:

- Assistant Treasurer
- Historian Chairman
- LA Council Representative
- Public Relations
- FWSA Representative
- Sargent-At-Arms
- Rokka Representative
- International Representative

### Section 2 - Qualifications

An Administrative Officer must be an active member at the time of his/her appointment.

### Section 3 - Appointment

Administrative Officers shall be appointed by approval of a majority of the Board of Directors.

### Section 4 - Term of Office

Administrative Officers shall serve from the time of their appointment until the election of a new Board of Directors.

### Section 5 - Removal

Any Administrative Officer may be removed from the appointed position by a two-thirds majority vote of the Board of Directors.

### Section 6 - Powers and Duties

Administrative Officers shall have such powers and shall perform such other duties as may be prescribed by resolutions of the Board of Directors.

## ARTICLE IX - STANDING COMMITTEES

### Section 1 - Standing Committees

The Club shall have standing committees as determined by resolution of the Board of Directors. They may include but are not limited to the following:

- Activities
- Membership
- Audit
- Hospitality
- Nominating
- Life Membership
- Social
- By-Laws

### Section 2 - Standing Committee Chairperson

Each Standing Committee shall be headed by one chairperson who shall be appointed by the approval of a majority of the Board of Directors.

**Section 3 - Qualifications**

A Standing Committee Chairperson must be an active member at the time of his/her appointment.

**Section 4 - Term of Office**

Standing Committee Chairperson shall serve from the time of their appointment until the election of a new Board of Directors.

**Section 5 - Removal**

Any Standing Committee Chairperson may be removed from his/her appointment position by a majority vote of the Board of Directors.

**Section Section 6 - Powers and Duties**

Standing Committee Chairpersons and the Standing Committees shall have such powers and shall perform such duties as may be prescribed by resolution of the Board of Directors.

**Section 7 - Meetings**

Standing Committees shall meet upon the call of the respective Standing Committee Chairperson or by order of the Board of Directors.

**ARTICLE X - DUES**

**Section 1 - Dues**

The Annual Dues of Active, Associate and Charter Members shall consist of Club dues and shall be due upon the first meeting in September of each year.

**Section 2 - Club Dues**

The Club dues shall be on an equitable basis as determined by the Board of Directors.

**Section 3 - FWSA Dues**

The Club shall be a member of the Far West Ski Association (FWSA).

**Section 4 - Application Fee**

Application fees shall be determined by the Board of Directors as appropriate.

**Section 5 - Default and Termination of Membership**

When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the period in which such dues become payable, his/her membership may thereupon terminated by the Board of Directors in the manner provided in Article IV, Section 5 of these By-Laws.

**ARTICLE XI - MISCELLANEOUS**

**Section 1 - Emblem**

The Club emblem may be worn only by (1) Active, (2) Associate, (3) Charter, (4) Honorary and (5) Life Members in good standing.

**Section 2 - Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Copies of all contracts must be kept on file.

**Section 3 - Checks, Drafts or Orders for Payment**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation.

**Section 4 - Deposits**

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

**Section 5 - Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

**Section 6 - Rules of Order**

The rules contained in Roberts Rules of Order, Revised, shall govern all meetings of the members and Board of Directors of the Club, except in instances of conflict between said Rules of Order and the Law, the Articles of Incorporation or these By-Laws.

**Section 7 - Member Compensation**

No member of Grindelwald Ski Club shall be compensated monetarily for any activity they perform for the benefit of the club except for any out of pocket expenses as approved in writing by the appropriate officer of the club, *except if the member is made responsible for the annual ski trip, then that member shall be allowed to accept a trip if one is offered.*

**ARTICLE XII - AMENDMENTS**

**Section 1 - Power of Members to Amend By-Laws**

The By-Laws may be amended or new By-Laws may be adopted at any general meeting of a two-thirds majority of the members entitled to vote provided written notice of the contemplated revision is delivered personally or mailed to each member at least fourteen (14) days prior to the date of the meeting.

**ARTICLE XIII - DISSOLUTION OF THIS CORPORATION**

**Section I - Voting**

This corporation may be dissolved only at an Annual Meeting of the Club and such dissolution shall require a two-thirds (2/3) affirmative vote of all members, in good standing, at said Annual Meeting.

**Section 2 - Conformation with By-Laws**

Proposal of recommendation for dissolution shall be submitted to the Secretary and President of the Board of Directors in the same manner as a proposed Amendment to these By-Laws. Notice of such intended dissolution shall be given to the membership of the Corporation in the same manner as a proposed Amendment to these By-Laws.

**Section 3 - Distribution of Assets**

It is expressly understood that this organization is a nonprofit corporation, organized under the nonprofit Corporation Laws of the State of California, and upon dissolution, none of its assets shall inure to the benefit of any individual Member but shall be distributed to such other fund or foundation, as is designated by the Board of Directors, whose property is dedicated to the exempt purposes as are specified in the Revenue and Taxation Code of the State of California.

*(signature)*

Secretary

Date: