

Peak Nordic Ski Club, Inc. Bylaws

Adopted 1/7/2008  
Amended 4/2011  
Amended 3/31/2015

[Non-Stock Corporation under Ch. 181 of Wisconsin Statutes]

ARTICLE I: Name

The name of the organization shall be: Peak Nordic Ski Club, Inc.

ARTICLE II: Purpose of Corporation

**To promote the sport of cross country skiing by providing an organized teaching and competitive venue for all area youth.**

ARTICLE III: Board of Directors

1. Number: The board of directors shall consist of **no more than 10** directors.
2. Powers: Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.
3. Term: The Board of Directors shall serve without pay. Board members shall serve four year terms. Terms shall be staggered such that no more than four directors' terms expire in any given year.
4. Eligibility: Board members must demonstrate a genuine interest in cross country skiing and a willingness to abide by the By-Laws and policies of the Corporation.
5. Vacancies shall be filled by the Board
6. Officers of the Board
  - a. The officers shall consist of a President, Secretary and Treasurer.
  - b. Elected officers will serve a term of four years. They shall be chosen by the Board of Directors.
  - c. The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. The Secretary shall be responsible for the minutes of the Board, keep all minutes, and send out copies of minutes to all. The Treasurer shall keep record of the organization's budget and prepare financial reports as needed. The Secretary shall assume the duties of the President in case of the Presidents absence.

ARTICLE IV: Committees

1. The Board may appoint standing and ad hoc committees as needed.

ARTICLE V: Meetings

1. Annual Meeting: Annual Meeting: A regular annual meeting of the Board of Directors shall be held each Spring before April 15.
2. Special meetings may be held at any time when called for by the President or any 2 Board members.
3. The officers will set the agenda and date of the annual meeting and the President will preside at all meetings.
4. Agendas shall be provided by e-mail at least 3 days in advance.

ARTICLE VI: Voting

1. A majority of Directors constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority.
3. Each Director will have one vote.

ARTICLE VII: Conflict of Interest

1. Any board Director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE VIII: Fiscal Policies

1. The fiscal year of the Corporation shall begin on Jan 1<sup>st</sup> and end on Dec 31 of the same year.

ARTICLE IX: Amendments

1. Amendments to these bylaws may be introduced at any meeting. These By-Laws may be amended by a simple majority.

ARTICLE X: Dissolution of Assets

1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Bylaws Approved 1-7-08

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