Peak Nordic Ski Club, Inc. Bylaws

Adopted 1/7/2008
Amended 4/2011
Amended 3/31/2015
Amended 9/25/2021
Amended 4/19/2023
Amended 4/27/2026

[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 and create lifelong skiers by providing a fun and 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 bylaws 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. A term shall be effective at the conclusion of the fall Board meeting of the given year, and end four years later at the conclusion of the fall Board meeting.
4. Eligibility: Board members must demonstrate a genuine interest in cross country skiing and a willingness to abide by the bylaws and policies of the Corporation.
5. Vacancies shall be filled by the Board.

6. Termination
   a. Voluntary: Any Director may terminate their participation on the Board by resigning or declining to seek reappointment at the conclusion of a term.
   b. Involuntary: Any Director may be removed from the Board at any time by a supermajority (two-thirds majority) vote of the other Board members.
   c. Any Director whose participation on the Board is terminated shall also, unless requested otherwise by the Board, terminate participation on standing or ad hoc committees appointed by the Board, effective as of the date of termination.
7. 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 President's absence.

ARTICLE IV: Committees

1. The Board may appoint and dissolve standing and ad hoc committees as needed.
   a. Standing committee members must be Board members.
   b. Ad hoc committee members may be Board members or any other individuals the Board determines may be beneficial to furthering the objectives of the committees.
2. Standing and ad hoc committee membership is governed according to the Vacancy and Termination provisions of Article III.

ARTICLE V: Meetings

1. 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/her seat and refrain from discussion and voting on said item.

ARTICLE VIII: Fiscal Policies

1. The fiscal year of the Corporation shall begin on January 1st and end on December 31st of the same year.

ARTICLE IX: Amendments

1. Amendments to these bylaws may be introduced at any meeting. These bylaws 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 1/7/2008