

Bylaws of the Copper Country Ski Tigers, Inc.

Preamble

Whereas it is recognized that there is a need for a youth Nordic ski club in the Keweenaw Peninsula and a governing body to be responsible for the action of the club, and whereas it is further recognized that there exists a need for continuity from year to year in the operation and organization of the club and, whereas it is desirable to help facilitate the Nordic skiing public, local municipalities and educational institutions with youth Nordic skiing education, it is resolved by the Copper Country Ski Tigers that the following Bylaws are adopted.

Article I - Name: The name of the corporation shall be the Copper Country Ski Tigers, Inc.

Article II - Purposes: The purposes of this Corporation are:

1. In any and all ways to promote the sport of cross country skiing in the Keweenaw Peninsula of Michigan for youth. Recognized benefits of the sport include fellowship, sportsmanship, citizenship, recreation, and health.
2. To work in cooperation with other Nordic ski organizations to develop healthy recreational youth skiing and to develop, for those interested youth, a program of competitive Nordic ski racing.
3. To receive and administer funds and to operate exclusively for the stated purposes of the Corporation and to give funds and property from time to time to other organizations to be used (or held for use) directly in carrying out one or more such purposes.
4. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and other financial instruments and the proceeds thereof in furtherance of the purposes of the corporation.
5. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

Article III - Membership:

Section 1. Classes of Members.

There shall be three classes of membership in this corporation: (1) Youth (a person 18 years or younger) (2) parent/guardian (a parent or guardian of a youth member), and (3) volunteer.

Section 2. Qualification for Membership.

Membership in this corporation is open to any youth who subscribes to the purposes of this corporation and who pays the annual dues and meets the responsibilities required by article IV of this constitution. Membership in this corporation is open to any parent or guardian who has a child who is a youth member and who subscribes to the purposes of this corporation and meets the responsibilities required by article IV of this constitution. Membership in this corporation is open to any volunteer who pays annual dues of one dollar and who subscribes to the purposes of this corporation and meets the responsibilities required by article IV of this constitution.

Section 3. Assignability.

Membership in this corporation is not assignable. No membership in this corporation shall pass to any personal representative, heir or devisee.

Section 4. Withdrawal.

A member of the corporation may withdraw from membership by delivering a written resignation to the Secretary.

Section 5. Suspension and Expulsion.

A member may be suspended or expelled for any reason including, but not limited to, violation of any of these bylaws or any rules of the corporation, or for conduct prejudicial to the best interest of the corporation. Suspension or expulsion shall be by a majority vote of the Board of Directors, in their sole discretion.

Section 6. Benefits of Membership.

All members have the right to enjoy skiing. All members have the right to attend meetings and participate in club activities. Members over the age of 16 have the right to hold any office.

Section 7. Duration of Membership.

Each membership shall run from **May 1 to April 30th.**

Article IV- Dues and Responsibilities:

Section 1. Dues.

Annual dues for Membership shall be established by the Board of Directors at or before the October meeting. Dues are payable upon becoming a member. The Annual membership shall be for the fiscal year as defined in Article XIII, Section 1. Any member in arrears in the payment of dues for a period of ninety (90) days shall be deemed to have forfeited membership and its benefits.

Section 2. Responsibilities.

All members shall treat other Nordic skiers, whether Copper Country Ski Tiger members or not, with respect and courtesy. Each family shall participate in the Parent Involvement Program (PIP Program); either through the general PIP Program or the Middle School/High School (MS/HS) PIP Program.

Article V - Compensation of Directors, Officers and Members

No compensation shall be paid to directors, officers or members for their services in their capacity as directors, officers and members. Compensation may be provided to administrative personnel or coaches as deemed appropriate by a two-thirds majority vote of the directors. Members may be hired to fill administrative or coaching positions.

Article VI - Meetings of Members

Section 1. Times and Places of Regular Meetings.

Regular meetings of the members will be held at a time and place fixed by the Board of Directors. A schedule of regular membership meetings will be **distributed widely and made publicly available**. No other notice of regular meetings is required.

Section 2. Annual Meeting.

The Club will hold an annual meeting of the membership during the last calendar quarter of each membership year for the purposes of electing Directors and for the transaction of any other business that properly comes before the Board. Written notice of the annual membership meeting stating the time, place and purposes of the meeting shall be given either personally or by electronic or postal mail to each member of record having the right to vote. The members entitled to notice shall be determined from the list of active members as of February 1 of each year. Notice shall be given not less than 10 nor more than 60 days prior to the date fixed for the meeting. Notice of any meeting need not be given to any member who signs a waiver of notice before or after the meeting. Attendance of a member at a meeting

constitutes a waiver of notice, except when he or she protests at the beginning of the meeting that the meeting is not lawfully called or convened

Section 3. Voting Rights and Quorum.

Members sixteen years and older shall be voting members. A member shall have one vote. No minimum number of members is required to constitute a quorum provided proper notice of a meeting has been given to all members entitled to notice. The vote of the majority of members (present at a meeting and by return mailed ballot) constitutes the action of the members, unless the vote of a larger number is required by law, by the Articles or by these Bylaws.

Section 4. Conduct of Meetings.

Meeting of the members generally shall follow accepted rules of parliamentary procedure subject to the following:

- A. The President shall have the authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.
- B. Except as the President may permit, no matter shall be presented to the meeting which had not been submitted for the inclusion in the agenda within two (2) days prior to the meeting.

Article VII - Board of Directors

Section 1. Elections.

Directors are elected by ballot each year to serve for a one-year term. There shall be no less than 5 and no more than 18 directors elected annually from the voting membership. The Board shall set the number of directors each year.

Section 2. Vacancies.

Vacancies and newly created positions on the board of directors may be filled by a majority vote of directors then in office. The newly elected Director shall hold office until the next annual meeting of members at which Directors are elected by the members.

Section 3. Powers.

The board of directors shall manage the affairs of the corporation and may exercise all the powers of the corporation.

Section 4. Resignation and Removal.

A director may resign at any time by written notice to the corporation. A director

may be removed with or without cause by a majority vote of the directors entitled to vote.

Section 5. Committees of Directors.

The Board of Directors or President may designate such committees of its members as it may deem advisable.

Article VIII - Meetings of Directors

Section 1. Times and Places of Regular Board Meetings. Meetings of the board will be held at the time and place fixed by the board. A schedule of regular board meetings will be **distributed widely and made publicly available**. No other notice of regular board meetings need to be given.

Section 2. Annual Meeting. An annual meeting of the board for the purposes of electing officers and for other purposes shall be held in April of each year or at such other time and place as set by the Board of Directors. The annual meeting of the board **may be held on the same date** as the annual membership meeting.

Section 3. Notice of Annual Meeting. Written notice of the annual meeting of directors stating the time, place, and purposes of the meeting shall be given either personally or by electronic or postal mail to each director not less than 10 nor more than 60 days prior to the date fixed for the meeting.

Section 4. Special Meeting. Special meetings of the board may be called by the Board of Directors, the President, or the Secretary.

Section 5. Notice of Special Meetings. Written notice of special meetings stating the time, place and purposes of the meetings shall be given to each director. When provided personally or by electronic mail or telegram, the notice shall be given 2 days in advance of the date fixed for the meeting. When provided by postal mail, the notice shall be sent 5 days in advance of the date fixed for the meeting.

Section 6. Waiver of Notice of Meetings. Notice of any meeting of the Board of Directors need not be given to any person who signs a waiver of notice before or after the meeting. Attendance of a director at a meeting of the board constitutes a waiver of notice of such meeting, except when the director protests at the beginning of the meeting that the meeting is not lawfully called or convened.

Section 7. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. If a quorum is not present, the directors present by majority vote may adjourn the meeting. A withdrawal of directors to leave less than a quorum will not prohibit the continuation of business.

Section 8. Vote Required. All actions of the directors shall be authorized by a majority of the votes cast, except as otherwise provided by these Bylaws.

Section 9. Voting Rights. Each director present in person at a meeting of the board shall be entitled to one vote.

Section 10 Conduct of Meetings. Meetings of directors generally shall follow accepted rules of parliamentary procedure, except the President shall have authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 11 Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation, any action may be taken without a meeting, prior notice or vote, if a written consent is signed by all members of the Board of Directors.

Section 12 Participation by Telephone. Any or all members of the Board of Directors of any committee may participate in a meeting by means of conference telephone call by which all persons participating in such meeting can hear each other, and participation in such conference telephone call shall constitute presence in person at the meeting.

Article IX - Duties of Officers:

Section 1. Appointment. The board at its annual meeting shall elect a President, Vice-President, Secretary, Parental Involvement Program Coordinator, Ski Team Administrator, and Treasurer. The board may also elect one or more Vice Presidents. The Secretary and Treasurer may be the same person.

Section 2. Resignation and Removal. An officer may resign at any time by written notice to the corporation. Except as otherwise provided by written contract between the officer and the corporation, an officer may be removed with or without cause by a vote of the board.

Section 3. President. . The President shall be the chief executive officer. The President shall preside over all meetings. The President shall sign bonds, mortgages, and other contracts and agreements on behalf of the corporation, except when the board of directors shall instruct the same to be done by some other officer or agent. The President shall see that all orders and resolutions of the board of directors are carried into effect and shall perform all other duties necessary or appropriate to the office of President. The President shall appoint necessary committees, and shall be an ex-officio member of each committee.

Section 4. Vice President. The Vice President shall perform the duties of the president in his/her absence. The Vice President shall have such titled and perform such duties assigned by the President or the board of directors.

Section 5. Secretary. The Secretary shall record and maintain the minutes of all regular and special meetings of the board of directors and members of the corporation and shall perform such duties assigned by the President or the board of directors. The minutes shall include a listing of all persons present at the meeting.

Section 6. Treasurer. The Treasurer shall have the custody of the corporate funds and securities except as otherwise provided by the board of directors, shall keep full and accurate accounting records for the corporation, and shall deposit all funds to the credit of the corporation in such depositories as may be designated by the board of directors.

Section 7. Parental Involvement Program Coordinator The Parental Involvement Program Coordinator shall administer the Parental Involvement Program in coordination with the Administrator of the MS/HS Nordic Ski Team Committee.

Section 8. Other Officers Other officers may from time to time be appointed by the board of directors to perform such duties and exercise such authority as the board of directors or President shall prescribe.

Article X - **Nordic Ski Racing Team Administration.**

Section 1. Appointment of the Nordic Race Team Committee.

Nordic Race Team Team Committee is appointed annually by the Board of Directors and shall consist of, at a minimum, a member Board of Directors, the Head Coaches, the Ski Team Administrator, and at least three parents of Nordic Race Team members. Ski team members and assistant coaches may also be members of the committee.

Section 2. Nordic Race Team Committee Responsibilities

The Nordic Race Team Committee shall provide coordination, support, and advice to the Nordic Ski Team. The committee shall act in accordance with the rules governing Ski Tigers. A member of the Nordic Race Team Committee shall submit the annual operating budget for the Nordic Ski Team to the Board of Directors by September 1 for approval.

Section 3. Coaching Appointments.

Nordic Race Team Coaches shall be hired or selected by the Board of Directors to serve at their pleasure. Coaching contracts shall conclude at the end of the membership year. The Board shall define a job description for each position. The coaching committee will recommend coaching candidates to the Board and provide feedback to the board annually based on performance reviews.

Section 4. Coaching Committee.

The Nordic Ski Team coaching committee will be appointed by the Board of Directors and will provide the Board with coaching recommendations by May 1. The committee shall consist of a minimum of three people. The committee will also conduct job performance reviews of all Nordic Race Team Coaches based on criteria approved by the board and accepted by the coaches at the time they are hired or selected. The performance reviews will be conducted following the conclusion of the ski season and provide written feedback to each coach and the Board by March 31.

Section 5. Responsibilities of the Ski Team Administrator

The Nordic Ski Team Administrator shall provide the logistical support and arrangements for the ski team, administer the budget, administer the Nordic Race Team PIP Program, and work in concert with the PIP Coordinator on PIP points for each family. The administrator shall act as chair of the Nordic Race Team Committee meetings.

Section 6. Nordic Race Team Liaison

The Nordic Race Team Committee will be represented at each meeting of the Board of Directors. The Head Coach, the Ski Team Administrator, or a member of the Nordic Race Team Committee designated by the Nordic Race Team Committee will represent the Nordic Race Team Committee.

Article XI - Indemnification.

Section 1. Indemnification.

Each person who is or was a member, director, officer or committee member of the Corporation and each person who serves or served at the request of the Corporation as a member, director, officer, partner, employee or agent of any other corporation or other organization or enterprise shall be indemnified by the Corporation to the fullest extent permitted by the non-profit corporation laws of

Michigan. The Corporation may also grant indemnification rights to any employee or agent of the Corporation to the extent permitted by the laws of Michigan. The Corporation may purchase and maintain insurance against any liability asserted against or incurred by any person described in this Article whether or not the person is entitled to indemnification pursuant to this Article.

Article XII - Amendment of Bylaws

These Bylaws may be amended at any Annual Meeting of the members, or at a special meeting called and held for this purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided that notice, including a copy of the proposed amendment or amendments, shall have been given in writing to all members either personally or by electronic or postal mail not less than 20 days prior to the meeting at which such amendment or amendments are to be considered.

Article XIII - General Provisions

Section 1. Conflict of Interest.

Whenever a director, coach, or other representative of Copper Country Ski Tigers has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 2. Fiscal Year.

The fiscal year of the corporation shall be fixed by the board of directors.

Section 3. Seals, Logos, Emblems, Insignia

The board of directors may adopt seals, logos, emblems, and insignia.

Section 4. Checks.

All checks or demands for money and notes of the corporation shall be signed by such persons as the board of directors may designate.

Article XIV – Dissolution and Distribution of Assets

Section 1. Dissolution.

Dissolution of the Club shall require an affirmative vote of a majority of members entitled to vote who are present at a meeting called exclusively for this purpose and for which notice as provided in these bylaws for annual or special meetings has been given. No minimum number of members is required for a quorum.

Section 2. Distribution of Assets.

Upon the dissolution of the club, the Board of Directors, after paying or making provision for the payment of all liabilities of the Club, shall arrange for the distribution of the remaining assets to a scientific, educational or charitable organization which at the time qualifies under Section 501(c)(3) of the Internal Revenue Code, as amended. Preference shall be to such an organization, if any, with similar purposes as the Club and which operates within the same general geographic area as the Club.

Article XV – Independent Audit.

The Board of Directors may at any time authorize an independent audit of the Club's financial affairs.

Article XVI – Nondiscrimination Policy

It is the policy of the Copper Country Ski Tigers not to discriminate on the basis of race, religion, sex, national origin or sexual orientation in its athletic programs and related activities, in the employment or selection of the Board of Directors, coaches, committee members, officers or other such positions.

Article XVII - Invalidity of Part of Bylaws

If any article, section or provision of the bylaws shall be held invalid by any court of law, Federal or State, or by any governmental unit, Federal or State, or any subdivision thereof, such holding shall not be construed as affecting the validity of any remaining article, section, or provision of these bylaws, it being the intent of the adopters that the valid portions of this constitution shall stand notwithstanding the invalidity of any such article, section or provision.

Amended: April 22, 2015