BY – LAWS

OF

CHISHOLM SKI CLUB ASSOCIATION, INC.

ARTICLE I – OFFICES

The principal office of the corporation shall be at Black Mountain of Maine, Town of Rumford, County of Oxford, State of Maine. The Corporation may also have offices at such other places within or without the State of Maine as the board may from time to time determine or the business of the corporation may require.

ARTICLE II – BOARD OF DIRECTORS

1. NOTICE AND PLACE OF MEETINGS

(a) Each member of the Board shall be notified; with at least three days notice, of all regular meetings. Special meetings may be called with a minimum of forty-eight (48) hours notice, provided that contact is made with each Board member by telephone, facsimile transmission, or other electronic, written or oral communication.

(b) Meetings of the Board of Directors shall be held at the principal office of the corporation or at such place within or without the State of Maine as the Board of Directors shall authorize. Meetings shall be held the third Tuesday of each month.

(c) Regular and Special meetings shall be limited to a period of two (2) hours unless an extension is approved by a majority of those Board members present.

2. ANNUAL MEETING

The annual meeting of the Chisholm Ski Club shall be held in April when the club members shall elect a board and transact such other business as may properly come before the meeting. This date may be changed by a 2/3 vote of the board present at the meeting in which the change is made. The specific meeting date will be established by the executive committee at least one month prior to the meeting.

3. ADDITIONAL MEETINGS

The Board of Directors shall meet as necessary in addition to the annual meeting at a time to be established by the chairman of the board at times appropriate to the orderly management of business of the corporation.

4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by written request of at least three members of the board or by the chairman, and shall be scheduled by the chairman or the secretary within 20 days of such call.

5. DUTIES OF THE BOARD

It shall be the duty of the Board of Directors of the Chisholm Ski Club Association, Inc. to control, implement and manage the affairs, business and policies of the Corporation, and to take charge of, control and manage all assets of the Corporation.

6. AGE OF SENIOR DIVISION MEMBERS AND DIRECTORS

Subject to any provisions in the certificate of incorporation, the members of the Chisholm Ski Club Association, Inc. and the Board of Directors shall be at least 18 years of age.

7. NUMBER OF DIRECTORS

The Board of Directors of the Chisholm Ski Club Association, Inc. shall consist of no more than 15 members.

8. NOMINATION, ELECTION, AND TERM OF DIRECTORS

(a) Nomination to the Board of Directors shall be made by the Executive Committee, and election to the Board shall be by a simple majority of the club members present at the annual meeting.

(b) The term of office for each Board member shall be three years, except that the initial term of a new Board member may be one or two years as determined by the Board in order that schedule of terms is established providing for staggered replacement. Members of the Board of Directors shall be eligible for re- election.

9. REMOVAL OF DIRECTORS

Any of the Directors may be removed for cause by action of the Board.

10. RESIGNATION

A director may resign at any time by giving written notice to the Board Chairman or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. The Board may elect a replacement to fill the unexpired term of a Board Member at the next meeting of the Board of Directors.

11. QUORUM OF DIRECTORS

Unless otherwise provided in the certificate of incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

12. ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Board of Directors, if a quorum is present, shall be the act of the Board.

13. CHAIRMAN

At all meetings of the Board, the Chairman, or in his or her absence, the Vice-Chairman shall preside.

14. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate from among its club members an executive committee and other committees, each consisting of two or more directors. Each such committee shall serve at the pleasure of the Board.

15. COMPENSATION

No compensation shall be paid to directors, as such, for their services, at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director, officer or club member from serving the corporation in any other capacity and receiving compensation therefor.

16. ADVISORY BOARD

An advisory Board may be appointed by the Chairman with the approval of the Board of Directors to provide advice and counsel in their areas of expertise.
or

ARTICLE III – OFFICERS

1. NUMBER, NOMINATION, ELECTION, AND TERM OF OFFICERS

(a) Unless otherwise provided for in the certificate of incorporation, the Board shall elect from its Board members a Chairman, Vice-Chairman, and from its Board members or the club membership, a Secretary and a Treasurer, and such other officers as it may establish by resolution, who shall have such duties, powers and functions as hereinafter provided or as set forth in the resolution establishing such office.

(b) The term of office of the Officers of the Board shall be two years.

(c) Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

(d) Nomination of officers shall be determined by the Executive Committee. In the event that nomination of officers is conducted separately for each office rather than by a slate of all officers, nominations shall occur in the

following order: Chairman, Vice-Chairman, Secretary, Treasurer, and all remaining Officers in the order determined by the Board.

(e) Election of officers shall be by majority vote of the Board of Directors. In the event that election of officers is conducted separately for each office rather than by a slate of all officers, election shall occur in the following order: Chairman, Vice-Chairman, Secretary, Treasurer, and all remaining officers in the order determined by the Board.

2. REMOVAL, RESIGNATION, SALARY, ETC.

(a) Any officer elected or appointed by the Board may be removed by the Board with or without cause.

(b) In the event of death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

(c) Any two or more offices may be held by the same person, except the office of Chairman.

3. CHAIRMAN

(a) It shall be the duty of the Chairman of the Board of Directors of the Corporation to preside at all regular and special meetings of the Board and to implement all policies and decisions of the Board relating to the administration of the Chisholm Ski Club Association, Inc.

(b) The Chairman shall call meetings of the Board of Directors of the Corporation when he or she deems it necessary or requested to by at least three members of the Board.

(c) It shall be the duty of the Chairman to appoint all Chairmen of the Committees of the Board of Directors subject to the approval of a majority of the Board.

(d) It shall be the duty of the Chairman to act as the chief executive officer of the Corporation and to be the primary contact between the Board of Directors and the Program director and staff.

4. VICE-CHAIRMAN

The Vice-Chairman shall, in the absence of the Chairman, discharge the duties of that office at any regular or special meeting, properly called. In the absence of both the Chairman and the Vice-Chairman, the succession shall be as follows: The Secretary, The Treasurer.

5. SECRETARY

The Secretary shall:

(a) Try to attend all meetings of the Board.

(b) Record all votes and minutes of all proceedings in a book to be kept for that purpose.

(c) Give or cause to be given, notice of all meetings of directors and of special meetings of the Board.

(d) Keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the Board.

(e) When required, prepare or cause to be prepared and available at each meeting of directors a certified list in alphabetical order of the names of directors entitled to vote there at.

(f) Keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner.

(g) Perform such other duties as may be prescribed by the Board.

6. ASSISTANT-SECRETARIES

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the Board, shall have all the powers and functions of the secretary.

7. TREASURER

The Treasurer shall:

(a) Have the custody of the corporate funds.

(b) Keep full and accurate accounts of receipts and disbursements in the corporate books.

(c) Deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board.

(d) Disburse the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements.

(e) Render to the Chairman and Board at the regular meetings of the Board, or whenever they require it, an account of all his or her

transactions as treasurer of the financial condition of the corporation.

(f) Render a full financial report at the annual meeting of the directors if so requested.

(g) Be furnished by all corporate officers and agents at his or her request, with such reports and statements as he or she may require for all financial transactions of the corporation.

(h) Perform such other duties as are given to him or her by these by-laws or as from time to time are assigned to him or her by the Board or the Chairman.

(i) Receive or disburse all monies due or payable by the corporation as directed by the Board of Directors. Disbursements in the amount of over one thousand dollars shall have two authorized signatures.

(j) Maintain a Restricted Funds Account, in addition to the general operating fund which shall be used for the purpose of paying current expenses incurred in the ordinary and regular transaction of business of the corporation, to be drawn upon only after the approval of the Board of Directors. All disbursements from this fund will conform with the stated purpose of the donor.

(k) Prepare annual budget (income and expense forecasts for the annual meeting) and cash flow monthly statements. Present to the Board of Directors at the annual meeting.

(l) Manage financial investments to maximize return on said investments.

(m) Arrange for independent audits of all corporate accounts, books, etc. as required by law or as required by vote of the Board of Directors.

8. SURETIES AND BONDS

In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE IV – CLUB MEMBERSHIP

(a) Upon Payment of the annual dues prescribed by the Board of Directors, any person interested in the purpose and projects of the Association club shall become a club member in good standing.

(b) Club membership shall be divided into a Senior Division and a Junior Division. A Senior club member shall have the privilege of voting at the annual meeting, holding office, and participating in all Association club activities.

(c) A club member in good standing must have paid his/her yearly dues

(d) The privilege of holding office in the Association club and voting at a regular meeting shall not be accorded to Junior club members. The Junior Division shall be conducted as near as possible in accordance with the organization suggested by the United States Ski Association.

(e) Any club member may be expelled from the Association club by a three-fourths majority vote if that member has violated the rules of good sportsmanship or is a detriment to the ideals and name of the Association club.

(f) All club members are pledged to observe and be governed by the by- laws of the Association club. In competition, they shall abide by the rulings of the officials in charge of the contests.

ARTICLE V – CORPORATE SEAL

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization and the word "Maine". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE VI – EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

ARTICLE VII – FISCAL YEAR

The fiscal year shall run from January 1st to December 31st each year.

ARTICLE VIII – REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the Articles of Incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE IX – VOTING

(a) Election of Board of Directors shall take place at the annual meeting. The Board of Directors shall then elect officers as provided in Article III.

(b) A quorum shall consist of a majority of the Board of Directors, at any meeting properly called.

ARTICLE X – STATEMENT OF POLICY

(a) The facilities of the Chisholm Ski Club Association, Inc. shall be available for use without regard to race, color, sex, creed or national origin.

(b) The fees for participation in any Chisholm Ski Club Association, Inc. program, for use of its facilities or equipment, for club membership, and all other fees or charges of the Corporation shall be determined by the Board of Directors.

ARTICE XI – PARLIAMENTARY PROCEDURE

The rules of parliamentary procedure as laid down in "Robert's Rules of Order" shall govern all meetings of the Chisholm Ski Club Association, Inc.

ARTICLE XII – BY-LAW CHANGES

Except as otherwise provided in the certificate of incorporation the by-laws may be amended, repealed or adopted by majority vote of those entitled to vote and present at the meeting in the election of directors.

July 1993
Rev. May 7, 2017
Rev. April 25, 2023
Rev. April 8, 2025