

**BYLAWS**  
of the  
**BITTERROOT CROSS-COUNTRY SKI CLUB**

**Article I – Name**

The name of this organization shall be the Bitterroot Cross-Country Ski Club.

**Article II – Purpose**

The Bitterroot Cross-Country Ski Club is a non-profit, non-partisan, public-interest corporation whose purpose is to benefit the public by promoting Nordic (*cross-country*) skiing and other outdoor recreational activities by educating the public about the health and recreational benefits of such activities, and by assisting appropriate public authorities in the management and operation of the Chief Joseph Cross-Country Ski Area.

**Article III – Membership**

Section 3.1 Membership Types shall be Individual, Family, Supporting Individual, Supporting Family, and Life-Time.

Section 3.2 Membership Dues are payable annually in the amounts set by the Club.

Section 3.3 Dues for Life-Time members shall be set by the Club and paid only once.

Section 3.4 Individual memberships shall have one vote at the meetings; Family memberships are entitled to two votes.

**Article IV – Officers and Activity Directors**

Section 4.1 The officers of the Club shall be: President, Vice-President, Treasurer, and Secretary

Section 4.2 The officers of the Club shall be elected by a simple majority of the members present at the general Club meeting held during December. Election of the President and the Treasurer shall be in even numbered years. Election of the Vice-President and Secretary shall be in odd numbered years.

Officers shall assume their duties on the 1<sup>st</sup> of January following their election and shall serve two-year terms. Officers may serve successive terms. Any member in good standing shall be eligible to hold an office.

Section 4.3 The Activity Coordinators for the Club shall be the following, plus others as deemed necessary.

Hut Coordinator  
Instruction Coordinator  
Map Coordinator  
Membership Coordinator  
Newsletter Distribution Coordinator  
Newsletter Editor  
Program Coordinator  
Publicity Coordinator  
Trails and Grooming Coordinator  
Webmaster

- Section 4.4 Activity Coordinators shall be appointed by the President and approved by a majority of the elected officers of the Club.
- Section 4.5 In the event the President is unable to fulfill his/her term, the Vice-President shall assume that office. All other vacancies shall be filled by appointment by the President, subject to approval of the members at the next general meeting.

### **Article V – Executive Board**

- Section 5.1 Voting members of The Executive Board shall consist of the Elected Officers, appointed Activity Coordinators, and the most recent previous president of the Club.
- Section 5.2 The Executive Board shall handle the regular business of the Club.
- Section 5.3 Meetings of the Executive Board will be held no fewer than three times per year on dates determined by the President. Additional meetings may be called by the President as required.
- Section 5.4 A quorum of the Executive Board shall be one more than half of the current Board Members for the transaction of business.
- Section 5.5 The Club's fiscal year shall be from January 1<sup>st</sup> to December 30<sup>1st</sup>, the operational year shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

### **Article VI – Duties of Officers**

- Section 6.1 The President shall:
- a) Preside at all meeting of the Club and the Executive Board.
  - b) Appoint Activity Coordinators.
  - c) Appoint all committee chairs and serve as an ex-officio member of each committee.
  - d) Act as liaison between the Club and the Wisdom District of the Beaverhead National Forest.
  - e) Call special meetings as required.
- Section 6.2 The Vice-President shall:
- a) Assume the duties of the President in case of his/her absence or disability.
  - b) Act as an aide to the President and assist in the performance of the President's duties as needed.
  - c) Work with the President to set and reserve dates for Club use of the Hut.
  - d) Work with the Hut Coordinator to schedule any required maintenance or repairs to the Hut.
- Section 6.3 The Secretary shall:
- a) Record the minutes of all proceedings of Executive Board and general Club Meetings.
  - b) Keep the meeting minutes of all Club meetings, both general and of the Executive Board.
  - c) Keep the Historical Data files of the Club.
- Section 6.4 The Treasurer shall:
- a) Safely keep all monies of the Club.
  - b) Pay bills on a timely basis.
    - 1) All Club expenditures for less than \$250 must be approved by the President.
    - 2) Expenditures for more than \$250 but less than \$1,000 must be approved by a majority of the officers.
    - 3) Expenditures of more than \$1,000 must be approved by a simple majority of the Club members present at a regularly scheduled monthly meeting.
    - 4) Payments for grooming expenses, insurance premiums, newsletters and emergency repairs of equipment are exceptions and will be paid by the Treasurer upon receipt of valid bills, invoices, or receipts.
  - c) Keep full and accurate account of all receipts and disbursements for the Club.
  - d) Provide the Executive Board and members with a fiscal year-end financial statement of the Club's income and disbursements.

- e) The Treasurer and the President shall have their signatures on file at the financial institute of monetary deposits. In the absence of the Treasurer, or in an emergency, the President is authorized to write checks for expenses.
- f) The Treasurer shall, in the event the Club is dissolved, liquidate all Club assets, pay all outstanding debts, and distribute any remaining proceeds to organizations of the Club's choosing which have 501(c)(3) status.
- g) Ensure that required tax documents are filed in a timely manner.

## **Article VII – Duties of Coordinators**

- Section 7.1 The Hut Coordinator shall: oversee maintenance, inspection, and the stocking of supplies for the Hut.
- Section 7.2 The Instruction Coordinator shall: plan and organize the Club's educational and safety programs.
- Section 7.3 The Membership Coordinator shall:
- a) Maintain a database of active Club Members.
  - b) Maintain a mailing list of active Club Members and sponsors.
  - c) Annually (*August*) inform Club Members of membership renewal deadlines and current status.
- Section 7.4 The Map Coordinator shall oversee:
- a) Production of the trails map
  - b) Solicitation of sponsoring advertisers for the trails map
  - c) Collection of funds from the map sponsors
  - d) Distribution of the trails map to the appropriate outlets
- Section 7.5 The Newsletter Distribution Coordinator shall: oversee monthly distribution of the Club Newsletter by Email and US Mail.
- Section 7.6 The Newsletter Editor shall:
- a) Compile a monthly newsletter reflecting the highlights of regular Club Meetings and list upcoming events.
  - b) Be responsible for printing the newsletter.
- Section 7.7 The Programs Coordinator shall: arrange for speakers for the regular Club meetings.
- Section 7.8 The Publicity Coordinator shall:
- a) Arrange and oversee distribution of all Club advertising and brochures.
  - b) Solicit free publicity for the Club.
  - c) Oversee contacts between the Club and other non-profit organizations and other public-oriented organizations.
- Section 7.9 The Trails and Grooming Coordinator shall:
- a) Coordinate all clearing, marking, and signing of trails at Chief Joseph.
  - b) Schedule trail grooming and track setting.
  - c) Coordinate routine and periodic maintenance of grooming equipment owned by the Club.
  - d) Recruit Club Members to assist with grooming.
  - e) Train volunteers in the proper and safe use of grooming equipment.
  - f) Document work accomplished each season by grooming volunteers at Chief Joseph.
  - g) Attend Forest Service meetings with the Club where programs of work and volunteer agreements are discussed.
  - h) Work with Wisdom Ranger District representatives of the Forest Service to prepare the annual program of work and volunteer agreements.
  - i) Coordinate summer trail maintenance and firewood gathering.

- Section 7.10 The Webmaster shall:
- a) Create and publish a website for the Club.
  - b) Keep the website up-to-date as new information becomes available.

### **Article VIII – Conflict of Interest Policy**

Section 8.1 Definitions.

- a) **CONFLICT OF INTEREST.** A person acting on behalf of the Club (*while negotiating, approving or administering any transaction or arrangement to which the Club is a party*) has a conflict of interest if facts or circumstances exist (*with respect to that person*) that would (*or might*) cause a reasonable person (*in similar circumstances*) to favor another party to the transaction over the interest of the Club. A conflict of interest may be rooted in an adverse interest, business, financial, social, political, or religious affiliation.
- b) **INTERESTED PERSON.** Any person who has (*or may possibly be determined to have*) a conflict of interest is an Interested Person.

Section 8.2 Duty to Disclose Violations.

- a) An Interested Person must disclose to the Executive Board all facts and circumstances relevant to any existing or potential conflict of interest.
- b) If the Executive Board determines that an Interested Person failed to disclose an actual or potential conflict of interest, it shall take any action appropriate to protect the interest of the Club, including (*but without limitation*), termination of the Interested Person's authority to act on behalf of the Club.

Section 8.3 Determination of a Conflict of Interest

- a) The Executive Board may, after appropriate investigation and consideration, determine that no conflict of interest exists in a particular circumstance, provided that such determination is approved by affirmative votes of a majority of the disinterested Board Members.
- b) Notwithstanding the failure or inability of the Board to make a determination that a conflict of interest does not exist or if the Board determines that a conflict of interest does exist, the Board may nevertheless determine that it is in the interest of the Club to:
  - 1. Approve and/or ratify the actions already taken on behalf of the Club by the Interested Person; or
  - 2. Approve and/or ratify the continued designation of the Interested Person as an authorized agent of the Club (*to act on behalf of the Club in connection with the transaction or arrangement in question*), and in doing so, impose such restrictions on the Interested Person as the Board Members may think appropriate, provided in either case that such action is approved by the affirmative votes of a majority of the disinterested Board Members.

Section 8.4 Records of Proceedings.

The Minutes of the Executive Board shall contain all information relevant to any determination made by the Board under Section 8.3, together with the names of persons who were present for discussions and include a record of votes taken.

### **Article IX – Meetings**

Section 9.1 General meetings shall be held each month on a date approved by the Club, except for the months of June, July, and August, when there will be no scheduled meetings.

Section 9.2 Special meetings shall be held as deemed necessary by the President.

Section 9.3 Executive Board meetings shall be held no fewer than three times per year, plus as many additional times as necessary to carry out the business of the Club.

Section 9.4 A quorum at the general monthly meeting shall be those members in attendance, but not fewer than 10.

**Article X – Amendments**

Section 10.1 These bylaws may be amended at any regular meeting of the Club, provided the proposed amendment has been presented for consideration at the previous (*regular*) meeting and so stated in the notice for the ensuing meeting.

Adopted at the Regular Club Meeting on \_\_\_\_\_

Signed,

\_\_\_\_\_, President

\_\_\_\_\_, Vice-President

\_\_\_\_\_, Treasurer

\_\_\_\_\_, Secretary