

## **BYLAWS OF STOWE NORDIC, INC.**

### **ARTICLE 1. Name**

The name of the organization shall be Stowe Nordic, Inc.

### **ARTICLE 2. Purpose**

Stowe Nordic, Inc.'s Mission Statement: Stowe Nordic is a membership based organization whose purpose shall be to promote in Stowe, Vermont and surrounding communities the passion and pursuit of Nordic skiing as a lifetime winter sport by:

- (a) encouraging education, fitness, competition, technique improvement, recreation, social camaraderie, health and wellness, youth programs, and an appreciation of the outdoors and nature,
- (b) providing programs and events in support of the sport,
- (c) supporting local businesses who serve the Nordic ski community, and
- (d) acting as ambassadors for Stowe in the greater Nordic skiing community.

All programs and activities provided by Stowe Nordic shall be available to the general public, including all related educational, charitable, and civic opportunities. Participation in some of these programs and activities may require membership in Stowe Nordic, which is available to anyone.

### **ARTICLE 3. Membership**

Any person may become a member of Stowe Nordic by filling out the membership application and paying the membership fee for the current year. All adult members aged 18 and over, whether registered as an individual or as a member of a family, shall have full voting rights at all meetings of the members.

### **ARTICLE 4. Board of Directors and Officers**

Section 1. Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the directors and committees. The Board shall have up to ten and not fewer than five members. Board members receive no compensation for normal Board work other than reasonable expenses. The Board shall have the authority, however, to pay directors, members, officers, or employees reasonable compensation for bona fide services rendered for the Corporation and to reimburse members, directors, officers or employees for reasonable expenses actually incurred for the benefit of the Corporation.

Section 2. Meetings. The Board shall meet at least twice yearly at an agreed upon time and place.

Section 3. Board Elections. Election of new directors and officers or election of current directors and officers to additional terms will occur as the first item of business at the annual meeting of

the corporation. Directors and officers will be elected by a majority vote of the members attending the annual meeting. Interim Board members with full voting rights on the Board may be appointed at any time by a two-thirds majority of the Board of Directors.

Section 4. Terms. All Board members except for interim Board members shall serve three year terms, but are eligible for reelection. Interim Board members shall serve only until the next annual meeting of the corporation at which time they may be elected to a full term by the members attending the annual meeting.

Section 5. Quorum and Voting Requirements. A quorum representing at least 50 percent of the current Board members must be present before business can be transacted or motions made or passed. All matters brought before a meeting of the Board shall be decided by the affirmative vote of a majority of the votes cast by Board members present at such meeting or represented by proxy.

Section 6. Notice. An official Board meeting requires that each Board member have notice by mail, phone, or e-mail at least one week in advance.

Section 7. Officers and Duties. There shall be four officers of Stowe Nordic, consisting of a President, Vice President, Secretary and Treasurer. Officers are on the Board of Directors. Officers shall serve one year terms, but are eligible for re-election. Their duties are as follows:

The President shall convene all Stowe Nordic membership and Board meetings and shall preside or arrange for other officers to preside at each meeting in the following order: Vice President, Secretary and Treasurer.

The Vice President will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Stowe Nordic membership and Board actions, including overseeing the taking of minutes at all Stowe Nordic membership and Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to members and Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Stowe Nordic membership and Board meeting showing income, expenditures and pending income. The Treasurer shall assist in the preparation of the annual budget, help develop fundraising plans, and make financial information available to Stowe Nordic members and Board members.

Section 8. Resignation, Removal, or Vacancy. Service on the Board of Directors shall be subject to the following terms and conditions governing resignation, removal, or vacancy:

(a) Resignation. A director may resign at any time upon delivery of a written resignation to the President or Secretary of Stowe Nordic. Such resignation shall be effective upon receipt unless specified to be effective as of some other date.

(b) Removal. At any duly convened meeting of the members, any one or more of the directors may be removed for any reason by the affirmative vote of two-thirds of the votes cast by the members present in person or represented by proxy at such meeting, and a successor may then and there be elected to fill the vacancy thus created for the balance of the unexpired term appertaining to such vacancy.

(c) Vacancy. Any vacancy in the Board of Directors shall be filled by vote of a majority of the remaining directors present in person or represented by proxy at a meeting of the directors, though less than a quorum thereof may exist at the time of such vote. Any director so elected by the Board of Directors shall hold office for the balance of the unexpired term appertaining to such vacancy.

Section 9. Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by mail, phone, or e-mail at least 3 days in advance by the Secretary to each Board member.

#### ARTICLE 5. Committees

The Board may create committees as needed. The President appoints all committee chairs.

#### ARTICLE 6. Budget

The Board is responsible for developing and reviewing fiscal procedures and an annual budget. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be September 1 – August 31. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

#### ARTICLE 7. Meetings of Stowe Nordic Members

Section 1. Annual Meeting. The annual meeting of the members shall be held during the first quarter of each fiscal year, or on such other date as the Board of Directors may designate. The purpose of the annual meeting of members shall be to elect the Board of Directors and Officers and to transact such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by a majority of the directors, and must be called by the President upon receipt of a written request signed by members representing at least ten percent (10%) of the votes in Stowe Nordic. Business transacted at any such special meeting shall be limited to those matters stated in the notice of such meeting.

Section 3. Place of Meetings. All meetings of Stowe Nordic shall be held at a suitable place within the State of Vermont convenient to the members as may be designated by the Board of Directors.

Section 4. Notice of Meetings. Notice of the annual meeting and any special meetings of Stowe Nordic shall be delivered personally to each member by e-mail transmission to the member's e-mail address as listed in Stowe Nordic's records not less than ten nor more than fifty days before the date of such meeting. The notice shall state the day, hour, place, and purposes of the meeting.

Section 5. Waiver of Notice. Members who decline to provide their e-mail address on the membership application form shall be considered to have waived their right to notice of meetings.

Section 6. Quorum and Voting Requirements. At all meetings of the members, ten percent (10%) of the total number of members shall constitute a quorum. All matters brought before any such meeting shall be decided by the affirmative vote of a majority of the votes cast by members present at such meeting or represented by proxy, unless otherwise required by law.

Section 7. Conduct of Meetings. The President shall preside over all meetings of Stowe Nordic, and the Secretary shall keep the minutes of the meeting to record all business transacted at such meeting. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of Stowe Nordic.

Section 8. Adjournment. If any meeting of Stowe Nordic cannot be duly convened for lack of a quorum, the meeting may be adjourned by the members representing a majority of the votes present at such meeting, in person or by proxy, until a quorum is present for convening the meeting.

#### ARTICLE 8. Amendments

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

#### ARTICLE 9. Dissolution or Sale of Assets

A two-thirds vote of the membership shall be required to dissolve the corporation. After dissolution, any assets remaining after payment of debts and liabilities shall be paid over to a charitable organization. No part of the assets shall inure to the benefit of or be paid or distributed to a director, officer, member, employee or donor of the organization.

These Bylaws were approved at a meeting of the Board of Directors of Stowe Nordic on April 9, 2019.