

**BYLAWS OF WE SKI II**  
**A California Mutual Benefit Corporation**

Section 1; NAME

The name of this corporation is WE SKI II.

Section 2; PRINCIPAL OFFICE

The principal office of this corporation shall be the office or residence of the then acting President of this corporation. The board of directors (board) may change the principal office from one location to another.

Section 3: PURPOSE AND LIMITATIONS

A This organization is a corporation under the laws of the State of California and it is also referred to as a “club.” Unless specified otherwise, the terms corporation and club, as used in these bylaws, are equivalent and “members” are members of both the corporation and the club.

B For the purposes of these bylaws, unless specified otherwise, the chair and vice chair of the board of directors are also the President and Vice President of the corporation and of the club. All other officers are also corresponding officers in the corporation, board of directors and the club.

C The specific purpose of this corporation is to identify opportunities for and facilitate participation in recreational activities by its members.

D Limitations: This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose set forth above.

Section 4; MEMBERS

A Qualifications and right of membership.

1 Classes and qualifications: This corporation shall have four (4) classes of members, designated as follows: individual, family, honorary and commercial. Each class of members shall have the same rights and privilege except that each family membership shall have but one vote per family to be exercised by any adult member of the family.

2 Any person or family dedicated to the purpose of this corporation, and of good moral character, shall be eligible for membership on approval of the membership application by the board, the payment of such dues and fees as the board may fix from time to time, and execution of a waiver of liability as described in Section 4 A 7

3 Voting members: All members of this corporation shall have the right to vote, as set forth in these by-laws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, and on any election to dissolve the corporation. In addition, all members shall have all rights afforded members under the California Non-profit Mutual Benefit Corporation Law.

4 Other persons and/or organizations associated with the corporation: The corporation may have "commercial" members associated with it or belonging to it. Such entities are not voting members as set forth in Section 4 A 3 of these bylaws, nor shall such designation convey nor imply membership within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for a voting membership under Section 4 A 2 of these bylaws. Reference in these bylaws to members shall mean members as defined in Section 5056 of the California Corporations Code, i.e. the members of the individual or family membership classes set forth in section 4 A I, of these bylaws.

5 Dues, Fees and Assessments. To become or remain a member in good standing each member shall pay, within the time and on the conditions set by the board, dues and fees in amounts to be fixed from time to time by the board. The dues and fees shall be equal for all members of each class, but the board may, in its discretion, set different dues, or fees for each class.

6 Members of this corporation shall not be subject to assessment without prior amendment of these bylaws.

7 Waiver of liability: To become or remain a member in good standing each

member shall, at the time of paying dues, execute a waiver of liability wherein the member(s) assume(s) all risks associated with participation in any event. This waiver shall relieve all board members, corporate officers and event leaders of responsibility and liability for any and all personal injury or property damage suffered by or caused by the member(s).

8 Good Standing: Those members who have paid the required dues or fees in accordance with these bylaws, executed the required waiver of liability as described in Section 4 A 7, and who are not suspended shall be members in good standing.

B Termination and suspension of membership:

1 Causes of termination: A membership shall terminate on occurrence of any of the following events:

a Resignation of a member, on reasonable notice to the corporation;

b Failure of a member to pay dues or fees as set by the board with 15 days after they become due and payable, or failure to execute the required waiver of liability as described in Section 4 A 7;

c Expulsion of the member under Section 4 B 2 of these bylaws, based on the good faith determination by the board, or a committee authorized by the board to make such determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation,

d A member may be suspended on the same grounds as set forth in Section 4 B 1 above. During suspension the suspended person shall not be considered a member of this corporation.

2 Procedure for expulsion or suspension: If grounds appear to exist for expulsion or suspension of a member under Section 4 B 1 of these by laws, the procedure set forth below shall be followed:

a The member shall be given 10 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably expected to provide actual notice. Any notice given by mail shall be sent by first-class

or registered mail to the member's last address as shown on the corporation's records.

b The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed action. The hearing shall be held, or the written statement considered, by the board to determine whether the expulsion or suspension should take place.

c The board shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the board is final.

d Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

3 Transfer of memberships: Memberships in this corporation shall be non-transferable.

#### C Meetings of Members:

1 Place of Meeting: Meetings of the members shall be held at any place within the State of California designated by the board or by the written consent of all persons entitled to vote at the meeting, given before or after the meeting.

2 Annual Meeting: An annual members' meeting shall be held on the first Monday of April of each year at 7 o'clock p.m, unless the board fixes another date or time and so notifies the members as provided in Section 4 C 5 of these bylaws. At this meeting, directors shall be elected and any other proper business may be transacted.

3 Other regular meetings of members: The corporation shall hold a regular meeting of members, called "THE FLATLANDER" on the first Monday of each month. Said meeting shall be for the instruction, information and association of members. Said meeting shall be held without call, provided no matter calling for, requiring, or authorized by, a vote of members shall be transacted at such meeting, in which case the secretary of the corporation shall have first given notice of such matters as provided for in Section 4 C 5.

4 Special Meeting of Members: A special meeting of members for any lawful purpose may be called at any time by the board or the president of the corporation, or by five percent (5%) or more of the members. The call or notice of the meeting shall be as provided for in Section 4 C 5. No business other than that set forth in the notice of the meeting may be transacted at a special meeting.

5 Notices of Meetings and/or Agenda Items: For any meeting of the members of this corporation at which a vote of members shall be taken, notice of said meeting and item shall be given at least ten days prior to the meeting to each member entitled to vote. Said notice shall give the date, time and place of the meeting and the matter(s) or item(s) to be voted upon. If directors are to be elected the notice must include the names of all nominees.

Said notice shall be given personally, by e-mail or by first-class mail, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation for purposes of notice. Inclusion in or with the monthly newsletter published by the corporation and mailed or e-mailed to each member constitutes adequate notice.

6 Quorum: One-third (1/3) of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended in person by fewer than one third (1/3) of the members entitled to vote, the only matters that may be voted on are those of which notice of their general nature was given under the provisions of Section 4 C 5 of these bylaws.

## Section 5: DIRECTORS

A Powers: Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to the provisions of these bylaws regarding actions that require the approval of members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the board's direction.

### B Number and Qualifications of Directors

1 The authorized number of directors is twelve (12) of whom ten (10) will be regular voting members, one (1) will be chair, and one (1) will be the immediate past president.

2 The immediate past president of the corporation is a member of the board *ex officio* and is empowered to vote.

3 The chair or other presiding officer shall be empowered to vote on board matters only to break a tie vote.

4 A director must be a member in good standing of the corporation.

#### C Election and Term of Office

1 Nomination: The Board of Directors will prepare and nominate a slate of prospective directors and present these nominations to the membership at the regular Flatlander meeting held on the first Monday in March. In addition, any member in good standing of this corporation may nominate a director, either at a board meeting or from the floor at a regular meeting of members

2 Election: The directors of this corporation shall be elected by the members of this corporation at the regular meeting of members held on the first Monday of April of each year.

3 Term of Office: Board members shall serve for a term of two (2) years with one half ( $\frac{1}{2}$ ) of the board members' terms of office expiring on March 31 each year. The past chair shall remain on the board for a term of one (1) year after his term of office has expired.

4 Vacancies: A vacancy or vacancies on the board of directors shall be filled by election by the board, except that if the number of vacancies to be filled exceeds one half ( $\frac{1}{2}$ ) of the board membership, the board shall direct the president to give notice to members that the vacancies shall be filled by election by the members at the next regular meeting of members and shall provide the names of persons nominated to fill the vacancies. The terms of office of the directors so elected or appointed shall be the same as those of the directors whose offices were vacant.

#### D Directors' Meetings:

1 Meetings of the board shall be held at any place within the County of Shasta, designated by the board, on the third (3rd) Monday of each month at 6:30 p.m. unless a different time and date is adopted by the board.

2 At the first meeting of the board after the election, the board shall elect from among its ranks the officers of the corporation as specified in Section 6 A. It shall also establish and appoint chairs for committees, and otherwise organize

and transact the business of the corporation. Notice of this meeting is not required. The Past President shall preside over the meeting until a new president is elected.

3 The chair or, in his or her absence the vice chair or, in his or her absence, any other member of the board appointed by the chair or, if no such designation has been made, any member of the board, shall preside at meetings of the board.

E A special meeting of the board may be called at any time by the chair or any majority of the directors. At least 3 days' notice of said special meeting of directors shall be given to each member of the board, which notice shall specify the business to be conducted at such meeting. However notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

F Quorum: A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except that of adjournment, for which one director shall constitute a quorum. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board.

G Action without a meeting: Any action that the board is required or permitted to take may be taken without a meeting of the board if a quorum of the board consents in writing or by e-mail to that action. Such action by written or e-mail consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

#### Section 6; OFFICERS

A The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The corporation may also have such other officers as may be appointed by the board from time to time. Any number of offices may be held by the same person.

B For the purposes of these bylaws, unless specified otherwise, the chair and vice chair of the board of directors are also the President and Vice President of the

corporation and of the club. All other officers are also corresponding officers in the corporation, board of directors and the club.

C The officers of the corporation shall be chosen annually by the board and shall serve at the pleasure of the board. An officer may be removed with or without cause by the board. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

D Vacancies in offices shall be filled in the same manner by election by the board.

E All officers of the corporation shall be members in good standing of the corporation.

F Duties and Responsibilities of the officers.

1 President:

a The president shall conduct all meetings of the board and members. Subject to the control of the board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs and officers.

b The president shall have such other powers and duties as the board or the bylaws may prescribe.

2 Vice president: In the absence or disability of the president, the vice president shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the board may prescribe.

3 Secretary.

a The secretary shall keep, or cause to be kept, minutes of all meetings, proceedings, and actions of the board and of members meetings. The minutes shall include the time and place of holding, whether the meeting was annual, regular or special, and, if special, how

authorized, the notice given, the names of those present at board meetings, and the number of members present at members meetings during which members vote on any matter, and a record of the vote. The secretary shall keep a copy of all the articles and bylaws as amended to date.

b The secretary shall keep or cause to be kept, a record of the corporation's members, showing each member's name, address, and class of membership.

c The secretary shall give, or cause to be given, notice of all special meetings of the corporation and of the board. The secretary shall also give, or cause to be given, notice of any regular meeting if voting will be conducted during that meeting and such notice shall contain the proposition to be voted upon. Such notice will be considered validly given if it is included in the monthly newsletter.

d The secretary shall perform such other duties as the board or the bylaws may prescribe. The secretary may delegate any of these duties.

4 Treasurer:

a The treasurer shall keep and maintain adequate books and accounts of the corporation's money and transactions. The treasurer shall make such reports of all transactions and on the financial condition of the corporation as the board or president shall direct. The books of account shall be open to inspection by any director at all reasonable times.

b The treasurer shall deposit, or cause to be deposited, all money to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

c The treasurer shall be the primary signatory on checks drawn against corporate funds. The chair shall also have signatory power.

Section 7; MEMBER'S INSPECTION RIGHTS

Members shall have such rights to inspect corporate records as are set forth in Division 2, Part 3, Chapter 13 Article 3 (commencing at Section 8330) of the California Corporations Code.

#### Section 8: MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

Upon written request therefor, any member shall be allowed to inspect the articles of incorporation and the bylaws, as amended to date, at any regular meeting of the board of directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind. The right of inspection includes the right to copy and make extracts of documents.

#### Section 9: CONSTRUCTION AND DEFINITIONS:

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

#### Section 10; AMENDMENTS

A The board may, without a vote of the membership, adopt, amend, or repeal these bylaws unless the action would:

- 1 Materially and adversely affect the members' right to vote;
- 2 Fix or change the authorized number of directors.
- 3 Increase or extend the terms of directors.
- 4 Change the way in which board members are chosen.
- 5 Increase the quorum for members' meetings.
- 6 Authorize cumulative voting.

B If the proposed changes do not qualify for board action without validation by a vote of the membership under Section 10 A, such changes may be adopted and these bylaws may be amended or repealed by approval of the members.

CORPORATE MAILING ADDRESS:

WE SKI II

P.O. Box 493796,

Redding, CA 96049-3796

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of We SKI II, a California Nonprofit Mutual Benefit Corporation, that the above bylaws, consisting of eleven (11) pages, are the bylaws of this corporation as adopted by:

the board of directors on \_\_\_\_\_ and

ratified by the members on \_\_\_\_\_ and

that they have not been amended nor modified since that date.

Executed this day, \_\_\_\_\_ at Redding, Shasta  
County, California,

\_\_\_\_\_  
Secretary