

Bylaws

of the

Keweenaw Nordic Ski Club, Inc.

Proposed changes: April 3, 2016

Approved: May 17, 2016

Preamble

Whereas it is recognized that there is a demand for Nordic skiing in the Keweenaw Peninsula, therefore a governing body is needed: 1) to be responsible for the organization, continuity and ongoing operations of the Maasto-Hiihto and Churning Rapids Nordic ski areas, 2) to facilitate Nordic skiing by providing expertly groomed ski trails, 3) to support and assist in skiing education, and 4) to otherwise support silent sport trails for the benefit of the general public. Therefore, the following Bylaws are adopted.

Article I - Name

The name of the Corporation shall be the Keweenaw Nordic Ski Club, Inc. (also known as KNSC).

Article II - Purposes

The purposes of this Corporation are:

1. To provide stewardship of the Maasto-Hiihto and Churning Rapids trails and trail facilities.
2. To provide expert grooming of the Maasto-Hiihto and Churning Rapids trails for Nordic skiing and compatible uses as determined by the Board.
3. To recognize that the Maasto-Hiihto and Churning Rapids trails have a variety of uses and to cooperate and coordinate with other silent sport uses and users of these trails.
4. To promote the sport of cross country skiing in the Keweenaw Peninsula of Michigan for both youth and adults. Recognized benefits include fellowship, sportsmanship, citizenship, education, recreation, wellness, and health.
5. To receive and administer funds and to operate exclusively for the stated purposes of the Corporation.
6. To acquire, own, dispose of and manage real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the Corporation.
7. To provide support to other organizations to be used directly in carrying out one or more of these purposes.
8. 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 are initially two classes of membership in this Corporation: Individual and Family. The Board may establish additional membership classes and will define the qualifications, characteristics, and benefits of any new classes created.

Section 2. Qualification for Membership

Membership in this Corporation is open to any person who subscribes to the purposes of this Corporation and who pays the annual dues required by Article IV of these Bylaws.

Section 3: Non-Discrimination

No otherwise qualified individual shall be excluded from membership on the basis of age, race, gender, disability, national origin, religion or sexual orientation.

Section 4. Assignability

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

Section 5. Withdrawal

A Member of the Corporation may withdraw from membership by delivering a written resignation to the Secretary.

Section 6. 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 7. Benefits of Membership

All Members have the right to and are encouraged to use the trail systems as maintained by the Keweenaw Nordic Ski Club. All Members have the right to attend meetings and participate in club activities and to hold any office.

Article IV- Dues

Annual membership dues for both Individual Membership and Family Membership shall be established by the Board of Directors before the October meeting. Dues are payable upon becoming a Member. The Annual membership shall be for the fiscal year as defined in Article XII, 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.

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.

Article VI – General Membership Meetings**Section 1. Times and Places of Meetings**

Meetings of the General Membership will be held at a time and place fixed by the Board of Directors. At least one meeting of the General Membership will be held each year to elect the Members of the Board of Directors and to conduct other business as appropriate; this shall be called the General Membership Meeting.

Section 2. Notice of Meeting

Notice of all meetings of Members in good standing stating the time, place and purposes of the meeting

shall be given by widely used communication methods to Members having the right to vote. Notice shall be given not less than 10 nor more than 60 days prior to the date fixed for the meeting.

Section 3. Voting Rights and Quorum

Members have the right to vote. An Individual Member shall have one vote. A Family Membership shall have two votes provided there are at least two Family Members present (or have submitted absentee ballots) to vote. No minimum number of Members is required to constitute a quorum provided proper notice of a meeting has been given to all Members. The vote of the majority of Members (present at a meeting and by absentee ballot) constitutes the decision of the Members, unless the vote of a larger number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 4. Conduct of Meetings.

Meetings 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 at least two (2) days prior to the meeting.

Article VII - Board of Directors

Section 1. Elections

There shall be no less than 5 and no more than 11 Directors elected annually from the General Membership. The Board shall set the number of Directors prior to the General Membership Meeting each year. Nominations shall be taken before or during the General Membership Meeting. Voting shall occur during the General Membership Meeting, including absentee ballots received by the Secretary before or at this meeting.

Section 2. Vacancies

Vacancies and newly created positions on the Board of Directors shall be filled by a majority vote of Directors then in office. The newly elected Directors shall hold office until the next Annual General Membership Meeting 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 or general Members as it may deem advisable.

Article VIII - Meetings of Directors

Section 1. Regular Board Meetings

Meetings of the Board will be held at the time and place fixed and announced by the Board and are open to the Membership. Regular meetings of the Board may be called by the Board of Directors, the President, or the Secretary. Notice of these meetings stating the time, place and purposes shall be given to the Membership and Directors by widely used communication methods at least 2 days in advance of the date fixed for the meeting.

Section 2. Annual Meeting of the Board of Directors

An Annual Meeting of the Board for the purpose of selecting Officers and for other purposes shall be held during or within one month after the Annual General Membership Meeting at a time and place as set by the Board of Directors. Notice of this Annual Meeting to select Directors stating the time, place, and purposes of the meeting shall be given by widely used communication methods to the Directors and the Membership not less than 5 nor more than 60 days prior to the date fixed for the meeting.

Section 3. Closed Board Meetings

Meetings that are closed to anyone except Directors can only be held to discuss confidential personnel matters, real estate negotiations, litigation or other sensitive transactions. Closed meetings of the Board may be called by the Board of Directors, the President, or the Secretary. Notice of these meetings stating the time, place and purposes shall be given to each Director, by widely used communication methods at least 2 days in advance of the date fixed for the meeting.

Section 4. Quorum

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

Section 5. 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 6. Voting Rights

Each Director present in person or participating remotely at a meeting of the Board shall be entitled to one vote.

Section 7. Conduct of Meetings

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

Section 8. Action Without a Meeting

Unless otherwise restricted by these Articles of Incorporation, any action may be taken without a meeting or prior notice if agreed upon by a quorum of the Board of Directors by widely used communication methods.

Section 9. Participation by Remote Communication

Any or all Members of the Board of Directors or of any committee may participate in a meeting by means of conference call or other media by which all persons participating in such meeting can hear each other,

and participation in such a conference call shall constitute presence in person at the meeting.

Article IX - Duties of Officers

Section 1. Appointment

The Board at its Annual Meeting shall appoint a President, Secretary and Treasurer. The Board may also appoint one or more Vice Presidents. Only the President of the Board need be a Director. 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 Board of Directors. 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 title 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 meetings of the Board of Directors and the Annual General Membership meeting of the Corporation. The Secretary shall perform such duties assigned by the President or the Board of Directors. The minutes shall include a listing of all Board members 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, provide financial reports at the regular Board and General Membership Meetings, and shall deposit all funds to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer is responsible for generating and submitting the appropriate reports to government agencies.

Section 7. Other Officers

Other Officers may be appointed from time to time by the Board of Directors to perform such duties and exercise such authority as the Board of Directors or President shall prescribe.

Article X – Indemnification

Section 1. Indemnification

The Corporation may indemnify its Directors and Officers against expense (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection

with any actions or suits brought or threatened against them, including actions by or in the right of the Corporation, by reason of the fact that such person was serving as a Director or Officer of the Corporation, to the fullest extent provided by the law.

Section 2. Authorization of Indemnification

Indemnification may be made (unless ordered by court or provided by law) only upon determination that such Director or Officer has acted in good faith and in the best interest of the Corporation. Such determination shall be made (1) by majority vote of a quorum of Directors who were not parties to such action or suit, or (2) if a quorum of disinterested Directors directs, by written opinion of legal counsel for the Corporation or by other independent legal counsel.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of this Corporation or is or was serving at the request of the Corporation in any other enterprise against any liability incurred in such capacity.

Article XI - Amendment of Bylaws

These Bylaws may be amended at any annual General Membership Meeting 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 by widely used communication methods to all Members not less than 20 days prior to the meeting at which such amendment or amendments are to be considered.

Article XII - General Provisions

Section 1. Fiscal Year

The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 2. Seals, Logos, Emblems, Insignia

The Board of Directors may adopt seals, logos, emblems, and insignia.

Section 3. 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 XIII - 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.