

PENGUIN SKI CLUB
OF
MERRIMAC VALLEY

CONSTITUTION
AMENDED 10/20/90
AMENDED 10/05/2006
&
BY-LAWS
AMENDED 10/7/95
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PENGUIN SKI CLUB

OF MERRIMAC VALLEY

CONSTITUTION

ARTICLE I: NAME

This Corporation shall be known as, The Penguin Ski Club of Merrimac Valley

ARTICLE II: OFFICE

The meetings of the Corporation shall be held in such place as shall be determined from time to time by the Board of Directors.

ARTICLE III: PURPOSE

The purpose of this Corporation is to bring together those persons who are interested in skiing in order to further promote the sport, skill and sportsmen like conduct of those interested in the sport. This shall include the right to buy, sell, lease or mortgage property in the Corporate name to be used in furthering the purpose of the Corporation. These purposes shall not include the right to apply for a license to sell alcoholic beverages.

ARTICLE IV: MEMBERSHIP

The Corporation shall have single and family memberships in the following categories: Lodge; General; Associate. The membership shall consist of no more than 125 persons or less as agreed in the opinion of the Board of Directors that the resources of the Lodge will not be overly burdened.

ARTICLE V: GOVERNMENT

The business of the regular meetings as well as the meetings by the Board of Directors shall be conducted in accordance with the Roberts Rules of Parliamentary Law. Meetings of membership in voting matters shall require a quorum consisting of two-thirds (2/3) majority of eligible voting members present. A general membership meeting will be held annually.

Business meetings of the Corporation shall be held as designated by the Board of Directors.

Special meetings. Special meetings may be called by a note of the majority of the Board of Directors or by written request signed by at least ten members, addressed to the President who in turn, shall give due notice at least five (5) days in advance to all members.

Notice of meetings. Written notice shall be sent to each member at least seven (7) days before meetings or until a published program is available to all members.

ARTICLE VI: OFFICERS

Officers. The members will elect a President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary as officers of the Corporation.

Election and Term of Officers. To be eligible for office, one must be a member in good standing for at least one (1) year for the office of President and Treasurer and one (1) ski season for the remaining offices. At the annual meeting, officers will be elected from nominees presented to the membership by the Nominating Committee, and those nominated from the floor during the annual business meeting. The term of elected and appointed officers shall be for a two year term

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and may extend from one annual meeting to the next, or until their successors have been elected or appointed and qualified. All officers, whether elected or appointed, in any office, will be eligible for re-election or re-appointment. In the event of a vacancy of an officer, an interim appointment may be made by the President to serve until an election can be held.

ARTICLE VII: BOARD OF DIRECTORS

General Powers. The Board of Directors shall be responsible for the administration of the Corporation between its meetings and shall have the following powers:

1. To incur indebtedness as it may deem necessary, subject to the approval of the general membership.
2. To fill vacancies as necessary.
3. To discuss potential business and to submit its recommendations for the consideration of the general membership.
4. To have additional powers as provide in other by-laws.
5. To authorize expenditures for the benefit of the club.

The Board of Directors will be made up of elected officers, elected directors, the outgoing President, who shall automatically become a members of the Board of Directors until he/she is succeeded by the next outgoing President, and the Lodge Chairman, for a total of eleven (11). The Board of Directors will be elected by mail ballots from members nominated by the Nominating Committee and/or by nominations from the floor. The term of office of said directors will be two (2) years. To be eligible for election, one must be a member in good standing for at least one (1) ski season.

The Board of Directors shall meet at least twice per year. Additional meetings may be called by the President. The President shall also call a meeting of the Board upon written request of the majority of members of said Board. Notice shall be given to each Board member at least seven (7) days prior to meeting, except in an emergency situation.

A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE VIII: LODGE CHAIRMAN

The Lodge Chairman shall be appointed and report to the President and will also serve as a member of the Board of Directors for a two year term.

ARTICLE IX: COMMITTEES

There shall be six (6) standing committees as follows:

1. House Committee
2. Membership Committee
3. Entertainment Committee
4. Racing Committee
5. Audit Committee
6. Finance Committee

The chairman of said committees will be appointed by the President. The President will require said chairman to give oral reports on their respective committees at the regular meeting of the Corporation. Said Committee Chairmen shall serve from one annual meeting to another and until their successors have been appointed.

ARTICLE X: DUES AND OBLIGATIONS

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Annual dues can automatically increase without membership approval every two (2) years by an amount not to exceed ten percent (10%). Membership fees shall apply for the twelve month period beginning on the first days of September and are payable in full by new members for any fraction of the year. Dues for new memberships must be paid in full thirty days after acceptance of said membership. Renewal memberships must be paid in full in September. All dues are to be payable to the PENGUIN SKI CLUB of Merrimac Valley, Inc.

For new members, a one (1) time initiation fee may be incurred subject to approval of the Finance Committee. This amount is not to exceed one (1) year annual dues.

Each membership may incur an obligation as defined by the membership for nightly rates and for work or fine for use of the facilities of the Corporation.

ARTICLE XI: CONTRACTS, CHECKS, DRAFTS

Contracts. The Board of Directors, subject to the approval of the general membership, may authorize any officers, agent or agents of the Corporation in addition to the officers so authorized by other by-laws, to enter into any contract or execute and deliver any instrument in the names of and on behalf of the Corporation and such authority may be general or confined to specific instant.

Checks, Drafts. All checks, drafts or order for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and countersigned by the President or Vice-President.

ARTICLE XII: CERTIFICATE OF MEMBERSHIP

Paid members shall receive a membership certificate to be issued by the Secretary and signed by the President or Vice-President.

ARTICLE XIII: EMBLEM & SEAL

The emblem of the Corporation shall be of such design that the Corporation has adopted and shall not be changed without the majority vote of the membership.

The Seal of the Corporation may be obtained by the vote of the Board of Directors and may be in such form as may be approved by the Board of Directors.

ARTICLE XIV: AMENDMENTS

These Articles of Constitution may be amended by two-thirds vote of the eligible voting members present at any monthly meeting. Amendments may be proposed at any meeting. The Secretary will notify each member, in writing, of said proposal, fifteen days prior to the meeting.

ARTICLE XV: DISSOLUTION OF CORPORATION

In the event that the Penguin Ski Club of the Merrimac Valley must dissolve the Corporation. The assets will go to a charity, namely the Jimmy Fund of Boston, MA and the Memorial Hospital Of No. Conway, NH. This action will be determined by the same procedures used to make amendments to the Constitution.

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PENGUIN SKI CLUB

PENGUIN SKI CLUB
OF MERRIMAC VALLEY

BY-LAWS

ARTICLE I

MEMBERSHIP

SECTION A:

Election of members. Membership in the Corporation shall be open to individuals who are interested in either general recreation or competition in any form of skiing. Membership in the Corporation shall be by sponsorship of either a current Lodge or General member in good standing and by submittal of a completed membership application to the Membership Secretary. All new memberships are subject to the approval voted by the Membership Committee with final approval by the Board of Directors.

SECTION B:

Single membership shall be any individual, twenty-one (21) years of age or older. Family membership will consist of husband and/or wife and any children, under twenty-one (21) years of age, up to a maximum of four (4) persons per membership. The Lodge, General and Associate categories of membership shall be defined by a vote of the membership with respect to privileges, dues, and availability of facilities of the Corporation.

Children of current members who have reached the age of 21 may at renewal time submit an application for membership to continue affiliation with the Corporation. The application will be reviewed and approved in the same manner as a prospective member. There will be a waiver of the initiation fee if membership is approved.

SECTION C:

Voting members shall be limited to adult Lodge and General members in good standing and each adult shall be entitled to one (1) vote on each matter submitted to a vote of the membership.

SECTION D:

Termination of membership. Any member may be suspended by the Board of Directors for reasons detrimental to the best interests of the Corporation.

SECTION E:

Reinstatement. Suspended members may appeal to the general membership and may be reinstated by a majority vote of members present at a regular meeting to which an appeal is presented.

ARTICLE II

MEMBERSHIP CATEGORIES, DUES & REGULATIONS

SECTION A:

LODGE MEMBERSHIP
LODGE FAMILY MEMBERSHIP

Annual Dues:

As designated by Penguin Ski Club of Merrimac Valley Constitution Article X.

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- Qualifications: Prior General Membership in good standing for three (3) consecutive years.
- Privileges:
1. First lodge reservation priority.
 2. Permanent bunk reservation privileges with a minimum stay of three (3) weekends per month during ski season.
 3. Voting privileges.
 4. May serve as an elected or appointed officer on the Board of Directors as defined in the Constitution.
 5. May retain a lodge key.
- Nightly Rates: As designated by Penguin Ski Club of Merrimac Valley Constitution Article X.
- Restrictions: Children under 21 years of age must be accompanied by a parent or Lodge/General sponsor when staying at the Lodge.

SECTION B: GENERAL MEMBERSHIP GENERAL FAMILY MEMBERSHIP

- Annual Dues: As designated by Penguin Ski Club of Merrimac Valley Constitution Article X.
- Privileges:
1. Second lodge reservation priority.
 2. Voting privileges.
 3. May serve as an elected or appointed officer on the Board of Directors as defined in the Constitution.
 4. May retain a lodge key.
 5. Priority to upgrade to a Lodge Membership.
- Nightly Rates: As designated by Penguin Ski Club of Merrimac Valley Constitution Article X.
- Restrictions: Children under 21 years of age must be accompanied by a parent or Lodge/General sponsor when staying at the Lodge.

SECTION C: ASSOCIATE MEMBERSHIP

- Annual Dues: As designated by Penguin Ski Club of Merrimac Valley Constitution Article X.
- Qualifications: Must be prior Lodge or General Member
- Privileges:
1. Priority to upgrade to a General Membership with waiver of initiation fee.
 2. Participate in club functions.
- Restrictions: Member.
1. May not use lodge facilities unless accompanied by a Lodge or General Member.
 2. May not retain a lodge key.
 3. Non-voting affiliation.

ARTICLE III. DUTIES OF OFFICERS

SECTION A:

Duties of the President. The president shall be in the principle executive officer of the Corporation and shall, in general, supervise and control all of the business affairs of the Corporation. The president shall preside at all meetings of the members and of the Board of Directors; and may sign with any proper officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some officer or agent of the Corporation. The President shall perform all Duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION B:

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Duties of the Vice-President. In the absence of the President, or in the event of inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions imposed upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

SECTION C:

Duties of the Treasurer: If required by the Board of Directors, the Treasurer shall be bonded by the Corporation for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and shall make expenditures only with budget authorization of the Board of Directors. The Treasurer shall secure and file complete and proper vouchers for all expenditures and shall keep full and accurate accounts, making report to the annual meeting in such form as to show the financial condition of the Corporation and the result of the yearly operations. The treasurer shall make such added reports to the directors as they from time to time, shall prescribe and shall deposit all sums in the name of the Corporation in such bank or other depository as shall be selected by the Board of Directors. The Treasurer may transfer to an assistant Treasurer, appointed by the Board of Directors as such of his duties as shall be approved by the Board of Directors.

SECTION D:

Duties of the Recording Secretary. The Recording Secretary shall keep minutes of the meetings of the members and of the Board of Directors in permanent form and shall be custodian of the Corporate records. All bills and records of the Corporation may be inspected by any member for any proper purpose at any reasonable time.

SECTION E:

Duties of the Corresponding Secretary. The Corresponding Secretary shall conduct the correspondence concerning the business of the Corporation, keep a correct roll of all members. The Corresponding Secretary shall also notify all members of the Corporation regarding all meetings and any other gatherings as the Board of Directors may direct. These notices shall be made by mail. The Corresponding Secretary shall also serve as the Membership Secretary and shall have the responsibility of receiving all applications for membership, issue certificates of membership and perform such other duties as may be required by the Board of Directors.

ARTICLE IV

DUTIES OF THE LODGE CHAIRMAN

The duties of the Lodge Chairman shall be to coordinate and actively contribute to all Lodge activities in the areas of Reservations, House and Long-Range Planning. The Lodge Chairman shall also be responsible for work weekend activities, general lodge maintenance tasks, and any maintenance related to contractual arrangements. The Lodge Chairman shall also act as Chairman of the House Committee.

ARTICLE V

DUTIES OF THE COMMITTEES

SECTION A: House Committee. The chairman of the said committee will supervise and administrate all activities in any of the quarters which the Corporation occupies.

SECTION B: Membership Committee. To review applications for membership file by the Membership Secretary.

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SECTION C: Entertainment Committee. Responsible for the entertainment at all regular meetings and any other functions that the Corporation may sponsor.

SECTION D: Racing Committee. Responsible for all racing activities both team and individual.

SECTION E: Auditing Committee. The duties of this Committee shall be to examine all financial records of the Treasurer covering all receipt, expenditures and obligations of the Corporation and to make report to the Annual Meeting, thereon, certifying to their accuracy, together with any recommendation bearing upon the financial condition or transactions of the Corporation during the previous year, for consideration at the annual meeting.

SECTION F: Finance Committee. To make functionary budget. To approve all appropriations from standing committee. To recommend any changes which they deem necessary.

ARTICLE VI RULES OF THE LODGE

The Board of Directors shall have the power to adopt rules governing activities permitted in and around the Lodge. Such Lodge Rules shall appear in writing as addends to these By-Laws and shall be prominently displayed in a public area of the Lodge and shall be published annually to the Membership. Disciplinary action is at the discretion of the Board of Directors.

ARTICLE VII WORK WEEKENDS

Lodge and General members are obligated to complete 10 hours of assigned work at the Lodge at a specific date determined by the Board of Directors. A fine determined by the Board of Directors will be imposed on those Members who cannot fulfill this obligation.

ARTICLE VIII RESERVATION POLICY

The reservation policy in using the Lodge facilities as approved by the Board of Directors shall be adhered to by all Members. Failure to conform to this policy may result in termination of membership.

ARTICLE IX AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the members present at any meeting. Amendments may be proposed at any meeting. The Corresponding Secretary will notify each member, in writing, of said proposal, fifteen days prior to the meeting.