

CONSTITUTION

Adopted 2/27/1982

ARTICLE I NAME

The name of the organization shall be "Caberfae Ski Club".

ARTICLE II PURPOSE

The purpose of the Caberfae Ski Club shall be to promote friendship amongst the skiing community, to support programs for safe skiing, and to foster a spirit of goodwill and helpfulness among its members.

ARTICLE III MEMBERSHIP (Amended 10/21/1989)

Section 1. The membership of this organization shall consist of four classes:

Family Membership

Individual Membership

Life Membership, and

Senior Membership

Section 2. Qualification for Membership

Any person interested in skiing shall be eligible for membership upon completion and submission of the prescribed application form, payment of application fee and such other qualification as may be prescribed by the Board of Directors and uniformly applied to all candidates for membership.

Upon applying for and accepting admission to membership, the applicant agrees upon behalf of the applicant, the applicant's family and guests to abide by the Club Bylaws and all existing and published house rules.

The applicant further agrees to the assumption of risk and to the waiver of any and all claims relative to injury or property damage attributable to misfeasance or nonfeasance on the part of the club, its directors, its officers or agents.

The applicant further agrees to indemnify the club against any and all claims on behalf of guests sponsored by the applicant/member.

Section 3. Individual Members

An individual membership shall be available to any adult meeting the qualification for membership as set forth in Section 2 of Article III.

Section 4. Family Membership

A family membership shall be available only to family units consisting of at least one financially responsible adult meeting the qualifications for membership as set forth in Section 2 of Article III. A family unit shall consist of not more than two responsible adults, who must be of the opposite sex and acknowledge their relationship to be that of "husband" and "wife" plus their natural or legally adopted dependant children. For the purpose of defining a child's participation in such a family unit, a child shall be considered a family member provided the child resides with the adult members, and has not yet attained the age of twenty-one (21), or

twenty-four (24) years if the child is a full time student.

Section 5. Life Membership (Amended 10/21/1989)

Life membership will be classed into two categories, honorary and active. Active life members and their spouses shall be exempt from the payment of annual dues, but shall be responsible for payment of special assessments and appropriate fees. The Board of Directors shall have authority to adopt a policy which shall describe the requirements and qualifications necessary for approval of life membership.

Section 6. Senior Membership (Adopted 5/4/2002)

Senior membership will be granted to those members who shall have attained the age of seventy (70) years and who have been active members of the club for not less than the last twenty-five consecutive years. Senior members and their spouses shall pay annual dues at the rate of fifty percent (50%) of dues levied for regular membership, and shall also be responsible for payment of special assessments and appropriate fees.

ARTICLE IV OFFICERS

Section 1. The elective officers of this club shall be PRESIDENT, FIRST VICE-PRESIDENT, SECOND VICE-PRESIDENT, SECRETARY, TREASURER, and ASSISTANT SECRETARY-TREASURER. They shall be elected by the new Board of Directors just prior to the Annual Membership Meeting and hold office for the term of one year from the date of their election. The officers need not have been elected to the Board of Directors.

Section 2. The duties of these officers shall be as prescribed in the BY-Laws.

ARTICLE V MEETINGS

Meetings shall be held as prescribed in the By-Laws.

ARTICLE VI BOARD OF DIRECTORS (Amended 12/28/1985)

This club shall be governed and its affairs administered by a board of directors consisting of eight (8) Board Members, the immediate Past President and those officers, except the Secretary, the Treasurer and the Assistant Secretary-Treasurer, who are not already elected Board Members.

ARTICLE VII AMENDMENTS

The constitution may be amended by two-thirds (2/3) vote of the total votes cast at any Annual Meeting or Special Meeting of members, provided the proposed amendment shall have been mailed to all active memberships twenty (20) days prior to the Annual Meeting or Special Meeting.

ARTICLE VIII APPROVAL

This Constitution will become effective upon approval by two-thirds (2/3) vote of the Board of Directors, subject to ratification by a majority vote of those Active Memberships present at the next annual meeting.

CABERFAE SKI CLUB

BY-LAWS

ARTICLE I DIRECTORS

Section 1. The Caberfae Ski Club shall be governed by a Board of Director of not less than

eight (8) Directors, two (2) of whom shall be elected each year for a term of four (4) years. Each club membership shall have one (1) vote. Voting shall be done by ballot prior to the day of the Annual Meeting. The two (2) nominees receiving the greatest number of votes shall be elected to the Board. Any vacancy will be replaced by the Board.

Candidates for election to the Board of Directors may be nominated by petition containing the signatures of no less than five (5) active members in good standing or by action of a nominating committee appointed by the Board of Directors for the purpose of assuring that no fewer than four (4) members are nominated as candidates for the two (2) Board of Directors positions to be voted upon.

The Board of Directors shall appoint such nominating committee at least sixty (60) days prior to the scheduled Annual Meeting. The nominating committee shall consist of three members in good standing, one of which shall be a member of the Board of Directors. No member may serve upon the nominating committee for two successive years. The names of those appointed to the nominating committee shall be posted within the club premises in a prominent position at least sixty (60) days prior to the date of the Annual Meeting. The posting shall state that the nominating committee is accepting petitions for the nomination of candidates for the office of Director, that the nominating committee has the power to nominate without petition, and that nominations will be closed thirty (30) days prior to the date of the Annual Meeting.

Section 2. The Board of Directors shall elect officers as hereinafter set forth, shall engage the services of a club manager, shall establish hours of club operation, shall adopt a budget setting forth estimated receipts and expenditures prior to the beginning of each fiscal year, and shall approve or disapprove all requests for capital expenditures.

Section 3. The Board of Directors shall establish annual dues as required concurrent with the adoption of a budget prior to each fiscal year, except that annual dues may not be increased in excess of ten percent (10%) in any one fiscal year except with approval of the general membership as hereinafter provided.

Section 4. The Board of Directors may, in connection with capital expenditures, impose special assessments upon the general membership, except that any such special assessments may not exceed fifty percent (50%) of the annual dues paid by an individual membership during the prior fiscal year unless such special assessment is approved by a majority of the membership present or voting by proxy at an Annual Meeting or a Special Meeting of the members convened as hereinafter provided.

Section 5. The Board of Directors may not, except as previously approved by the general membership, convey title or interest in real property owned by the Caberfae Ski Club. Such approval shall require affirmative vote of a majority of all voting membership either voting in person or by proxy at an Annual Meeting or a Special Meeting of the members convened as hereinafter provided.

Section 6. The Board of Directors shall meet as required for the discharge of their responsibilities. The President shall act as Chair of such meetings and shall call such meetings as he or she considers necessary for the proper administration of club affairs. Additional meetings may be called by any three directors upon two (2) weeks written notice mailed to all duly qualified directors, setting forth the date, time, location and purpose of such meeting. Such meetings as might be called by three directors, however, shall be limited to considerations involving the stated purpose of the meeting only.

Section 7 A quorum for the purpose of a duly constituted meeting of the Board of Directors shall be not less than a simple majority of the full Board.

Section 8. A Board members may be removed by the Board for failure to attend meetings, but only at a meeting called for such purpose and with notice of such purpose given to such member at least ten (10) days prior to such meeting.

Section 9. Vacancies in an elective office, except that of President, shall be filled by the Board of Directors for the unexpired term. In case of a vacancy in the office of President, The First Vice-President shall become President.

ARTICLE II OFFICERS

Section 1. The Board of Directors shall elect a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and an Assistant Secretary-Treasurer.

Section 2. The President shall preside at all meetings of the club and shall enforce the Constitution and Bylaws. He or she shall perform such duties as the club from time to time shall require of him or her. The president shall be ex officio member of all committees. He or she shall prepare and present a summation report at the Annual Meeting.

Section 3. The First Vice President shall perform the duties of the President during the latter's absence, and provide supervision for the club manager.

The Second Vice President shall be in charge of the building maintenance and the work bee. He or she shall also co-ordinate other committees as directed by the president.

Section 4. The Secretary shall keep a record of all meetings of the club, and prepare same for permanent record in a book kept for that purpose. He or she will, at each meeting of the club, at the request of the President, read the minutes of the previous meeting and make such corrections as may be required. He or she shall conduct the correspondence of the club and also keep records of the club, including members' names, addresses and notify candidates for office of their election. He or she shall make available the names and addresses of all newly elected and appointed officers promptly, within one (1) month of the Annual Meeting, to the membership. He or she shall be prompt and complete in keeping the President informed at all times of club activities.

Section 5. The Treasurer shall collect all dues, fees, or other revenue. He or she shall keep a written record of all disbursements. He or she shall render to the club each month a record of all receipts and expenditures of the preceding month. He or she shall deposit all moneys and other valuable property in the name of the club in such banks as may be designated by the Board of Directors. He or she shall be bonded. The books and records of the Secretary and the Treasurer shall be open to inspection at any reasonable time by any member of the Board. The Treasurer shall receive annual compensation as determined by the Board of Directors.

Section 6. The Assistant Secretary-Treasurer shall assist the Secretary and the Treasurer and shall receive annual compensation as determined by the Board of Directors.

ARTICLE III COMMITTEES

Section 1. The committees of this club shall be appointed by the President and confirmed by the Board of Directors.

Section 2 It shall be the duty of the Membership Committee to contact prospective members for the club and submit their names to the Board of Directors. It shall also be its duty to

provide club members with pertinent information, including a current membership list.

Section 3 It shall be the duty of the Social Committee to arrange for any functions to be held and to co-operate with the club manger in arranging for social events.

Section 4. It shall be the duty of the Finance Committee to have general supervision of finances of the club, and annually prepare a budget and make careful estimates of the costs and expenses of running the club for the entire year. The Finance Committee shall audit the books of the Treasurer prior to the Annual Meeting. No appropriation shall be made without first referring same to the Finance Committee and report therefrom. The Board of Directors shall prescribe the form in which the financial records shall be kept. The Treasurer shall serve on this committee.

Section 5. Each committee chairman shall submit to the President at the Annual Meeting a report of the committee's activities.

Section 6. Special or new committees may be created at any time by the Board of Directors to perform the special function for which they are intended. Chairmen shall be appointed in the same manner as chairmen of regular committees.

ARTICLE IV MEETINGS OF MEMBERS

Section 1 The Annual Meeting of the members shall be held on the last Saturday of the Month of February at the Caberfae Ski Club, Hoxeyville, Michigan. Notice of the meeting shall be provided to members in person or by mail at least twenty (20) days prior to the date of the Annual Meeting.

All proposed amendments to the Caberfae Ski Club Constitution or Bylaws must be provided to members in person or by mail at least twenty (20) days prior to an Annual Meeting or a Special Meeting of the membership. Board of Directors' initiated proposals for capital expenditure, the assumption of dept, or the conveyance of title in real property owned by the Caberfae Ski Club must also be submitted to the members in writing or by mail at least twenty (20) days prior to an Annual Meeting or a Special Meeting called for the purpose of consideration of such a proposal.

Section 2. Special meetings of the club membership may be called upon twenty (20) days written notice to the membership by the club President or a majority of the Board of Directors. The Board of Directors shall be obligated to call such Special Meeting upon written petition signed by twenty percent (20%) of the club members then in good standing. Notice of Special Meetings shall be provided to all members at least twenty (20) days prior to the date of such meeting, and a copy of such notice shall be posted in a prominent position upon the club premises. Special meetings of the members shall conduct only such business as apropos to the stated purpose for the meeting.

Section 3 A quorum at any meeting shall be defined as twenty-five percent (25%) of all active memberships in good standing present in person or by proxy.

Section 4. Each membership shall be entitled to one vote.

ARTICLE V MEMBERSHIP RESPONSIBILITY (Amended 2/26/83)

Section 1 Notice of all annual dues and assessments shall be mailed by November 1, and are payable within thirty (30) days. Any member in arrears after December 1 shall be denied club privileges and immediately notified of such. A late payment fee shall be added to his or her indebtedness. Such member shall have until December 15 to pay any outstanding

indebtedness or that membership shall be terminated. Should such member later wish to rejoin this club, he or she shall be subject to all conditions as may apply to any other applicant.

Section 2 Any member may be suspended from the club for conduct deemed prejudicial to the club. Consideration of suspension must be approved by a majority of the Board of Directors. Such member shall then be given written notice of the charges against him or her and be given the opportunity to be heard at a meeting called for the purposes of considering the charges. Suspension shall require a two-thirds (2/3) vote of the Board of Directors and shall be for such time as the Board deems appropriate.

In the event of a family membership, the suspension shall apply only to the party in question and not to the rest of the family.

ARTICLE VI AMENDMENTS

The Bylaws may be amended by two-thirds (2/3) vote of the total votes cast at any Annual Meeting or Special Meeting, provided the proposed amendment shall have been mailed to all active memberships twenty (20) days prior to the Annual Meeting or Special Meeting.

ARTICLE VII

These Bylaws will become effective upon approval by two-thirds (2/3) vote of the Board of Directors, subject to ratification by a majority vote of those active memberships present at the next Annual Meeting.