

BYLAWS
POMONA LAKE SKI CLUB, INC.
A Kansas Not-For-Profit Corporation

ARTICLE 1
NAME

1.1 The name of the corporation shall be Pomona Lake Ski Club, Inc., hereinafter designated as PLSC.

ARTICLE 2
OFFICES

2.1 The principal office of the Corporation shall be located at 22254 South Berryton Road, Vassar, KS 66543. The Corporation may have such other offices, either within or outside the state of Kansas, as the Board may determine from time to time.

ARTICLE 3
PURPOSE

3.1 The Corporation is organized exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3), including, but not limited to the promotion of education of sportsmanship relating to water sports, including boating, safety, and activities involving the water.

ARTICLE 4
MISSION STATEMENT

4.1 Pomona Lake Ski Club, Inc. shall be a non-profit corporation of persons engaged in the promotion of education regarding water sports, including boating, safety, and activities revolving around water; furthermore, engaged in the camaraderie of fellow skiers with similar interest revolving around water sports.

ARTICLE 5
MEMBERS

5.1 Members of PLSC shall be:

- (a) those persons on the roll of this club at the time these Bylaws are adopted; and
- (b) those who are admitted thereafter,

who have declared and maintain their membership in accordance with the provisions of the Bylaws and membership handbook of Pomona Lake Ski Club, Inc.

5.2 Members shall be classified as follows:

(a) Active members are those persons who are 16 years of age and older and maintain active membership in the United States Water Ski Association (USAWS). Active members are voting members of PLSC entitled to one vote, provided that the member made an active contribution to the club during the prior year. Participation in at least one non-recreational event annually will be considered an active contribution.

(b) Youth members are those persons who are 15 years of age and under and are an active member of PLSC sponsors. Youth members are not entitled to vote.

(c) Inactive members are non-voting, non-participating members, who wish to assist PLSC with its goals and missions.

(d) Honorary Membership shall be composed of those formerly active members who made a significant contribution to the Ski Club during the time they were active members. An Honorary Member shall pay no dues and is entitled to one vote.

5.3 All applications for membership shall be submitted to and shall require the approval of the Board.

5.4 Membership shall be considered active when the following conditions are met:

(a) Potential member has agreed to abide by the Bylaws of PLSC.

(b) An application for membership has been completed and accompanied by payment of the first year's dues.

(c) Applicant has been approved by 2/3 of vote by the Board.

5.5 Membership in PLSC shall be terminated by any of the following:

(a) Death;

(b) Resignation;

(c) Disciplinary action by the Board; or

(d) Removal from the rolls due to inactivity.

ARTICLE 6 MEMBERSHIP DUES

6.1 Membership dues shall be as follows:

(a) The amount of membership dues shall be determined by the Board and approved by a majority vote of the general membership. Membership must be notified two weeks in advance of voting on dues.

(b) All dues are annual and are payable by tax year end, as designated in Articles of Incorporation.

- (c) New members that pay dues after October 1st shall have their dues carried over to include the following year's membership.

ARTICLE 7 DISCIPLINE OF MEMBERS

7.1 Members may be subject to discipline or expulsion from Pomona Lake Ski Club for any violation of the Bylaws or any act or conduct which may endanger the good order, welfare, safety, credit, or reputation of PLSC, as determined by PLSC Board.

7.2 Any member or the Board may file a complaint against any member based upon such violation or conduct. Complaints must be in writing and signed by the complainant(s).

7.3 If a complaint is filed, the member shall be advised in writing of the nature of the complaint and the time and place of a hearing to be held by the Board. Notice shall be given to the member at least 15 days prior to the date of the hearing.

7.4 The Board shall examine any complaints filed. Prior to the next membership meeting, the Board will invite the offending member for discussion. At such point, the Board will make a finding on the complaint and recommend the action to be taken to the membership. If just cause is found, the offending member shall be either expelled or incur loss of privileges provided 2/3 of the membership votes in favor thereof. The offending member may reapply for membership or regaining privileges in PLSC at any point in time after one year from the date of expulsion.

ARTICLE 8 MEMBERSHIP MEETINGS

8.1 The annual meeting of PLSC shall be held once each fiscal year in November. The Board shall designate the time and place of such a meeting.

8.2 A regularly scheduled meeting or a special meeting may be called at any time by the President, Vice-President, or by a majority of the Board. The purpose of the meeting shall be included in the notice.

8.3 A notice of the time and place of all regular, special, or annual meetings shall be sent to members by the Secretary. Notice of the annual meeting shall be sent not less than 15 days prior to the meeting.

8.4 A quorum must be present for the transaction of business at a regular, annual, or special meeting of PLSC. The presence in person of at least one-third of the total number of members shall constitute a quorum for the transaction of business. The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the members.

8.5 In the event that a quorum is not present at a regular, annual, or special meeting of PLSC, the President may reconvene the meeting through an email and business may be conducted so long as a quorum is present via email.

8.6 The order of business shall be as follows:

- (a) Roll Call (unless unanimously waived).
- (b) Reading of notice and call.
- (c) Reading of minutes unless published in monthly publication.
- (d) Report of the President.
- (e) Report of the Treasurer.
- (f) Unfinished business.
- (g) New business and committee reports.
- (h) Adjournment.

8.7 Roberts Rules of Order shall govern the conduct of all meetings. The Vice-President shall serve as parliamentarian.

ARTICLE 9 DIRECTORS AND OFFICERS

9.1 **Management.** The Board shall manage the affairs of PLSC except as otherwise provided in these Bylaws. The Board shall decide any inconsistencies or ambiguities in the Bylaws.

9.2 **Qualifications.** Directorships shall not be denied to any person on the basis of race, color, religion, sex, disability, familial status, or national origin.

9.3 **Directors and Officers.** The members shall elect a Board to serve as officers of PLSC at the annual membership meeting. The Board shall consist of:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;
- (e) Three at-large Directors; and
- (f) an Ex-Officio Director to be filled by the out-going President.

A director may simultaneously serve as both the Secretary and the Treasurer. The Vice President may simultaneously serve as the Secretary. No director may simultaneously serve as President and any other office. Under no circumstances may the Treasurer and the President be related.

9.4 **Terms of the Board of Directors**

- (a) The President, Secretary, and Treasurer shall hold office for one year, or until their successors are duly elected and sworn in.

(b) He/she who is elected Vice President shall serve a term of two years: one year as Vice President, and the second year as President.

(c) The at large directors shall be selected as necessary at the annual membership meeting. At large directors shall serve a three-year term.

(d) The ex-officio director position shall be filled by the out-going President.

(e) Should a member of the Board not fulfill or complete their term, a replacement shall be elected at the next membership meeting to serve the remainder of the term.

(f) All terms begin January first of each year.

(g) An extension of terms for the Vice President, President, and Ex-Officio Officer may be allowed in situations where the Vice President is not adequately prepared to assume the role of President. In such a situation, the Vice President, President, and Ex-Officio Officer will remain in their respective positions for an additional one-year term if approved according to PLSC's voting procedure.

9.5 **Election of the Board of Directors**

(a) The President shall appoint three members of PLSC to fulfill the duties of the nominating committee.

(b) The nominating committee shall present their nominations for all positions at the October meeting annually.

(c) Other nominations from the membership for Directors shall be held during the regular meeting in November of each year.

9.6 **Board Meetings.** The Board shall, at minimum, hold one meeting annually. Board meetings may be held at a time and place as determined by the Board. Any board member may call a special meeting of the board with 15 days' written notice provided to each member of the board.

9.7 **Duties of Board of Directors.** All board members shall perform the duties usually performed by such board members and set forth in these Bylaws.

(a) **President's Duties.** The President shall:

(i) Preside at all meetings of PLSC and of its Board of Directors ("Board");

(ii) Appoint all committees with exception of the elected committees;

(iii) Fill the position of Member Ex Officio of the Board and committees for one year after his/her term as President;

(iv) Carry on those responsibilities assigned to him/her by these by-laws and by the Board;

(v) Appoint a committee to audit the books of the Treasurer annually and make a report of the findings at the membership meeting following completion of such audit; and

(vi) Appoint the liaison with the Corps of Engineers regarding the property at Pine Ridge.

(b) **Vice President's Duties.** The Vice President shall:

(i) Perform the duties and have the powers of the President in the event of the President's absence or incapacity;

(ii) At all times aid the President in any way requested;

(iii) Fill the position of President for one year after his/her term as Vice President.

(c) **Secretary's Duties.** The Secretary shall:

(i) Keep a record of the proceedings of all meetings of the Corporation, the Board, and the Executive Committee.

(ii) Issue notices of all meetings and other notices required by law;

(iii) Conduct the correspondence of the Corporation;

(iv) Maintain corporate records;

(v) Be custodian of all books, correspondence, and papers relating to the business; and

(vi) Present a full report of transactions and affairs of the Corporation for the preceding year and will also prepare and present to the Board any other reports it may desire and request at any time the Board may designate.

(d) **Treasurer's Duties.** The Treasurer shall:

(i) Be responsible for the finances of the Corporation and present a financial report at each Board meeting;

(ii) Deposit all checks, drafts and notes issued payable to the Corporation together with all funds of the Corporation coming into his or her possession, in a bank or banks as selected by the Board;

(iii) Keep a full and accurate account of all receipts and disbursements of the monies of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board; and

(iv) Chair the Finance Committee, assist in the preparation of the budget and make financial information available to Board Members and the public.

The book and accounts kept by the Treasurer shall be subject to examination upon reasonable notice by the Board or by any committee appointed for that purpose.

(e) **Ex-Officio Officer's Duties.** The Ex-Officio Officer shall be responsible for overseeing PLSC's document retention and destruction policy and implementation.

9.8 **Additional Powers and Duties.** Any member of PLSC Board, in addition to the powers conferred upon him or her by the Bylaws, shall have additional powers and perform additional duties as may be prescribed by the Board.

9.9 **Vacancy.** Members of PLSC may fill vacancies of an elected position during meetings where a quorum is present.

9.10 **Resignation and Removal.** A Director may resign at any time by delivering notice to the Corporation. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date. A Director's resignation does not affect the Corporation's contract rights, if any, with the Director. The Board may remove any Director at any time with or without cause, but such removal shall not prejudice contract rights, if any, of the person so removed. Directors may be impeached by a two-thirds majority vote of the members present at a regular or special meeting, provided all members have been notified of the impending action at least 15 days prior to the meeting.

9.11 **Self-Dealing.** No director shall use confidential information gained by reason of being a member of the Board for personal gain to the detriment of PLSC. Whenever a director has a financial or personal interest in any matter coming before the Board, the affected person shall:

(a) fully disclose the nature of the interest; and

(b) withdraw from discussion and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of the disinterested directors determine that it is in the best interest of PLSC to do so. The minutes of meetings at which such voted are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE 10 COMMITTEES

10.1 Committees shall operate under the rules of the Bylaws and consist of the following:

- (a) Jump committee
- (b) Slalom committee
- (c) Building and grounds committee
- (d) Membership committee
- (e) Junior development committee
- (f) Safety committee
- (g) Website and publicity committee
- (h) Ski shows committee
- (i) Disabled clinic committee
- (j) Finance committee
- (k) Other committees as directed by the President.

10.2 The President, with the approval of the Board, shall appoint all committee members, including the chairperson. All committee members shall be appointed for a period of one year. Each committee shall include at least one Board member.

10.3 Chairpersons of each committee are granted the authority by the Board to purchase items approved in the annual budget for each Chairperson's committee.

10.4 Each committee will submit to the Board an annual budget prior to the scheduled budget meeting of the Board.

10.5 Each Chairperson shall maintain accurate receipts for reimbursement. Failure to comply will result in no reimbursement by the Treasurer.

10.6 Each Chairperson will give a committee report at meetings, which should include goals, current standing and any other relevant information.

10.7 Committees or committee members not functioning to the satisfaction of the Board may be replaced or changed at any time as is deemed necessary by the Board.

ARTICLE 11 FINANCES

11.1 **Fiscal Year.** The fiscal year of PLSC shall commence on January 1 and end on December 31 of the same year.

11.2 Annual Budget

(a) The Treasurer and/or finance committee shall submit to the members at the last meeting of each fiscal year a proposed budget of expenditures covering the total anticipated expenditures for the new fiscal year.

(b) The membership shall vote at the February membership meeting to approve the budget submitted by the Board.

(b) The Board may revise the budget if necessary by a 2/3 vote.

11.3 **Member expenses.** Any expenses incurred by any member of PLSC in carrying out his or her duties, or in aiding PLSC in any way, shall be paid:

(a) If previously authorized in writing by the Board; or

(b) If payment is voted on by the members present at any meeting; and

(c) Receipts are presented for payment and signed by a non-related Board member. All receipts for reimbursement of any item must indicate which account in the budget the item comes from.

(d) Members shall not participate in any discussion or vote regarding reimbursement for their own expenses.

(e) Board Member expenses shall be treated as member expenses.

11.4 Non-Budgeted Items

(a) In no case shall the Board authorize expenditures for nonbudgeted items without a vote by the membership.

(b) No borrowings, loans, collateral pledges, or other evidence of indebtedness shall be incurred without being expressly authorized in writing by a two-thirds majority of all members.

ARTICLE 12 AMENDMENTS

12.1 Amendments to the Bylaws may be proposed by at least ten percent of the voting members or by the Board. The members at its regular meeting must file proposals in writing with the Board at least 60 days before formal consideration or special meeting called for that purpose. The Board shall notify the members at least 30 days in advance of the meeting.

12.2 A proposed amendment to this Bylaws shall:

(a) Be approved at a properly called meeting according to this Bylaws by a two-thirds majority vote of those present and voting.

(b) Be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting.

(c) Have the effective date included in the resolution and noted in the Bylaws.

ARTICLE 13 INDEMNIFICATION

13.1 **Indemnification.** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by the Director or Officer in connection with the defense or settlement of such action, suit, or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director or Officer is liable for willful negligence in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

13.2 **Insurance.** The Corporation may purchase and maintain insurance that protects the Director or Officer from any loss or expense associated with the Director or Officer's simple negligence or misconduct in performing corporate duties or in his or her position or role as a Director or Officer.

ARTICLE 14 DISSOLUTION

14.1 **Distribution of Assets upon Dissolution.** Upon the dissolution of the Corporation, the assets of the Corporation must be distributed for one or more exempt purposes as defined in I.R.C. § 501(c)(3), or corresponding sections of any future federal tax code, or must be distributed to the federal government, or to a state or local government, for a public purpose. Any asset not distributed in the above manner must be disposed of by a court of competent

jurisdiction of the county in which the principal of the Corporation is located, exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes.

14.2 If PLSC should cease to exist, title to undisposed property shall pass to other water ski organizations as determined by the outgoing Board or sold and the profits sent to the USAWS.