

## **ARTICLE I - Offices**

Section 1. The registered office of the corporation shall be at the Phoenix Sports Club, 301. Bristol Road, Feasterville, Pennsylvania 19153

Section 2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

Section 3. The name of this corporation shall be the "Penguin Ski Club".

## **ARTICLE II - Seal & Purpose**

Section 1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

Section 2. The corporation has been organized for the purpose of promoting the enjoyment of the sport of skiing/snowboarding in family groups and the promotion of fellowship among its members and their families.

## **ARTICLE III - Members**

Section 1. The meetings of the members shall be held at the registered office, 301 Bristol Road, Feasterville. Pennsylvania 19153 or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be selected.

Section 2. The annual meeting of the members shall be held on the first Tuesday in March in each year if not a legal holiday, and if a Legal holiday, then on the next full business day following, when they shall elect a Board of Directors and Club Officers and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member may call such a meeting. New officers shall take office at the April meeting.

Section 3. Special meetings of the members may be called at any time by the President, or the Board of Directors, or by any members of the corporation. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the Corresponding Secretary to call a special meeting of the members, to be held at such time as the Secretary may fix, not less than ten nor more than sixty days after the receipt of the request. If the Corresponding Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

Section 4. Written/E-mail Notice of every Meeting of the members, stating the time, place and object thereof, shall be given by or at the direction of the person authorized to call the meeting, to each member of record entitled to vote at the meeting, at least 5 days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5. A members meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of 25 of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise

provided by law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors and club officers, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors and club officers.

Section 6. Except as otherwise provided in the Articles of the Corporation, any action which may be taken at a meeting of members may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose, and shall be filed with the Secretary of the Corporation.

Section 7. Every member of the corporation twenty-one (21) years of age and older shall be entitled to one vote. In all elections for directors, each member having a right to cast one vote for each director to be elected, as he may prefer. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. No member shall sell his vote for money or anything of value. Upon request of a member the books or records of membership shall be produced at any general or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members may vote. The right of a member to vote and his right, title and interest in or to the corporation of its property shall cease on the termination of his membership.

Section 8. No member may transfer his membership or any right arising there from.

Section 9. Membership to the corporation shall be limited to not more than two-hundred (200) memberships, and they shall be increased there from only upon affirmation vote of seventy-five percent (75%) of the Board of Directors and fifty-one percent (51 %) of the membership in attendance at the respective meeting. Children of members who have reached the age of 21 years, (unless a full-time student), shall be eligible for membership without regard to membership limit.

Section 10. Membership shall be limited to natural persons, twenty-one (21) years of age and older, who have a deep interest in skiing or snow boarding. A person seeking membership must be sponsored by two (2) member families. Any exceptions must be approved by the Board of Directors. Individuals and family members are limited to sponsoring or co-sponsoring only 2 applicants per year.

Section 11. A prospective member must submit an application to the Board of Directors setting forth his interests, hobbies and general background, and the Board will cause said application to be read to the membership at the meeting at which action will be taken on the application. The application will be held on file by the corresponding secretary of the corporation.

Section 12. Applicants for membership shall be submitted to the general membership at regularly scheduled meetings of the corporation. The proposed applicant must attend two regular meetings before a vote to membership can be taken. The application will be voted upon by the members in the presence of the applicant. An affirmative two-thirds (2/3) vote shall be necessary for membership in the corporation.

Section 13. A family membership shall be a family as accepted by society and all immediate children under twenty-one (21) years of age and full time students over twenty-one (21).

Section 14. Any member can be expelled from the Penguin Ski Club without assigning a cause, by a majority vote of the Board and general membership.

#### **ARTICLE IV - Directors**

Section 1. The business of this corporation shall be managed by its Board of Directors, five in number, who shall be natural persons of full age and need not be residents of this commonwealth but who shall be members of this corporation. All Board of Directors shall have the right to vote on Board matters. They shall be elected by the members of the corporation and each director shall be elected for the term of three years and until his successor shall be elected and shall qualify provided, however, that at the organization meeting two (2) directors shall be elected for a term of three (3) years. Directors shall be ineligible to serve more than two (2) successive terms.

Section 2. The Board of Directors shall elect, by majority, the chairman of the board.

Section 3. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

Section 4. The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 5. Written notice of every meeting of the Board of Directors shall be given to each director at least five days prior to the day named for the meeting.

Section 6. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present, shall be the acts of the Board of Directors. If all the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 7. The Board of Directors may, by resolution adopted by a majority of the whole Board, delegate two or more of its number to constitute an Executive Committee which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

Section 8. If the members so decide, the corporation may allow compensation to the directors for their services. A director may also be a salaried officer of the corporation.

Section 9. The entire Board of Directors or any individual director may be removed from office, without assigning any cause, by a majority vote of the members of the corporation entitled to vote at an election of directors. In case the Board, or any one or more directors be so removed, new directors may be elected at the same meeting. Unless the entire Board be removed, no individual director shall be removed in case the votes of a sufficient number of members are cast against the resolution of his removal which, if cumulatively voted at an election of the full Board, would be sufficient to elect one or more directors. If any elected officer or board member of this corporation misses three consecutive unexcused board meetings, they will be replaced with other members.

Section 10. The Board of Directors shall have financial and expenditure control over the corporation

and shall approve all expenditures in excess of \$350.00 at duly called Directors' meetings and shall advise the membership of any proposed expenditures in excess of \$1,000.00.

Section 11. As long as the general meetings stay the first Tuesday of the month, the Board meeting will be held the last Thursday of the month, unless otherwise specified, At election time, anyone taking a directorship in the club is to be aware of and attend the above stated meeting. For a member to serve on the Board of Directors, they shall be a member in good standing for at least three years and:

Have served on a committee, or  
Have been an elected Officer, or  
Have previous served on the Board of Directors.<sup>1</sup>

<sup>1</sup> Revised December 6, 2006. Previous sentence read: "For a member to serve on the Board of Directors, they shall have served as an elected Officer, and have served on a Committee or previously have served on the Board of Directors and be a member in good standing for at least three years."

## **ARTICLE V - Officers**

Section 1. The executive officers of the corporation shall be elected by the membership and shall be a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President and Recording Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for such terms and shall have such authority and shall perform such duties as shall from time to time be prescribed by the By-Laws. Any two or more offices may be held by the same person, except the offices of President and Secretary. It shall not be necessary for the officers to be directors. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

Section 2. Any officer elected may be removed by the membership whenever in their judgment the best interests of the corporation will be served thereby.

Section 3. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members; he shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by the statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He shall be Ex-Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. The President shall call all meetings as regularly scheduled by the membership. He shall also call all special meetings as he deems necessary. He shall appoint all committees and submit to the Board of Directors an annual report.

Section 4. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time. The Vice-President shall be wholly, totally, and fully familiar with the By-Laws of the Penguin Ski Club and in the event that there is a question on the By-Laws, he should have an answer to the question.

Section 5. The Recording Secretary shall attend all sessions of the Board of Directors and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He shall perform such other duties as may be

prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it.

Section 6. The Corresponding Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall answer or cause to be answered all correspondence of the corporation.

Section 7. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. The term of Treasurer is for two (2) years. The Treasurer office will submit to an annual audit committee of four (4) members consisting of present Treasurer, immediate past Treasurer and two (2) members appointed by the President.

Section 8. Elections for officers of the corporation shall be held at the annual March meeting a quorum shall be necessary and shall consist of at least twenty-five (25) members. A majority vote of the membership shall be necessary for re-election to an office of the corporation

Section 9. All officers shall be limited to three (3) consecutive terms with the exception of the Treasurer who is limited to two (2) consecutive terms.

Section 10. It will be mandatory that all committee heads and officers whenever the occasion arises, keep written records of what they have done during the course of the year; their duties as they have done them, any expenditure, and turn them in to the Vice-President who in turn will see that they are given to new committee heads and officers. All Officers shall be exofficio members of the Board of Directors. Officers may not vote on Board Matters, but may make proposals at Board Meetings.

## **ARTICLE VI – Vacancies**

Section 1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 2. Vacancies in the Board of Directors shall be filled by a majority of the remaining members of the Board though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next March meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

## **ARTICLE VII - Books and Records**

Section 1. The Recording Secretary shall keep the records of the corporation at her office. The Corporation shall keep records of the proceedings of the members and of the Directors, a membership register giving the names of the members in alphabetical order and appropriate and complete records of its finances.

Section 2. Every member shall have the right to examine in person, or by agent or attorney, at any

reasonable time or times, for any reasonable purpose, the books of account, the membership register and the records of the proceedings of the members and directors.

### **ARTICLE VIII - Membership Certificates**

Section 1. Membership in the corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine. Upon the face of each such certificate there shall be printed in clear type a statement that the corporation is a non-profit corporation. They shall be signed by the President and Secretary and shall bear the corporate seal.

### **ARTICLE IX - Transaction of Business**

Section 1. The corporation shall not borrow money, or purchase, sell, lease away, or otherwise dispose of any real estate, unless and until a resolution authorizing the same shall have been approved by a majority of the members of the corporation at a regular or special meeting, duly convened upon proper notice of this purpose. A resolution of the members authorizing the borrowing of money need not specify the particular sums, rates of interest or times of maturity of the loans, but such items may be agreed upon and authorized by the directors of the corporation. All proceeds derived from any loan, sale, lease, ground rent or mortgage, shall be faithfully and specifically used for or applied to the lawful activities of the corporation, and in case such proceeds are derived from any real estate subject to a trust, the trust shall be impinged upon such proceeds.

Section 2. The corporation shall have the right and power to receive and collect moneys to the extent necessary for the accomplishment of the purpose or purposes for which it is organized, and in so doing, may make an incidental profit. All moneys so received or collected shall be applied to the maintenance and operation or the furtherance of the lawful activities of the corporation, and in no case shall such moneys be divided or distributed in any manner whatsoever among the members of the corporation.

Section 3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 4. The dues shall be \$30.00 per year per family, and \$20.00 per year per single member. There will be a \$10.00 initiation fee for new members. Members that have not paid their current dues and wish to continue their membership must pay their past dues and a reinstatement fee of \$10.00. Members that have not paid their dues for 2 years or more must apply as a new member and comply with the rules governing new memberships. Dues shall be reviewed, and may be changed to reflect any increase or decrease in expenses. Any changes shall be voted on by the board.

Section 4a. The annual membership year shall start on September 1st and end August 31st of the following year. To be considered as a member in good standing, annual dues must be paid by the December general meeting.

Section 5. All members are requested to abide by the rules of good judgment and safety as set down by the National Skiing Association and be willing to render help and assistance to any other members of the club.

Section 6. A nominating committee of not more than five (5) club members will be appointed by the President for nominating new officers and directors (Board Members). The ballot will be closed with floor nominations (in addition to the recommendations by the nominating committee) during the

March meeting. Meetings will take place that same night.

Section 7. Master copy of the By-Laws, which shall be binding to all members, shall be kept in the custody of the Recording Secretary.

Section 8. At the end of each meeting we shall sing our Penguin song.

Section 9. Any club members authorized by the Board of Directors to run a trip or other ski club activity or function, shall act as an agent for the corporation with full authority to represent the corporation and sign contracts.

#### **ARTICLE X - Annual Statement**

Section 1. The President and Board of Directors shall present at each annual meeting a full and complete statement of the activities and affairs of the corporation for the preceding year. The Board of Directors shall keep accurate accounts of all trust funds, separate and apart from the other funds of the corporation, and shall, unless the terms of the particular trust instrument provide otherwise, make an annual report, signed by the Treasurer, to the members of the corporation concerning the trust funds held and the use made of such funds and of the income thereof.

#### **ARTICLE XI - Notices**

Section 1. Whenever written notice is required to be given to any person, it may be given to such person either by sending a copy thereof through the mail or by e-mail to his address appearing on the books of the corporation or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.

Section 2. Whenever any written notice is required by statute or by the Articles or By-Laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted at nor the propose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where he attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### **ARTICLE XII - Amendments**

Section 1. These By-Laws may be altered, amended or repealed by a majority vote of the members of the corporation who are present and entitled to vote at any regular or special meeting duly convened after notice to the members of that purpose.

Section 2. These By-Laws will be reviewed by a committee every two (2) years. This committee will be appointed and headed by the Vice President.