

BYLAWS
OF
CRYSTAL MOUNTAIN ALPINE CLUB
A Washington Nonprofit Corporation
RCW 24.03

ARTICLE I

Membership and Voting

- 1.1 The membership of Crystal Mountain Club (“Corporation” or “CMAC”) shall consist of the following classes of members:
- 1.1.1 Board. Board members are those persons who have been duly elected and are serving as a Director on the Board of Directors of the Corporation. Such membership shall commence on the date the member is elected and expire on the date the member ceases to hold office as a director.
- 1.1.2 Coaching. Coaching members are those persons who have been retained as full-time or part-time coaches by the Corporation to provide training to Racing members. The term of a Coaching membership shall be co-extensive with the period that the Coaching member is retained as a Coach by the Corporation.
- 1.1.3 Racing. Racing members are those persons who are duly enrolled and accepted in the Corporation’s racing program for a Racing Season. A Racing Season shall begin in the fall of one year and continue through the last racing event or program the following spring. The term of membership will begin when the Racing member is accepted by the Corporation for its racing program and will continue through the end of the current Racing Season, or if the Racing Season has not yet begun, through the end of the next Racing Season. One parent or legal guardian of a racing member who is less than eighteen years of age shall be the racing

member's nominee for purposes of casting a racing member's ballot in any matter requiring a vote of CMAC's members.

- 1.2 The annual meeting of the membership of CMAC shall be held in April or May of each year, at an annual awards banquet. Special meetings of the membership may be called from time to time at the discretion of the Board of Directors of the Corporation.
- 1.3 At any meeting of the membership of the Corporation, forty (40) members present in person, or by proxy, shall constitute a quorum. Each member so present shall be entitled to one(1) vote.
- 1.4 It shall be the duty of the Secretary of the Corporation to mail a notice of each annual and special meeting, stating the purpose thereof, as well as the time and the place where it is to be held, to each member at the address such member shall have furnished in writing to the Board of Directors. Such notice shall be given at least ten (10) days prior to, but not more than fifty (50) days prior to, an annual meeting or special meeting. Notice of any meeting may be waived in writing at any time and is waived by actual attendance at such meeting, unless such appearance be limited expressly to object to the legality of the meeting.
- 1.5 Any member may vote by proxy. Proxy shall be in writing, signed and filed with the Board of Directors prior to the vote in which such proxies are cast.
- 1.6 Except as otherwise provided by these bylaws, or law, passage of any matter submitted to vote at a duly-called meeting, where a quorum is in attendance in person or by proxy, shall require the affirmative vote of a majority of the total votes present or by proxy.
- 1.7 Any member of the Corporation may be removed by a two-thirds (2/3) vote of the Director's of the Corporation at a regular or special meeting of the Directors. Notice of

such proposed removal must be given to the member sought to be removed prior to the meeting at which the question is to be voted upon.

- 1.8 Membership is not transferable.

ARTICLE II

Board of Directors

- 2.1 The business and property of CMAC shall be managed by a board of not less than three (3) and not more than twenty (20) Directors.
- 2.2 The Directors of the Corporation shall be elected by a majority vote of the membership of the Corporation at the annual meeting of the membership, which shall be in the beginning of the Corporation year.
- 2.3 The term of office of the Directors of the Corporation shall be for one (1) year.
- 2.4 Any vacancy occurring on the Board may be filled by a majority vote of the remaining Directors. Such newly elected director shall serve during the unexpired term of the Director whose position has become vacant.
- 2.5 The Board of Directors of the Corporation shall hold regular meetings agreed upon by the majority of the Board ~~on the second Monday of each month, and special meetings as are deemed necessary~~ for the competent management of the affairs of the Corporation.
- 2.6 Notice of a special meeting of the Board of Directors shall be given personally or in writing at least ten (10) days prior to said meeting. Notice of any meeting may be waived in writing at any time and is waived by actual attendance at such meeting, unless such appearance by limited expressly to object to the legality of such meeting.
- 2.7 Each member of the Board of Directors shall possess one (1) vote on matters coming before the Board. All voting at a meeting of the Board of Directors shall be by each

member in person and voting by proxy shall not be allowed. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In unusual circumstances and if the majority of the Board agrees that discussion of the issue at a meeting is not necessary, voting by email is acceptable. Two thirds Board approval is required for email vote to be approved.. The Secretary shall record Board member votes.

- 2.8 Any Director may be removed from office by a majority vote of the membership at any regular or special meeting of the membership of the Corporation. Notice of such proposed removal of a Director must be given to such Director prior to the meeting at which such removal is to be voted upon. Such notice to the Director must state the cause for the proposed removal.
- 2.9 The Board of Directors may designate one or more persons as honorary or ex officio members to the Board for a specified term, and with or without the right to vote.

ARTICLE III

Officers

- 3.1 The Officers of the Corporation shall be a ~~president~~President, a ~~vice~~Vice-presidentPresident, a Treasurer and a ~~s~~Secretary~~-treasurer~~, all of whom shall be elected by and from the Board of Directors. The Board of Directors may appoint an assistant treasurer and an assistant secretary and such other Officers as in their judgment may be necessary.
- 3.2 The Officers of the Corporation shall be elected each year at an annual meeting of the Board and shall hold office at the pleasure of the Board.

- 3.3 At any regular meeting of the Board of Directors or at any special meeting called for that purpose, any officer may be removed, with or without cause, and his successor elected, upon an affirmative vote of a majority of the members of the Board of Directors.
- 3.4 The President shall be the chief executive officer of the Corporation. The President shall normally preside at all meetings of the Corporation. The Vice President or other designated Board officer may preside in those meetings when the President or Vice President is not available. ~~and shall preside at all meetings of the Corporation and of the Board of Directors and shall have all powers and shall perform all duties usually incident to the office of president of a business corporation.~~
- 3.5 The Vice-President of the Corporation shall act for the President in his absence and shall perform such other actions a president may direct.
- 3.6 The Secretary-~~Treasurer~~ shall keep the minutes of all meetings of the Board of Directors of the Corporation, and shall perform all duties usually incident to the office of secretary or a business corporation. ~~In addition, t~~
- 3.7 The Secretary-Treasurer shall have the responsibility for the Corporation's funds and properties and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation.
- ~~3.7.3.8~~ 3.8 Other Officers of the Association, assistants to the officer, or persons employed to assist the officers, shall have such authority and shall perform such duties as the Board of Directors may prescribe within the provisions of the Act or other applicable statutes, the Declaration and these bylaws. A Vice-President, and Assistant Secretary- or Assistant Treasurer; if any are elected, shall also have all powers of the President, ~~and~~ Secretary and-Treasurer, respectively, in the absence of such officers.

ARTICLE IV

Committees

- 4.1 The Board of Directors may create an Executive Committee of not less than three directors, who may or may not be officers, to work with the President, which committee shall exercise such power as the Board of Directors may delegate to it.
- 4.2 The Board of Directors may from time to time create standing or special committees relating to skiing activities and club operations as it deems desirable and establish the duties thereof and provide for the number of members, manner of appointment and term of office.
- 4.3 The rights, powers, and duties of the Executive Committee and of all standing or special committees shall at all times be subject to the power of the Board of Directors which shall have the power to disband any such committee, remove any member thereof or override committee action by a majority vote of the Board of Directors.

ARTICLE V

Handling of Funds

- 5.1 The Corporation's accounting year shall run from July 1 to June 30 of the following year.
- 5.2 The Corporation shall establish the necessary funds or accounts to properly provide for the operation of the Corporation. Overall management of these funds shall be the responsibility of the ~~Secretary~~-Treasurer of the Corporation, who shall be authorized to open such accounts and adopt such procedures as may be advisable to properly secure the accounts and funds of the Corporation.
- 5.3 The ~~Secretary~~-Treasurer shall establish a checking account in a commercial bank to be known as the General Account. This account will be the working capital account for the current operations of CMAC and will normally receive all income, tuitions, contributions,

dues and other funds received by the Corporation. Checks shall be issued from this account for all expenditures necessary for the operation of CMAC.

ARTICLE VI

Amendments

- 6.1 These Bylaws may be altered or amended by a vote of two-thirds (2/3) of the members of the Board of Directors at any regular or special meeting duly convened after notice of that purpose, subject, however, to the power of the Shareholders to change or repeal the Bylaws at any annual or special meeting duly convened after notice of that purpose.

EXECUTED this ____ day of _____, 2004.

NAME, Secretary