

By Laws of the Tulsa Ski Club, Inc.

An Oklahoma Not-for-Profit Corporation
(As amended June 30, 2001)

Article I. Name and Address

This Oklahoma Not-For-Profit Corporation shall be called the TULSA SKI CLUB, INC. (hereinafter the "TSC"). The principal office of the TSC shall be located in Tulsa, Oklahoma, at such place as the Board of Directors may choose.

Article II. Purposes

The provide educational, social, athletic, recreational and charitable purposes for developing, maintaining and supporting the sport of skiing; for the rendering of services of mutual benefit, education and assistance to the members of the TSC; and, to operate as a non-profit social and recreation club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, as amended (for the corresponding provision of any future United States Internal Revenue Law).

To promote and stimulate interest and participation in the sport of snow skiing related activities and other outdoor sports and recreational activities thereby fostering the best interest of the members of the TSC.

To assist members of the TSC in obtaining opportunities to participate in skiing, skiing activities and other recreational sports and activities, including the sponsoring of tours and trips to ski and recreational activity areas, and to promote increased safety in snow skiing and outdoor recreational sports and activities, all in the best interests of members of the TSC and the civic welfare of the community and state within which the TSC exists; and, to perform all other lawful acts not inconsistent with the purposes of the TSC as may be provided by the laws of the State of Oklahoma.

Article III. Membership

Section 3.01 Classifications

Membership in the TSC shall be classified as follows: Single, Family, Single Parent, Junior, and Honorary.

- (a) Single membership is an individual, of eighteen (18) years of age or more.
- (b) Family membership is a husband and wife and their unmarried dependent children, under 18 years of age, or under 24 years of attending school. Only the husband and wife shall each be considered a member of the TSC for voting purposes.
- (c) Single parent membership is an unmarried individual eighteen (18) years of age or more and his or her unmarried dependent children, under 18 years of age, or under 24 years if attending school. Only the single parent shall be considered a member of the TSC for voting purposes.
- (d) Junior membership is an individual of at least 18 years, but under the age of 30 years. Junior members shall not have the right to vote in any TSC election or serve on the Board of Directors. An eligible individual may elect between holding a junior or single membership.
- (e) Honorary membership is a member who has made an outstanding contribution to the TSC and past presidents upon expiration of a full and satisfactory term in office. Honorary members, other than past presidents, must be proposed to and approved by the Board of Directors of the

TSC and presented to the membership at large at a regular meeting and elected by two-thirds (2/3) vote of the members present.

Section 3.02 Eligibility and Acceptance

Individuals are eligible for membership who are eighteen (18) years of age or more, who have filed a current application with the membership committee, paid the dues prescribed for the type of membership and fulfilled any membership requirements prescribed by the Board of Directors. Upon approval and acceptance of an application by the Board of Directors the applicant(s) shall be entered on the active roll for the current membership year and a membership card will be issued to the member(s).

Section 3.03 Outside Services by Members

A member may receive compensation for approved professional services s/he renders to the TSC only if:

- (a) The fee or price is usual and customary in the community and industry;
- (b) The member holds himself separate and apart from the TSC while rendering the service, during this time the member is deemed to be a representative of his or her business or company and not of the TSC herein, and,
- (c) When a fee for services is involved, the Board must also consider bids from other available qualified vendors.

Section 3.04 Membership Year

The membership year shall run from May 1 through April 30 of the following year.

Section 3.05 Discipline

Any member is subject to reprimand or expulsion from the Tulsa Ski Club, Inc., for any act or behavior detrimental to the general good of the TSC, such as: violation of TSC rules, non-payment of dues, assessments or other monies owed the TSC or for any other reason of significant cause as determined by the Board of Directors not to be in the best interest of the TSC. The decision of the Board shall be final in matters of discipline unless the member so disciplined sends their intent to appeal the decision in writing to the board within thirty (30) days after notification. The appeal will then be presented to the membership at the next General Meeting after the receipt of the appeal, at which time the President shall present the matter to the membership which shall either accept or reject the Board's decision by a majority vote of the members present.

Section 3.06 Voting

There shall be no proxies submitted or permitted. Each membership shall be entitled to the following votes:

- (a) Single – 1 vote
- (b) Family – 2 votes (husband and wife)
- (c) Single parent – 1 vote
- (d) Junior – 0 vote
- (e) Honorary – 1 vote (2 votes if married)

Article IV. Meetings

Section 4.01 Annual Meeting

The Annual Meeting of the TSC shall be held on the second (2nd) Tuesday in the month of April each year in Tulsa, Oklahoma, at a place and time designed by the President. The Annual Meeting may be held in conjunction with the regular General Meeting of the members.

Section 4.02 General Meetings

There shall be at least six (6) general meetings of the TSC each year. One of these general meetings must be in the month of January to select the Nominating Committee, one in the month of March at which time additional nominees for officers and directors may be made from the floor in accordance with Article VII, and, one in the month of April which shall be designed the Annual Meeting of the members, at which time the new Directors and Officers of the TSC shall be certified elected. Other General Meetings may be held at such places and at such times as the President or a majority of the Board of Directors may determine.

Section 4.03 Special Meetings

Special Meetings of the membership may be called by the President or a majority of the Board of Directors to be held at such place and at such times as they may determine.

Section 4.04 Notice

The Secretary shall cause written notice of all general or special meetings of the membership to be mailed to each member at least seven (7) days prior to any such meeting. Notice may be given on a regular or special publication of the TSC.

Section 4.05 Quorum

A quorum for the transaction of business of the TSC, shall be:

- (a) General Meeting. The members present at any regular or special general membership meeting duly called.
- (b) Board of Directors Meeting. The majority of the Board of Directors.
- (c) Committee Meeting. The majority of the committee. The Executive Committee shall be considered a committee for purposes of this section.

Article V. Officers and Directors

Section 5.01 Governance

The governance and control of the TSC shall be vested in and its affairs managed by the Board of Directors.

Section 5.02 Number and Members

The Board of Directors shall be comprised of the following: President, First Vice President / Winter Trip Chair, Second Vice President / Summer Trip Chair, Secretary, and Treasurer, as well as the Immediate

Past President, and not less than six (6) nor more than nine (9) additional directors. Three of the additional directors will be assigned the responsibilities and be the Chairperson of the Membership, Social and Lift Line committees, respectively. In December, the Board will decide how many Directors, within the range noted above, and serve on the Board for the following year and also the responsibilities of the non-assigned Directors.

Section 5.03 Terms

- (a) Officers and Directors shall serve for a term of one (1) year in their elected office effective May 1st after their election and shall continue in office until April 30 the following year or until their successors are elected and certified to office whichever is later, except for the office of Treasurer, which shall be a two (2) year term.
- (b) Officers and Directors shall not serve more than two (2) consecutive selected terms in any one particular office or position with the Board. This provision shall be subject to the specific limitations of terms for the offices of President, First Vice President / Winter Trip Chair, and Treasurer as prescribed in these By-laws.

Section 5.04 Eligibility

- (a) Members are eligible to serve on the Board after one full year of membership.
- (b) Only current voting members of the TSC are eligible to be nominated to and serve on the Board of Directors.
- (c) A member who has an exclusive product or services contract with the TSC may not serve on the Board of Directors.

Section 5.05 Voting and Proxies

Each Director shall be entitled to one vote, even if holding multiple positions, on all matters before the Board. The votes of a majority of a quorum of the Board present shall constitute a binding act of the TSC. There shall be no proxies.

Section 5.06 Meetings

- (a) Regular – The Board shall have at least nine (9) regular meetings a year at such times and locations as the President or the Board may determine. The Secretary shall give notice of regular meetings to all Directors at least seven (7) days prior to the meeting.
- (b) Special – Special meetings of the Directors may be called by the President or by any three (3) Directors. The Secretary shall give notice of any special meeting to all Directors prior to the meeting.

Section 5.06 Powers and Duties

The Board shall possess all the powers and have the duties necessary or desirable for the management of the property and affairs of the TSC, except such powers and duties specifically reserved to the membership by law, the Articles of Incorporation or as otherwise provided in these By-laws. The Board is empowered to perform any other acts not inconsistent with the TSC's purposes and the laws of the State of Oklahoma.

- (a) The board shall engage a Certified Public Accounting firm to review the TSC's financial records and operations annually. The Board shall also utilize said firm as warranted for the establishment, maintenance, and review of internal financial controls and standards.
- (b) The Board shall authorize the establishment of depositories for TSC funds. Two authorized officers' signatures shall be required for all disbursements exceeding an amount to be determined by the Board. Other disbursements shall only require one (1) authorized signature. No one shall write a check to himself or herself.

Article VI. Officers' Duties

Section 6.01 Officers and Executive Committee

The Officers of the TSC shall be the President, First Vice President / Winter Trip Chair, Second Vice President / Summer Trip Chair, Secretary, and Treasurer.

- (a) The Officers shall comprise the Executive Committee, with the President acting as the Chairperson. The Executive Committee shall meet as needed and shall approve pricing and arrangements for all trips, subject to the approval by the Board. The Executive Committee shall ensure that the TSC operates in compliance with all By-Laws. The Executive Committee may perform other functions as the Board may request. All decisions of the Executive committee shall be subject to approval by the Board of Directors.

Section 6.02 Officer Descriptions and Duties

- (a) The President shall be the Chief Executive Officer of the TSC, preside at all meetings of the Board and Membership, have general and active management of the affairs of the TSC, and be responsible for the supervision thereof, subject to the advice, consent, and control of the Board. The President shall see that all orders and resolutions of the Board are fully implemented. The President shall serve as an ex-officio member of all committees except the Audit and Nominating committees. The President cannot be elected to this office again for two years after serving one full elected term.
- (b) The First Vice President / Winter Trip Chair shall assist the President in the discharge of the President's duties and in the absence of the President shall assume the duties and officiate in the President's stead, and be responsible for the planning, coordination and administration of all Winter Trips of the Club. The First Vice President cannot be elected to this office again for two years after serving one full elected term. In the event that the Board finds that the President is permanently absent, deceased or unable to fulfill the role of the Presidency then the First Vice President / Winter Trip Chair will assume the duties of the President.
- (c) The Second Vice President / Summer Trip Chair shall assist the President and First Vice President in the discharge of their duties and in their absence will assume their duties and officiate in their stead, and be responsible for the planning, coordination and administration of all summer trips of the TSC.
- (d) The Secretary shall record the Minutes and proceedings of all meetings of the Board of Directors, provide notice to the Board and membership of the meetings and shall have charge of all records of the TSC except those of the Treasurer and shall issue all notices of meetings, elections and perform such other duties as provided for in these By-laws or as directed by the Board of Directors or the President.
- (e) The Treasurer shall be responsible for all monies received by the TSC, shall have custody and charge of the funds and securities of the TSC and shall keep full and accurate records and

accounts of all receipts and disbursements in books belonging to the TSC. The Treasurer shall be responsible for all TSC funds deposited in banks, trust companies or other depositories recommended by the Treasurer and approved by the Board of Directors, shall be responsible for the TESC's credit card program and shall compile, prepare and monitor an annual budget, shall render a written report of the TSC's financial condition at each meeting of the Board of Directors, furnish such other financial information as requested by the President or the Board of Directors, shall assure the TSC's compliance with all applicable tax regulations, shall prepare and file documents as required with taxing authorities, shall counsel the board on all fiscal matters and shall be the TSC's liaison with the Certified Public Accounting firm chosen by the TSC.

- (f) The person who was President the previous year shall fill the position of Immediate Past President. In the event that the Immediate Past President is unable or unwilling to serve on the Board, the position shall be left unfilled.

Article VII. Nominating Committee, Elections and Vacancies

Section 7.01 Nominating Committee

- (a) The Nominating Committee shall consist of seven (7) members, three (3) of which shall be elected to the Board of Directors, and four (4) at large members being elected by the membership. Current Board members are not eligible to be on the Nominating Committee. The Secretary shall cause an announcement to be published in the regular or special publication of the TSC in December that candidate applications are being accepted for the four at large Nominating Committee members. The at-large candidates will be announced in the regular January publication and at the January General Meeting, at which time floor nominations shall act as tellers. Those nominees receiving a plurality of votes cast shall be certified as elected to the committee, and in addition to the three members elected by the Board of Directors, shall comprise the Nominating Committee.
- (b) The Nominating Committee shall meet and prepare a slate of at least one (1) nominee for each vacating position of Director except for the Immediate Past President. Five (5) of the positions shall be for the offices of President, First Vice President/Winter Trip Chair, Second Vice President/Summer Trip Chair, Secretary, and Treasurer, as applicable. A Nominating Committee member whose nomination is being considered shall abstain from voting on his or her own nomination. At least seven (7) days prior to the March general meeting, the Nominating Committee shall present to the President and to the membership at its March general meeting its list of nominees.

Section 7.02 Elections

- (a) The election of officers and directors shall be conducted annually by a membership vote as provided in this Article with certification to the membership at the Annual Meeting in April. The elected officers and directors shall take office on May 1.
- (b) At the March general meeting additional members may be nominated from the general membership for any office of the TSC, except for immediate past president, and provided such nomination is accompanied by a written statement from the nominee of his/her willingness to serve if elected. This statement must be presented to the President forty-eight (48) hours prior to the March general meeting.
- (c) In the event there is only one (1) nomination for an office or position, the nominations shall cease and the nominee shall be certified as elected at the April Annual meeting. In the event

that, at the time of the March general meeting, there is more than one (1) nominee for any office, the Secretary shall cause a ballot to be printed designating each office or position on the Board with the names of the nominees (s) for each position. One (1) printed ballot shall be mailed to each member of record at least fourteen (14) days prior the Annual Meeting with instructions for the completion and return of the ballots for counting in the election. All returned ballots shall be mailed to the TSC business address and received no later than 5 pm two (2) days prior to the Annual Meeting. Ballots shall be opened and counted by members of the Audit committee acting as tellers. The counting is to be performed before 12:00 noon on the day preceding the Annual Meeting. Members shall be permitted to attend the opening and counting of the ballots. Only ballots received in proper form shall be counted.

- (d) Those Nominees receiving a plurality of the vote cast shall be certified by the Board of Directors as being elected to their respective offices.

Section 7.03. Vacancies, Resignations and Removal From Office

- (a) Vacancies created by the death, resignation, removal or incapacity of any Director or Officer, except the Immediate Past President, may be filled by the Board of Directors by a majority vote at its next regular or special meeting following occurrence of the vacancy.
- (b) Resignations must be in writing and given to a Board member. A board member receiving a resignation shall deliver it immediately to the Secretary who shall then notify the Board Members prior to the next meeting and cause the resignation to be placed on the meeting agenda. Resignations when received by a Board member are considered submitted to the Board as a whole and shall be accepted by the Board and become effective at its regular or special meeting following receipt of the resignation.
- (c) A Director or Officer may be removed from office for substantial cause, such as but not limited to non-performance or dereliction of their duties or mishandling of TSC funds, initiated by a written petition of specific charges signed by five (5) current board members. A vote of two-thirds (2/3) members of the Board shall be required to sustain the petition for removal. The hearing and the vote on the petition for removal shall be a stated item on the agenda at a duty called regular or special meeting of the Board.

Article VIII. Committees

Section 8.01 Standing Committees

The Board of Directors shall establish the following Standing Committees: Audit, Membership, Lift Line and Social. Standing committee Chairpersons may appoint other members of their committees, subject to approval by the Board.

- (a) Board Directors serving as Membership, Social and Lift Line Chairs respectively may appoint their committee's members with advice and consent of the Board or the Board may appoint the members.

Section 8.02 Audit Committee

- (a) The Audit Committee shall consist of at least three (3) members who are not Directors, who have business, accounting and financial expertise. They shall be appointed or reappointed each year by the Board of Directors to serve a term of one (1) year concurrent with the fiscal year of the TSC. Audit Committee members may not be removed from the Committee prior to

completion of an appointed term except by a majority vote of the Board. The Audit Committee shall elect its own Chair.

- (b) The Audit Committee shall: (a) review financial procedures and render periodic reports to the Board quarterly or as requested; (b) verify specific transactions are appropriate or as requested by a TSC member or Director; (c) review all TSC trip records; (d) perform its duties and responsibilities consistent with applicable generally-accepted accounting principles; and, (e) act as tellers for all TSC elections which require a written ballot.

Section 8.03 Other Committees

Committees, other than those specifically referred to within these By-laws, may be created by the President as may be beneficial. The Chairperson of each of these committees shall be appointed annually by the President. The Committee Chairperson or the President may appoint other members of these committees.

Article IX. Dues and Assessments

Section 9.01 Amount

The amount of dues of the TSC for each category of membership shall be determined on an annual basis by April 1 to be effective May 1 of each year by the Board of Directors.

Section 9.02 Payment

The annual dues shall be payable for each membership at the commencement of the membership year.

Section 9.03 Special Assessments

Special Assessments which are required for good cause shall be approved by the Board of Directors and confirmed by majority vote of the members present at any regular or special meeting. Publication of the proposed assessment shall appear in a regular or special publication of the TSC in the month preceding the general or special meeting.

Section 9.04 Delinquency and Suspension

Any member deemed by the Board to be delinquent in the payment of dues, special assessments or other payments shall be notified in writing by the President or the Treasurer and if payment of all delinquent amounts is not received from the member within fourteen (14) days of such notification, the member shall be automatically suspended until the delinquent monies are paid.

Article X. Fiscal Year

The fiscal year of the TSC shall commence on May 1 and end on April 30 of the following year.

Article XI. Amendment(s)

The President may create a By-laws and/or Articles of Incorporation Committee when a member or a Director proposes amendments. Members may submit proposed amendments to the Board or applicable Committee for consideration.

Section 11.01 Committee

- (a) The Board will appoint a By-laws or Articles of Incorporation Committee consisting of a Chairperson, the President, as ex officio member, and at least three additional members. Vacancies on either committee will be filled at the Board's discretion. The Committee Chairperson will present any proposed amendments in writing to the Board for review at a regularly scheduled Board meeting. The Board shall review the proposed amendments and accept in whole or return the same to the Committee with written suggestions or comments within thirty (30) days of the amendments being presented at the Board meeting. The Committee will review the Board's suggestions and then submit the final proposed amendments to the Secretary who shall present the same to the TSC membership for a vote.

Section 11.02 Notice of Proposed Amendment(s)

Notice of the proposed amendment(s) will be published in the TSC monthly newsletter along with a notice that a ballot concerning the change(s) will be forthcoming.

Section 11.03 Ballots

Two weeks after the TSC monthly newsletter containing the proposed amendment(s) is mailed, the Secretary will cause to be mailed a ballot on the proposed amendment(s), along with instructions for the completion and return of the same.

Section 11.04 Vote

Ballots must be received at the TSC business address no later than 5 pm three (3) days prior to the general meeting following the mailing of the ballots in order to be counted. Ballots shall be opened and counted by members of the Audit Committee acting as tellers. The counting is to be performed before 12 o'clock noon of the day preceding the meeting. Members shall be permitted to attend the opening and counting of the ballots. Only ballots timely received in proper form shall be counted.

Section 11.05 Ratification

The proposed amendment is ratified and approved by a majority of the ballots counted. Ratified and approved amendments are effective immediately.

Article XII. Order of Business

The Order of business of all meetings of the TSC or its Board of Directors shall be determined by the Presiding Officer. If procedural questions arise that are not provided for in these By-laws, they shall be resolved according to Robert's Rules of Order (most current revised edition).

Article XIII. Non-Profit Status

The TSC is not organized for pecuniary profit nor shall it have any power to issue Certificates of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, Trustee or individual. Money received by the TSC from its operations, after the payment of all debts and obligations of the TSC shall be used and distributed exclusively for carrying out only the purpose or purposes of the TSC particularly set forth herein. Upon dissolution of the TSC, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the TSC, dispose of its assets exclusively for the purposes of the TSC in such a manner as shall at the time qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. Any assets not disposed of shall be disposed of as provided by the Laws of the State of Oklahoma, in such cases provided.