

BYLAWS OF

DULUTH ALPINE CLUB

A MINNESOTA NONPROFIT CORPORATION

I. MEMBERS

A. Qualifications. Membership is open to any person, subject to approval and acceptance by the Board of Directors, who is interested in the sport of skiing, either as a participant or as an instructor or helper of those participating, and who is interested in helping to carry out the purpose of the corporation which is to carry on an educational program of teaching Alpine ski racing and recreational skiing to amateurs, particularly young people, who are residents of northeastern Minnesota and northwestern Wisconsin, and such nonresidents as the Board of Directors may from time to time decide to include in such program.

B. Classes of Members. There shall be two classes of members, namely, "voting members" consisting of members who are 21 years of age and older, and "nonvoting members" consisting of members who are under 21 years of age. Only voting members may vote at a meeting of the members. No member shall have any property rights in the corporation, but all property shall be devoted to the corporate purpose, and upon dissolution distributed as provided in the Articles of Incorporation.

C. Voting. Every voting member shall have one vote at a meeting of the members.

D. Meetings. Unless otherwise ordered by the members or by the Board of Directors, there shall be an annual meeting of members at a time and place within or without this state designated by the Board of Directors, for the purpose of electing directors, receiving reports of officers and committees, and for any other business that may arise. The members may also hold such special meetings as may be called by the President or the Board of Directors or any two or more members.

E. Notice of Meetings. The Secretary-Treasurer shall mail to each voting member a notice of each annual and special meeting not less than 5 nor more than 30 days before the meeting, properly addressed according to the last available corporate records. The notice shall state the time and place, and in the case of a special meeting shall also state the purpose.

F. Quorum. Those present at any meeting of the members shall constitute a quorum.

G. Cancellation; Expulsion. Membership may be cancelled by the directors by a two-thirds vote of the votes cast, a quorum voting, on account of nonpayment of dues if not paid within 30 days after the mailing to the member of written notice of delinquency. The members may for any cause expel a member, after reasonable notice of the charges in writing and a hearing, by a two-thirds vote of the votes cast.

## II. DIRECTORS

A. Qualifications. Directors shall be voting members of the corporation.

B. Number; Election. There shall be not less than 8 and not more than 18 directors who shall be elected by the voting members at each annual meeting of the members. A director shall hold office until the next annual meeting of the members and until his successor has been selected and has qualified, or until he has been removed.

C. Powers. The Board of Directors shall carry on the general management of the corporation.

D. Meetings. The Board of Directors shall hold an annual meeting for the election of officers within 2 weeks after the annual meeting of members. They shall hold special meetings at the call of the President or of any two or more directors. The President shall designate the time and place of meetings, which may be held within or without this state.

E. Notice of Meetings. Directors shall be given notice of meetings by direct oral notice at least 24 hours before a meeting or by written notice mailed at least 4 days before a meeting.

F. Quorum. One-third of the total number of directors shall constitute a quorum.

## III. OFFICERS

A. Qualifications. Officers shall be directors and voting members of the corporation.

B. Number; Election. There shall be a President, Vice President, Secretary and Treasurer who shall be elected by the Board of Directors at its meeting next following each annual meeting of the members.

C. Duties.

(1) President. The President shall be the executive officer of the corporation and shall preside over all meetings of the corporation and of the Board of Directors. He shall also perform such other duties as usually pertain to the office of President.

(2) Vice President. The Vice President in the absence of the President shall preside at all meetings of this corporation and of the Board of Directors.

(3) Secretary. The Secretary shall keep the minutes of the meetings of members and of the Board of Directors.

(4) Treasurer. The Treasurer shall keep the books of account and shall receive all funds paid to this corporation and shall disburse the same on the order of the Board of Directors.

#### IV. FINANCES

A. Dues. Dues shall be in such amount as may be set by the Board of Directors. The Board of Directors is authorized to establish such categories and classifications of dues as the Board may deem necessary.

#### V. PROCEDURE

The rules contained in Robert's Rules of Order Revised shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or Articles of this corporation or the laws of this state.