

ARTICLE I - Offices

Section 1. The registered office of the corporation shall be at the Phoenix Sports Club, 301. Bristol Road, Feasterville, Pennsylvania 19053

Section 2. The corporation may also have offices at such other places as the Officers 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, and other activities that promote friendship among its members and their families.

ARTICLE III - Members

Section 1. The meetings of the members will be held at the registered office, 301 Bristol Road, Feasterville. Pennsylvania 19053 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 election meeting of the members shall be held on the first Tuesday in March in each year or as rescheduled as necessary due to weather or circumstances. 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 by any member of the corporation. Written/email notice of every meeting of the members stating the time, place and object shall be given at least five days in advance of the meeting

Section 4. A members meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of 20 of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business. If a meeting cannot be organized because a quorum has not attended, those present may, adjourn the meeting to such time and place as they may determine. In the case of a meeting called for the election of directors and club officers, those who attend the second of such meetings, although less than a quorum, shall constitute a quorum for the purpose of electing club officers.

Section 5. Each paid member of the corporation, age 21 and older, shall be entitled to one vote. Each family membership will be limited to two votes. The candidates receiving the highest number of votes shall be elected. The right of a member to vote shall cease on the termination of their membership.

Section 6. No member may transfer his membership or any right arising there from.

Section 7. Membership to the corporation shall be limited to not more than two-hundred (200) members,

and they shall be increased there from only upon affirmation vote of 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 8. Membership shall be limited to people, twenty-one (21) years of age and older.

Section 9. A prospective member must submit an application and membership fee to the corresponding secretary, who will announce new members at each meeting. The application will be held on file by the corresponding secretary of the corporation. Individuals who participate in approved club trips will be considered members following payment of all trip costs and a membership fee added to the cost of the trip.

Section 10. A family membership shall be a considered two adults living as a couple, at the same address, and their children under twenty-one (21) years of age or full time students over twenty-one (21).

Section 11. Any member can be expelled from the Penguin Ski Club with cause, following notification to the membership and by a majority vote of general membership.

ARTICLE IV - Officers

Section 1. The business of this corporation shall be managed by its Officers, 7 in number. Officers have the right to vote on club matters. They shall be elected by the members of the corporation. Officers shall be ineligible to serve more than three (3) successive terms.

Section 2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Officers 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 3. The meetings of the Officers 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 4. Notice of every meeting of the Officers shall be given to the membership at least five days prior to the day named for the meeting.

Section 5. A majority of the Officers shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Officers present at a meeting at which a quorum is present, shall be the acts of the Officers.

Section 6. Any Officer may be removed from office, with cause, by a majority vote of the members of the corporation entitled to vote at an election of Officers. In a case where any Officer/s is removed, new Officers may be elected at the same meeting.

Section 7. The Officers will have financial and expenditure control over the corporation and shall approve all expenditures. All expenditures will be documented in the Treasurer's report and

available to the membership at each monthly meeting. Officers shall advise the membership of any proposed expenditure over \$500.

Section 8. Officers will meet on a monthly basis prior the general membership meeting. For a member to serve as an officer, they shall be a member in good standing for at least two years.

ARTICLE V – Officers

Section 1. The 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 members of the club and at least 21 years old; the Treasurer, however, may be a corporation, but if a member, must be 21 years of age. They shall hold their offices for a term of one year, except for the treasurer whose term is 2 years and shall have such authority and shall perform such duties as shall from time to time be prescribed by the By-Laws.

Section 2. The President shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the members and shall have general and active management of the affairs of the corporation. He/she shall see that all orders and resolutions are carried into effect, subject, however, to the right of the officers 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/she shall execute documents requiring a seal, under the seal of the corporation. He/she 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 and may call special meetings as necessary.

Section 3. 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 fully familiar with the By-Laws of the Penguin Ski Club and in the event that there is a dispute about By-Laws, he/she will serve as the mediator to resolve such disputes.

Section 4. The Recording Secretary shall attend all sessions of the officers 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 permanent record. He/she shall perform such other duties as may be prescribed by the President.

Section 5. The Corresponding Secretary shall give notice of all meetings of the members and shall perform such other duties as may be prescribed by the President. He/she will maintain a list of membership, collect dues, answer all correspondence of the corporation and will keep the corporate seal of the corporation and, when authorized by the President, affix the same to any instrument requiring it.

Section 6. 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/she shall disburse the funds of the corporation as may be ordered by President, taking proper vouchers for such disbursements, and shall render to the President and at the regular meetings, 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 a bi-annual audit committee of four (4) members consisting of present Treasurer, immediate past Treasurer and two (2) members appointed by the President.

Section 7. Elections for officers of the corporation shall be held at the annual March meeting a quorum will be necessary and shall consist of at least twenty (20) members. A majority vote of the membership shall be necessary for re-election to an office of the corporation

Section 8. All officers shall be limited to three (3) consecutive terms (1 year) with the exception of the Treasurer who is limited to two (2) consecutive terms (2 years).

Section 9. 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.

ARTICLE VI – Vacancies

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

ARTICLE VII - Books and Records

Section 1. The Recording Secretary shall keep the records of the corporation. The Corporation shall keep records of proceedings of the members, 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. 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 officers 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 the President or officers as the President 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. Members that have not paid their current dues and wish to continue their membership must pay any past due balance. Dues shall be reviewed, and may be changed to reflect any increase or decrease in expenses.

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. 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 Officers 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.

Section 10: All trips run by members of the club and all moneys collected for a trip, as currency or credit, will be used for the benefit of the specific trip participants. Any minimal surplus will be returned to club and moneys so received 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 as a profit from a trip.

ARTICLE X - Annual Statement

Section 1. The President shall present at each annual meeting a full and complete statement of the activities and affairs of the corporation for the preceding year. The President 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. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the US 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-Laws of this corporation, a waiver in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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.