

ARTICLE I -OFFICES

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

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

Section 3. The name of the 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 families.

ARTICLE 111 – MEMBERS

Sections 1. The meetings of the members will be held at the registered office: Phoenix Sports Club, 301 Bristol Road, Feasterville, PA 19053 or at such other places, either within or out of the Commonwealth of Pennsylvania, including virtual attendance 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 each year or as rescheduled as necessary due to weather or other circumstances. New officers shall take office in 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. The Corresponding Secretary will send written/email notice of meetings to members including date, time and place at least five day in advance of the meeting.

Section 4. A member meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence of 20 person (in person or virtual) of the members are entitled to vote and shall constitute a quorum at meetings. If a meeting cannot be organized because a quorum is not met, adjourn the meeting to such a time and place to be determined. In a case of a second meeting called for the election of directors and club officers, those who attend the second such meeting, 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 18 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 their membership or any rights arising there from.

Section 7. Membership to the corporation shall be limited to not more than 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 18 years, (unless full-time student) shall be eligible for membership without regarding to membership limit.

Section 8. Membership shall be limited to people 18 years of age or older.

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

Section 10. A family membership shall be two adults living as a couple and their children under the age of 18 or a full-time student.

Section 11. Any member can be expelled by the corporation with cause, following notification to the membership and by a majority vote of the 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 places within the Commonwealth, or elsewhere, including virtually, 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. Written/email notice of every meeting shall be given to the membership at least five days prior to the day named for the meeting by the Corresponding Secretary

Section 5. Most of the Officers shall be necessary to constitute a quorum for the transaction of business and the acts of majority of the Officers present at a meeting at which a quorum is present, shall be 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 case where any Officer 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 the expenditures will be documented in the Treasurer's report and available to membership at each monthly meeting. Officers shall advise the membership of any expenditure over \$500.00

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 2 At-Large. 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. Officers 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. They shall preside at all meetings of the members and shall have general and active management of the affairs of the corporation. They 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 officers of the corporation. They shall be Ex-Officio a member of all committees and shall have general powers and duties of supervision and management usually vested in the office of the 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 they may be required to do. The Vice-President shall be fully familiar with the By-Laws of the Penguin Ski Club and in the event of a dispute about By-Laws, they 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. They shall perform such other duties as may be prescribed by the President

Section 5. **The Corresponding Secretary** shall be given notice of all meetings to the members and shall perform such other duties as prescribed by the President. They will maintain a list of membership, collect dues, answer all correspondence of the corporation and will keep 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 corporation funds and securities. They shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. They shall keep the moneys of the corporation in a separate account to the credit of the corporation. They shall disburse the funds of the corporation as may be ordered by the 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 the transactions as Treasurer and of the financial condition of the corporation. The term of Treasurer is 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 members will be necessary for re-elections to an office of the corporation.

Section 8. All officers shall be limited to three (3) consecutive terms of one (1) year except for the Treasurer that is limited to two (2) consecutive two (2) year terms.

Section 9. It will be mandatory that all committee heads and officers, whenever the occasion arises, keep written record of what they have done during the course of the year, their duties as they have done them, any expenditures and turn into the Vice-President who in turn will see that they are given to the newly elected 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 office for the unexpired term in respect of which such vacancy.

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 names of 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 records of the proceedings if the members and directors.

ARTICLE VIII – Membership Certificates

Section 1. Membership in the corporation may be evidenced by Certificates of Membership (membership cards) Upon the face of each certificate there shall be printed in clear type a statement that the corporation is a nonprofit corporation. They shall be signed by President and Corresponding Secretary and 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 for 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 monies to the extent necessary for the accomplishment of the purpose or purposes for which it is organized, and in doing so, may make an incidental profit. All moneys so received or collected shall be applied to the maintenance

and operations of 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 the Officers acting as the President may from time to time designate.

Section 4. The dues shall be

Family Membership - \$30.00 per year/per family

Single Membership - \$20.00 per year/per family

Members that have not paid their current dues and wish to continue their membership must pay any past due balances. Dues shall be reviewed or may be changed to reflect 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 a member in good standing, annual dues must be paid by the December meeting.

Section 5. All members are requested to abide by the rules of good judgement 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. Meeting will take place that same night.

Section 7. Master copy of the Bylaws, 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 sign the Penguin song.

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

Section 10. All trips run by members of the corporation and all moneys collected for trips, as currency or credit, will be used for the benefit of the specific trip participants. Any minimal surplus will be returned to the club and moneys so received shall be applied to the maintenance and operations or furtherance of the lawful activities of the club, and in no case shall such moneys be divided or distributed in any manner whatsoever among the members as a profit from a trip.

ARTICLE X – Annual Statement

Section 1. The President shall present at each annual meeting full and complete statement of the activities and affairs of the corporation for the proceeding 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 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 persons either by sending a copy of thereof through the mail and/or by email to their 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 or by sending electronically. Such notice shall specify the place, day and hour of the meeting, in the case of a special meeting, the general nature of the business to be transacted.

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.

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

Section 3. Revision dates will appear on last page of By-Laws
(ex-Revisions Illustrated 00/00/0000 – Implemented 00/00/0000)

****Revisions Illustrated 11/11/21 – Implemented 04/06/2022**