

# **SANDIA NORDIC SKI CLUB, INC.**

A New Mexico Non-profit Corporation

## **BYLAWS**

### **ARTICLE I**

#### **NAME**

##### **1.01 Name**

The name of this corporation shall be Sandia Nordic Ski Club, Inc. The business of the corporation may be conducted as Sandia Nordic Ski Club, Inc., or Sandia Nordic Ski Club.

### **ARTICLE II**

#### **PURPOSES AND POWERS**

##### **2.01 Purpose**

Sandia Nordic Ski Club (aka "SNSC", "The Club", "The Organization") is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Club's general purpose is to advance the sport of cross country skiing in the greater Albuquerque, New Mexico area. More specifically, the Organization aims to:

- Promote the sport of cross country skiing, including classic and skate skiing techniques, to families and individuals of all ages and abilities
- Provide the public with instruction on the various styles of cross country skiing, as well as cross country ski trail safety and etiquette

- Work in conjunction with the US Forest Service (USFS) and other volunteer organizations to construct, maintain and provide the public with access to groomed cross country ski trails in the Sandia Mountains of New Mexico
- Promote and encourage education regarding cross country skiing and its associated health benefits
- Purchase and maintain cross country ski trail grooming equipment
- Promote and support youth and adult cross country skiing competitions and community events
- Partner with the USFS to help promote healthy forest management strategies and support environmental studies related to the potential impact of trail construction
- To directly engage in and provide facilities for others to engage in the promotion of cross country skiing, including classic and skate skiing techniques

## 2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## 2.03 Nonprofit Status and Exempt Activities Limitations.

**(a) Nonprofit Legal Status.** Sandia Nordic Ski Club is a New Mexico non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**(b) Prohibited Activities.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, club member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

**(c) Prohibited Distributions - Noninurement.** No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws so long as such payments do not create a conflict of interest.

**(d) Restricted Activities.** No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(e) Distribution of Assets Upon Dissolution. Upon termination or dissolution of the Sandia Nordic Ski Club, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Sandia Nordic Ski Club hereunder shall be selected in the discretion of a majority of the existing Board of Directors.

(f) Termination of Membership Upon Dissolution. Upon termination or dissolution of the Sandia Nordic Ski Club, all membership rights and privileges, including voting rights, will be automatically terminated.

### **ARTICLE III** **MEMBERSHIP**

#### **3.01 Classes of Membership**

The membership of the Sandia Nordic Ski Club is open to families and individuals of all ages and abilities, irrespective of race, creed, color, sex, sexual orientation, or other protected characteristic of status. The Board of Directors may establish different classes of membership as is practical from time to time. All club members or their legal guardian must sign the club membership and liability waiver forms annually.

#### **3.02 Voting Rights and Power to Govern**

Each member of the Club who is eighteen years of age or older is eligible to vote on each matter submitted to a vote of the members, and shall be eligible to hold office in the Organization. In situations where a vote of the membership is required, votes shall be deemed to pass if a majority of a quorum of members vote in favor of the measure that is up for a vote. Proxies votes shall not be allowed. The Board of Directors may, from time to time, conduct membership votes electronically using email, or an online survey platform such as Yahoo Groups® or SurveyMonkey®. Regardless of whether votes take place physically at membership meetings or electronically, a quorum of members shall be defined as twice the number of sitting board members plus one (e.g., if the number of sitting board members is 8, a quorum of members would be equal to 17).

#### **3.03 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without

the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

### **3.04 Termination of Membership**

The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or terminate a member for cause after an appropriate hearing. Examples of cause may include, but are not limited to, failure to sign the club membership and liability waiver forms; failure to pay annual dues; violation of the club's code of ethics or conflict of interest policies.

Upon termination or dissolution of the Sandia Nordic Ski Club, all membership rights and privileges, including voting rights, will be automatically terminated.

### **3.05 Membership Meetings**

General membership meetings will be scheduled periodically from October through March. Ad hoc meetings are permissible if needed. Notice of membership meetings shall be delivered to each member of the Club at least fifteen (15) days prior to such meeting in writing by postal or electronic mail or by posting a notice on the club Yahoo Group site. Content for meetings will be developed by the Board of Directors, who will solicit requests for agenda items from the general membership in conjunction with the distribution of the meeting notification. Meetings will be led by the President of the Board of Directors or his/her designee.

Twice the number of sitting board members plus one shall constitute a quorum of members for the transaction of business by the club, and also for membership votes in the event that members are called on to vote on issues. Members may attend the meeting physically or via teleconference or other electronic means such as Skype. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting until a quorum is able to be present.

Minutes shall be kept of each meeting of the membership and shall be filed with the corporate records.

### **3.06 Right to Attend Board Meetings and Review Documents**

All board deliberations shall be open to the general membership except where the board passes a motion to make any specific portion of their deliberations confidential. Members of the club are invited to attend meetings of the Board of Directors as observers, and will be offered an opportunity to opine on Board meeting agenda items or other business that they feel important to the club at the conclusion of such meetings. Club members are entitled to review any official Club documents (e.g., budget, financial reports, board meeting minutes, IRS filings, Articles of Incorporation, Bylaws, etc.) upon request.

### **3.07 Dues**

Annual dues for members and affiliates will be designated by the Board of Directors. The fee structure will be reviewed annually and may be changed if deemed necessary by the Board. The Board has the discretion to waive or reduce membership fees for families or individuals if the standard fee presents an obstacle to joining the Club. Any changes to the annual membership fee require a two thirds majority vote by the Board of Directors.

## **ARTICLE IV** **BOARD OF DIRECTORS**

### **4.01 Number of Directors**

Sandia Nordic Ski Club shall have a Board of Directors consisting of at least 3 and no more than 9 Directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

### **4.02 Powers**

Subject to the provisions of the laws of the State of New Mexico and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### **4.03 Terms**

- (a) All Directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- (b) Director terms should be staggered so that approximately one third of the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin November 1 of the first year and end October 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and nominated by a Nominating Committee which shall consist of a Chairman, who shall be a member of the Board, and at least 2 members of the club who are not directors. The Nominating Committee shall be appointed by the Board of Directors at least one month before each annual meeting of the membership, to nominate board members for election at the meeting. A new nominating committee will be appointed each year prior to the annual meeting. The



Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Members will elect nominated directors during the annual meeting (at which a quorum of members is present) by written ballot or motion from the floor. The persons receiving the largest number of votes shall be elected. Proxy votes shall not be allowed.

#### **4.05 Vacancies**

The Board of Directors may fill vacancies due to resignation, death, or removal of a director. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced. Approval of interim directors requires an affirmative vote of two-thirds (2/3) of the Board of Directors

#### **4.06 Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Vice President of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

#### **4.07 Removal of Directors**

A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors then in office, if:

- (a) the director is absent and unexcused from three (3) or more meetings of the Board of Directors in a twelve month period. The board President is empowered to excuse directors from attendance for a reason deemed adequate by the board President. The President shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board Vice President shall excuse the President. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.08 Board of Directors Meetings**

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon ten (10) days notice by first-class mail, electronic mail or facsimile transmission. In emergency situations, board meetings shall be held within forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

(d) Minutes shall be kept of each meeting of the Board of Directors and shall be filed with the corporate records.

#### **4.09 Manner of Acting.**

(a) A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. In certain situations, the President of the board, or any member thereof, may solicit a vote from the board membership via email or other online mechanisms such as SurveyMonkey®. Email or electronic survey votes are binding and require a totality of membership of the board to pass.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

#### **4.10 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings, copying expenses, etc.

#### **4.11 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

### **ARTICLE V** **COMMITTEES**

#### **5.01 Committees**

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or Articles of Incorporation or adopt new Bylaws or Articles of Incorporation;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction:
  - (i) to which the corporation is a party and one or more directors or club members have a material financial interest; or
  - (ii) between the corporation and one or more of its directors or members or between the corporation or any person in which one or more of its directors have a material financial interest.

#### **5.02 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with



such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **5.03 Informal Action By The Board of Directors**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a totality of the membership of the board. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a totality of currently elected board members gives consent.

## **ARTICLE VI** **OFFICERS**

### **6.01 Board Officers**

The officers of the corporation shall be a board President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional Vice Presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

### **6.02 Term of Office**

Each officer shall serve a two-year term of office and may not serve more than three (3) consecutive terms of office unless unanimously elected by the board at the end of his/her third (or subsequent) term, or to fill a vacancy in an officer position. Each board officer's term of office shall begin upon the adjournment of the board meeting at which they were elected and shall end upon the adjournment of the board meeting during which a successor is elected.

### **6.03 Removal and Resignation**

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights,

if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### **6.04 Board President**

The board President shall be the chief executive officer of the corporation. It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization. The President shall certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date as well as a copy of the Articles of Incorporation.

#### **6.05 Vice President**

In the absence or disability of the board President, the ranking Vice President or Vice President designated by the Board of Directors shall perform the duties of the board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the board President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the board President. The Vice President shall normally accede to the office of board President upon the completion of the board President's term of office.

#### **6.06 Secretary**

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the board President. The Secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the Secretary.

#### **6.07 Treasurer**

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the

corporation. The Treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the board President. The Treasurer may appoint, with approval of the board a qualified fiscal agent (such as a CPA) or member of the staff to assist in performance of all or part of the duties of the Treasurer.

The Treasurer, or their board approved appointee, shall submit the Form 990/990N to its Board of Directors prior to the filing of the Form 990/ 990N. While neither the approval of the Form 990/990N or a review of the 990/990N is required under Federal law, the corporation's Form 990/990N shall be submitted to each member of the board of director's via hard copy or email at least 10 days before the Form 990/990N is filed with the IRS. The Treasurer, or their board approved appointee, shall be responsible for filing the Form 990/990N with the IRS in a timely manner.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, LOANS,**

### **INDEMNIFICATION AND RELATED MATTERS**

#### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President or Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

#### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by either the President or Treasurer of the organization.

#### **7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

#### **7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general

or confined to specific instances and must be in support of one of the purposes and objectives stated in Article II hereof.

### **7.05 Indemnification**

The corporation may have the power to indemnify any director or officer or former director or officer of the corporation against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The director or officer shall not be indemnified if he/she shall be adjudged to be liable on the basis that he/she has breached or failed to perform the duties of his office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a director or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the director or officer must reimburse the corporation if it is subsequently determined that the director or officer was not entitled to indemnification. The corporation may make any other indemnification as authorized by the articles of incorporation or bylaws or by a resolution adopted after notice by the members entitled to vote. As used in this section "director" means any person who is or was a director of the corporation and any person who, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of any foreign or domestic corporation or nonprofit corporation, cooperative, partnership, joint venture, trust, other incorporated or unincorporated enterprise or employee benefit plan or trust.

## **ARTICLE VIII MISCELLANEOUS**

### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31.

### **8.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, club member, employee, affiliate, or member of a committee with board-delegated powers.

#### **8.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, members and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Sandia Nordic Ski Club not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

#### **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by vote of a majority of a quorum of members of the organization. A quorum of members shall be defined as twice the number of sitting board members plus one. Amendments to the Bylaws are subject to the following provisions:

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ( $\frac{2}{3}$ ) vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

#### **8.06 Ensuring Safety of Youth Programs**

Any member of the Organization who is directly involved in youth programs, including but not limited to instructional clinics, coaching youth ski teams, etc., is required to:

- (a) Pass a criminal background check every 2 years. This background check will be conducted by the National Center for Safety Initiatives, or another qualified organization.
- (b) Complete the online "Safe Sport" training provided by the United States Olympic Committee Team USA prep center.

### **ARTICLE IX** **DOCUMENT RETENTION POLICY**

#### **9.01 Purpose**

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Sandia Nordic Ski Club records.



## **9.02 Policy**

The Board of Directors will develop and adhere to a document retention policy that is in compliance with Federal and State law guidelines.

## **ARTICLE X**

### **Transparency and Accountability**

### **Disclosure of Financial Information with the General Public**

#### **10.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Sandia Nordic Ski Club practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to members, staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to members, staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

#### **10.02 Financial and IRS documents (The form 1023 and the form 990/990N)**

Sandia Nordic Ski Club shall provide its Internal Revenue forms 990, 990-T, 990-N, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

#### **10.03 Means and Conditions of Disclosure**

Sandia Nordic Ski Club shall make "Widely Available" the aforementioned documents on its internet website, sandianordic.org, to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

- (c) Sandia Nordic Ski Club shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Sandia Nordic Ski Club shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **10.04 IRS Annual Information Returns (Form 990/990N)**

Sandia Nordic Ski Club shall submit the Form 990/990N to its Board of Directors prior to the filing of the Form 990/990N. While neither the approval of the Form 990/990N or a review of the 990/990N is required under Federal law, the corporation's Form 990/990N shall be submitted to each member of the board of director's via hard copy or email at least 10 days before the Form 990/990N is filed with the IRS.

#### **10.05 Board**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

#### **10.06 Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

### **ARTICLE XI** **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

#### **11.01 Purpose**

Sandia Nordic Ski Club requires and encourages directors, officers and members to observe and

practice high standards of business and personal ethics and integrity in the conduct of their duties, responsibilities and day-to-day interactions with club members and non-club members. The membership, including directors and officers, must practice honesty and integrity in when representing the organization and comply with all applicable laws and regulations. It is the intent of Sandia Nordic Ski Club to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of the entire membership is necessary to achieving compliance with various laws and regulations.

## **ARTICLE XII**

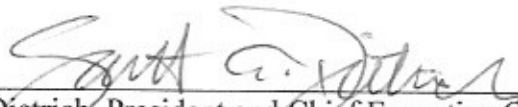
### **AMENDMENT OF ARTICLES OF INCORPORATION**

#### **12.01 Amendment**

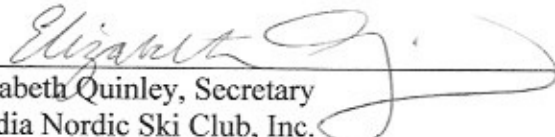
Any amendment to the Articles of Incorporation may be adopted by approval of a majority of a quorum of members, except that no alternation, amendment, change or repeal of any provision thereof shall have the effect of changing the particular purposes and objectives of the Corporation as set forth in Article III thereof, in such a manner that the Corporation shall cease to be an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. A quorum of members shall be defined as twice the number of sitting board members plus one.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Sandia Nordic Ski Club were approved by the Sandia Nordic Ski Club Board of Directors on April 11, 2017 and constitute a complete copy of the Bylaws of the corporation.

  
\_\_\_\_\_  
Scott Dietrich, President and Chief Executive Officer  
Sandia Nordic Ski Club, Inc.

4/11/2017  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Elizabeth Quinley, Secretary  
Sandia Nordic Ski Club, Inc.

4/11/17  
\_\_\_\_\_  
Date