

Article I
Name

The name of the corporation shall be The Blackhawk Ski Club.

Article II
Purpose

Section 1. Purpose of the corporation. The purpose of the corporation is to develop and promote youth sports of Nordic and Alpine skiing as well as other winter and summer Olympic sporting activities in the Madison and surrounding areas by developing and improving facilities, the development of new areas, and by sponsoring competition and offering instruction, and to do all other things necessary and proper to effectuate the foregoing purpose.

Article III
Membership and Dues

Section 1. Membership. Members in good standing of this corporation will be those members whose dues are paid and who have agreed to follow the bylaws of this corporation. Agreeing to the bylaws need not by way of signature on the bylaws themselves but may be by signature in an instrument separate from but expressly referring to the Bylaws.

Section 2. Regular class. Regular class membership will consist of a family or single membership with at least one member 18 years or older. Regular class dues and membership structure shall be fixed by the board of directors and shall be payable annually.

Section 3. Active class. Active class membership shall be those current regular class adult members who have paid dues for at least 3 years consecutively (and members who have been granted leave of absence status by the board of directors). In addition, the active class status shall be based on the members' demonstrated interest in the club. Active class lists and status shall be administered by the Board of Directors and approved annually. Active class dues and membership structure shall be fixed by the Board of Directors and shall be payable annually. Active class members elect the Board of Directors and are eligible to serve on the Board of Directors.

Section 4. Membership rights. Membership is not transferable or assignable.

Section 5. Expulsion. Any member may be removed from membership by a majority vote of the directors, for conduct deemed prejudicial to this corporation, provided that such member shall have first been served with written notice of the accusations against him and shall have been given an opportunity to produce witnesses, if any, and to be heard at the meeting at which such vote is taken.

Article IV
Parliamentary Authority

Section 1. Governance of corporation. The rules contained in the current edition of Robert's Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not consistent with these bylaws and any special rules of order the corporation may adopt.

Article V
Meetings

Section 1. Place of meeting. All meetings of the active class members and the board of directors of this corporation shall be held within the state of Wisconsin.

Section 2. Annual meeting of active class members. An annual meeting of the active class members shall be held in April of each year in which the purpose shall be to conduct such business as presented to the membership.

Section 3. Notice of annual meeting of active class members. At least ten (10) days prior to the day fixed by section 2 of this article for the holding of the annual meeting of active class members, written notice of the time, place, and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting.

Section 4. Order of business at annual meeting. The order of business at the annual meeting of the active class members shall be as follows:

- (a) roll call,
- (b) reading notice and proof of mailing,
- (c) reading of minutes of last preceding meeting,
- (d) report of president,
- (e) report of secretary,
- (f) report of treasurer,
- (g) election of Directors,
- (h) transaction of other business mentioned in notice,
- (i) other business,
- (j) adjournment,

provided that, in the absence of any objection, the presiding officer may vary the order of business.

Section 5. Special meetings of active class members. A special meeting of the members may be called at any time by the president or by a majority of the board of directors. The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President or by a majority of the Board of Directors, the Secretary or an Assistant Secretary shall prepare, sign, and mail the notices requisite to such meeting. Such notice may be signed by stamped, typewritten, or printed signature of the secretary or of an assistant secretary.

Section 6. Notice of special meeting of active class members. At least ten(10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place, and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice may be transacted at such meeting.

Section 7. Regular meetings of board. Regular meetings of the board of directors shall be held not less frequently than once every two months at such time and place as the board of directors shall determine. No notice of regular meetings of the board shall be required.

Section 8. Special meetings of board. Special meetings of the board of directors may be called by the president at any time by means of written notice of the time, place, and purpose thereof to each director as the president in his discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 9. Notices. All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued ("by order of the president" or "by order of the board of directors," as the case may be) and shall "bear the written, stamped, typewritten, or printed signature of the secretary or assistant secretary.

Section 10. Waiver of notice. Notice of the time, place, and purpose of any meeting of the members or of the board of directors may be waived in writing either before or after such meeting has been held.

Article VI
Quorum

Section 1. Quorum of active class members. Ten active class members of this corporation shall constitute a quorum at any meeting of the active class members.

Section 2. Quorum of directors. A majority of the directors shall constitute a quorum.

Article VII
Voting and Elections

Section 1. Who is entitled to vote. Except as the articles or amendment or amendments there to otherwise provide, each active class member of this corporation who has reached his 18th birthday shall, at any meeting of the active class members, be entitled to vote in person on each subject properly submitted for vote.

Section 2. Election of directors. The regular April annual meeting of the corporation. A nomination committee of active class members appointed by the Board of Directors shall nominate a slate of willing candidates but any active class member of the corporation may make any additional nominations for directors from the floor at the time of the annual meeting. The Board shall indicate, in the notice of the meeting, its endorsement for a slate of directors. At the annual meeting, there shall be nominated and elected four (4) members to serve on the Board of Directors for a period of three (3) years. All Directors duly elected at the annual meeting shall assume their office immediately, without any necessity of formal ceremony.

Section 3. Election procedure for board of directors. All active class members present at the annual meeting are entitled to vote. A majority vote of active class members in attendance is required for election. The chairman of the nomination committee shall present the slate of candidates, after which nominations will be taken from the floor. If no nominations come from the floor, elections will be via a voice vote with a majority needed for election. If nominations are made from the floor, elections shall be by ballot. Each active class member present shall receive one ballot and has one vote for each director opening on the ballot. Members cannot vote for the same candidate more than once on a ballot.

Article VIII
Board of Directors

Section 1. Definition of directors. A director of the Board shall be an active class member elected by the provisions provided in these bylaws. A senior director is one who has served on the Board of Directors for a period of twenty-five years. A senior director shall not be subject to the requirement of an annual election.

Section 2. Number of directors. The business, property, and affairs of this corporation shall be managed by a board of directors composed of twelve (12) persons who shall be active class members of this corporation, plus senior board members.

Section 3. Director's term of office. Each director shall hold office for a term of three (3) years and until his successor is elected and qualified. **The Directors will be divided into 3 classes of 4 directors: class A, class B, and class C. The term of office for all three classes is 3 years. Senior directors are not subject to elections.**

Section 4. Vacancies. Vacancies in the board of directors shall be filled by appointment made by the remaining directors. Each person so appointed to fill a vacancy shall remain a director for the remainder of that term.

Section 5. Action by unanimous written consent. If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.

Section 6. Power to make bylaws. The board of directors shall have power to make and alter any bylaw or bylaws, including the fixing and altering of the number of the number of directors.

Section 7. Power to elect officers. The board of directors shall elect a president, one or more vice presidents, a secretary, and a treasurer. All officers must be active class members of the Board of Directors.

Section 8. Power to appoint other officers and agents. The board of directors shall have power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation.

Section 9. Removal of officers, agents and directors. The board of directors may remove any officer, agent or director whenever in the judgment of the board the business interest of the corporation will be served thereby. The Board of Directors may remove any officer for failure to perform his duties under the Bylaws. The Board may declare a director's office vacant if the director has four (4) unexcused absences at monthly meetings during a fiscal year. The Board may, in its discretion, remove a director for repeated non-attendance at its meetings.

Section 10. Power to fill vacancies. The board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 11. Delegation of powers. For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 12. Power to appoint executive committee. The board of directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the corporation when calling a special meeting of the Board is not possible.

Section 13. Compensation. The board may fix the compensation of directors, officers, and agents.

Section 14. Appointment of a nomination committee. The Board of Directors shall annually appoint a nomination committee consisting of two current members of the Board of Directors excluding the president of the corporation and two active class members of the club not currently serving on the board. The committee shall have the responsibility to nominate a slate of willing director candidates for elections held at the annual meeting.

Article IX
Officer Holder Duties and Responsibilities

Section 1. President. A president shall be selected by the membership of the board of directors. The President shall be the chief executive officer of the corporation. The President shall preside over all meetings of the board and of the members. He shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. The President shall be ex officio a member of all standing committees except for the nomination committee and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President may also call special meetings of the organization of his or her own motion or upon written application presented him or her by at least ten (10) members of the organization.

Section 2. Vice presidents. At least one vice president shall be chosen from the membership of the board. Such vice presidents as are board members, in the order of their seniority, shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3. Secretary. The secretary shall attend all meetings of the active class members, of the board of directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He shall safely keep in his custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, bylaw, or resolution. He shall perform such other duties as may be delegated to him by the board of directors or by the executive committee.

Section 4. Treasurer. The treasurer shall be chairman of the finance committee. The finance committee will be responsible for submitting a budget for approval to the board of directors. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he shall deposit all money, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board (having, however, authority to expend up to \$250.00 at any one time for corporate purposes without specific authorization of the board, provided that such expenditure is approved by the president), taking proper vouchers for such disbursements, and shall render to the president and directors an account of all his transactions as treasurer and of the financial condition of the corporation. The Treasurer shall submit to the Board of Directors and to the membership an annual report of all receipts and expenditures. However, the Treasury books may be examined by the Board of Directors at its pleasure, or by an individual member of the Club upon showing of good cause made to the Board. The Treasurer will be delivered by such rules and procedures as may be prescribed by Bylaws. If required by the board he shall deliver to the president of the corporation, and shall keep in force, a bond in form, amount, and with a surety or sureties satisfactory to the board, conditioned for faithful performance of the duties of his office, and for restoration to the corporation in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and property of whatever kind in his possession or under his-control belonging to the corporation.

Section 5. Assistant secretary and assistant treasurer. An assistant secretary, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the secretary. The assistant treasurer in the absence or disability of the treasurer shall perform the duties and exercise the powers of the treasurer.

Section 6. Business charge. The Board of Directors shall have charge of the business of the corporation, except that a decision to lease for a period of more than five (5) years, sell, exchange, encumber, or otherwise dispose of all or a substantial portion of the assets of the corporation following the approval of the board shall be ratified by two-thirds vote of those present in person at any regular or special meeting of the active class membership. Any such meeting shall be preceded by at least ten (10) days written notice mailed to all members specifying the nature of the issue to be voted upon.

Section 7. Responsibility of board of directors to set policy. The board of directors is responsible to set the policy and rules that govern the use of the club. The board shall record and archive all such policy and make it part of the corporations public record.

Article X
Execution of Instruments

Section 1. Checks, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the board of directors shall from time to time designate for that purpose.

Section 2. Contracts, conveyances, etc. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president, or any vice president, and the secretary, or assistant secretary, may execute the same in the name and behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

Article XI
Power of Board to Borrow Money

Section 1. Indebtedness. The board of directors shall have full power and authority to borrow money whenever in the discretion of the board the exercise of said power is required in the general interests of this corporation, and in such case the board of directors may authorize the proper officers of this corporation to make, execute, and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness as said board shall deem proper, and the same board shall have no power to mortgage the property of this corporation or any part thereof as security for such indebtedness unless a majority of the active class members of this corporation consent.

Article XII
Gifts and Donations

Section 1. Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation. Gift amounts over \$500 will require approval and acknowledgment by the Board of Directors.

Article XIII
Amendment of Bylaws

Section 1. Amendment, how effected. These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the active class members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors at a regular or special meeting of the board.

Provisos Relating to Transition

2003 Revisions to Bylaws For The Blackhawk Ski Club

1. At the annual meeting of active class members immediately following the adoption of the amended bylaws, the eight(8) elected directors will begin to serve transitional terms of office.

A) Elected directors Becker, Matussek, Prey and Kelly or their board positions will be designated as class A Directors for the purpose of election, as referred to in the amended bylaws, Article VIII, Section (3) Directors Term of Office. Class A Directors will serve a one (1) year transitional term and will be considered for re-election at the 2004 Annual Meeting of active class members.

B) Elected directors Manley, Osborne, Remington and Wylie or their board positions will be designated as class B Directors for the purpose of election, as referred to in the amended bylaws, Article VIII, Section (3) Directors Term of Office. Class B Directors will serve a two (2) year transitional term and will be considered for re-election at the 2005 Annual Meeting of active class members.

2. At the annual meeting of active class members immediately following the adoption of the amended bylaws, the elections will be held to fill the four (4) vacant elected director positions which will be designated as class C for the purpose of election, as referred to in the amended bylaws, Article VIII, Section (3) Directors Term of Office. Class C Directors will be considered for re-election at the 2006 Annual Meeting of active class members.