

Last revised May 2007

BYLAWS OF TEAM SUMMIT

A Colorado Nonprofit Corporation

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Article I Name

The name of this corporation is Team Summit. It shall be referred to interchangeably in these Bylaws as “Team Summit,” the “Club,” or the “Corporation.”

Article II Objectives

The primary objective of Team Summit is to operate a competitive team of alpine and freestyle skiers and snowboarders. The mission and purpose of Team Summit shall be:

Section A

To provide a high quality continuum of ski or snowboard experiences, through the professional expertise of the coaching staff, in accordance with the athletic and developmental needs of the participants ranging in age from five through 25.

Section B

To provide and encourage professional development of the coaching staff.

Section C

To develop and maintain relations with the Summit County resorts.

Section D

To maintain its status as a high quality ski and snowboard program.

Section E

To uphold the mission statement: Team Summit’s mission is to promote achievement in athletics through year-round alpine, snowboard, and freestyle programs with the emphasis on team participation, goal setting, and a life-long involvement in on-snow sports.

OR

Team Summit’s mission is to promote character development through athletics by stressing self-reliance, persistence, dedication and achievement.

Article III Membership

Section A Kinds of Membership

There shall be two kinds of membership, which shall be known as General and Board memberships.

1. General membership shall be conferred upon all parents of children enrolled in the program, all adult participants enrolled in the program, all Team Summit staff, and those individual who, by a majority vote of the Board, are issued a membership for a specified period of time. Persons holding General membership are referred to as “Members.”
2. Board membership, held by members of the Board of Directors, shall be conferred, and shall include those responsibilities and powers, as set out in Article IV below.

Section B Rights and Responsibilities of Members

Members may vote at elections for the Board of Directors as set out in Article IV, Section B.

Section C Meetings of the Members

1. The annual meeting of the Members of Team Summit shall be held in April of each year on such date and at such time and place as shall be determined by the Board, or in the absence of action by the Board, as determined by the Board President. Special meetings of the Members may be called by the President, by the written request of one-fourth (1/4) of the Directors, or by the written request of one-fifth (1/5) of the total number of Members.
2. The annual meeting shall be devoted to:
 - a. Receipt of Board of Director nominations, pre-approved by the Board, from the Governance Committee;
 - b. Oral presentations by Board candidates;
 - c. The Receipt of reports of the officers and the Board of Directors;
 - d. The Revisions of the Bylaws of the Club; and
 - e. The consideration of such other business as may come before the meeting.
3. Written notice of the annual meeting or of a special meeting shall be given to all Members at least ten days in advance of such meeting, either through the United States mail, or through newsletters or e-mail notices.
4. Twenty-five (25) Members of the Club shall constitute a quorum at any annual or special meeting of the Club. The act of a majority of Members at a meeting during which a quorum is present shall be the act of the Members.

Section D Termination of Membership

Membership may be terminated by the Executive Committee, with or without cause, when the Committee determines, by three-fourths (3/4) vote, that such termination is in the best interest of Team Summit. Persons whose General membership has been terminated by the Executive Committee may appeal such termination to the Board of Directors at the next regularly scheduled meeting of the Board. A two-thirds (2/3) vote of the Board will be required to sustain the action of the Executive Committee. The failure to sustain the action shall void the termination of membership.

Article IV. The Board of Directors

Section A Composition

The Board of Directors (who may also be referred to as "Directors") shall consist of:

1. Elected Members, who shall be:
 - a. Not less than seven (7) and not more than eleven (11) Directors-at-large of the Club. Directors-at-large shall be representatives of the parents of children enrolled in the Club, or may be Members of the Club.
 - b. In addition to the Directors-at-large, there shall be two (2) staff coaches or staff members in the employ of the Club. Staff Member Directors shall represent the coaching and administrative staff. They shall serve as liaisons between the Board of Directors and the staff. They shall serve as ex-officio members and shall be non-voting.

2. Advisory Members
 - a. Individuals from within and outside of the Team Summit community shall serve to fulfill specific needs of the Club. These Advisory Members will be non-voting and have different duties and responsibilities as defined by the Governance Committee. They shall serve a term of not less than one year.
 - b. Advisory Members shall be appointed by the Governance Committee.
3. The Executive Director, who shall serve as an ex-officio member, without a vote.
4. Any officer re-elected by the Board, but not re-elected by the Members of the Club, who shall serve as a member of the executive committee with a vote.

Section B Election and Term of Office

1. Directors-at-large shall be elected by the Members of the Club by ballots that are distributed and voted upon at the annual meeting. Directors shall serve staggered terms of three (3) years, without being re-elected and shall be eligible to be elected for two (2) consecutive terms. Each Member shall have one vote for each of the number of Directors to be elected. No more than one vote may be cast for any candidate. There will be no proxies.
2. Staff Directors shall serve staggered terms of two (2) years without being re-elected, and shall be eligible to be elected for two (2) consecutive terms. The Staff Director is to be elected by the staff in April of each year.
3. An at-large Director's vacancy on the Board may be filled by an individual upon recommendation from the Governance Committee and by a majority vote of the remaining Directors to serve until the next annual meeting.
4. The terms of newly elected Directors shall commence as of the first regular meeting following the annual meeting. Outgoing Directors are deemed to have completed their terms with the election of the new Board of Directors at the annual meeting.

Section C Powers and Responsibilities

1. The Board shall act as the governing body of Team Summit and shall serve as its representative. It shall establish policy for the operation of the Club and shall have the authority to hire and terminate the employment of the Executive Director. Staff Directors shall be excluded from discussion of matters directly related to the employment of the Executive Director and other Team Summit personnel matters due to a conflict of interest.
2. The Board shall ultimately control the business, property and affairs of Team Summit. It may exercise all such powers and perform all such lawful acts in furtherance of the purposes of Team Summit as are consistent with the laws of the State of Colorado and of the United States of America.
3. The Board shall be accountable to the Members for the management and operation of Team Summit and the Club, and for the preservation of Team Summit's assets (including its nonprofit status), and it shall report to the Members at the annual meeting.
4. No Director may speak for, or act as agent for, Team Summit or for the Board, unless specifically authorized by the Board.
5. Directors shall disclose all actual or potential conflicts of interest regarding any matters coming before the Board, and shall abstain from voting on all matters where such actual or potential conflict of interest may create the appearance of impropriety.

Section D Qualifications

1. All members of the Board must be in general agreement with Team Summit's mission and be committed to its Objectives, as stated in Article II.
2. Members shall, as a general rule, have prior experience on one or more standing or ad hoc committees before being nominated to stand for election as a Director.
3. Staff Directors must be coaches or staff members employed by Team Summit with a minimum of one (1) year of experience with the Club.
4. Directors must attend a minimum of six (6) regular Board meetings annually, or two-thirds (2/3) of the regular meetings scheduled in a given calendar year, whatever number is greater. Failure to meet this qualification is grounds for removal from the Board.
5. Directors shall serve on at least one standing or ad hoc committee, and shall fully participate in the activities of such committee(s). Failure to meet this qualification is grounds for removal from the Board.

Section E Meetings of the Board

1. The Board shall have not less than eight (8) regular meetings in each calendar year. The President shall direct notice of the time and dates for regular meetings to occur at least seven (7) calendar days before each regular meeting.
2. Special meetings may be called by the President or upon written request of three (3) Directors. At least 48 hours verbal or electronic notice to all Directors shall be required for special meetings, unless a special meeting is called by the President. The President shall have the power to declare when

such a special meeting is required. Such special meeting may be held by conference call.

3. A majority of voting members of the total Board membership shall constitute a quorum at any regular or special meeting of the Board. Unless specified otherwise in these Bylaws, the vote of a majority of Directors at a meeting where a quorum is present shall constitute the action of the Board. Where these Bylaws require a higher fraction of votes, such fraction shall apply to the number of Directors present at a meeting where a quorum exists.
4. Meetings of the Board shall be open to the Members of Team Summit, except that the Board may conduct executive sessions to discuss, but not vote upon, matters of a confidential nature, at which Members shall be excluded. The Board may also, by majority vote, request that any Directors with a personal interest in the outcome of any Board action excuse him/herself from the deliberation of such action and from voting on the recommended action.
5. Each Director shall keep all information and discussions taking place in executive sessions confidential, unless directed otherwise by the majority vote of the Board.
6. Roberts Rules of Order, as revised from time to time, shall be used as guidelines at meetings of the Board.

Section F Removal and Resignation

1. A Director may be removed from the Board by a two-thirds (2/3) vote of the total number of Directors, except that Board members who have failed to meet the meeting attendance qualification set out in Article IV, Section D-4 above may be removed by a vote of the majority of the total number of Directors.
2. A Staff Director may also be removed from the Board by a two-thirds (2/3) vote.
3. A Director may resign from the Board at any time by tendering a written resignation to the President. The resignation shall become effective upon acceptance by the Board.

Article V. Officers

Section A Elected Officers

The elected officers of Team Summit shall be the President, the Vice-President, the Treasurer, and the Secretary. These officers shall occupy the same positions on the Board.

Section B Election of Officers

1. The Board officers shall be recommended by the Governance Committee and voted on at the May Board meeting. The term of office for all officers shall be two (2) years. The President and the Secretary shall be elected in odd years, while the Vice-President and Treasurer shall be elected in even years. Officers may be re-elected for an unlimited number of successive terms. Officers assume their duties at the close of the meeting at which they are elected.
2. If the office of President becomes permanently vacated, the Vice-President shall serve as President Pro Tem. The Governance Committee recommends, and the Board votes on a new President. Vacancies in any other office occurring during the year (including vacancies caused by the Vice-President assuming the position of President) shall be filled by vote of the Board, with recommendations from the Governance Committee. An officer elected to fill a vacancy shall serve until the next May meeting of the Board.

Section C Duties of Officers

The President:

- a. Shall be the Board's Chief Executive Officer.
- b. Shall call Board meetings, call for agenda items from the Board and Members, and shall preside over meetings.
- c. Shall have responsibility for insuring that the policies and procedures of the Board are executed and administered within the scope of the goals of the Club.
- d. Shall assign duties to other officers and Members consistent with these Bylaws.

The Vice-President:

- a. Shall be the Chair of the Long Range Planning Committee and shall perform the duties of the President at all times when the President is absent.
- b. Shall automatically succeed the President in the event that the office of President is vacated until a successor has been recommended by the Governance Committee and voted on by the Board.
- c. Shall appoint chairs to all standing committees of the Club with recommendations from the Governance Committee and shall exercise supervisory direction over the chairs of all committees.
- d. Shall assist the President in coordinating the efforts of the Club and the Board.

The Secretary:

- a. Shall prepare or supervise the preparation of minutes of all meetings of the Board, including regular and annual meetings, and any special meetings, and shall include a summary of all motions.
- b. Shall maintain a record of all Board policies and records of the proceedings of the Club.
- c. Shall assure that notice of the annual meeting has been sent to the Members.
- d. Shall maintain the up-to-date Bylaws of the Club through the inclusion of all amendments.
- e. Shall assure that meetings of the Board are called to order in the absence of the President and Vice-President, and shall preside over such meetings until the immediate election of a President Pro Tem.
- f. Shall oversee the distribution of monthly Board packets.

The Treasurer:

- a. Shall prepare the annual budget with the assistance of the Finance Committee for approval by the Board, and shall report to the Board on the Club's adherence to it throughout the fiscal year.
- b. Shall have responsibility for all money and other things of value held in the name of the Club, and shall ensure that sound fiscal controls are maintained.
- c. Shall advise and assist the Advancement Committee and other subcommittees under its auspices with respect to financial policies and procedures.

Section D Removal of Officers

An officer of the Club may be removed, with or without cause, by a vote of three-fourths (3/4) of the total membership of the Board of Directors at a meeting specifically called for that purpose.

Section E The Executive Director

1. The Executive Director shall be the Chief Operating Officer of the Club and shall be appointed by a two-thirds (2/3) vote of the entire Board, provided that

- the notice of the meeting at which the appointment is to be considered specifies such appointment as an agenda item.
2. The Executive Director shall serve for a term of employment and upon the conditions as are set by the Board.
 3. The Executive Director shall be responsible for providing advice and assistance to the Club, the Board, the President and other officers, and the committees.
 4. The Executive Director shall administer the total operations of the Club.
 5. The Executive Director shall employ coaching, administrative, and any other staff in accordance with policies adopted by the Board pursuant to individual one-year employment contracts, and shall supervise, and, if necessary, terminate such employees.
 6. The Executive Director shall perform such responsibilities and have such powers as may be provided in job descriptions approved by the Board, or as may otherwise be provided by the Board through the President.

Article VI. Committees

Section A Standing Committees

The standing committees of the Club shall perform those tasks as are set forth in these Bylaws and as are delegated to them by the Board. The Vice-President shall coordinate the work of the standing committees to maximize efficiency, and shall determine the manner and frequency of reporting to the Board by the standing committees. The President and Executive Director shall sit as ex officio members of each committee.

Advancement Committee

1. The Advancement Committee shall consist of at least one Director, the Executive Director and other advancement staff, the Ski Ball Chair, and those Members of the Club and other interested persons who volunteer to serve for one-year terms.
2. The Advancement Committee shall devise and formulate strategies for soliciting and developing sources of capital and operating funds for the operation of the Club, and shall make recommendations to the Board for the implementation of such strategies.

Executive Committee

1. The Executive Committee shall consist of the President, the Vice-President, the Treasurer, the Secretary, and the Executive Director.
2. The Executive Committee shall consider and determine issues on an ad hoc basis as they arise between regular Board meetings. The Executive Committee shall also make recommendations to the Board on matters of Club governance and administration not falling within the jurisdiction of other standing committees. This committee will also determine those matters delegated to it by the Board.
3. The Executive Committee, excluding the Executive Director, shall conduct the annual performance review of the Executive Director.

Facilities Committee

1. The Facilities Committee shall consist of one Director, one of the Staff Directors, and other Members of the Club who volunteer or are appointed to serve until a particular project is completed.
2. The Facilities Committee, in conjunction with the Executive Director, shall consider matters relating to the lease, acquisition, and on-going needs assessment of any of the Club's physical assets, including the Clubhouse, office equipment, and vans.

Finance Committee

1. The Finance Committee shall consist of the President of the Board, the Treasurer, a Staff Director designated by the Vice-President for a one-year term, the Executive Director, the Administrative Director, and other persons who volunteer and are appointed by the President for one-year terms. The Treasurer shall serve as Chair of the Finance Committee.
2. The Finance Committee shall development the annual budget, and shall submit it to the Board for its approval. The committee shall monitor the financial performance of the Club in comparison to the budget, and shall consider and make recommendations to the Board concerning financial matters during the year.

Governance Committee

1. The Governance Committee shall consist of no less than two (2) and no more than four (4) Directors or past Directors, not including ex officio members. Such Directors must have at least one year's experience on the Board. The President and the Executive Director shall serve as non-voting ex officio members of the Governance Committee. The Chair of this committee shall be appointed by the Executive Committee at the May Board meeting for a one-year term, except that vacancies may be filled by the Board after receiving recommendations from the remaining Governance Committee members.
2. The Governance Committee coordinates the identification, cultivation, and recruitment of new Board members; coordinates the orientation of new Directors; re-nominates sitting Directors; nominates officers; facilitates and creates tools for Board self-assessment; identifies the Board's needs for education and training, and creates, in conjunction with the Board President, such tools to meet those needs; and organizes the recognition of individual Directors.

Long Range Planning Committee

1. The Long Range Planning Committee shall be chaired by the Vice President, and shall include the Executive Director, a Staff Director, and one or more other persons who volunteer for one-year terms.
2. The Long Range Planning Committee shall identify and study alternatives and make recommendations to the Board as to the future goals and directions of the Club.

Policy Committee

1. The Policy Committee shall consist of one Director and other Members of the Club who volunteer or are appointed to serve until a particular project is completed.
2. The Policy Committee shall develop written proposals for new policies or amendments to existing policies for consideration and approval by the Board. Matters to

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be considered by this committee for new policy recommendations are assigned by the President of the Board.

3. The Policy Committee shall compile all Board policies and submit them to the Secretary.

Public Relations and Marketing Committee

1. The Public Relations and Marketing Committee shall consist of at least one Director, advancement staff, and those Members of the Club and other persons who volunteer to serve for one-year terms.

2. The Public Relations and Marketing Committee shall develop, for consideration by the Board, methods and programs for communicating with the Members of the Club and the public regarding Team Summit, its mission, its athletes and coaches, and specific events sponsored by the Club.

Section B Ad Hoc Committees

The Board shall, from time to time, determine the need for and mission of ad hoc committees that shall serve for a maximum of one-year terms. Any ad hoc committees shall perform those tasks and make recommendations on those issues as are determined by the Board.

Article VII. Indemnification of Board Members, Officers, and Employees

The Club shall indemnify any Director, Officer, or employee, or former Director, Officer, or employee of the Club against expenses actually and necessarily incurred by that person in connection with the defense or settlement of any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which that person has been made a party by reason of being or having been a Director, officer, or employee of the Club. The Club shall not indemnify such person if that person has been adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty as to such matters as shall be settled by agreement predicated on the existence of such gross negligence or willful misconduct.

Article VIII. Disposition of Assets

Section A Disposition of Assets

The Board may dispose of funds or personal property in accordance with the purposes, powers, and limitations contained in the certificate of incorporation. The authority to make those dispositions of funds or property which do not involve a conveyance or encumbrance of property may be delegated by a resolution to such persons as the Board deems desirable or convenient.

Section B. Conveyance or Encumbrance of Real Property

All or any part of the Club's property may, consistent with the purposes, powers, and restrictions of the Club, be conveyed or encumbered by a two-thirds (2/3) vote of the Board of Directors. Any instrument of conveyance or encumbrance shall be signed by the President or the Vice-President.

Article IX. Dissolution

Section A Vote to Dissolve

The Club may be dissolved by a two-thirds (2/3) vote of the total number of Directors at a regular meeting or at a special meeting called for that purpose, provided that notice of such resolution shall be mailed to the Members of the Club at least ten (10) calendar days before the meeting at which such matter shall be brought to a vote.

Section B Payment of Obligations

Prior to any dissolution, all debts of the Club shall be paid, or provisions shall be made for their payment. All employees shall be compensated for all payments due through the end of their individual employment contracts. The balance of the Club's assets shall then be distributed to such organization(s) as the Board of Directors may determine, provided that such organization(s) are qualified under §501(c)(3) of the Internal Revenue Code, as amended. No Member, Director, Officer, employee, or other private individual shall, except for amounts due under valid contracts, receive any distribution of assets of the Club upon its dissolution.

Article X. Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote, provided that the notice for such meeting describes the amendment to be considered at that meeting.