

COMES NOW the Gator Snow Ski Club. Inc., a Florida Not for Profit Corporation formed by its original Articles of Incorporation filed with the Department of State of Florida on January 24, 1977 Amended in the First Amended and Restated Articles of Incorporation and By-Laws filed with the Department of State of Florida on April 12, 1991, and August 10, 2006 and now provides a complete restatement of Club Articles and By-Laws dated August 10, 2006. This complete restatement of Club Articles and By-Laws has been duly adopted by the Directors and Members. The complete restatement of Club Articles and By-Laws restate and integrate and there is no discrepancy between the Articles of Incorporation and the Amended and Restated Articles of Incorporation and By-Laws other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes.

The Articles of Incorporation, by vote of the Directors and Members of the Club, are hereby separated from the By-Laws and the By-Laws shall become a document unto itself.

**BY-LAWS OF THE  
GATOR SNOW SKI CLUB, INC.**

A Florida Not For Profit Corporation

**ARTICLE I                    THE CORPORATION**

The purpose of the corporation shall be as set forth in the Articles of Incorporation, as originally filed with the Department of State of Florida on January 24, 1977, as amended from time to time, and ARTICLE I, Section 3, of these By-Laws, as same and may be amended from time to time and shall include, without limitation:

- Section 1:            Name of Corporation - The name of this Corporation is the Gator Snow Ski Club, Inc., a Florida non-profit corporation (hereinafter referred to as Club).
  
- Section 2:            Term of Club - The term of this Club shall be perpetual.
  
- Section 3:            Purpose of Club - The purpose for which the Club is formed is to operate exclusively for the pleasure, recreation, and other non-profitable purposes for the benefit of members and invited guests under Section 501(c) (7) of the Internal Revenue Code.
  
- Section 4:            Designation of Club -
  - (a) Not for Profit Florida Corporation - This Club is formed for the benefit of its members, and as such, no financial profit shall accrue to a member.
  
  - (b) I.R.S. Code Section 501(c) (7) - This Club shall exist under the provisions of code section indicated above.
  
- Section 5:            Fiscal Year of Club - The fiscal year of the Club shall be from June 1 of each year to May 31 of the following year.

- Section 6: Dissolution of Club - Dissolution of the Club shall require a majority vote of the Board of Directors to initiate such action. Notice of such intended dissolution shall be conveyed to all active members at least 30 days before the date set for the dissolution meeting. The Club may dissolve only by two-thirds approval at the dissolution Membership Meeting. No part of the assets of the Club shall inure to the benefit of any of its members. Upon dissolution such assets shall be distributed to an organization or organizations similar in purpose to this Club.
- Section 7: Headquarters - The headquarters of the Club shall be at such place as the Executive Committee shall from time to time determine.
- Section 8: Amendment - Any proposed amendments to these Articles and By-Laws shall be initiated by the Board of Directors, or written petition of fifteen percent of the membership at the time of initiation of proposed amendment, and be presented for open discussion in its entirety at a membership meeting. A notice shall then be sent to all members at least thirty days prior to the open discussion stating the existing and proposed language of the proposed amendment(s); announcing that voting on such amendment shall take place at the succeeding meeting, and shall be approved by a majority vote of the members in attendance. Member initiated petitions shall be presented by the Member-at-Large, or in his absence, the initiating petitioner. A quorum, as defined within these By-Laws, must be attained or a re-vote must take place. Amendments to these By-Laws shall be filed with the Secretary of the Club promptly after being approved by the members.
- Section 9: Resolutions - In addition to these By-Laws, the Club shall observe Resolutions that will be established by the Board of Directors. The purpose of the Resolutions is to implement the By-Laws and to enumerate the Policies and Procedures that may from time to time be established by the Board of Directors. Resolutions may be added, deleted, or changed only by the majority vote of the Board of Directors.
- Section 10: Registered Agent - The Registered Agent, as required by Florida Statutes, shall be appointed yearly by the Board of Directors.

## ARTICLE II

### GOVERNANCE OF THE CLUB

- Section 1: Board of Directors – The governance of the Club shall be vested in the Board of Directors, composed of the Executive Committee, Member at Large, Appointed Directors and Past President as defined in Article III Sections 2 and 3. The Board of Directors shall have the power to conduct the affairs of the Club, but no action shall alter the Articles and By-Laws or be out of harmony with their spirit or general provisions. Each Member of the Executive Committee, Appointed

Directors and Member at Large shall be entitled to one vote at all Board of Directors' meetings, except where only members of the Executive Committee and Member at Large may vote, as outlined in Article III, Section 2(b).

Only the Executive Committee and Member at Large shall have power to fill vacancies in Offices occurring between Annual Elections, subject to the order of succession in Article III, Section 1.

- Section 2: Board of Directors and Executive Committee Meetings - Board of Directors meetings may be held monthly or as determined by the Board of Directors. Executive Committee meetings may be held as determined by the President. The date, time, and location of all Board of Directors meetings must be given to the members of the Board of Directors at least one week in advance of the meeting date. The date, time, and location of all Executive Committee meetings must be given to the members of the Executive Committee at least one week in advance of the meeting date. A Waiver of Notification may be given by a Board of Directors member or Executive Committee member not receiving the notification of the meeting. A member of the Board of Directors who cannot attend a meeting shall notify the President by telephone, e-mail, or via other recordable media in advance of the scheduled meeting. Only when the President declares an emergency, can a vote of the Executive Committee and Member at Large be conducted by telephone and/or e-mail. Any such vote must be conducted by the president, or in his absence, the next highest- ranking available Officer as described in Article III, Section 1(g).
- Section 3: Quorum at Board of Directors and Executive Committee Meetings - A quorum for conducting Board and/or Executive Committee meetings is a majority of the total number of the Board of Directors members Executive Committee members, respectively.
- Section 4: Open Board of Directors and Executive Committee Meetings - All Board of Directors and Executive Committee meetings shall be open to the members.
- Section 5: Membership Meetings/Quorum - Membership meetings may be held monthly, or as determined by the Board of Directors. Meetings can be held whenever five percent of the current members shall sign a petition calling such meeting for a specific purpose. The date, time, location, and purpose of the meeting must be provided in writing to the general membership at least two weeks in advance of the meeting date. A quorum to conduct business at a Membership meeting is twenty percent of the entire current membership.
- Section 6: Parliamentary Procedures - All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Section 7: Emergency Meeting - An emergency meeting (an event where lack of prompt action may result in structural or material damage to the Club) may be declared by the President of the Club. This emergency meeting may be conducted by telephone and/or email to the members of the Executive Committee and Member at Large and approved by a super majority vote, i.e., one more than the majority of the entire Executive Committee and Member at Large. The Secretary of the Club, or if not available, another member of the Executive Committee, shall be present to record comments and the vote. The vote shall be officially ratified at the next Board of Directors or Executive Committee meeting.

### ARTICLE III OFFICERS AND DIRECTORS

Section 1: Elected Officers - The Officers of the Club shall be elected to conduct the affairs of the Club. The Officers shall consist of a President, Vice President/Ski Trips, Vice President/Special Activities, Vice President/Socials, Secretary, Treasurer and Member at Large.

(a) President - The President of the Club must have been a member in good standing for at least three consecutive years immediately prior to the term of office and must have demonstrated a leadership capacity in a Club event. The President is the chief executive officer of the Club and shall see that all decisions and resolutions of the Board of Directors are carried out. The President shall preside over all meetings of the Board of Directors, Executive Committee and the general membership. Only in the case of a tie vote shall the President cast a vote. The President shall appoint Special Committees. With the exception of the Candidate Search Committee, the President shall be an official member of all committees and other groups operating under the direction of the Board of Directors of the Club. It shall be the President's duty to see that all members of the Executive Committee and Member at Large Directors fulfill their duties, and that all committees fulfill their functions.

(b) Vice President/Ski Trips - The Vice President/Ski Trips shall have participated in one (1) Club ski trip as a Trip Leader and shall have been a member of the Club for two consecutive years immediately prior to the term of office. The Vice President/Ski Trips will be responsible for coordinating all club ski trips, and also providing guidance, assistance and training to all trip leaders and trip leader assistants. The Vice President/ Ski Trips is responsible for all travel arrangements and makes recommendations for Trip Leaders, Assistant Trip Leaders, ski trip locations, time of trip, travel agents, budgets, and contracts to be approved by a majority vote of the Executive Committee and Member at Large. The Vice President/Ski Trips shall be responsible for the scheduling, planning, promotion, budgeting and execution of all ski activities and events sponsored by the Club.

(c) Vice President/Special Activities - The Vice President/Special Activities must have been a member in good standing for at least two consecutive years immediately prior to the term of office. Vice President/Special Activities shall oversee and supervise all sports related activities and non-skiing activities requiring transportation, whether the transportation is provided by the Club or the members. In addition, the Vice President/Special Activities shall be responsible for the scheduling, planning, promotion, budgeting, training of related Trip Chairs and Assistant Trip Chairs, and execution of all sports related non-skiing activities and events sponsored by the Club which require transportation.

(d) Vice President/Socials - The Vice President/Socials must have been a member in good standing for at least two consecutive years immediately prior to the term of office. The Vice President/Socials shall be responsible for the scheduling, planning, promotion, budgeting, and execution of all social activities, charity functions, and events sponsored by the Club that do not include transportation.

(e) Secretary - The Secretary must have been a member in good standing for at least two consecutive years immediately prior to the term of office. The Secretary shall record the minutes of all Executive Committee, Board of Directors and, when appropriate, General Membership meetings, and file them in minute books as permanent records belonging to the Club. Draft copies of the Executive Committee or Board of Directors minutes shall be mailed, e-mailed, or sent via a recordable media to each Executive Committee member or Board of Directors member, respectively, within ten business days after said meeting(s). After the minutes have been approved by the Board, they shall be available to the members. Copies of all pertinent correspondence of the Club shall be filed with the Secretary of the Club. The Secretary shall keep copies of Club correspondence in a Club file. The Secretary shall maintain and have custody of all of the permanent records of the Club. The Club shall have a seal and logo. The seal shall be kept in the office of the Secretary and such person shall be its custodian. The Secretary shall draft and maintain all resolutions of the Executive Committee and/or Board of Directors. In the event it is not possible for the Secretary to attend any meeting enumerated above, it shall be the duty of the President to appoint an Acting Secretary at such meeting only for the taking of the Minutes. It shall be the duty of the Secretary to obtain the original of the Minutes and Resolutions from such Acting Secretary for purposes of the permanent records. It shall be the duty of the Secretary to advise the President on the status of pending action items assigned in previous meetings. The Secretary shall oversee the maintenance and updating of the membership roster and be responsible for all mailings.

(f) Treasurer –

- (i) **Qualifications** - The Treasurer must have been a member in good standing for at least two consecutive years prior to the term of office. The Club Treasurer shall have practical financial and or accounting experience in managing the financial affairs of an organization or business. The Treasurer shall use the Club's current software and exhibit computer literacy.
- (ii) **Budgets** - Prior to the end of each fiscal year, the current Treasurer shall develop and present to the incoming Board of Directors an Annual Operating Budget for Board approval. The Treasurer shall review and incorporate into the appropriate Budget(s) all proposed finances for the Club socials and other activities. If requested, the Treasurer shall assist in presenting such proposals to the Board of Directors for their vote. The items in the budgets which have been approved by the Board of Directors shall require no further approval.
- (iii) **Accounting Records** - The Treasurer shall have custody of Club bank accounts and moneys. The Treasurer shall keep books belonging to the Club containing complete and accurate records of all receipts and disbursements. All moneys received by the Treasurer shall be deposited, by the Treasurer, to the Club bank accounts within ten business days. All payments shall be supported by receipts or invoices and shall be verified by the Treasurer. Requests to the Treasurer for payment or reimbursement of expenses must be made in a timely manner, but not more than ninety days from the date of the expense without specific Board of Directors approval.
- (iv) **Check Signers** - All checks shall require two different signatures except for those checks predetermined by the Executive Committee as only requiring one signature. Checks shall be signed by the President or Treasurer and by any of the following: President, Vice President/Ski Trips, Vice President/Special Activities, Vice President/Socials, and Treasurer.
- (v) **Financial Reports** - The Treasurer shall report at each Board of Directors meeting, and at any specific time as requested by the President, on the financial condition of the Club. The books of the Treasurer shall be reviewed by a CPA at the close of each fiscal year. The Board of Directors has the option to order the CPA to perform an audit at any time. The costs will be borne by the Club. The Past Treasurer shall become an Advisor Director of

the Board and is responsible for the completion of the previous year's accounting and furnishing the CPA with all accounting information required. The past Treasurer shall be expected to assist the transition of responsibilities to the new treasurer and to field questions relating to his/her term in office.

- (vi) Tax Reporting - The Treasurer shall be responsible for compliance with all required local, state, and federal tax regulations and filing tax returns by the appropriate due dates. When appropriate, outside expertise can be hired to prepare the returns, and the cost will be borne by the Club.
- (vii) The Treasurer of the Club shall maintain an accurate record of Club assets, merchandise and property.
- (viii) Trip and Event Accounting – The Treasurer shall prepare a report showing income, expenses, and net income or loss, for each ski trip, non-ski trip, social event, Special Activities event, and any other activity that is funded by members of the Club. These reports shall be prepared as determined by the activity for review by the Board of Directors and Trip and/or Event Chair.
- (ix) Member Reports – Upon written request to the Treasurer, a member may request a line item accounting of a trip or activity in a report format similar to those received by a trip leader or board member. Only upon specific written request and approval by the Executive Committee and the Member at Large, shall additional records be provided to the member. In order for a member to make a request for additional records, the written request must be provided adequate justification for making such a request.

(g) Past President - The Past President shall act as the Club Parliamentarian. At the call of the President, or any member of the Board of Directors except the Past President, at Board of Directors or Executive Committee meetings, or any member of the Club, at General meetings, the Past President shall adjudicate and resolve all questions arising at Board of Directors' meetings, Executive Committee, regular, or special membership meetings concerning interpretation of and compliance with the Articles of Incorporation, By-Laws, and Resolutions of the Club. The Past President shall initiate the election process and recommend a Supervisor of Election to the Executive Committee for approval. The Past President shall oversee the preparation and distribution of all Club publications. If the position of Advisory Director of Publicity is filled, that Director will work under the guidance of the immediate Past President. In the event the immediate Past President(s) is elected to the Executive Committee, or

through their absence is unable to fulfill the responsibilities of the Past President, then the position shall revert to the next most immediate Past President(s), until the position is filled. The immediate Past President shall preside over meetings of the Board of Directors, Executive Committee, and General Membership in the President's absence.

(h) Member at Large – Member at Large shall have been a member in good standing for at least two consecutive years immediately prior to the term of office. The Member at Large shall represent the interests of the membership and act as a liaison between individual members and the Board of Directors. The Member at Large shall be elected yearly by majority vote of the members and shall serve no more than two consecutive terms. The Member at Large shall have a vote on all matters but will receive no club benefit.

Section 2: Executive Committee

(a) Members - The Executive Committee is composed of the: President, Vice President/Ski Trips, Vice President/Special Activities, Vice President /Socials, Secretary, Treasurer, and Past President.

(b) Duties

(1) Upon prior publication of intent, the incoming Executive Committee shall nominate members to be appointed Directors as necessary to operate the Club. Upon nomination, candidates will be presented to the Executive Committee for selection. The Executive Committee and Member at Large will then, by majority vote, select the candidates for various Director positions.

(ii) The Executive Committee and Member at Large shall approve the selection of all ski trip Locations, Trip Leaders, Assistant Trip Leaders, and travel agent(s) to coordinate the travel arrangements.

(iii) The Executive Committee and Member at Large shall select the Florida Ski Council Delegate, and his/her term shall be limited to two consecutive years.

Section 3: Appointed Directors - shall be members of the Board of Directors and each Appointed Director shall be entitled to one vote on actions (subject to exclusions noted in this document) to be taken by the Board. To be a Director Candidate, you must be a member in Good

Standing. Directors shall be nominated by the Executive Committee and Member at Large and ratified by a majority vote of the Executive Committee and Member at Large. With prior publication of intent, the Executive Committee and Member at Large may appoint Directors under titles and duties appropriate to the management of the Club.

- Section 4: Advisory Directors –The Board of Directors may from time to time appoint any person or persons that they deem advisable to assist the Board or any member of the Executive Committee or Appointed Director in the performance of their duties. Advisory Directors shall not be official members of the Board of Directors for the purpose of voting or benefits of any kind.
- Section 5: Term of Office - Executive Committee and Board of Director's positions shall be for a period of not more than one year. Members of the Executive Committee and Appointed Directors may not serve more than two full consecutive terms in one office. With the exception of the immediate Past President who may serve for a maximum of eight consecutive years, no member of the Board of Directors may serve for more than six consecutive years. At least one calendar year must elapse before the aforementioned members of the Club can be eligible to hold office again. In the event that no qualified member seeks an Appointed Director position, the Executive Committee and Member at Large may appoint any qualified member to fill the position.
- Section 6: Indemnification- Members of the Board of Directors, employees, and agents shall be indemnified to the full extent permitted and/or allowed pursuant to Florida law.
- Section 7: Resignation - Members of the Board of Directors may resign their position by providing written notification to the President. The office vacated by the resigning member of the Board of Directors shall be appointed by the Executive Committee and Member at Large for the remainder of the unexpired term. Should the President resign, succession shall proceed in accordance with Article III, Section 1(g) until a special or general election can be called to elect a new president.
- Section 8: Removal from Office - Any member of the Board of Directors of the Club may be removed from office by a majority vote of the Club membership. The recall vote shall occur at a regular or special membership meeting held in accordance with Article II, Section 5 hereof. The position vacated by any member of the Board of Directors that was removed by a majority vote of the membership shall be filled by general election. The Supervisor of Elections will be responsible for supervising the procedure, and balloting of the recall vote. Any Appointed Director may also be removed from the Board of Directors by a majority vote of the Executive Committee and Member at Large.

- Section 9: Employment Contracts - The Board may, at its discretion, contract with individuals, travel agents, or companies to perform services for the Club. Such parties will be assigned to work under the direct supervision of a member of the Board of Directors. The compensation, hiring, and firing of employees will be done at the recommendation of the President with a majority approval of the Board of Directors. In an emergency, the President may enter into contracts on behalf of the Club. Such contracts must be ratified by the Board of Directors or Executive Committee at the next Board of Directors meeting or Executive Committee meeting.
- Section 10: Ski Trip Contracts – Notwithstanding the provisions of Article III, Section 1 (b) and Section 9, in an emergency, the Vice President/Ski Trips may enter into ski trip contracts on behalf of the Club. Such contracts shall be ratified by the Executive Committee and Member at Large at the next Board of Directors meeting or Executive Committee meeting.
- Section 11: Member at Large – The Member-at-Large shall have been a member in good standing for at least two consecutive years immediately prior to the term of office. The Member-at-Large shall represent the interests of the membership and act as a liaison between individual members and the Board of Directors. The Member at Large shall be elected yearly by majority vote of the members and shall serve no more than two consecutive terms. The Member-at-Large shall have a vote on all matters, including ski trips, but will receive no Club benefit.

#### ARTICLE IV

#### ELECTIONS AND VOTING

- Section 1: Responsibility - The Supervisor of Elections, an Advisory Director, shall have the sole responsibility for administering the sections of the Articles and By-Laws governing elections and voting, and the election policies and procedures as adopted by the Board of Directors.
- Section 2: Annual Election - Elections shall occur at the Membership meeting held in the month of April of each year. Newly elected Officers and the Member-at-Large shall begin their term of office on June 1, which is the first day of the Fiscal Year of the Club.
- Section 3: Candidate Search Committee - A Candidate Search Committee under the direction of the Supervisor of Elections shall be formed. It shall consist of one (1) Board of Directors member and at least three (3) but not more than six (6) at-large Club members. Its purpose is to seek qualified candidates for office. No member of the Committee shall nominate or endorse any Candidate.
- Section 4: Board of Directors – No member of the Executive Committee,

Member at Large, and Appointed Directors shall nominate or endorse any candidate.

- Section 5: Nominations - Candidates for Club Offices or Member-at-Large must be members in Good Standing in accordance with the policies and procedures adopted by the Board of Directors and administered by the Supervisor of Elections. Two members of the same family, see Article V, Section 3 (b), shall not qualify or be allowed to be nominated to an elected or appointed position on the Board of Directors or Member-at-Large simultaneously. All positions for an elected office are defined in Article III, Section 1, and upon accepting the nomination; each candidate must agree to fulfill the responsibilities of the office. A quorum is not required to conduct nominations.
- Section 6: Campaigning - Candidates nominated for Officer or Member-at-Large positions must comply with the policies and procedures adopted by the Board of Directors as administered by the Supervisor of Elections.
- Section 7: Balloting - Ballots for Club Officers and Member-at-Large shall be cast in secret. All ballots shall be controlled and administered by the Supervisor of Elections. Absentee ballots are permissible and must be administered and validated by the Supervisor of Elections. Proxy voting is prohibited. Ballots received after the close of voting will be considered null and void.
- Section 8: Plurality Voting - Voting shall be by plurality, that is, the largest number of votes to be given any candidate or proposition when three or more choices are possible; the candidate or proposition receiving the largest number of votes has a plurality, and is considered the winning candidate or proposition. In the event of a tie vote, a runoff election shall be conducted immediately with those members present.
- Section 9: Counting - Ballots shall be counted by an elections committee immediately following the voting. All ballots shall be counted twice and verified with the original count. Results will be announced by the Supervisor of Elections at the Election meeting immediately following the final count and verification.
- Section 10: Quorum - A quorum is determined by the President, with assistance from the Supervisor of Elections and Past President prior to tallying the results. If a quorum can not be verified, the votes are not tallied and the election shall be held the following month, and so on, until a quorum is determined.
- Section 11: Unfilled Offices - The newly elected Officers shall, by majority vote, fill any elected position that is not filled by vote of the membership.

- Section 1: Application – Unless barred by specific disciplinary action of the Board of Directors, individuals may obtain membership in the Club by completing a Membership Application Form, being 21 years of age or older, and paying the current membership dues. Discrimination based upon race, creed, color, sex, religion, political affiliation, or physical handicap shall be prohibited.
- Section 2: Membership Year - The membership year of the Club shall be June 1 to May 31.
- Section 3: Membership Categories - Memberships of the Club shall be divided into three categories:
- (a) Single Memberships - applies to all individuals 21 years or over who join as a single member. A single parent with dependent child(ren) shall only pay for a single membership, be entitled to only one vote, but have family membership status. Couples living together, using the same address, but not legally married must each obtain memberships.
  - (b) Family Memberships - applies to (1) husband and wife; (2) husband, wife, and dependent child(ren). Family memberships entitle each family to two votes at Club elections.
  - (c) Honorary Memberships - applies to special members of the Club, as nominated by the Board of Directors, and approved by a majority vote of the membership. Approval of Honorary Memberships must occur at a membership meeting where a quorum of the total membership is present.
- Section 4: Dues - The Board of Directors will periodically set the membership dues and administrative fee necessary to support the activities of the Club. Dues are payable at the date specified by the Board of Directors. The Club enrollment period shall start one calendar month before the fiscal year starts. Dues for new members joining the Club during the three month period immediately prior to the Club enrollment period will be one-half of the current yearly dues.
- Section 5: Good Standing - A member is considered in good standing if their dues are paid and the member is not subject to a specific disciplinary action of the Board of Directors.
- Section 6: Trip Reciprocity - A Florida Ski Club, which is a member of the Florida Ski Council and participates in an identical ski trip reciprocity program with the Club, may request that a member of their club participate in a Club ski trip. This member/guest from another club will be exempt from the payment of Club dues for the purpose of attending the ski trip. This member/guest will be responsible for

complying with all Club By-Laws, Policies and Procedures, and trip guidelines as adopted by the Club.

Section 7: Disciplinary Actions - A member of the Club may be subject to disciplinary actions of the Board of Directors for violations of Club By-Laws, policies or procedures, the “Code of Conduct” for the Club (if any), or for conduct deemed grossly unacceptable by the Board of Directors. By a vote of the majority of the Board of Directors, permanent expulsion from Club membership is the maximum disciplinary action.

## ARTICLE VI

### FINANCES

Section 1: Budgeting Prior to the end of each fiscal year, the current Treasurer shall develop and present to the incoming Board of Directors an Annual Operating Budget for Board approval. The budget will be reviewed for adoption by a majority vote of the Board of Directors.

Section 2: Revenues - All sources of revenue will be accounted for in separate ledger accounts. (For example, membership dues, activity payments, trip deposits, and interest income, etc.)

Section 3: Expenses - All expenses will be accounted for in the same ledger accounts for which they were budgeted. Sufficient expense accounts will exist to provide meaningful and useful financial reporting.

Section 4: Reporting - The Board of Directors will be provided with monthly budget to actual financial reports by the Treasurer of the Club.

Section 5: Banking - The Board of Directors shall be responsible for selecting banking institution(s) for checking and savings accounts.

(a) Authorized Signers - Officers eligible to be authorized account signers are listed in Article III~ Section 1(f) (iv). The Treasurer shall have the responsibility for filing the appropriate signature documents and corporate resolutions.

(b) Insured Bank - all funds of the Club shall be placed in a financial institution, which is federally insured to prevent risk of loss to the membership.

(c) Investments - Investments can only be made in low risk, fully insured placements. The investments must be insured by the FDIC.

(d) Bonding - Officers of the Club, which are authorized to sign checks, shall be bonded.

Section 6: Audit Committee - The President or the Board of Directors may appoint an audit committee to review or investigate any financial matter.

## ARTICLE VII ACTIVITIES

Section 1: Participation - Unless covered by a reciprocity agreement, to participate in any Club function or activity, the individual must be a member who has paid the required dues for the current membership year. Individuals who are not Club members may participate in those Club functions and activities, except club trips that shall be open to members only which are designated as open to guests by the Board.

Section 2: Safe Conduct - Safe conduct of any and all activities is the highest priority of this Club. If any activity is observed to be unsafe, it will be brought to the attention of the appropriate Authority (defined below) and such activity shall cease immediately.

Section 3: Lawful Compliance - Any activity, event or trip of the Club shall comply with all local, state, and federal laws. A violation shall subject that member to immediate disciplinary action of the Board.

Section 4: Authority - The authority to comply with safe conduct of any activity or trip shall reside with the Activity Chairperson or the Trip Leader. This authority may be overridden by any member of the Executive Committee upon notifying the Chairperson or Leader of the event.

Section 5: Refunds - A full or partial refund may be proposed by a member of the Board of Directors, Activity Chairperson, or Trip Leader, under the policies of the Board of Directors. If a member disagrees with the proposed refund, the member or Member-at-Large must present at the next scheduled Board Meeting a written statement indicating the circumstances, why they disagree, and what would be an agreeable settlement. Within sixty days of the Board's receipt of the written statement, the Board of Directors shall make their decision.

Section 6: Excess Expenses - If any Activity or Trip, which is intended to benefit only a select portion of the membership (For example: ski trip, rafting trip, boating trip, etc.), overspends its original stated amount, it will be the responsibility of the members participating in such Activity or Trip to equitably share the additional expense, unless otherwise approved by the Board.

Section 7: Waiting List - All activities and trips shall be subject to availability on a first come, first serve basis. To be placed on any trip list or waiting list, the individual must be a current member and must submit a completed and signed trip application with the required deposit, if any, to the Activity Chairperson or Trip Leader. In the event that an

activity or trip is sold out, individuals will be placed on the waiting list on a first come, first serve basis.

Section 8: Guests - All non-members at a Club function or activity where guests are permitted must be a bona fide guest of a Member. Said Member must be present at the same event as the invited guest(s). The actions or conduct of a guest shall be the responsibility of the Member who invited the guest. Under no other circumstances shall a non-member be entitled to use Club facilities, property, or participate in or attend any function or activity conducted by the Club.

Section 9: Guest Fee - Non-members may be subject to a guest fee, as determined by the Board of Directors, in addition to the fee paid by a Member.

Section 10: Open Meetings - General membership meetings, membership picnic, and other activities designated by the Board of Directors shall be open to the public.

## ARTICLE VIII

### TRIP LEADERS AND ASSISTANTS

Section 1: Authority to Transact Business - Trip leaders and assistants must be approved by the Executive Committee and Member at Large prior to transacting any business in the name of the Club.

Section 2: Selection - Selection of Trip Leaders shall be based upon experience, qualifications and Club participation.

Section 3: Limited Participation Each Year - A member may not lead or assist in more than one ski trip per fiscal year. A member may not lead a ski trip in two consecutive years. A member may be an Assistant Trip Leader in two or more consecutive years. Members of the Board of Directors are not eligible to lead ski trips within one year after they leave office.

Section 4: Family Members - Members of the same family may serve as the Trip Leader and Assistant Trip Leader for the same trip in the same fiscal year. These family members will both be considered Trip Leaders for the purpose of being prohibited from leading a trip in the following year.

Section 5: Board of Directors - Executive Committee members, Member at Large and Appointed Directors and immediate family members may not lead a ski trip in the same fiscal year they hold office, except in an emergency action as stated in Article VIII, Section 7.

Section 6: Membership and Participation Requirements - Trip Leaders shall have been members of the Club for at least two years and participated in a prior Club trip of similar complexity as an Assistant Trip Leader. An

assistant shall have been a member of the Club for at least one year and have participated in a prior club trip.

Section 7: Emergency Action - In an emergency or when enough qualified persons do not volunteer to lead ski trips, the Executive Committee and Member at Large, may, by majority vote, approve members as ski trip leaders or assistants as deemed necessary.

Section 8: Removal From Position - A Trip Leader or Assistant Trip Leader can be removed from a trip when the Executive Committee and Member at Large deems, by a majority vote, that the person has failed to carry out the responsibilities assigned or is not acting in the best interests of the Club.

Section 9: Rogue trips -During any Club Function, Club members are prohibited from soliciting the membership for participation in a private trip or venture not approved by the Board of the Club.

## ARTICLE IX

### BENEFITS

Section 1: Intent - No Member shall be entitled to salaries, wages or profit of any kind from the Club for leading or conducting an activity or trip. All expenses of an activity or trip must be supported by receipts, whenever possible, in order to be paid or reimbursed by the Club.

Section 2: Trip Leaders and Assistants - Trip Leaders shall go on the trip cost free, including, but not limited to airfare, lodging, lift tickets, and other activities if included in trip package offered to Club members. Assistant Trip Leaders will be appointed by the Executive Committee and Member at Large as needed and will receive a fifty percent discount on the trip package in which the Assistant Trip Leader participates.

Section 3: Other Trips - For trips other than ski trips, the benefits to the Trip Leader and Assistant Trip Leaders may be in accordance with Section 2 above, unless otherwise determined by the Executive Committee and Member at Large.

Section 4: Executive Committee and Appointed Directors -

(a) Executive Committee - All members of the Executive Committee, during their year of service shall be entitled to go on one trip, either a ski or non-ski trip, with the following limitations:

(i) If the benefit is used on a ski trip, said member of the Executive Committee shall be entitled to go cost free, including, but not limited to airfare, lodging, lift tickets, and other activities included in the trip package that is offered to Club members, with the

maximum value of the benefit being the calculated average amount of the upcoming ski trips not exceeding eight nights. The list of trips and costs used shall be as of December 1 of each year. Trip extensions shall not be used in the above described benefit calculation. The member of the Executive Committee may choose any ski trip for which to apply their benefit if they pay the difference between the average ski trip cost and the cost of the trip they choose. If a ski trip valued less than the calculated average is chosen, the participant shall not receive the difference, or any part thereof. In times of financial need, the amount of the benefit can be adjusted in an emergency by the Executive Committee and the Member at Large.

(ii) If the benefit is used on a non-ski trip, the maximum value of the benefit shall be as calculated in Section 4(a)(i) above.

(b) Directors - All Appointed Directors during their year of service on the Board of Directors shall be entitled to a fifty percent discount on any Club trip. The benefit for an Appointed Director shall be fifty percent of the calculated average ski trip described in Section 4(i) above. If a ski trip valued less than fifty percent of the calculated average is chosen, the participant shall not receive the difference, or any portion thereof.

Section 5: Benefit Limitations – Any member of the Executive Committee, Trip Leader, Assistant Trip Leader, or Appointed Director will be entitled to choose only one trip to which the benefit will apply within the Club fiscal year. In other words, the benefit may not be split in half and applied to two different trips. Upon approval of the Executive Committee, a member of the Executive Committee or Appointed Director may defer the benefit trip for up to one year.

Effective Date: These amendments shall take effect on August 10, 2006.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2006, by Susan Belgard, as President of Gator Snow Ski Club, Inc., a Florida corporation, on behalf of the corporation.

\_\_\_\_\_

NOTARY PUBLIC

(SEAL)

(Print Name)

My commission expires:  
Commission No.

Personally known \_\_\_\_\_ or produced identification \_\_\_\_\_ type of  
identification produced \_\_\_\_\_