

**HURRICANE RIDGE WINTER SPORTS CLUB
AMENDED BYLAWS**

September 12, 2007

Article I – Name and Location.

The name of this corporation shall be the Hurricane Ridge Winter Sports Club, hereinafter referred to as the “Club.” The Club’s principle place of business is in Clallam County, Washington and the corporation shall continue perpetually.

ARTICLE II – Purpose

The Club is formed for the purpose of promoting and providing organized leadership for winter sports activities at Hurricane Ridge, located with the Olympic National Park in Clallam County, Washington. This may include, but not be limited to, promotion of alpine and Nordic skiing, snowboarding, support of the Hurricane Ridge Ski School, the ski lift operation and all other winter sports activities compatible with the Olympic National Park environment.

The Club shall provide direct support to the operation and maintenance of the ski lifts, through the hiring of a ski lift manager.

The Club purpose shall also be to promote and encourage the teaching of skiing and snowboarding to the youth of the North Olympic Peninsula.

These by-laws having been duly adopted by a majority vote of the members present at a regularly scheduled meeting of the membership, will govern all future activities and business of the Club.

ARTICLE III – Membership.

Section 1. General: Membership in the Club shall be open to all who wish to promote and maintain winter sports activities at Hurricane Ridge.

Section 2. Types of Memberships:

(a) Individual: All Board Members, all those over 18 years old who have purchased a family or individual season pass and all those purchasing a social membership shall be considered club members with voting privileges. Cost of the annual social membership fee shall be set by the Board of Directors on or before the payment date set by the Board of Directors.

(b) Business: Local businesses may wish to support the Club. The formula for deciding the membership fee shall be determined by the Board of Directors.

(c) Honorary: Honorary memberships may be granted on an annual basis at the discretion of the Board of Directors when, in their opinion, an individual, business or organization has contributed in an extra-ordinary manner toward the welfare of the Club.

(d) Other: At its discretion, in setting fee structures, the Board may create other categories (e.g., “family”), with dues and privileges decided at that time.

ARTICLE IV – Officers, Board of Directors.

Section 1. General. The Board of Directors shall constitute the Executive Board of the Club and shall have the authority and responsibility for the general supervision and control of the business and financial affairs of the Club, including adoption of the current operating budget, and make rules and regulations not inconsistent with the law or these by-laws. The Board of Directors shall set social membership fees, season pass prices, and lift ticket prices. The Board of Directors shall have the power to set aside reserves for maintenance and replacements of existing Club facilities. The Board of Directors shall submit to the membership for approval, any project which would entail financial obligations beyond the capabilities of the Club’s current operating budget.

Section 2. Structure.

(a) The Board of Directors shall consist of up to fifty (50) members. At the time of the adoption of the Amended By-laws, at a duly called membership meeting, the then existing Board of Directors shall by a majority vote nominate and elect individuals for the newly expanded Board of Directors. Nominations for these new positions shall also be accepted from the membership. Initially up to fifty (50) members shall be elected. Board members shall serve for three (3) year terms, to be elected at the annual membership meeting in the appropriate year. All Board of directors seats need not be filled at any time if candidates do not receive majority approval of the membership; provided, however, the Board shall always consist of at least fifteen (15) members.

(b) Vacancies that occur during the member’s term shall be filled through appointment by the then current Board of Directors for the duration of the unfilled term.

(c) Within ten (10) days following the initial election, and each election in the years thereafter, the new Board of Directors shall meet and elect from their members a President, President-Elect (who shall also serve as the Vice President), Secretary and Treasurer (who shall also serve as the Finance Committee chair), whose terms of office shall run until the Annual Meeting of the following year.

The Board of Directors may establish an Executive Committee consisting of the President, President-Elect, Past President, Secretary, Treasurer, Ski Team Committee chair, Ski School Committee chair, Operations Committee chair and Safety/Risk Management chair, as well as the chair of any additional committees established by the Board of Directors and

committees under Article V to oversee day-to-day operations between meetings of the full Board of Directors. The Executive Committee may not incur debt or make decisions beyond the scope of ordinary business.

(d) During the ski season the Board shall meet monthly, and otherwise as required. Notice of the meetings shall be given by the President one week before the meeting.

Section 3. Duties of the Officers.

(a) President: The President shall preside over all meetings both regular and special, including board of Director Meetings. The President shall sign all pertinent legal documents.

(b) Vice-President: The Vice-President shall assist the President in every way possible and assume the duties of the President during an absence. If the office of President should be vacated the Vice-President shall assume that office and duties until the next annual election.

(c) Secretary: The Secretary shall keep accurate minutes of each meeting, and provide notices of future meetings.

(d) Treasurer: The Treasurer shall keep a record of all financial transactions of the Club, working closely with the Club's accounting consultant.

Section 4. Duties of Members of the Board of Directors.

(a) Each member of the Board of Directors shall be required to operate the Hurricane Ridge ticket trailer for one day of the ski season. Prior to the season, each member shall be assigned responsibility for a specific day. Failure of the member to operate the trailer on their assigned day of operation when skiing is open justifies board removal.

(b) Each member shall serve on a standing committee specified in Article V of the Bylaws.

(c) All board members shall participate in the annual Winterfest Fundraiser in some capacity.

(d) All board members shall purchase a club social membership or a discounted season pass for each ski season.

(e) Board meeting attendance shall be reviewed periodically and failure to regularly attend board meetings without excuse may justify board removal by vote under Article VII.

ARTICLE V. – Committees.

Committees shall be formed by the Board of Directors for specific purposes. Each committee shall be co-chaired by one Board member and one non-Board member, appointed by the President, with committee members appointed from the general membership.

Standing committees should include:

- Fundraising/Events Committee
- Ticket Sales
- Safety/Risk Management
- National Park Liaison
- Operations Committee
- Finance
- Ski School Committee
- Ski Team Committee

ARTICLE VI – Meetings.

Section 1. The annual meeting of the Club membership shall be held in the month of September of each year at a place designated by the Board of Directors. A current financial report and a proposed budget for the upcoming operation year shall be presented at this meeting. Election of members to the Board of Directors shall be held at this meeting.

Section 2. The Spring Meeting of the Club membership shall be held in April each year at a place designed by the Board of Directors. A current financial report shall be presented at this meeting.

Section 3. Special meetings of the Club may be called at any time by the President or a majority of the Board of Directors. The purpose of the Special Meeting shall be stated in the notice thereof and no other business shall be transacted at a Special Meeting except that as specified in such notice.

ARTICLE VII – Voting and Quorum.

A simple majority of the members of the Club present at any meeting of members shall constitute a quorum for the transaction of business. The voting power of all active individual members of the Club shall be equal, each individual member to have only one vote and no voting by proxy shall be allowed. No business, honorary, or other category of member, except social member, shall have a vote. A quorum of the Board of Directors shall be twenty-percent (20%) of the then existing Board members. Vacant seats shall not be included in making the quorum calculations.

ARTICLE VIII – Fee Structure.

Section 1. The annual social membership fee and initiation fees shall be established by the Board of Directors.

Section 2. Ski lift prices, including any Board member discounts, shall be established each year by the Board of Directors.

Section 3. Business members may be given discount tickets for use of their customers, at the discretion of the Board of Directors.

ARTICLE IX – Liaison with Hurricane Ridge Ski School.

The Club will operate and support the Ski School and Ski Team as part of the Club's mission. The Ski Team and Ski School will each be administered by a Board standing committee, which committee shall prepare an annual operating budget for the Ski Team and Ski School respectively and make recommendations to the Board of Directors for employment of staff associated with each activity. Approval of the annual budget for these operations and staff employment shall be a responsibility of the Board of Directors, giving due regard to the recommendation of the appropriate standing committee. The Ski School and Ski Team will maintain separate budgets and will endeavor to be self-sustaining.

ARTICLE X – Liaison with the Hurricane Ridge Ski Patrol.

The Club shall work with and support the Ski Patrol, as fits the Club's purpose, but the Ski Patrol will be operated as its own separate entity.

ARTICLE XI – Amendments.

These Bylaws may be amended or revised by a majority vote of the members present at any regularly scheduled meeting or special meeting of the membership as provide for in these Bylaws, only after the proposed Bylaws change has been published and mailed to Club members 30 days prior to such meeting.

Approved the _12th_ day of _September_, 2007.

Joe Gladfelter
President

Celia Thompson
Secretary