

BYLAWS OF
CLUB SAINT BERNARD, INC.
A Non Profit Corporation
As Amended May 2, 2023

ARTICLE 1
OBJECTIVE AND FORMAT

1.01 OBJECTIVE: Club Saint Bernard, Inc., hereinafter referred to as the “Club”, shall have an objective to promote and encourage individual and group interest in the sport of winter recreational activities and other travel, to secure economic and preferential service advantages for its members, and to create economical ski trips and other travel opportunities.

1.02 LOCATION AND ACTIVITIES: The Club will be located in San Antonio, Texas and will sponsor and organize ski trips and other group events.

1.03 PHILOSOPHY: The Club shall be non-political and non-profit; and shall be maintained as an instrument to promote fellowship.

1.04 FISCAL AND MEMBERSHIP YEAR: The fiscal year of the Club shall be the calendar year (January 1st through December 31st). The membership year shall run from May 1st through April 30th.

1.05 STANDING RULES: As an adjunct to these Bylaws, the Board of Directors will publish Standing Rules to govern the day to day operation of the Club.

ARTICLE 2
MEMBERSHIP

2.01 REGULAR MEMBERS: Membership in the Club will be available to any individual or family involved in snow skiing or with an interest in winter recreational activities and other travel.

2.02 HONORARY MEMBERS: Honorary membership, with all rights and privileges of the Club, may be extended to persons deemed valuable to the Club by the Board of Directors.

2.03 DUES: *Initial membership dues shall be \$45.00 for single members and \$70.00 for families. Dependent children may be included in family memberships. Annual renewal dues shall be \$40.00 for single and \$65.00 for family memberships,* provided they are paid by September 30th. After September 30th renewal dues will be the same as for initial membership.

2.04 NON-MEMBERS: Any non-member applying to attend a trip with the Club must pay the appropriate dues before the trip leader can accept the application. This requirement may be waived for members of other ski clubs with which we have reciprocity.

ARTICLE 3
MEETINGS

3.01 GENERAL MEMBERSHIP: There will be eight monthly general membership meetings each year running from August through April. Usually they will be held the third Wednesday of each month, but adjustments may be made when many members are on a ski trip. Time and place of the meetings will be determined by the Board of Directors and additional meetings may be scheduled by the Board. Motions made and seconded at a membership meeting must be approved by a majority of the members present.

3.02 BOARD OF DIRECTORS: The Board will meet each month, usually the first Tuesday of each month, at a time and place agreed upon at the previous meeting. Adjustments may be made when many members will be unavailable at the usual time. A quorum for conducting official business will consist of a majority of Board members (normally at least six). Robert's Rules of Order will be followed in the conduct of meetings.

ARTICLE 4
BOARD OF DIRECTORS

4.01 GENERAL POWERS: The affairs of the Club will be managed by its Board of Directors. Where applicable, the day to day operation of the Club will be governed by the Standing

Rules which are published as an adjunct to these Bylaws. Motions made and seconded at a Board of Directors meeting must be approved by a majority of Directors present, providing a quorum is present.

4.02 NUMBER AND TENURE: The Board will consist of ten members, each elected by the general membership for one year terms. They are: President, Vice-President, Secretary, Treasurer, Membership Director, Travel Director, Publicity Director, Newsletter Editor, Program Director, and Hospitality Director. In the event of a mid-term vacancy in any of these positions, the Board will appoint a replacement for the unexpired term. **The Board may, with a majority vote, elect to combine positions as deemed appropriate.**

4.03 PRESIDENT: The President shall prepare the agenda for and preside over all meetings of the Club and delegate or perform other duties as may be assigned by the Board.

4.04 VICE-PRESIDENT: The Vice-President shall assist the President, preside during the President's absence, act as the Club's delegate to Texas Ski Council meetings, and perform other duties that may be assigned by the Board.

4.05 SECRETARY: The Secretary will prepare the official minutes for each Board meeting, record any official business conducted at general membership meetings, maintain the official file of meetings of all previous years until the Board directs they be archived or destroyed, assume responsibility for official correspondence, and perform other duties that may be assigned by the Board.

4.06 TREASURER: The Treasurer shall receive all monies paid to the Club and transfer the funds to a suitable and safe repository. The Treasurer shall make all properly authorized disbursements in accordance with the signature requirements designated in the Standing Rules. An updated financial report will be given at each Board meeting. The Treasurer will prepare and submit tax returns and reports as required by state and federal agencies. A copy of these documents will be given to Board members at the Board meeting following submission of the report or return. In cooperation with the Trip Leader, the Treasurer will keep a separate accounting of each trip including all income, expenses, and disbursements until the trip is closed out.

4.07 MEMBERSHIP DIRECTOR: The Membership Director shall compile and maintain a roster of members. The roster is to be updated monthly and an updated copy provided to each Board member at the monthly Board meeting. Rosters are to be saved for a minimum of two years. The Membership Director shall provide a copy of the Bylaws and Standing Rules to each member upon request, verify Club membership of each trip applicant, and supervise the recruitment of new members. The Director will greet all members, guests, and prospective members as they arrive at meetings, and in cooperation with the Hospitality Director, ensure that guests and prospective members are given special attention and are made to feel welcome.

4.08 TRAVEL DIRECTOR: The Travel Director shall propose an annual trip schedule and select volunteer Trip Leaders for Board approval. The Travel Director will provide training for Trip Leaders, oversee their progress, and assist them when necessary in the performance of their duties. Trip Leaders shall be responsible for organizing transportation, accommodations, and activities for their trip, and for supervising all phases of the trip in accordance with the Standing Rules.

4.09 PUBLICITY DIRECTOR: The Publicity Director shall be in charge of all public relations for the Club and shall promote the Club to the public through various media, including selected social media and announcements of Club activities to newspaper, magazine, radio, and television. This Director shall prepare a Club flyer/handbill update it annually, and distribute the brochure, newsletters, and other notices of Club functions to appropriate public locations such as sporting goods stores, the Club website, the TSC Directory, and the TSC quarterly newsletter.

4.10 NEWSLETTER EDITOR: The Newsletter Editor shall prepare and distribute a monthly (Aug through May and a June/July summer) newsletter, currently called Pawprints. The newsletter will report on past and future trips and other activities of the Club, announce the particulars of upcoming meetings and events, and list the Officers of the Club. The Editor will also arrange for the printing of all official documents of the Club that require professional printing. The editor shall also send emails with updates and special events announcements and reminders about activities to club members as necessary. It is the editor's responsibility to update the webmaster with

current issues of Pawprints, news about trips and social events, list of current board members and other information for the website. Editor is liaison between club and webmaster.

4.11 PROGRAM DIRECTOR: The Program Director shall plan and organize programs for membership meetings, schedule presenters, and introduce the program at meetings.

4.12 HOSPITALITY DIRECTOR: The Hospitality Director shall organize and plan the annual social calendar and locate suitable meeting sites for Board approval. This Director will also be responsible for arranging for appropriate refreshments when needed for special meetings or other Club activities; and working with the Membership Director, will ensure new members and guests are made to feel welcome.

ARTICLE 5 ELECTION OF OFFICERS

5.1 At each January Board meeting, the President shall present the names of a three-member Nominating Committee to the Board for approval.

5.2 At each February Board meeting, the Nominating Committee shall present a slate of at least one name for each officer position to the Board for approval. Each individual on the slate must have agreed to serve if elected. The approved slate will be published in the February newsletter.

5.3 At each February General Membership meeting, the Nominating Committee will present the slate to the members with the announcement that nominations from the floor will be accepted. Prior consent to serve in the position is required from all nominees.

5.4 At each March General Membership meeting nominations from the floor will be accepted. Again, prior consent to serve, if elected, is required. The election will be conducted by ballot or acclamation. Election to each office requires a majority of the votes cast by members present and voting.

5.5 Incoming Officers will assume office May 1st. At or before the April Board meeting, the incoming Officers shall meet with their respective predecessor for transfer of appropriate records and any other pertinent information.

ARTICLE 6 BID MEETING DELEGATES

6.1 The President will appoint the official Club delegates to the Texas Ski Council Bid Meeting. These will normally be the present or incoming President, Vice-President, and Travel Director.

ARTICLE 7 COMPLIMENTARY RESORT TRIPS

7.1 Any complimentary or low cost trips to a resort offered to the Club will be assigned to eligible Officers in accordance with the Standing Rules.

ARTICLE 8 CHANGES AND AMENDMENTS

8.1 Any changes or amendments to these Bylaws must be approved by a majority of the members present at a duly called General Membership meeting.

8.2 Any changes or amendments to the Standing Rules must be approved by an affirmative vote of two thirds of the Officers present, providing a quorum is present.

ARTICLE 9 CONFLICT

9.01 In the event of a conflict between the Bylaws and the Standing Rules, the Bylaws prevail.