MAY 20, 2026

Pensacola Ski & Travel Club, Inc. By-Laws

ARTICLE I

NAME: This Corporation shall be known as Pensacola Ski & Travel Club, Inc.

ARTICLE II

PURPOSE: The objectives and purposes of this corporation shall be to promote, develop, establish, and coordinate unified programs for encouraging safe and sportsmanlike alpine and cross-country snow skiing, snowboarding, and other activities, including the making of group travel arrangements to accomplish those ends.

ARTICLE III

MEMBERSHIP:

Section 1. Eligibility. Membership in the corporation shall be open to skiers and snowboarders as well as other persons interested in the purposes and objectives of the corporation who shall be sponsored by one existing member and approved by two-thirds majority of the Board of Directors. Any applicant or sponsor may be required to furnish such information concerning the applicant as the Board of Directors deems necessary to evaluate the applicant's eligibility.

Section 2. Membership. Any person twenty-one (21) years of age or older sponsored by an existing member and approved by the Board of Directors qualifies to become a member.

Section 3. Dues. Dues shall be established by the Board of Directors on recommendation of the Budget and Finance Committee.

Section 4. Membership Period. The membership year shall be from July 1 - June 30.

Section 5. The Board of Directors may from time to time and by two-thirds vote, limit the number of members of the corporation.

Section 6. Suspension and Expulsion from Membership.

1. Membership shall automatically be suspended for nonpayment of dues upon conclusion of the Pensacola Ski & Travel Club's membership year. After July 1st unpaid members are ineligible to participate as a member.
2. The Board of Directors may in the best interest of the corporation suspend any member at any time without advance notice for infraction of rules of the corporation or for any other cause deemed not in the best interest of the corporation. The Board of Directors shall give written notice to the member and to the Florida Ski Council. The suspended, who shall thereafter be entitled to be

heard, in person or through a representative, by the Board of Directors. The Board of Directors may thereafter continue suspension for a definite term, terminate the suspension, expel the member or take such other action as it deems necessary, and its decision shall be final.

ARTICLE IV

DIRECTORS:

Section 1. Directors. The business affairs of the corporation shall be managed by the Board of Directors, which shall consist of twelve (12) persons in addition to the officers, who shall also serve as Directors. Six Directors, in addition to the officers, shall be elected to new terms each year. Each Director shall hold office for a two-year term.

Section 2. Election of Directors. The Board of Directors shall be elected by the members of the corporation at the annual meeting of the corporation and shall take office on July 1st after the annual meeting at which they are elected.

Section 3. Quorums. Seven (7) Directors shall constitute a quorum to transact business. The act of a majority of Directors' present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 4. Meetings. The Board of Directors shall conduct a Board meeting after July 1st of each year. The Board of Directors shall meet at such times thereafter, as it deems necessary and at other times upon the call of the President of the corporation. Notice of these meetings shall be given by the Secretary to each Director not less than three (3) days before the meeting.

Section 5. Vacancies. With the advice of the nominating committee, the Board of Directors shall fill vacant positions with persons nominated and elected by the Board. Each person so elected shall remain a Director for the remainder of their predecessor's term. Any Director elected under this section to serve less than one year shall be eligible for re-election.

Section 6. Chairperson. The chairperson of the Board of Directors shall be the President of the corporation.

Section 7. Ex-Officio. The immediate Past-President of the corporation shall serve as a non-voting ex-officio member of the Board of Directors.

Section 8. Removal of Directors. Any Director may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the corporation shall be served. Such removal shall be by two-thirds vote of the Board of Directors. Failure to attend three consecutive meetings of the Board of Directors without reasonable excuse shall constitute cause for the removal of a Director.

ARTICLE V

OFFICERS:

Section 1. Officers. The officers of the corporation shall consist of the President, two Vice-Presidents, Secretary, Treasurer, Vice Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected or reappointed for a second year at the annual meeting of the corporation and shall take office on July 1st after the annual meeting at which they are elected. Officers shall be ineligible to succeed themselves, unless the Board of Directors, by a three-fourths vote, proposes an officer to succeed him or herself on the slate presented to the membership at its annual meeting. Should a vacancy occur among the officers, except for the President (see Section 3), the Board of Directors shall, upon the advice of the Nominating Committee, fill the vacancy until the next annual meeting. At such annual meeting, the person so elected to fill the vacancy shall be eligible for election to a full term.

Section 2. President. The President shall:

1. Preside at all meetings of the Board of Directors:
2. Make all committee appointments and create committees not provided for in Article VIII as may be deemed necessary; may rescind any appointment, and dissolve any committee not specifically delineated in Article VIII as a standing committee.
3. Be a member ex-officio of all committees.
4. Perform all duties pertaining to the office of the President.
5. As part of the President's responsibilities and duties, the President's attendance is required at one of the annual Florida Ski Council trips (or a non-Florida Ski Council trip with Board approval). Since attendance of the President at club functions is considered part of the duties and responsibilities of the President, the Board shall authorize an annual stipend of up to $2000.00 to cover part of the cost of the trip. This annual trip is not compensation but reimbursement for expenses incurred during the President's term. Since this is part of the active President's duties, this trip must be taken during the actual time the President is serving in this office.

Section 3. Vice-President. There shall be two Vice-Presidents; a First Vice-President and a Second Vice-President with the duties as delineated as follows:

1. Both shall have the authority as directed by the President to preside over the meetings of the Board of Directors when the President is unable to attend. If no authority has been granted by the President, the first Vice-President shall preside, and if absent, the second Vice-President (VP of Trips) shall preside.
2. If, for whatever reason or circumstance, the President is unable to carry out the duties of that office, the Vice-President who receives a two-thirds vote of the Board of Directors shall become President and fill the vacancy until the next annual meeting.

3. One Vice-President, as directed by the President, shall serve as Trip Chairman, or be designated as assistant to the Trip Chairman to help the Trip Committee in discharging their responsibilities, and review/approve all trip close out reports as provided in Article VII.
4. The other Vice-President, as directed by the President, shall assist any committees in discharging their responsibilities and shall be in charge of the annual Pensacola Ski & Travel Club Exposition.
5. Both shall perform all other duties as may be delegated by the President and Board of Directors.

Section 4. Secretary. The Secretary shall:

1. Record the minutes of all the meetings and distribute within two weeks.
2. Give notices of all meetings required by these by-laws or the resolution of the corporation.
3. Take attendance records at the meetings.
4. Maintain committee reports.
5. Perform such other duties as may be delegated by the Board of Directors.
6. Document all passed motions from the Board that affect on-going Club operations into a document called “Club Policies.”

Section 5. Treasurer. The Treasurer shall:

1. Be custodian of all funds and securities of the corporation and provide a summary report at each regular meeting of the Board of Directors.
2. Issue dues statements to the members. Collect and account for all membership dues received by Treasurer.
3. Be the bank account signatory along with the President and Secretary. No signatory can disburse funds to themselves; instead, one of the other signatories must disburse the funds.
4. Keep a record of the accounts of the corporation.
5. Provide a close out report for the corporation year prior to the annual turnover of corporate officers, and special reports as requested.
6. Deposit all monies of the corporation in the name of the corporation in a bank or banks selected and designated by the Board of Directors.
7. Review and reconcile all club receipts and deposits to all bank account statements to ensure accuracy and adherence to club by-laws and operating guidelines. Prepare reconciliation report for presentation to next Board of Director’s meeting to include detailed transactions with bank statements and status of any transactions requiring resolution.
8. Assist a Certified Public Accountant with any tax filing documents until such time as a copy of the tax filing is submitted in writing to the Board.
9. With the assistance of the individual Trip Leaders, maintain records of deposits and disbursements for each trip. Make recommendations to the Chairman of the Trip committee on procedures for handling and reporting trip deposits and required disbursements.
10. With the assistance of the Budget and Finance Committee, establish guidelines governing the establishment of interest-bearing accounts, Certificate of Deposit or similar instruments and the transfer of funds between these account(s) and the club operating account in order to maximize income.

11. Be entitled to an annual reimbursement stipend for trip expenses in an amount not to exceed $1,200.00 at the discretion of the Board, for the term served as Treasurer.

Section 5b. Vice Treasurer. The Vice Treasurer shall:

1. Perform all the duties of the Treasurer as listed in Article 5, Section 5 in the event that the Treasurer is unable to do so.
2. Not be entitled to the annual reimbursement stipend
3. Be a voting Officer

Section 6. Removal of Director/Officers. Any officer may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the corporation shall be served thereby. Such removal shall be by two-thirds vote of the Board of Directors. Failure to attend five (5) Board meetings and/or three (3) consecutive board meetings within a twelve-month period without an excused absence shall constitute cause for the removal of a Director or officer subject to a Board vote.

Section 7. Florida Ski Council Delegate. The Florida Ski Council Delegate shall be the President of the club or VP of Trips as delegated by the President. The Florida Ski Council delegate shall:

1. Attend scheduled Florida Ski Council meetings.
2. Represent and vote for our club on council matters.
3. Report to our club on the outcome of votes.
4. Give a summary of the meetings at the following PS&TC Board meeting.

If said delegate is unable to attend the scheduled meeting, the delegate should notify the President or VP of Trips to be their proxy for purposes of voting. If neither the President or Vice President of trips can attend the FSC meeting, it will be decided by the Board of Directors which officer/director shall fill-in for the delegate.

ARTICLE VI

MEETINGS OF MEMBERS:

Section 1. Annual Meeting. The annual meeting of the membership of this corporation shall be held not later than June 30th of each year. One of the purposes of the meeting shall be the election of the Board of Directors and officers for the ensuing term. Nominations for officers and Directors shall be made by the Board of Directors upon the advice of the Nominating Committee. The proposed slate shall be mailed to the members at least two weeks prior to the annual meeting. Nominations may be made from the floor during the annual meeting providing the nominee is present. Officers and Directors shall be elected by a majority of those members present and voting and shall serve for the period specified herein and until their successors are elected and qualified.

Section 2. Special Meetings. Special meetings may be held at the request of the President or by written request of more than half of the members of the Board of Directors.

Section 3. Notice. Each member of the corporation shall be notified at least two weeks before each meeting, whether annual or special. Notices shall be sent to their usual place of business, residence or via email.

Section 4. Order of Business. Order of business at the annual meeting shall be:

1. Report of the President.
2. Report of Treasurer.
3. Election of Directors and Officers.
4. Transaction of such other business as may have been mentioned in the notice of meeting.
5. Adjournment.

Section 5. Voting. Every member of the corporation in good standing shall have the right and be entitled to one vote in person or by proxy upon every proposal properly submitted for vote at any meeting of the members of the corporation.

ARTICLE VII

TRIP LEADERS:

These By-Laws and the Trip Leader Manual govern all things trips. The By-Laws will prevail over the Trip Leader Manual.

ARTICLE VIII

STANDING COMMITTEES:

Every member of the Board of Directors shall be required, if not an officer, to chair or be an active functioning member of at least one standing committee. Standing committees shall be appointed by the President as follows:

Section 1. Budget and Finance Committee. The committee shall be responsible for overseeing the sound financial operation of the corporation (except individual trips) and of the audit of the corporation's operation. The Committee shall:

1. Formulate and present to the Board of Directors, not later than the June Board meeting of each year, a proposed budget to govern the corporation's operations for the following year.
2. Develop a recommendation annually, or as may be required, the minimum dollar amount of coverage for a fidelity bond of officers and Board of Directors and present to the Board of Directors for action.
3. Recommend dues modifications when appropriate to the Board of Directors for approval.

Section 2. By-Laws Committee The committee shall be responsible for an annual review of PS&TC By-Laws and for making recommendations for amendments to the Board of Directors as it may deem necessary.

Section 3. Publication Committee: The committee shall be responsible for the production and distribution of printed and electronic forms of newsletters, notices, annual trip brochures and such other matters dealing with publicity as are assigned by the President.

Section 4. Trip Committee: The committee shall have responsibility and authority as follows:

1. The Trip Committee shall be appointed by the President with the advice and consent of the Board of Directors. The committee shall consist of the President, three members of the Board who are in their first year and three members of the Board who are in their second year on the Board.

2. The President shall appoint a Trip Chairman to head the Trip Committee with the advice and consent of the Board of Directors and said Chairman shall serve at the pleasure of the President. The appointed Trip Chairman shall be a member of the corporation in good standing and may be a member of the Board of Directors or even an officer of the corporation. Further, the Trip Chairman shall be subject to removal by the President (see Article V Section 2, paragraph 2) as well as by the Board of Directors by a two-thirds vote of those Board members present.

Section 5. The duties of the Trip Chairman are:

1. To preside over and be responsible for discharging the duties afforded the Trip Committee.
2. Meet with the trip leaders to direct and assist them in discharging their responsibilities.
3. Obtain and review reports from the trip leaders both before and after each trip.
4. Meet with the President and Board of Directors to report on the above.
5. Perform all such other duties as may be delegated by the President or the Board of Directors.

Section 6. The Trip Committee shall be responsible for formulating and recommending to the Board of Directors for its adoption:

1. Rules and regulations to be followed by trip leaders and their assistants in managing trips.
2. Guidelines for the handling of surplus funds at the conclusion of trips.
3. Recommendations for trips for each year’s travel season.
4. Recommendations for trip leaders and approval of assistant trip leaders.
5. Guidelines for selection of persons to go on FAM trips.
6. The Trip Leader’s Manual.

7. Such other duties as may be given it by the President.

Section 7. Nominating Committee. The committee shall be responsible for proposing to the Board of Directors for its adoption a slate of officers and Directors to be presented to the membership at the annual meeting and to recommend to the Board of Directors persons to fill vacancies which may occur among the officers or members of the Board of Directors from time to time.

Section 8. Party Committee The committee shall be responsible for the annual meeting of members and for recommending to the Board of Directors other parties and / or Happy Hour gatherings during the year.

Section 9. Membership Committee The membership committee shall be responsible for:

1. Recommending new members to the Board of Directors for admission into the Pensacola Ski & Travel Club and if necessary, proposing changes in the criteria for admission.
2. Performing such other duties as assigned ~~may be given it~~ by the President.
3. Plan and conduct membership recruitment campaigns.
4. Coordinate and sponsor publicity events with other sports clubs.
5. Contact new members informing them of their acceptance into the club and providing them any club information needed.
6. Confirm reciprocity of a member with other FSC clubs.

Section 10. Web Administration Committee The committee shall have responsibility and authority as follows:

1. The Web Administration Committee shall be appointed by the President with the advice and consent of the Board of Directors. The committee shall consist of at least, two Board members who are in their first year and two Board members who are in their second year on the board. The committee chairmen shall be a member serving in the second year on the board. The committee will designate one or more persons who will act as the lead and back-up web administrators; preferably these individuals will have some working knowledge of web site design and operation. In the absence of anyone with the experience who can fill these roles, the committee chair shall assume or delegate these responsibilities.
2. The committee is responsible for making recommendations to the Board of Directors concerning the policies, overall design, content and operation of the website including linkage to external sites, such as, but not limited to, photo sharing sites, advertisers, affiliates with other clubs, etc. Upon approval, the committee shall perform, or direct, the implementation of related procedures and processes.
3. The committee shall select a qualified vendor who serves as the registrar for the domain name, www.pensacolaskiandtravelclub.com. The committee shall respond to vendor inquires requesting point of contact information and current up to date billing account numbers.

4. The committee shall select a qualified vendor who will provide the hardware, software, and network communications to satisfy goals at reasonable costs.
5. The committee shall approve finalized versions of web pages and/or articles from committee chairmen, trip leaders and officers for insertion/inclusion on the website but are not responsible for authoring, designing or maintaining its content.

ARTICLE IX

FAM TRIPS:

FAM (Familiarization) trips shall be handled as follows:

1. No member of the Pensacola Ski & Travel Club shall be allowed to solicit a FAM trip for his or her own benefit or for the benefit of any other person.
2. The solicitation of FAM trips shall be the primary responsibility of the Trip Committee.
3. Members of the corporation shall be offered the opportunity to take FAM trips by the Board of Directors on the recommendations of the Trip Committee.
4. In the event of the need to appoint a member of the corporation to take a FAM trip on short notice, the Trip Committee shall be authorized to make such a decision upon consultation among its members. The Trip Committee shall then report its action to the Board of Directors at the next regularly scheduled meeting.

ARTICLE X

BONDING:

All officers and Board of Directors shall be covered by a fidelity bond for an amount equal to, or exceeding, the minimum amount most recently established by the Board of Directors, but in no event less than $200,000; the corporation shall pay the premium for such bond.

ARTICLE XI

RULES OF ORDER:

Robert's Rules of Order shall be preliminary authority for all matters of procedure not specifically covered in these by-laws.

ARTICLE XII

AMENDMENTS:

These by-laws may be amended by a vote of two-thirds of those members of the Board of Directors present and voting at a meeting of the Board, providing a quorum is present and that advance notice has been given in writing or by email that by-law amendments shall be considered at said meeting.

CERTIFICATE

These by-laws as written are a true copy of the by-laws adopted at the meeting of the Board of Directors of the corporation on June 9, 1982. Revised: May, 1985, July 1988, November 1989, April 1995, January 2002, May 2002, May 2003, April 20, 2005, July 20, 2005, April 2007, April 2008, Feb 2009, April 14, 2010, March 2011, May 2012, December 2012, September 18, 2013, October 2013, November 2013, March 2016, November 2018, October 2020, February 2023, May 2025, May 2026