

By-Laws of the Bromley Outing Club

Revisions May 2026

ARTICLE I – PURPOSE

The Bromley Outing Club (the “Club” or “Corporation”) is a non-profit Corporation organized under the laws of the State of Vermont. Its purposes, under section 501(c)(3) of the Internal Revenue Code are to promote recreational, educational, and competitive sport activities with a concentration on skiing and snowboarding through:

- A. Instructional programs for students.
- B. Competitive training programs to foster sportsmanship and develop skills.
- C. Competitions that serve the needs of the athletes. Such events shall be governed by enactments and rules of the governing organization/s.
- D. Events open to the membership.

ARTICLE II - OFFICES

The administrative office of the Bromley Outing Club is located at Bromley Mountain, Peru, Vermont 05152.

ARTICLE III - MEMBERSHIP

Membership in the Club is open to all persons irrespective of such person's race, creed, color, gender, sexual orientation, or affiliation at rates determined by the Board of Directors. A member must be at least eighteen (18) years of age to be eligible to vote at any meeting of the members.

ARTICLE IV - GOVERNMENT

A. BOARD OF DIRECTORS

The Board of Directors (“Board”) shall be responsible for the control, management, and affairs of the Club.

- 1 - The Board of Directors shall at the sole discretion of the Board consist of between seven (7) and nine (9) members (“Director(s)”). Except for the Officers set forth below in Article IV.B, no Director shall serve for more than two (2) consecutive three (3) year terms. A Director who completed two (2) consecutive three-year (3) terms may be elected to additional three (3) year terms after an absence of one (1) year.
- 2 - At all meetings each voting Director present shall have one vote.
- 3 - A paid employee of the Club may not serve as a Director.
- 4 -All Directors must be at least twenty-five (25) years of age.
- 5 - A quorum of the Board of Directors shall be a majority of Directors. A majority of the quorum present (but in no case less than four (4) Directors) shall be necessary for the adoption of any vote issue.

6 - Any Director may be removed by a majority vote of the members eligible to vote at a meeting duly warned for such purpose. Any Director may be removed by a majority vote of the Directors then in office if such Director has been absent for three consecutive meetings without good reason.

7 - A Director may resign at any time by giving written notice to an Officer. Acceptance of such resignation shall not be necessary to make it effective.

8 - Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors or at the Annual Meeting following the procedures outlined in Article IV.C.

9 - A Director elected to fill a vacancy will complete the balance (unexpired portion) of the term of the vacated director where the unexpired term greater than (2) years will count as a full term; and Directors elected to fill a vacancy where the unused portion of the vacated director is less than one (2) years shall automatically roll into their first full three (3) year period and where the balance of the unexpired term filled will not count toward the tenets noted in Article IV.

10 - Upon a majority vote of Directors, a person may be elected to one term of one year as an Honorary Non-Voting Director.

11 - All Directors shall be members of US Ski and Snowboard. New Directors shall obtain membership before the next renewal of the Club's operating insurance.

12 - No Director shall receive compensation for serving as such.

B. OFFICERS

The officers of the Club shall be a President, Vice President, Secretary and Treasurer. The officers shall be elected by and from the Board of Directors. Each officer shall hold office until the meeting of the Board of Directors next succeeding the annual meeting and until the successor has been elected.

1 - Duties:

The **President** shall preside over all meetings, appoint committee chairpersons, and provide active leadership for the Club.

The **Vice President** shall officiate in the absence of the President and assist in the operations of the Club.

The **Secretary** shall keep records of the Board of Directors' meetings, shall notify the membership of all annual and special meetings, and shall perform such other duties as directed by the Club.

The **Treasurer** shall transact and maintain records of the financial activities of the Club and report same regularly to the Board of Directors.

2 - Vacancies: Any vacancy in any office may be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

C. NOMINATIONS/ELECTIONS

1 - Each year prior to the Annual Meeting a nominating committee of three (3) persons shall be selected by the President with the approval of the Directors. The nominating committee shall recommend individuals to serve as Directors for those terms that are expiring or are vacant

for the ensuing year.

2 - Notice of the slate of nominees shall be warned in the Annual Meeting notice.

3 - Any member may, with at least eight (8) signatures of other members submit to the Secretary of the Board of Directors nominees for consideration by the nominating committee. Such petitions must be received by the Secretary of the Board of Directors no later than January 15 of the year of nomination. At the Annual Meeting, the nominating committee's slate of recommendations shall be voted upon by the voting membership present.

ARTICLE V - MEETINGS

A. BOARD OF DIRECTORS' MEETINGS: Meetings shall occur as needed to conduct the business of the Club.

B. ANNUAL MEETING OF THE MEMBERSHIP: An annual meeting of the membership shall be held prior to June 1 of each year. Written notice shall be provided no less than 30 days prior to the date of the meeting. Written notice will be in the form of e-mail delivery to the e-mail address noted on the current application form. A quorum at the annual meeting shall consist of twenty-five (25) voting members.

C. ELIGIBILITY: Membership eligible to vote is defined as: Active members (Article III) as of the date 30 days prior to the stated annual meeting date.

D. SPECIAL MEETINGS OF THE MEMBERSHIP: Special meetings of the membership may be called at any time by the (1) President; (2) a majority of the Board of Directors or (3) by a written request to the Secretary from thirty per cent (30%) of the membership eligible to vote. In the case of a special meeting called by the Directors, a majority vote of the directors then in office shall be required. In the case of a special meeting called by the members, a written request subscribed to by at least thirty percent (30%) of the membership eligible to vote shall be submitted to the President or the Secretary. Written notice of a special meeting shall be in the form of e-mail delivery to the e-mail address noted on the current application form setting forth the time, place and agenda of the meeting and shall occur no less than 30 days prior to the date. A quorum at a special meeting shall consist of fifteen (15) voting members.

E. ADOPTION OF ISSUES: At any meeting that has a quorum, a majority of the votes cast shall be necessary for the adoption of any issue.

F. PROXIES: There shall be no voting by proxy at any annual or special meetings of the members.

ARTICLE VI – COMMITTEES

There shall be three standing committees. Other committees may serve at the pleasure of the Board. Committee members shall be appointed by the President.

1- Junior Instructional Snowsports Program Committee (JISP).

2 - Program Events Committee; and

3 - Fund Raising Committee.

ARTICLE VII – AMENDMENTS

AMENDMENTS. These By-Laws may be amended by a majority vote of the Directors present and voting at any meeting, if notice describing the proposed amendment has been given in writing with the notice of the meeting.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall run from June 1 to May 31.

ARTICLE IX - DISSOLUTION

In the event a majority of the Club's Directors believe it is in the best interest of the Club to dissolve, a resolution recommending such dissolution shall be submitted to a vote at a meeting of the members entitled to vote thereon. Written notice as provided in the By-laws shall be sent to each such member. A resolution to dissolve the Corporation shall only be adopted if the same receives at least two-thirds of the votes of the members present at the meeting. If a resolution to dissolve is adopted, the Club shall cease to function except that it may continue such affairs as may be necessary to wind up its business as follows:

- 1 - All liabilities and obligations shall be paid or discarded, or adequate provisions shall be made.
- 2 - Assets held by the Corporation upon a condition requiring a return shall be returned.
- 3 - Other assets shall be distributed in accordance with a Plan of Distribution, which plan may be adopted by the Board when in the process of dissolving.

A two-thirds vote of the membership shall be required to sell or mortgage assets of the Corporation not in the regular course of business or to dissolve the Corporation. If the Board of Directors call for the dissolution of the Club and the membership does not approve the dissolution of the Club, all liability of the Board of Directors incurred from the date of the election not to dissolve the Corporation shall be assumed by the membership of the whole as is allowed under applicable Federal and State statutes. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall (be consistent) with the purposed of the organization, be paid over to charitable organizations (under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law). No part of the net assets of the earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

ARTICLE X - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Except as otherwise provided below, the Corporation shall, to the extent legally permissible, and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not adversely affected thereby, indemnify each person who is, or shall have been, a Director or officer of the Corporation, or who serves at its request as a Director or officer of another organization (each

such person being herein called a “Person”), against all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys’ fees and all amounts paid, other than to the Corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be a defendant or with which he or she may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such a Person.

The Corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Any Person who at the request of the Corporation serves another organization in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interests of such other organization shall be deemed not to have acted in such manner with respect to the Corporation. The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved, by (1) a disinterested majority of the Directors or (2) if there are no disinterested Directors, by independent legal counsel representing the Corporation and appointed by a majority of the Directors then in office.

Indemnification may include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this Article 4, the terms “Director” and “officer” include their respective heirs, executors, administrators, and legal representatives, and an “interested” Director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this Article 10 shall not be exclusive of or affect any other rights to which any Director or officer may be entitled under any agreement, statute or otherwise. The Corporation’s obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person. Nothing contained in this Article 10 shall affect any rights to which corporate personnel other than Directors or officers may be entitled by contract or otherwise.