

EAST TENNESSEE MOGUL MASHERS

BYLAWS

MAY 2, 2006

ARTICLE I - NAME

The official name of the organization is East Tennessee Mogul Mashers, Inc. (ETMM).

ARTICLE II - PURPOSE

The purpose of ETMM is to:

- Promote winter recreational sports and activities such as, but not limited to, alpine skiing, Nordic skiing, snow boarding, and racing for Members.
- Promote and coordinate year-round social and recreational activities for Members.
- Promote and coordinate special events for the benefit of Members.
- Do any and all other things permitted by law.

ARTICLE III - OFFICE LOCATION

The principal office of ETMM shall be in the State of Tennessee at the residence of the duly elected President of ETMM, or at a location within the State of Tennessee as approved by the ETMM Board of Directors.

ARTICLE IV - MEMBERSHIP

Section A: Classes of Members

The corporation shall have four classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

1. Single Membership - This is a membership for one adult person (at least 21 years of age). Upon initial payment of the annual dues, the Member shall receive an ETMM membership card and shall be entitled to one vote.
2. Family Membership - This membership shall consist of one or two adults plus all dependent children 23 years of age or less. Upon initial payment of annual dues, family Members shall receive an ETMM membership card for each skiing member of the family. The adults will have the privilege of one vote each.

ARTICLE IV, cont.

3. Honorary Membership - This membership shall be extended to those persons not members of the corporation, whom the President deems worthy, for a period of one year. Membership shall be subject to the approval of a majority of the Board of Directors. No annual dues shall be required. This member is not entitled to a vote.
4. "B" Class Membership - This membership shall be reserved for organizations. "B" class members are entitled to one business card-size ad in each monthly newsletter. Up to four representatives will be able to attend club functions at the club membership rate. One representative from each organization is entitled to a vote.

Section B: Membership

Persons interested in joining the corporation shall do so by submitting a membership application. The release clause on the application must be signed by the applicant and endorsed by a sponsoring active member. Membership dues must be paid in full as directed in Article V. For purposes of these Bylaws, an "active member" or a "member in good standing" shall be a member who has paid annual dues and properly completed an application/renewal form.

Section C: Voting

Each member shall be entitled to a vote, as indicated in Section A, on each matter submitted to a vote of the general membership.

Section D: Suspension or Termination of Membership

The Board of Directors, by the affirmation vote of a majority of all Board members, may suspend or terminate the status of a Member after an opportunity for an appropriate hearing before the membership for any of the following causes, or other causes as the Board may determine:

- Failure to pay dues
- Failure to meet financial obligations
- Misconduct of a Member
- Any other reason applied equally to Members

Section E: Reinstatement of Terminated Membership

Upon a written request signed by a formerly terminated member and filed with the Secretary, the Board of Directors, by the affirmative vote of its majority, may reinstate such former member to membership, upon such terms as the Board may deem appropriate.

ARTICLE IV, cont.

Section F: Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section G: Transfer of Membership

Membership in this corporation is not transferable or assignable.

ARTICLE V - DUES

Section A: Annual Dues

The amount of dues may be changed by any majority vote of the voting members at any duly called general membership meeting or any duly called special membership meeting. Annual dues shall include membership in the Crescent Ski Council, Inc. (Crescent), for all classes of membership.

Section B: Payment of Dues

Dues shall be payable annually on a date as determined by the Board of Directors.

Section C: Default and Termination of Membership

When a member of any class of membership shall default in the payment of dues for a period of two months, that membership will be revoked.

ARTICLE VI - OFFICES AND TERMS OF OFFICE

Section A: Offices

The offices of the corporation shall be: President, Vice-President, Secretary, Treasurer, and three Board Members at Large. The same person may hold no two offices at the same time. The President, Secretary, and Treasurer positions must be filled at all times. In the event one of these positions is vacated, the Board must select a replacement, which must be approved by a majority vote of the general membership.

ARTICLE VI, cont.

Section B: Election and Term

The officers of the corporation shall be nominated annually by the general membership at the March membership meeting. Elections will take place at the April membership meeting. Each officer shall hold office until his/her successor has been duly elected and installed, which shall take place at the May membership meeting. The term of office shall be May 1 - April 30 (ETMM fiscal year).

Section C: Removal of Officers

Any officer or agent elected may be removed by the general membership at any regular or special meeting of said general membership, but such removal shall require a two-thirds majority vote of a quorum of the general membership.

Section D: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, termination of membership, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, and any duly qualified member of the corporation shall be eligible for such vacancy. A majority of the general membership must approve the Board's selection.

Section E: Duties of Officers

1. President - The President shall be the principle executive officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President will be responsible for maintaining the corporation's permanent records, such as corporate charter and meeting minutes. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other investments which the Board of Directors has authorized to be executed, except in cases where the signing and execution of said items has been delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation. In general he/she shall perform all duties instant to the President and other duties as may be prescribed by the Board of Directors from time to time. At the conclusion of the term, the President shall become one of the Board Members at Large for a period of one year.

ARTICLE VI, cont.

2. Vice-President - In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Vice-President automatically becomes President of the next administration without vote. If the president leaves office before the end of his/her administration, the Vice-President will fill the position and normal procedure will follow in order to fill the vacancy of the Vice-President.
3. Treasurer - If required by the Board of Directors, the Treasurer shall give bond for faithful discharge of his/her duties in such surety as the Board of Directors shall determine. The Treasurer will be responsible for assembling all financial reports, including, but not limited to, work with an outside CPA, filing of annual reports with the Board, and completion of any pertinent Federal or State tax forms. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies and dues payable to the corporation from any source whatsoever, and deposit such monies in the name of the corporation at such bank, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X of the bylaws, and in general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
4. Secretary - The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; will give a copy of all minutes to the President for permanent file and see that all notices are duly given in accordance with the provisions of these bylaws or as required by the Constitution or by the law; be custodian of the corporate records and sign all documents as directed by these bylaws or by the Board of Directors; keep a register of the mailing addresses and telephone numbers of each member, which shall be furnished to the Secretary by each member; and, in general, perform all the duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
5. Board Members at Large - The three Board Members at Large are responsible for representing the general membership on the Board of Directors. They are responsible for conveying the needs, wants, and wishes of the general membership to the Board of Directors. Other such duties may be assigned from time to time by the President or by the Board of Directors. The immediate Past President will serve as one of the three Board Members at Large.

Section F: Crescent Representation

The President and Vice-President will serve as the official Crescent representatives for ETMM. If the President or Vice-President cannot attend a Crescent Board of Directors meeting, a member may be chosen in place to represent ETMM.

ARTICLE VII - COMMITTEES

Section A: Directors of Special Events

Directors of special events may be appointed as deemed necessary by the President and the majority of the Board of Directors.

Section B: Standing Committees

The corporation shall have the following standing committees:

1. Membership (recruitment, retention, database)
2. Publicity (newsletter, media)
3. Racing
4. Trips

Section C: Committee Chairpersons

Chairpersons of all standing committees shall be appointed by the president-elect with the approval of the rising Board of Directors, which appointment shall occur between the membership meeting in April and the Board meeting in May. Each standing committee chairperson shall hold office from the time of appointment until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee itself be sooner terminated, or unless such chairperson shall cease to qualify as a member of the corporation, provided, however, that the Board of Directors by a majority vote may remove any standing committee chairperson with or without a hearing.

Section D: Vacancies

Vacancies in the chairpersonship of any standing committee may be filled by appointment made in the same manner as provided herein in the case of the original appointments.

Section E: Members of Committees

The chairperson of any standing committee shall appoint such members to his/her committee as he/she deems necessary for the performance of the duties of said committee.

Section F: Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws, the constitution of this corporation, or with the rules adopted by the Board of Directors.

ARTICLE VIII - MEETINGS

Section A: Annual Meeting

An annual meeting of the general membership shall be held during the regular monthly meeting in April of each year, at such place as shall be determined by the Board of Directors, for the purpose of electing officers and for the transaction of such business as may come before the meeting.

Section B: Other Meetings

The President shall arrange for and may announce to the general membership at least three days in advance, a monthly meeting of the general membership, to be held on the first Tuesday of each month at 7:00 p.m., unless changed by the Board of Directors, at a place designated by the Board of Directors.

Section C: Special Meetings

The President with the approval of any two members of the Board of Directors or 10% of the voting membership may call special meetings in good standing.

Section D: Place of Meetings

The President and the Board of Directors may designate any place for any regular, annual, or special meetings called by the aforementioned. If a majority of the voting members in good standing shall meet at any time and place, either within or without the State of Tennessee, and consent to holding a meeting, such meeting shall be valid without call or notice, and at such, any corporate action may be taken.

Section E: Notice of Meetings

Written or printed notices stating the place, date, and hour of any special meeting of members shall be delivered either personally or by mail or by e-mail to each member entitled to a vote at such meetings, not less than three days, nor more than thirty-one days, before the date of such meeting.

Section F: Quorum

A quorum shall be twenty percent of total ETMM membership. A voting decision will require a two-thirds majority vote of the quorum.

ARTICLE IX - BOARD OF DIRECTORS

Section A: General Powers

The Board of Directors shall manage the affairs of the corporation.

Section B: Number, Tenure, and Qualifications

The Board of Directors shall consist of the elected officers and four standing committee chairs herein named and shall serve for one fiscal year.

Section C: Meetings

Meetings of the Board of Directors may be called at the request of the President or any two Board members. The person or persons authorized to call these meetings may fix the date, the time, and place for such meetings.

Section D: Notices

Notices of meetings of the Board of Directors shall be given at least two days prior to such meetings by written notice delivered either in person, by mail, or by telephone notice.

Section E: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section F: Vacancies

Vacancies on the Board of Directors shall be filled as indicated for the officers of the corporation in Article VI.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section A: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation, and such authority may be general or defined to specific instances.

ARTICLE X, cont.

Section B: Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors, such instruments shall be signed by the Treasurer or by the President of the corporation.

Section C: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation to such checking accounts, savings accounts, or other depositories that the Board of Directors may select.

ARTICLE XI - BYLAW AMENDMENTS

Amendments to these bylaws shall require a two-thirds majority vote of a quorum of members. All such proposed changes must be submitted in writing to the general membership at least three days prior to the meeting.

ARTICLE XII - DISSOLUTION

Upon the dissolution of the East Tennessee Mogul Mashers, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization if then located, exclusively for such purposes.