

Bylaws of Anchorage Ski Club, Inc.

ARTICLE I - Corporate Name

Section 1 - The name of this corporation is Anchorage Ski Club, Inc., and is more commonly referred to as Anchorage Ski Club and as ASC.

ARTICLE II - Purpose of Corporation (Mission Statement)

Section 1 - The purpose for which this corporation exists are: to promote interest and participation in winter sports, particularly skiing, to benefit the mental and physical condition of its members as a result of such interest and participation, to provide and maintain facilities necessary for that sport, and to engage in all other associated activities which will aid in accomplishing these purposes.

ARTICLE III - Guidelines of Membership & Voting Regulations

Section 1 - Members in good standing of this corporation will be those members whose dues are currently paid and who have subscribed to the Bylaws of this corporation. Subscribing to the Bylaws need not be by way of signature on the Bylaws themselves but may be by signature on an instrument separate from but expressly referring to the Bylaws.

Section 2 - A family membership will consist of a husband and wife and the minor children of either of them under the age of 18 years.

Section 3 - Adult members are members 18 years or older and not included in a family membership.

Section 4 - Only members in good standing, 18 years of age and over, will be entitled to vote.

Section 5 - Membership is not transferable or assignable.

Section 6 - Annual membership in the Club runs from October 1 through September 30 of the following year. All annual memberships, whenever purchased, expire September 30.

Section 7 - Each member entitled to vote will be entitled to one vote on each matter submitted to vote of the members, except that any member shall not be entitled to vote on any matter which will directly effect him financially.

Section 8 - Votes may be cast in person or by proxy. Proxy votes may only be cast for candidates for election, or for or against any motion considered by the membership, if the proxy is in writing, signed by the member, dated within the past year, and specifically designates the person for whom it is to be cast or whether it is to be cast for or against a specific motion. Proxy votes which do not specifically provide how they are to be cast may be counted for purposes of quorum, but for no other purpose.

ARTICLE IV - Expulsion of Members, Procedure

Section 1 - Upon being expelled, the membership of the person expelled terminates. An expelled member has no rights and privileges.

Section 2 - Expulsion proceedings against a member can be initiated only by written petition addressed to the Board of Directors. Such petition must be signed by not less than the (10) members entitled to vote.

Section 3 - On receiving such petition, the Board of Directors will call a special meeting for the purpose of hearing said petition. The member to be expelled will be given notice of the time and place of the hearing personally or in writing addressed to him, registered mail, return receipt requested, at his address of record. Said notice must be given not less than ten (10) days prior to the date set for the hearing. The date of postmark on the envelope containing the notice will be the date the notice is given.

Section 4 - At such hearing, the member to be expelled is entitled to appear and be heard. Other than the member to be expelled, the persons to be heard will be determined at the sole discretion of the Board of Directors. The Board of Directors shall be the sole judges of the procedure followed and evidence accepted. If, in the opinion of the Board of Directors, after such hearing, the person to be expelled is determined undesirable as a member of this corporation by a two-thirds of the entire Board of Directors, that fact shall be certified to the membership at the next regular meeting of the membership; and, at such regular meeting, the expulsion of the member to be expelled may be moved. If so moved and seconded and passed by a majority of the voting members present, the member to be expelled will be expelled.

ARTICLE V - Rights of Members in Good Standing

Section 1 - Only members in good standing can enjoy the rights, privileges, and benefits of this corporation.

ARTICLE VI - Requirement of Monthly Board Meetings

Section 1 - Regular monthly Board meetings shall be held from September through June, and at such times and places as the President may designate.

ARTICLE VII - Membership Dues

Section 1 - The dues to be paid annually by the members are in such amounts as hereafter determined by the Board of Directors.

Section 2 - Dues will be for the annual period covered by the membership issued under Article III, Section 6.

Section 3 - Dues will be paid only on an annual basis and will not be pro-rated for the portion of the year, providing, however, that the Board of Directors, in its discretion, may authorize life memberships or memberships on any other basis.

ARTICLE VII - The Board of Directors, 9-15 Members, Appointments, Officers

Section 1 - The governing body of the corporation shall be a Board of Directors consisting of not less than nine (9) or more than fifteen (15) members. Any Director whose membership expires and who does not renew it promptly upon notice shall have his seat on the Board declared vacant. Should any vacancy occur on the Board of Directors, the vacancy shall be filled by appointment by the Board of Directors and the appointee shall serve until the next annual meeting.

Section 2 - The officers of the corporation shall consist of a President, a first Vice President, a second Vice President, a Secretary, a Corresponding Secretary and a Treasurer. Those officers shall be elected by and from the Board of Directors of the corporation. They shall serve terms on one (1) year commencing with the first meeting of the Board of Directors following the annual meeting.

ARTICLE IX - Directorship Election at Annual Meeting in April

Section 1 - The Directors of the corporation shall be elected at an annual meeting, which shall be the regular April meeting of the corporation, and shall be nominated by a nomination committee appointed by the Board of Directors, but any additional nominations for directors may be made by any member of the corporation from the floor at the time of the annual meeting. The Board shall indicate, in the notice of the meeting, its endorsement for a slate of directors. At the annual meeting, there shall be nominated and elected five (5) members to serve on the Board of Directors for a period of three (3) years. In addition, persons shall be nominated and elected to fill the remaining terms of Directors who resigned or whose seats became vacant during the preceding year. All Directors duly elected at the annual meeting shall assume their offices on May 1, without any necessity of formal ceremony.

ARTICLE X - Office Holder Duties & Responsibilities

Section 1 - The President shall preside at all meetings and shall act as Chairman of the Board of Directors. The President shall also sign all deeds or such contracts as may require the seal of the corporation. The President, with the approval of the Board of Directors, shall also have the power to appoint all committees which may be authorized or directed by the members of the organization or the Board of Directors, save and except as for such committee chairmen or members as may be directly elected from time to time by the membership. The President may also call special meetings of the organization of his or her own motion or upon written application presented him or her by at least ten (10) members of the organization.

Section 2 - The First Vice President of the organization shall preside at all meetings and do all acts to be performed by the President in his absence. The Second Vice President shall have the same powers in the absence of the President and First Vice President.

Section 3 - The Treasurer shall be Chairman of the Finance Committee. He shall have charge of the collection of all dues and receipts and of the keeping of all financial records of the corporation. He shall carry out the financial transactions and shall dispense money only on order of the Board of Directors. The Treasurer shall submit to the Board of Directors and to the membership an annual report of all receipts and expenditures. However, the Treasurer's books may be examined by the Board of Directors at its pleasure, or by and individual member of the Club upon a

shoring of good cause made to the Board of Directors. The Treasurer will be governed by such rules and procedures as the Board may prescribe.

Section 4 - The Secretary shall have charge of the records of the corporation and shall keep the minutes of the meetings of the Board and the membership.

Section 5 - The Corresponding Secretary shall keep an accurate list of the membership and shall handle all such correspondence and perform such other duties as may be directed by the proper officers of the organization. The Corresponding Secretary shall also either give or cause to be given notice of such meetings as may from time to time be held.

Section 6 - The Board of Directors shall have charge of the business of the corporation, except that a decision to lease for a period of more than one year, sell, exchange, or otherwise dispose of all or a substantial portion of the assets of the corporation shall be ratified by a two-thirds vote of those present in person or by proxy at any regular or special meeting of the membership. Any such meeting shall be preceded by at least ten (10) days' written notice mailed to all members and specifying the nature of the issue to be voted upon.

Section 7 - The Board of Directors may remove any officer for failure to perform his duties under the Bylaws. The Board shall declare a Director's office vacant if the Director has three (3) unexcused absences during a fiscal year. The Board may, in its discretion, remove a director for repeated non-attendance at its meetings.

ARTICLE XI - Roberts Rules of Order, Exceptions & Requirements

Section 1 - the Rules of Procedure contained in the latest edition of Roberts Rules of Order shall govern at all regular or special meetings of this corporation of either the Directors or the membership save and except that a quorum of ten percent (10%) of those members entitled to vote shall be required to be present in person or by proxy in order to convene any membership meeting in which either Directors or issues are to be voted upon by the membership, and further, that if such rules are in direct conflict with the provisions of the Articles of Incorporation or the Bylaws then in effect, or the laws of the State of Alaska, the Roberts Rules of Order shall not prevail in such areas of conflict.

ARTICLE XII - Strictly Non-Profit Operational Basis

This Club shall be operated on a strictly non-profit basis and no part of the net earnings of the Club shall inure to the benefit of or be distributed to any member. In the event of a dissolution of this corporation, any money or property which may then be held by it shall not be distributed to any member of the organization but shall be delivered and paid over unto such eleemosynary institution as may be determined by the vote of the members, preferably such organization as shall carry on the advancement and development of winter recreation in the Greater Anchorage Area.

ARTICLE XIII - Board's Right to Modify Bylaws

The Board of Directors of this corporation has power and authority to adopt, amend, and repeal these Bylaws as provided by Article XI of the Articles of Incorporation.

Adopted this 31st day of March, 1988 by the Board of Directors.

ANCHORAGE SKI CLUB, INC.

By Sven Hasund, President [original draft and signature on file]