

# **BY-LAWS OF LIBERTY MOUNTAIN RACING TEAM, INC.**

(Revised April 29, 2006)

## **ARTICLE I - PRINCIPAL OFFICE AND RESIDENT AGENT**

### **Section 1. Principal Office and Resident Agent.**

The Liberty Mountain Racing Team, Inc. (hereafter the "Corporation, Team, or LMRT") shall have and maintain a principal office and a resident agent within the State of Maryland, as determined by the Board of Directors.

### **Section 2. Notice of Change of Address or Resident Agent.**

The Corporation shall notify the State of any change of its principal office or its resident agent. To give this notice, the Corporation shall file with the State Department of Assessments and Taxation a certified copy of the resolution of the Board of Directors which authorizes the change. The Corporation also shall notify the State of any change of address of its resident agent. To give this notice, the Corporation shall file with the Department a statement of the change signed by its President or Vice President.

## **ARTICLE II - MEMBERS**

### **Section 1. Admission to Membership.**

Membership shall be granted to all persons who are interested in ski racing. Members shall be admitted upon acceptance of an application and payment of annual membership dues in such amount as is determined annually by the Board of Directors.

The Board of Directors reserves the rights to review the application of all members and, as appropriate either meet with or reject as submitted any application of a prospective member. The Corporation is a private, non-profit organization and the Board of Directors reserves the right to accept or refuse any application for membership.

### **Section 2. Releases.**

No person under the age of eighteen (18) years shall be admitted to membership unless the Corporation receives a release from a parent or guardian of that person. The release shall be in the form determined by the Board of Directors.

### **Section 3. Number of Members.**

The maximum number of members of the Corporation shall be determined by the Board of Directors.

### **Section 4. Voting Rights.**

Voting will be by family. Each family will have two votes no matter how many members of the family are members of the Team. Each mother/father/guardian shall have one vote at any meeting

of the members. In the special case of a member who is a master/senior racer and has no children in the program, he/she will have two votes at a meeting of the members. In any case, a family only gets two votes.

#### **Section 5. Termination of Membership.**

Any member who brings shame or disgrace to the LMRT or its regional, national or international associated entities shall be subject to expulsion. Upon notification of the misconduct of any member, the President shall appoint a committee to review the matter. After proper investigation and an appropriate hearing, the committee shall have the authority to recommend to the Board of Directors that the member be expelled. After appropriate hearing, the Board of Directors shall issue written notice regarding of its findings and recommend action to any member whose conduct is being scrutinized, written notice of the findings of the committee, and written notice of the action taken by the Board of Directors. Parents of members who bring shame, disgrace, or harm to anyone within the corporation or in competition venues in a similar fashion of that of a member, will be reviewed by the Board of Directors. The Board of Directors reserves the rights to impose sanctions or expel any parent within the Corporation for acts of misconduct or unsportsmanship-like conduct, to include revocation of voting privileges and/or membership.

#### **Section 6. Reinstatement.**

Upon written request signed by a former member expelled under the provisions of Section 5 of this Article, the Board of Directors may, by majority vote, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

#### **Section 7. Equal Opportunity.**

No person shall be denied membership in the Corporation on account of race, color, religion, sex, or national origin.

#### **Section 8. Directors as Members.**

The Directors of the Corporation shall constitute members of the Corporation for all purposes described in these By-Laws.

### **ARTICLE III - MEETINGS OF MEMBERS**

#### **Section 1. Annual Meeting.**

An annual meeting of the members shall be held on a day designated by the Board of Directors in April/May of each year. Written notice of the annual meeting shall be mailed or e-mailed to all members. The purpose of the annual meeting shall be to elect directors and officers and to transact such other business as may come before the meeting.

#### **Section 2. Special Meetings.**

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-fourth (1/4) of the members.

#### **Section 3. [Omitted]**

#### **Section 4. Quorum.**

At any meeting of members, the members constituting at least (1/2) of the total number of members of the Corporation shall constitute a quorum

## **Section 5. Manner of Acting.**

Matters voted upon at meetings at which a quorum is present shall be adopted or passed by a majority of the votes cast, unless State law or these By-laws expressly require a greater proportion.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **Section 1. General Powers.**

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all powers of the Corporation, except those conferred on or reserved to the members by the Articles or By-laws of the Corporation.

### **Section 2. Number, Election, and Tenure.**

The Board of Directors shall consist of six (6) elected directors/officers (see Article V) plus the immediate past president for a total of a seven (7) member board. All Board of Directors shall be USSA members. Prior to the annual meeting, the President shall appoint a nominating committee, consisting of the current Board of Directors, to present a slate consisting of one (1) nominee for each of the four (4) elected officers and two (2) director-at-large positions. The nominating committee shall present its slate to the membership at the annual meeting. Additional nominations may be made from the floor at that time. After the close of nominations, each member present at the meeting shall vote for six (6) nominees. The six (6) nominees who receive the largest number of votes cast will be elected as directors and officers of the Corporation. In the case of a tie between two or more nominees, a run-off election between those nominees shall be held. Each director shall hold office until the next annual meeting. All voting will be by secret ballot and no proxy voting will be allowed.

### **Section 3. Meetings.**

Meetings of the Board of Directors may be called by or at the request of the President or any two directors, upon proper notice given to all directors.

### **Section 4. Quorum and Manner of Acting.**

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. Matters voted upon at a meeting at which a quorum is present shall be adopted or passed by a majority of the votes cast.

### **Section 5. Informal Action of the Board.**

The Board of Directors may take action, without holding a meeting, by preparing a unanimous written consent, which sets forth the action to be taken. This consent must be signed by each director and filed with the minutes of the Board.

### **Section 6. Removal.**

Any director may be removed from office with or without cause by a majority vote of the members at any meeting of members, a quorum being present.

### **Section 7. Vacancies.**

A vacancy occurring on the Board of Directors may be filled by a majority vote of the members at any meeting of the members (see Article III) or by a unanimous vote of the remaining members of the Board of Directors. Prior to the Board filling a vacancy, a notice of the vacancy must be

provided by the Board to the general membership. If a membership meeting is not called by the required one quarter of the members within 10 days after being notified of the vacancy or the vacancy is not filled in a general membership meeting with the required quorum that is held within three weeks of the date of the vacancy notice, the Board may fill the vacancy. The person filling the previously vacant Board position shall do so until the next annual meeting of the general membership.

#### **Section 8. No Compensation.**

The Board of Directors shall serve as volunteers and shall not receive any compensation for their services as directors.

#### **Section 9. Limitation on Board Assignments**

Any appointment of an individual by the Board of Directors shall lapse at the time of the next annual meeting of the members (see Article III, section 2.), unless another earlier date is specified for the appointment of the individual to lapse.

### **ARTICLE V - OFFICERS**

#### **Section 1. Officers.**

The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Officers of the Corporation shall serve also as a member of the board of directors. Any two or more offices may be held by the same person, except the offices of President and Vice President.

#### **Section 2. President.**

The President shall have general charge and supervision of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors at which he is present except as otherwise voted by the Board of Directors. The President may delegate various functions of the Corporation as deemed fitting and appropriate. The President shall be responsible for seeing that notices of all meetings of the members and Board of Directors are issued.

#### **Section 3. Vice President.**

The Vice President shall have such duties and powers as designated from time to time by the Board of Directors or by the President and in any case shall be responsible to and shall report to the President. The Vice President shall preside at all meetings of the members and of the Board of Directors in the absence of the President.

#### **Section 4. Secretary.**

The Secretary shall see that minutes of the meetings of the members and Board of Directors are kept.

#### **Section 5. Treasurer.**

The Treasurer shall be in charge of the Corporation's funds and valuable papers and also shall be in charge of its books of account and accounting records and of its procedures, and shall have such other duties as may be designated from time to time by the Board of Directors or by the President. The Treasurer shall be responsible to and shall report to the Board of Directors, but shall be under the supervision of the President. The Treasurer shall keep a membership roster containing the names and addresses of all members.

## **Section 6. [Omitted].**

## **Section 7. Election and Tenure.**

The officers shall be elected annually by the members of the Corporation at the annual meeting of members. Additional nominations may be made from the floor. Officers shall be elected by a majority of votes cast. Each officer shall hold office until the next annual meeting.

## **Section 8. Removal.**

Any officer may be removed at any time by vote of a majority of the entire Board of Directors, or by a vote of a majority of the members at any special meeting of members, a quorum being present.

## **Section 9. Vacancies.**

A vacancy occurring in any office may be filled by a majority vote of the members at any meeting of the members (see Article III) or by a unanimous vote of the remaining members of the Board of Directors. Prior to the Board filling a vacancy, a notice of the vacancy must be provided by the Board to the general membership. If a membership meeting is not called by the required one quarter of the members within 10 days after being notified of the vacancy or the vacancy is not filled in a general membership meeting with the required quorum that is held within three weeks of the date of the vacancy notice, the Board may fill the vacancy. The person filling the previously vacant officer position shall do so until the next annual meeting of the general membership.

## **Section 10. No Compensation.**

The officers shall serve as volunteers and shall not receive any compensation for their services as officers.

## **ARTICLE VI - COMMITTEES**

### **Section 1. Committee Chairmen.**

Committee Chairmen shall be appointed by the President with the approval of the Board of Directors. The appointed Chairmen shall have the authority to choose members of their respective committees.

### **Section 2. Approval of Committee Projects.**

Committee Chairmen shall present each proposed project to the Board of Directors for their approval. Moneys will not be advanced to any Committee Chairman without approval of the Board of Directors unless the Chairman has been allotted funds in the yearly budget.

## **ARTICLE VII - CONTRACTS, DEPOSITS, AND CHECKS**

### **Section 1. Contracts.**

The Board of Directors may authorize any officer or officers to enter into any contract in the name of or on behalf of the Corporation. Such authority may be general or confined to specific matters.

### **Section 2. Deposits.**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

### **Section 3. Checks.**

All checks issued in the name of the Corporation shall be signed by the President or by the Treasurer of the Corporation or their delegate.

### **ARTICLE VIII - BOOKS, MINUTES AND ROSTER**

The Corporation shall keep correct and complete books and records of account, minutes of meetings of members and directors, and a roster giving the names and addresses of members.

### **ARTICLE IX - DUES**

The Board of Directors shall determine the amount of dues and training fees payable annually by members.

### **ARTICLE X - FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

### **ARTICLE XI - AMENDMENTS TO BY-LAWS**

These By-laws may be altered, amended or repealed and new By-laws may be adopted by the members at any annual meeting by a two-thirds (2/3) vote, a quorum being present.

### **ARTICLE XII – DISSOLUTION OF CORPORATION**

The Board of Directors and (2/3) vote of the membership, quorum being present, may dissolve the Corporation. All assets of the Corporation will be sold. All liabilities will be paid with the proceeds of the sale of assets. Any residual funds of the Corporation will be retained by the Board of Directors control for a period of 90 days after date of declaration of dissolution. After the 90-day period has expired, all residual funds will be donated to another non-profit organization at the discretion of the Board of Directors. All material and financial transactions will require mutual and documented consent of the President, Vice President, Secretary, and Treasurer. Final documentation of dissolution of the Corporation and tax returns will be made with the State of Maryland and in accordance with Article I, Sections 1 and 2 of this document.