

**BY LAWS  
OF THE  
LOVELAND SKI CLUB**  
(A Colorado Nonprofit Corporation)  
AMENDED AND RESTATED ON  
February 6, 2023

***ARTICLE I***  
***Mission Statement***

The Loveland Ski Club (LSC) exists to further the sport of competitive skiing and to provide a safe environment for athletes of all abilities. Our primary purpose is to enhance the enjoyment of the sport of skiing and ski racing at all levels, helping athletes become proficient at an activity that is mentally, emotionally and physically demanding. We encourage and honor individual effort, accomplishments, and competition at all levels. We believe that ski racing can introduce and reinforce high individual standards of performance while the skills learned as ski racers can be applied to challenges encountered in life.

***ARTICLE II***  
***Objectives***

The objectives of LSC shall be to:

1. Help develop, maintain, and support the sport of skiing and ski racing with the highest ideals of safety and sportsmanship.
2. Provide training and facilitate competitions for aspiring competitors of all skill levels as defined by relevant governing associations such as, but not limited to the International Ski Federation (FIS), Rocky Mountain Division (RMD) of the US Ski and Snowboard Association (USSS) and International Freeskiers Association (IFSA).
3. Comply with the rules governing ski competition.
4. Encourage each individual Member to enjoy skiing to their fullest potential through a team relationship and environment, increased skiing skills, and knowledge of the sport in general.
5. Cooperate with the management of the Clear Creek Skiing Corporation (CCSC), which owns and operates Loveland Ski Area (LSA).
6. Cooperate with the FIS, RMD, USSS, IFSA and other governing associations, and their affiliated clubs in the conduct of competitive events and training.
7. Develop and maintain a financial position to support the above goals.
8. Operate as a nonprofit, non-stock organization under the laws of the State of Colorado.

***ARTICLE III***  
***Location***

1. Business Offices. The principal office of LSC shall be in the State of Colorado. LSC may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may determine or as the affairs of LSC may require from time to time.

2. Registered Office. LSC shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time, as long as the proper filings are made with the Secretary of State of Colorado.

#### ***ARTICLE IV***

##### ***Members***

1. A Member in good standing is one who is current on LSC payments, dues, and fees.
2. The membership of LSC shall not be limited, except as follows: The number of racers on the competitive team and the development team may be limited by the management of Clear Creek Skiing Corporation or the LSC Board of Directors (Board).
3. The responsibilities and duties of Membership in LSC are:
  - 3.1. Take an active interest in the sport of skiing and in the objectives of the organization.
  - 3.2. Demonstrate a willingness to work in support of the activities of this organization including participating in committee Membership and providing volunteer hours as established by the Board of Directors and defined in the LSC Policies and Procedures.
  - 3.3. Pay fees in a timely manner as addressed in the LSC Policies and Procedures.
4. Any athlete under eighteen (18) years of age shall be required to have one (1) parent or guardian become a Representative Member of this club.
5. Membership voting shall be on a per Member basis for any matter to be decided by the membership. The Representative Member, as set forth in Section 4, shall have one vote for each athlete represented.
6. Voting shall be permitted in person, electronically or by proxy voting, and shall be permitted for any matter to be decided by the membership.
7. Club fees, training fees, and work deposits shall be for the year from September 1 through August 31 of the following year. Non-payment of any fees may result in the loss of membership and training. The fees and payment schedule will be maintained in the LSC Policies and Procedures. Training fees, work deposit and other fees, including consideration of refunds for injury, may be adjusted by a majority vote of the Board.

#### ***ARTICLE V***

##### ***Meetings***

1. **Annual Meeting.** An Annual Meeting of the LSC membership shall be held each year in April or May as selected by the Board. The Annual Meeting shall be held for the purpose of electing Board members, distribution of annual report(s), and any other business that may arise. The annual report(s) shall also be published in the last newsletter of the season. Members of LSC may participate in the Annual Meeting telephonically or by other electronic media provided that such persons participating in such meeting can read or hear each other's communications at the same time.
2. **Special Meetings.** A Special Meeting of the LSC membership may be held upon 10 days notice to the membership if approved by a majority of the Board. Such meetings shall be limited to the matters specified in the notice and may be conducted telephonically or by other electronic media.

**ARTICLE VI**  
**Board of Directors**

1. **The Board.** The Board Members shall constitute the Board of Directors (Board) and individually referred to as Director.
2. **Ski Area Representation.** The Clear Creek Skiing Corporation (CCSC) may, at CCSC's discretion, designate one Director (CCSC Director) to represent CCSC on the LSC Board.
3. **Number of Board Members.** The Board shall consist of not less than three nor more than nine persons, including the CCSC Director, as determined from time to time by resolution of the Board.
4. **Election.** The Members of the Board, except the CCSC Director, shall be elected annually by the Membership at the Annual Meeting.
5. **Term of Board Member.** The regular term ("Term") of a Director serving a full term shall be three (3) years, commencing and terminating, as the respective case of each Director may be, on the date of the Annual Meeting. A Director may be re-elected at the end of that term.
6. **Staggered Terms.** The terms of the Directors shall be staggered such that approximately one third of the Directors are elected at each Annual Meeting.
7. **Duties.** The Board shall perform duties prescribed by these Bylaws and the LSC Policies and Procedures.
8. **Powers of the Board.** The Board shall be the governing body of the LSC with full power and authority to manage, conduct, and control the business and affairs of LSC and shall have the powers and duties necessary for the administration of LSC's affairs, and for the operation and maintenance of any LSC property. Actions taken by the Board shall be considered to be the acts of LSC. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, consistent with these Bylaws, the Articles of Incorporation, and the laws of the State of Colorado.
9. **Empowerment of the Board.** Without limiting the generality of the foregoing, the Board shall be empowered and shall have the duties as follows:
  - Oversee operations as delegated to the Executive and /or Program Director.
  - Develop and implement the strategy, vision and mission of LSC.
  - To borrow funds and to give security therefore in order to pay any expenditure or outlay required pursuant to the authority granted by the provisions of the Articles of Incorporation, these Bylaws, and the Laws of the State of Colorado, executing such instruments evidencing such indebtedness as the Board may deem necessary; and such indebtedness shall be the obligation of LSC.
  - To establish one or more bank accounts for the common treasury and for separate funds which are required or may be deemed advisable by the Board.
  - To keep and maintain, or cause the same to be kept and maintained, detailed, accurate records in chronological order of receipts and expenditures affecting LSC.
  - To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate or otherwise deal in and with real, personal and intangible property of all kinds and all rights or interests therein for any purpose of LSC.
  - To enter into contracts for services and facilities for the benefit of LSC and to do acts that a natural person could do for the benefit of LSC.

10. **Contract Authority.** No contract shall be entered into, and no Member or Officer shall incur any debt on behalf of LSC, except as expressly authorized by the Board. The authority granted may be general or confined to specific instances.
11. **Board Meetings.** Unless otherwise ordered by the Board, regular meetings of the Board shall be held bimonthly, and are open to the Membership. A calendar or meetings will be posted publicly and any changes will likewise be posted publicly. Special meetings of the Board can be called as set forth in Article VI, Section 17.
12. **Location of Meetings.** Meetings of the Board of Directors shall be held at such location as shall, from time to time, be designated by the Board.
13. **Waiver of Notice.** Attendance by a Board Member at any meeting of the Board shall constitute a waiver of notice by him or her of the time and place thereof; unless the Board Member attends the meeting for the express purpose of objecting to the transaction of any business before the meeting, which is not lawfully called or convened.
14. **Action Taken Without Meeting.** The Board shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of a majority of Board Members. Any action so approved shall have the same effect as though taken at a meeting of the Board.
15. **Quorum.** At meetings of the Board, a majority of the Board shall constitute a quorum for the transaction of business; and 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, unless otherwise provided in these Bylaws. In the event that, at a meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. For purposes of these Bylaws, a Director is deemed to be present at a meeting if he or she is physically present at the meeting or attends the meeting by means of a mode of electronic communication which enables the Director participating in such meeting to effectively communicate with the other attending Directors. When the adjourned meeting is subsequently held, any business which might have been transacted at the meeting as originally called may be transacted without further notice.
16. **Proxy Voting.** Proxy voting shall not be permitted for any matter to be decided by the Board.
17. **Special Meetings.** A special meeting of the Board may be called by the President or by three Members of the Board on three days' notice to each Board Member, given personally, by mail, email, telephone, telegraph or facsimile. Except in cases of emergency, a minimum of three days notice shall be given. Such notice shall state the time, place, and purpose of the meeting. Only business defined in the notification can be discussed at a Special meeting. Special meetings may be open to the general Membership at the discretion of the requestor(s).
18. **Vacancy.** Vacancies in the Board, created by an unfulfilled term, shall be filled by a majority of the Board with a minimum of one week notice to the Membership prior to the election. Each person so elected or appointed shall be an Officer or Director until the next Annual Meeting. With the exception of the President, if less than 33% of the term remains the position may remain vacant until the next election.
19. **Removal of Board Member.** Any one or more of the Members of the Board may be removed, with or without cause, by a two-thirds vote of the full Board. Any Member of the Board whose removal has been proposed shall be given an opportunity to be heard at such Board meeting prior to the vote. The vacancy(s) thus created will be filled in accordance with Article VI, Section 18.

20. **Injuries.** The Board shall not be held responsible for injuries incurred while Members or volunteers train, race, or volunteer on the hill.
21. **Indemnification Insurance.** The LSC shall carry Officers and Directors insurance to indemnify the Members of the Board.

## *ARTICLE VII*

### *Officers and Other Board Members*

1. **Designation.** The Officers of the corporation shall be: President, Vice President, Secretary, and Treasurer. Other Members of the Board shall be Members at Large.
2. **Election and Term.** At the first board meeting following the annual meeting of the Membership, the Board of Directors shall elect from the Directors the LSC Officers. The Officers shall serve a term of one year beginning and ending at the first board meeting following the annual meeting each spring. One person may hold concurrently any two offices; provided, however, that the same person shall not hold the offices of President and Secretary or President and Treasurer.
3. **Removal of Officers.** Removal of an Officer of the Board will be done in accordance with Article VI, Section 19.
4. **President.** The President shall be the chief executive officer of the Corporation and is subject to the control of the Board of Directors. The President shall supervise and control the business and affairs of the Corporation in accordance with the Bylaws, LSC Policies and Procedures, and the relevant laws. The President should preside at meetings of the Board in accordance with these Bylaws. The President shall have power to appoint committees from among the members of the Board and/or the LSC membership, from time to time, to assist in the conduct of the affairs of the Corporation. The President may delegate tasks as deemed appropriate to other members of the Board. The President shall enforce these Bylaws and LSC Policies and Procedures, and perform duties legally required by the position and office of President.
5. **Vice President.** In the event that the President is unable to perform their duties for any reason, the Vice President shall have the powers and authority and shall perform functions and duties of the President. The Vice President shall perform duties as defined in the LSC Policies and Procedures or as assigned by the President.
6. **Secretary.** The Secretary shall maintain minutes of the meetings of the Board and minutes of meetings of the Corporation; and they shall perform duties required by the office of Secretary. The Secretary shall perform duties as defined in the LSC Policies and Procedures or as assigned by the President.
7. **Treasurer.** The Treasurer shall have the responsibility for supervising the Corporation's funds. They shall perform the duties required by the office of Treasurer. The Treasurer shall perform duties as defined in the LSC Policies and Procedures or as assigned by the President.
8. **Agreements, Deeds, Checks, Etc.** Agreements, deeds, leases, checks and other instruments of the Corporation, shall be executed by the Treasurer or person as authorized by the Board, in accordance with the LSC Policies and Procedures. Checks drawn on the general operating account shall be signed by at least one person as authorized by the Board. Other accounts may be established with signature policies as determined necessary by the Board.

9. **Committee Responsibility.** Each Member of the Board with the exception of the President shall be responsible for at least one committee, as needed for functioning of LSC, and will present committee reports and goals at the regularly scheduled meetings. In the event of absence from a Board meeting, the report shall be submitted in writing in advance, to an attending Board member.
10. **Resignation.** Any Officer or Director may resign by giving a written notice to the Board.

#### ***ARTICLE VIII***

##### ***Program Director and Staff***

1. **Appointment.** The board of directors may appoint an individual to serve as Program Director for LSC.
2. **Duties.** It shall be the duty of the Program Director to carry out the policies and program of LSC; to make periodic reports of the Corporation's operations to the board of directors; to appoint other members of the staff in positions authorized by the board, to assign their duties, and to direct and supervise their work; and to perform such other duties as may be directed by the board.

#### ***ARTICLE IX***

##### ***Committees***

Committees may be formed from time to time at the request of the Board. Such other committees, standing or special, shall be appointed by the President or the Board of Directors from time to time as deemed necessary to carry on the work of LSC.

#### ***ARTICLE X***

##### ***Parliamentary Authority***

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern LSC in cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order LSC may adopt.

#### ***ARTICLE XI***

##### ***Amendment of Bylaws and Articles of Incorporation***

These Bylaws and the Articles of Incorporation can be amended at a general or special meeting of the LSC by a two-thirds vote of the current membership present, provided that the amendment has been submitted in writing (or electronically) to the general membership at least two weeks in advance.

#### ***ARTICLE XII***

##### ***Amendment of LSC Policies and Procedures***

The LSC Policies and Procedures will be reviewed from time to time and can be amended by the Board at a general or special meeting by a simple majority, provided that the changes have been submitted in writing to the Board in advance of the meeting.

#### ***ARTICLE XIII***

##### ***Dissolution***

No distribution of the property of this corporation shall be made until debts are fully paid, and then only upon complete dissolution. Upon such dissolution, the balance of the assets of LSC shall be distributed under the direction of the Board of Directors to such tax exempt

educational and charitable organizations, funds or foundations, organized and operated as such within the meaning of Section 501 (c) (3) of the IRS Code, as shall in the opinion of the Board best benefit the general purposes for which this corporation was organized and not otherwise.

**Article XIV**  
**NONPROFIT CORPORATION**

This Corporation is a nonprofit corporation organized under Colorado law. No Director or Officer shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof; and in no event shall part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of, any member of the Board or Officer of the corporation; provided, however, (a) that reasonable compensation may be paid to any Director or Officer while acting as an agent or employee of the Corporation for services rendered in effectuating the purposes of the Corporation; and (b) that any Director or Officer may, from time to time, be reimbursed for actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

**Article XV**  
**INDEMNIFICATION**

The Corporation shall indemnify Directors and Officers of the Corporation to the maximum extent permitted pursuant to Article 129 of Title 7, Colorado Revised Statutes, as amended from time to time.

**Article XVI**  
**NON-DISCRIMINATION**

LSC is committed to encouraging and making diversity, equity, and inclusion integral aspects of all membership services it delivers. When applied together, diversity, equity, and inclusion create meaningful representation and involvement of persons with varied backgrounds, experiences, identities, and abilities in every aspect of LSC, each with the opportunity to make robust contributions to the organization without discriminatory barriers. LSC recognizes that diversity is an evolving and often fluid concept, which sometimes is difficult to entirely define. Promotion of the concept of diversity in all its forms - including but not limited to age, gender, religion, race, culture, national origin, ethnicity, sexual orientation, gender identity, disability, veteran status, socioeconomic status, and geographical location - furthers LSC's mission.

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THESE BYLAWS WERE APPROVED AS AMENDED ON MARCH 9, 1982.  
THEY BECAME EFFECTIVE AT THE GENERAL MEETING (MAY 6, 1982).  
THESE BYLAWS WERE APPROVED ON APRIL 30, 1987.  
THESE BYLAWS WERE APPROVED ON APRIL 28, 1989.  
THESE BYLAWS WERE APPROVED ON OCTOBER 25, 1994.  
THESE BYLAWS WERE APPROVED ON August 15, 2003.  
THESE BYLAWS WERE APPROVED ON April 30, 2006  
THESE BYLAWS WERE APPROVED ON August 17, 2010  
THESE BYLAWS WERE APPROVED ON February 6, 2023