

**Proposed Revisions to Buffalo Ski Club, Inc. By-Laws**  
2015

Current	Proposed	Reason
<p><b>ARTICLE II</b> <b>Section 3 - Membership Definition</b> Membership shall be one of the following:</p> <p>A. Individual</p> <p>B. Family - consisting of husband and/or wife and children less than 21 years of age, unless continuing education as a full time registrant in college or university and a member of the same family unit, up to an age limit of 25 years.</p> <p>C. Honorary - elected by unanimous vote of the Board of Directors, covered by a detailed written agreement.</p> <p>D. Inactive – Members who have paid full Initiation Fees are members for life. Members who are no longer participating as Individual, Family, Honorary, Social, or Limited members shall automatically revert to Inactive Member status.</p> <p>E. Social – Inactive Members who wish to participate in the Social Club, but are no longer actively participating in skiing may pay an annual Dues for the Social Club privileges.</p> <p>F. Limited – consisting of any other Class of Membership approved by the Board of Directors with limits on duration, voting, or ownership privileges.</p>	<p><b>ARTICLE II</b> <b>Section 3 - Membership Definition</b> Membership shall be one of the following:</p> <p>A. Individual</p> <p>B. Family - consisting of husband and/or wife and <u>resident</u> children less than <del>21</del> <u>25</u> years of age, <del>unless continuing education as a full time registrant in college or university and a member of the same family unit, up to an age limit of 25 years.</del></p> <p>C. Honorary - elected by unanimous vote of the Board of Directors, covered by a detailed written agreement.</p> <p>D. Inactive – Members who have paid full Initiation Fees are members for life. Members who are no longer participating as Individual, Family, Honorary, Social, or Limited members shall automatically revert to Inactive Member status.</p> <p><del>E. Social – Inactive Members who wish to participate in the Social Club, but are no longer actively participating in skiing may pay an annual Dues for the Social Club privileges.</del></p> <p>F. Limited – consisting of any other Class of Membership approved by the Board of Directors with limits on duration, voting, or ownership privileges.</p>	<p>Simplify language for children who reside with the family and to be consistent with current policy used by BSC LLC for lift tickets.</p> <p>Eliminate Membership type that has never been used.</p>

<p><b>ARTICLE III - FEES</b></p> <p><b>Section 2 – Social Membership Dues</b>  Dues for the Social Membership may be established at the discretion of the Board of Directors.</p>	<p><b><u>Delete Article III Section 2 entirely if Social Membership Definition is eliminated.</u></b></p>	<p>This section is not needed if Social is eliminated.</p>
<p><b>Section 4 – Assessments</b>  At its discretion, the Board of Directors may assess each membership, an amount equal to an equal share of the cost for major Capital Improvements (such as additional real estate purchases or sales, major building expansions, additional major equipment purchases such as chair lifts or new grooming machines, or other unplanned capital costs over \$100,000). Such assessments shall require Membership approval (simple majority).</p>	<p><b>Section 4 – Assessments</b>  At its discretion, the Board of Directors may assess each membership, an amount equal to an equal share of the cost for major Capital Improvements <b><u>up to \$100,000.</u></b> <del>(such as additional real estate purchases or sales, major building expansions, additional major equipment purchases such as chair lifts or new grooming machines, or other unplanned capital costs over \$100,000).</del> Such assessments <b><u>over \$100,000</u></b> shall require Membership approval (simple majority).</p>	<p>Corrected language to provide clear threshold for Board of Directors action without Membership approval. Intent of previous By-Law amendments was to establish the \$100,000 threshold and allow the Board of Directors to approve purchase of equipment or repairs under that limit. Major capital improvements require Membership approval.</p>

<p><b>ARTICLE IV</b>  <b>Section 4 – Secretary</b>  The Secretary shall be present at all regular meeting and shall keep the minutes of such as may be designated by the Board of Directors. The Secretary shall be responsible for all official correspondence for the Club, and shall be responsible for filing copies of all official correspondence. The Secretary shall be responsible for issuing all official meeting notices required by these By-Laws. The Club Business Manager may assist the Secretary in the performance of these duties.</p>	<p><b>ARTICLE IV</b>  <b>Section 4 – Secretary</b>  The Secretary shall be present at all regular meeting and shall keep the minutes of such as may be designated by the Board of Directors. The Secretary shall be responsible for all official correspondence for the Club, and shall be responsible for filing copies of all official correspondence. The Secretary shall be responsible for issuing all official meeting notices required by these By-Laws. The Club Business Manager may assist the Secretary in the performance of these duties. <u><i>The Secretary can be selected from the general membership or Board of Directors.</i></u></p>	<p>Sentence added to clarify position can be member or Director.</p>
<p><b>Section 5 - Treasurer</b>  The Treasurer is responsible for the oversight of the Club's finances, inclusive of debt and deposits of the Club, and the financial oversight of entities that may be engaged by the Club to administer operations. The Treasurer may keep accounts of all receipts of new member initiations, and in concert with the Club’s Business Manager maintain the roster of active (voting) members and may assist the Business Manager in the preparation of monthly financial statements. The Treasurer shall be ex officio Chairperson of the Finance Committee. The Treasurer may annually nominate to the Board of Directors an outside Certified Public</p>	<p><b>Section 5 - Treasurer</b>  The Treasurer is responsible for the oversight of the Club's finances, inclusive of debt and deposits of the Club, and the financial oversight of entities that may be engaged by the Club to administer operations. The Treasurer may keep accounts of all receipts of new member initiations, and in concert with the Club’s Business Manager maintain the roster of active (voting) members and may assist the Business Manager in the preparation of monthly financial statements. The Treasurer shall be ex officio Chairperson of the Finance Committee. The Treasurer may annually nominate to the Board of Directors an outside Certified Public Accountant, such nomination to be confirmed by the Board of</p>	<p>Sentence added to clarify position can be member or Director.</p>

<p>Accountant, such nomination to be confirmed by the Board of Directors. The CPA will be accountable to the Board of Directors.</p>	<p>Directors. The CPA will be accountable to the Board of Directors. <u><i>The Treasurer can be selected from the general membership or Board of Directors.</i></u></p>	
<p><b>Section 6 - Board of Directors</b>  The Board of Directors shall be the governing body of the organization. The Board will represent the Member/Owners of the Corporation and will provide fiscal control over the Club’s assets. The Board of Directors shall consist of seven members.</p> <p>The Board of Directors may authorize the Committee Chairpersons, to hire full time, or part time employees, or independent contractors or vendors, to perform portions of the work and services of the Club, subject to the budgets approved by the Board of Directors for said committees. Such employment shall be subject to the published policies as set forth by the Board of Directors.</p> <p>The Board of Directors may lease the Club’s property and equipment to a Limited Liability Company (LLC) to operate as a ski area for the benefit of the Members and open to the general public. The LLC shall set season’s lift pass rates consistent with covering the cost of safe</p>	<p><b>Section 6 - Board of Directors</b>  The Board of Directors shall be the governing body of the organization. The Board will represent the Member/Owners of the Corporation and will provide fiscal control over the Club’s assets. The Board of Directors shall consist of <u><i>at least three and no more than</i></u> seven members. <u><i>Directors shall be elected each year with a minimum of one and a maximum of three to ensure rotation of new Directors annually.</i></u></p> <p>The Board of Directors may authorize the Committee Chairpersons, to hire full time, or part time employees, or independent contractors or vendors, to perform portions of the work and services of the Club, subject to the budgets approved by the Board of Directors for said committees. Such employment shall be subject to the published policies as set forth by the Board of Directors.</p> <p>The Board of Directors may lease the Club’s property and equipment to a <del>Limited Liability</del> <u><i>an Operating</i></u> Company (<del>LLC</del>) to operate as a ski area for the benefit of the Members and open to the</p>	<p>Change allows flexibility for number on the Board and to ensure new Directors are elected each year to allow continuity. This will prevent all directors being elected in one year.</p> <p>Clarification of language. LLC is a specific type of legal corporation. The intent is to have a separate company operate the club to</p>

<p>operation, and shall be sufficient to pay the lease fees without profit.</p> <p>The Board of Directors may also choose to allow another (or the same) LLC to provide Instruction in skiing and snowboarding skills and safe winter sportsmanship on the Club’s property for the benefit for the Members. This LLC shall set rates to cover all expenses and to pay a “User’s Fee” to the Club for the use of the Club’s property without profit to this LLC.</p> <p>A Director shall automatically be eliminated from the Board by his or her absence from 3 consecutive meetings unless special action is taken by the Board to maintain the absent Director's membership on the Board.</p> <p>In the event of a tie vote in the Board meetings, the President's vote shall be the tiebreaker.</p> <p>Any Director may resign at any time by giving written notice to the President . Such resignation shall take effect at the time specified therein and acceptance of such resignation shall not be necessary to make it effective.</p> <p>The Board of Directors shall, at each annual meeting, present the report required by Section 46 of the Membership Corporation Law.</p>	<p>general public. The <del>LLC</del> <b><u>Operating Company</u></b> shall set season’s lift pass rates consistent with covering the cost of safe operation, and shall be sufficient to pay the lease fees without profit.</p> <p>The Board of Directors may also choose to allow another (or the same) <del>LLC</del> <b><u>Operating Company</u></b> to provide Instruction in skiing and snowboarding skills and safe winter sportsmanship on the Club’s property for the benefit for the Members. This <del>LLC</del> <b><u>Operating Company</u></b> shall set rates to cover all expenses and to pay a “User’s Fee” to the Club for the use of the Club’s property without profit to this <del>LLC</del> <b><u>Operating Company</u></b>.</p> <p>A Director shall automatically be eliminated from the Board by his or her absence from 3 consecutive meetings unless special action is taken by the Board to maintain the absent Director's membership on the Board.</p> <p>In the event of a tie vote in the Board meetings, the President's vote shall be the tiebreaker.</p> <p>Any Director may resign at any time by giving written notice to the President . Such resignation shall take effect at the time specified therein and acceptance of such resignation shall not be necessary to make it effective.</p>	<p>limit liability to the membership. The separate company does not need to be an LLC specifically.</p>
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	<del>The Board of Directors shall, at each annual meeting, present the report required by Section 46 of the Membership Corporation Law.</del>	Deleted because this referenced requirement no longer exists. Annual reporting will be defined in BSC Policies.
<p><b>Section 7 - Term of Office</b></p> <p>The President shall serve normally for one year and may succeed for one more year, after which the President shall be ineligible for re- election to the office until one year elapses. A Director shall serve normally for three years after which there is one year of ineligibility. A Director shall be eligible for re-election as a Director serving as an Officer or as an Officer finishing the term of office.</p>	<p><b>Section 7 - Term of Office</b></p> <p>The President shall serve normally for one year and may succeed for one more year, after which the President shall be ineligible for re- election to the office until one year elapses. A Director shall serve normally for three years <del>after which there is one year of ineligibility.</del> <b><u>, not counting any service filling a vacancy pursuant to section 8 of this Article, and after such three years of service there is one year of ineligibility.</u></b> A Director shall be eligible for re-election as a Director serving as an Officer or as an Officer finishing the term of office.</p>	Clarification.
<p><b>Section 8 - Vacancies</b></p> <p>If the office of any Director becomes vacant for any reason, the Directors remaining in office by a majority vote may choose a successor who shall hold office for the unexpired term.</p>	<p><b>Section 8 - Vacancies</b></p> <p>If the office of any Director <b><u>or Officer</u></b> becomes vacant for any reason, the Directors remaining in office by a majority vote may choose a successor who shall hold office for the unexpired term.</p>	Clarification providing provision for Board to elect a replacement officer during mid-term.

<p><b>ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS</b></p> <p><b>Section 1 - Time</b>  At the Annual Meeting Members shall fill such vacancies on the Board of Directors for the coming year as will result from the expiration of the term of any Director. The Board of Directors shall then elect the President and Vice President from its own ranks, and a Secretary and Treasurer from the membership or from the Board of Directors.</p>	<p><b>ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS</b></p> <p><b>Section 1 - Time</b>  At the Annual Meeting Members shall <del>fill such vacancies on the Board of Directors for the coming year as will result from the expiration of the term of any Director.</del> <b><u>elect such number of Members of the Board of Directors as shall be required to fill any positions as are expiring or will otherwise be vacant at the end of the Club's year.</u></b> The Board of Directors shall then elect the President and Vice President from its own ranks, and a Secretary and Treasurer from the membership or from the Board of Directors.</p>	<p>Allows election of Directors to fill vacancies occurring during active terms, plus vacancies from term expirations of Directors.</p>
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