

BYLAWS

OF

SAN DIEGO SKI CLUB

a California Nonprofit Mutual Benefit Corporation

(Revised - October 1984)

ARTICLE 1. NAME

1.1 Name. This organization shall be known as the San Diego Ski Club.

ARTICLE 2. PURPOSE

2.1 Purpose. The purpose of this organization shall be the encouragement of the sport of skiing, and the promotion of good fellowship among skiers and their families.

ARTICLE 3. OFFICES

3.1 Principal Office. The principal office of the club is located in the County of San Diego, California at the residence address of the presiding President of the club.

3.2 Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the club from one location to another in the County of San Diego, California. Any such change shall be noted by the Secretary in the minutes of the Board of Directors.

ARTICLE 4. MEMBERSHIP

4.1 Qualifications. Membership in this club shall be open to persons, 12 years or older, who have an interest in skiing and who shall make application to the club for membership.

4.2 Initiation Procedure. Application for membership shall be made to the membership chairperson in writing, Acceptance of payment of the initiation fee and annual dues indicates acceptance of membership. The term of membership shall be annual and shall coincide with the club's fiscal year.

4.3 Classes. There shall be five classes of membership, with voting privileges as defined. However, no person shall be entitled to membership privileges unless the person's dues are current.

4.3.1 Junior: A Junior Member must be between the ages of 12 and 17, inclusive. A junior member has no voting privileges.

4.3.2 Single: A Single Member must be 18 years of age or older. A Single Member has the privilege of one vote.

4.3.3 Family: A Family Membership includes one or two parents and dependent children under the age of 23. A Family Membership has the privilege of one vote.

4.3.4 Associate: An Associate Member is a person or business organization who desires association with this club but

has no rights or privileges as a member. An Associate Member has no vote.

4.3.5 Honorary: An Honorary Member is a lifetime member, exempt from dues and with full privileges of membership, including the right to one vote. To qualify for an Honorary Membership a person must have shown outstanding service to the club over an extended period of time. A candidate for Honorary Membership must be nominated by a board member and must be unanimously approved, by secret ballot, by the Board of Directors.

4.4 Membership Roster. The club shall keep in written form a membership roster containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the residence office of the membership chairperson.

4.5 Certificate of Membership. The club shall not issue membership certificates; however, the club reserves the right to issue identity cards or similar devices to members which serve to identify members of the club.

4.6 Initiation Fee. An initiation fee may be charged to new members and past members whose membership has lapsed.

4.7 Annual Dues. The annual dues shall be set by the Board of Directors and shall be due and payable on July 1st of each year for the following fiscal year of the club. Other than payment of annual dues and chalet usage fees as set by the Board of Directors, memberships shall be non-assessable.

4.8 Delinquent Membership. Members whose dues are not paid by December 1 Of current fiscal year. shall be considered delinquent and their membership shall automatically terminate.

4.9 Nonliability of Members. A member of the club shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the club.

4.10 Effect of Termination. All rights of a member in the club and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, arising from contract or otherwise.

-2-

ARTICLE 5. MEETINGS OF MEMBERS

5.1 Place. Meetings of members shall be held at such location within the County of San Diego, State of California as may be designated from time to time by resolution of the Board of

Directors.

5.2 Regular Meetings. Regular meetings of members shall be held monthly during the months of October through May, inclusive.

5.3 quorum. A quorum for a general meeting shall consist of fifteen members and two elective officers, President or Vice President, and Secretary or Chief Financial Officer.

ARTICLE 6. BOARD OF DIRECTORS

6.1 Number and Qualifications. There shall be a Board of Directors consisting of seven (7) members, five (5) of whom shall be the President, Vice President, Secretary, Chief Financial Officer, and the Immediate Past-President of the club, and two non-officer directors, who shall have all power and authority over the affairs of the club, provided that no action of the Board of Directors shall conflict with the purposes and policies of the club as a non-profit mutual benefit club. The Board of Directors shall fill all vacancies in office occurring between elections, including that of President.

6.2 Terms of Office. Each Director shall hold office until the next annual meeting of members as prescribed in these Bylaws or until such Director's successor is elected and qualifies under these Bylaws.

6.3 Standing Committees and Their Duties. Following the election of officers and directors, the Board of Directors shall determine such Standing Committees as are deemed necessary to carry on the work of the club, and appoint a Chairperson to head each Standing Committee. Each Chairperson of a Standing Committee may appoint the members of his or her committee, who shall report monthly to the Board of Directors on the activities of the committee.

6.4 Time and Place of Meetings. Regular meetings of the Board of Directors shall be held once a month at a time, date and place designated at the prior board meeting.

6.5 quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

6.6 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

ARTICLE 7. OFFICERS

7.1 Officers. The officers of this club, whose duties are described herein, shall be: President, Vice President, Secretary - and Chief Financial Officer.

7.2 President. The President shall preside at all meetings; serve as Chairperson of the Board of Directors; appoint annually the Chairpersons of standing committees, subject to ratification by the Board of Directors; act as ex-officio member of all committees, except the Nominating Committee; call a meeting of the Board of Directors at any time deemed necessary or requested by three (3) Directors and must call a meeting of the entire membership upon written request of a quorum.

7.3 Vice President. In the absence of the President, it shall be the duty of the Vice-President to assume his official duties of President, and, at other times to perform such duties as may be requested by President.

7.4 Secretary. It shall be the duty of the Secretary to keep an accurate record of the proceedings of each meeting of the Board and the membership; read all communications; file all letters and keep a roster of the members, including address and telephone number, and date of joining, with the assistance of the membership chairperson; perform such other duties as may be requested by the President, and transfer all books and properties belonging to the club to his or her successor in office.

7.5 Chief Financial Officer. The Chief Financial Officer shall receive all moneys, giving a receipt therefore; deposit same in the name of the club in a bank approved by the Board of Directors; pay all bills ordered at any regular meeting; keep an itemized account of receipts and disbursements; render a monthly report on the club's financial affairs, and an annual report as soon as practical after the close of the club's fiscal year; and turn over all books and records belonging to the club to his or her successor in office.

ARTICLE 8. NOMINATION AND ELECTION OF OFFICERS

8.1 Nomination Committee. At a regular meeting of the Board of Directors, at least one month previous to the annual meeting of members, a Nominating Committee shall be appointed by the President. This Committee shall consist of at least three persons, one of whom must be a member of the Board of Directors.

8.2 Duties. The Nominating Committee shall prepare an election ballot nominating one person for each elective office. The Nominating Committee's nominations shall be sent out with the notice of the annual meeting.

8.3 Nominations. The nominations of the Nominating Committee shall be read at the annual meeting, at which time nominations must be called for from the floor. Any member may be nominated, provided said candidate has given consent to such nomination.

-4-

8.4 Election. The election of officers and directors shall take place at the annual meeting. Election may be by ballot and majority vote shall elect. A single candidate for office may be elected by unanimous vote.

ARTICLE 9. AMENDMENTS

9.1 Procedure. These Bylaws may be amended by a two-thirds vote of those present and voting at any regular membership meeting, provided the amendment has been approved by the Board of Directors and presented and read at the preceding regular meeting of the membership; or at a special meeting called for the purpose, notice of such intention with a copy of the proposed amendments having been sent to each member by first class mail, postage prepaid, at least ten (10) days in advance of said special meeting; or by unanimous vote at any regular meeting of the membership.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising of five (5) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the members thereof held on October 11, 1984.

Dated:

Secretary