

UP THE CREEK SKI & RECREATION CLUB BYLAWS

These are the official Bylaws of the Up The Creek Ski & Recreation Club, a Colorado not-for-profit corporation (the *Club*), based in Denver, Colorado:

ARTICLE I: MEMBERSHIP

Section 1.1. Minimum Age:

Applicants for Club membership must be at least 21 years of age.

Section 1.2. Membership Applications:

In applying for Club membership, each applicant for Club membership must agree not to hold the Club liable for injury, loss, or damages during or resulting from Club functions or from the use of its property or equipment. A *Waiver of Liability* must be included in the membership application. The appropriate dues and Club applicant's signature must accompany applications for membership.

Section 1.3. Suspension or Expulsion of Members:

If any member shall, during or at a Club function, in the opinion of a majority of the Board of Directors of the Club (the *Board*), exhibit conduct injurious to the good order, peace, or interests of the Club, or at variance with the Club Bylaws, the Board shall inform the member thereof in writing, furnishing the member with a copy of such charges, and give the member (10) days notice to reply to the Board in answer to the charges. Upon inquiry and hearing, the Board may, by majority vote, censure, suspend, or expel the member from the Club. No refund of Club dues will be paid to any member expelled from the Club.

Section 1.4. Membership Term, Campaigns, Size:

The membership year will be for one year commencing from the date of application. A maximum number of members may be established by the Board to insure that the Club facilities and activities shall not be overburdened or overcrowded.

Section 1.5. Club Trips:

All Club trips and activities will be filled on a *first come, first served* basis. All participants in Club activities or trips must sign a *Waiver of Liability*. Non-members may be subject to a non-membership surcharge. The Board will set trip activity fees and charges.

Section 1.6. No Club Loans:

The Club may not make any personal loans to any Club member, officer or Board Member under any circumstances.

Section 1.7. Membership Non-Transferable:

Membership in the Club cannot be sold or transferred.

ARTICLE II: BOARD MEMBERS AND PRIMARY DUTIES

Section 2.1. All Board Members:

Responsibility for transacting Club business is vested in the Club's Board of Directors. The Board shall consist of the officers, as enumerated in this Article (the *Board Members*). Officers and Board Members are expected to cooperate in the following:

- Help plan, organize & assist at the four annual parties: Superbowl Party, Halloween Party, Summer Bash & Summer Wake. One Board Member must remain at the membership table throughout these meetings. Establish a schedule so that each Board Member takes equal turns staffing the membership table. Recruit other Club Members to assist the Board Members at the membership table, with cooking duties, and with the set-up and clean up.
- Help plan, organize & assist at any membership drives and the Summer and Winter Kickoff Meetings. One Board Member must remain at the membership table throughout these meetings. Establish a schedule so that each Board Member takes turns staffing the membership table. Board Members will work as a team to obtain a variety of donations for give-away prizes. Recruit other Club Members to assist the Board Members with obtaining donations and to assist at the membership table and other duties.
- Only elected Board Members, Board approved Trip Leaders or Board approved volunteers can handle the exchange of money, checks, and credit card transactions for approved Club functions.
- Only elected Board Members manage the confidential information provided by members. Only Board Members will have access to the confidential membership database. The membership database is not to be used for solicitation by any Board or Club Member. Individual Board or Club Members may not use the membership database for any monetary or personal gain.
- To increase efficiency and teamwork, all Board Members must communicate their activities and suggestions with each other at Board Meetings, Membership Meetings, via telephone, and e-mail.
- The Board Meetings are generally held on the first Tuesday of each month. The General Membership Meetings are held the second and fourth Tuesday of every month and begin at 7:30 pm. Attendance and assistance at these meetings are very important for the consistent management of the Club. Board Members are required to attend at least 84% (10 out of 12) of Board meetings and 84% (20 out of 24) of Membership Meetings.
- Every Board Member is to assist other Board Members with projects and duties as the need arises.

- All Board Members will submit to the Newsletter Editor articles and flyers, by email or on computer disc, before the deadline established by the Editor.
- All Board Members will abide by and support the Club's bylaws and procedures.
- With the assistance of other Board Members, departing Board Members will recruit and train their replacements.
- All Board Members must honor Board decisions.
- No Board Member has the power to veto any decisions of the Board.
- If it becomes necessary to obtain a Board vote outside the scheduled Board meetings, any Board member may contact the other Board members to obtain such vote, provided that 2/3 of all Board Members are required to pass any such proposal. Contact may be by mail, phone, or in person, but the result of any such 2/3 vote shall be evidenced in writing prior to or at the next regular meeting of the Board.
- All Board Members are responsible for recruiting new Board Members.
- All Board Members must meet each of the respective duties for their office, as stated below. There may be times when a Board Member is unable to fulfill a duty. In this case, the Board Member must solicit help from other Board Members or the general membership of the Club, as needed.

Section 2.2. President:

The President of the Club shall have the following functions, duties and responsibilities:

- Oversee, advise and help facilitate the orderly operation of the UTC Club and Board.
- Prepare agenda and preside over general Membership meetings.
- Prepare agenda and preside over Board meetings.
- Schedule Board meetings.
- Abide, support and enforce these Bylaws and Club procedures, as needed.
- Review treasury reports to insure positive cash flow and that appropriate checks and balances are implemented into Club financial matters.
- Review trip costs as a check of financial viability.
- Serve as a focal point for public relations with the Club's meeting place, the Club's beer sponsor, any other sponsors and the general public.
- Generally oversee Club activities and functions.
- Develop teamwork, communication, and cohesion among Board Members.
- Keep copies of Bylaws and procedures for all meetings.
- Prepare election ballots for each election.

Section 2.3. Vice President:

The Vice President of the Club shall have the following functions, duties and responsibilities:

- Provide backup for duties of the President if she or he cannot fulfill those duties.
- Perform and assist the President with any duties or functions delegated by the President.
- Be the primary Club liaison with the UTC Ski Team and provide assistance in any administrative capacity to the Captain of the Ski Team
- Arrange Club Happy Hour or TGIF locations, determine suitability, and telephone at least 48 hours prior to each TGIF to remind them of our TGIF.
- Oversee the UTC Hotline. Update the introduction and Happy Hour information on the UTC Hotline. Check the Hotline messages bi-weekly for non-membership messages and route the messages to the appropriate Board Members for follow-up.
- Coordinate with the Membership Chairpersons the planning, organization and assistance for any Membership Happy Hour.
- Oversee and coordinate activities of all leaders of UTC team sport activities.
- Assume the office of President if that office is vacated.
- Act as the primary coordinator for the Summer Wake, Summer Bash, Superbowl Party, and Halloween Party. Solicit and assign help to other Board Members as needed.

Section 2.4. Secretary:

The Secretary of the Club shall have the following functions, duties and responsibilities:

- Maintain a current record of names, addresses, and telephone numbers of current Board Members.
- Order Board Member's engraved nametags.
- Record the official Minutes of the Board of directors meetings (the *Minutes*) and distribute copies of the Minutes at the following Board Meeting. Ideally, Minutes should be distributed to Board Members within one week after each meeting, so absent Board Members can determine what happened and what was voted on. This could prevent a Board Member from overriding a previous decision.
- Maintain a list of action items at Board meetings. Distribute the action list to appropriate Board Members within one week after each meeting
- Assist Board Members and Trip Leaders with the development of flyers for Club activities as need arises.

- Maintain current meeting location information in local newspapers.
- Advise other publications, including ski club newsletters, of the current Club address and name of the President.
- Revise or maintain working forms and promotional material as needed. Consider deposit dates and cancellation policies of suppliers.
- Continually update the Club Procedures and Bylaws to reflect changes approved by the Board.
- Pickup and deliver Club mail to Board Meetings.
- Maintain the inventory of Club property and list of supplies in the Club locker. Replace, on an annual basis, the lock to the Club locker.

Section 2.5. Communication Chairpersons:

The Communication Chairpersons of the Club include the Newsletter Editor(s) and the Web Site Coordinator. They shall have the following respective joint and individual functions, duties and responsibilities:

- These positions should be fairly equal in workload. It is up to both chairs to work out a fair and equitable breakdown.
- Solicit sponsors and track money and donations and obtain necessary logos and graphics for the Newsletter and Web site.
- Accept advertisements submitted by current Members only with proof of payment to the Club Treasurer. Maintain system to track dates when paid advertisements will expire. Contact advertisers at time of renewal.

Section 2.5.A. Newsletter Editor:

The Newsletter Editor position may consist of two people, but together they will have one vote on Board matters. The Newsletter Editor(s) shall have the following functions, duties and responsibilities:

- Collect articles, trip recaps and announcements from Club and Board Members by the established due date. Design newsletter layout. Design and compose calendars for the Club's newsletter. Share relevant information with the Webmaster.
- Check for any inappropriate submissions and present these to the President for approval.
- Newsletter is printed and mailed every two months, on time!
- Obtain the labels from the Co-Membership Chairperson.
- Submit the Club's newsletter to a Board-approved printer for printing and mailing.
- Check printer's work for quality and accuracy. Research printers and negotiate to obtain a printer providing the highest quality work at the lowest cost.

- Obtain an updated member telephone directory from Membership Chairs on a quarterly basis, and arrange for printing in sufficient quantities for the Club's current membership. Provide the directory to Membership Chairs for distribution to the Club's current membership.

Section 2.5.B. Web Site Coordinator:

The Web Site Coordinator shall have the following functions, duties and responsibilities:

- Maintain the UTC Web site, including all changes of officers on the Board, changes in the Club calendar, and the list of current Club activities.
- Maintain and moderate the One-list and the list of Board members. Ensure that those signed up for the One-list are members of the Club.
- Arrange and maintain Web Hosting Contract.

Section 2.6. Co-Treasurers (dual positions):

The Co-Treasurers of the Club shall have the following mutual and respective functions, duties and responsibilities:

- Maintain deposit log.
- Distribute and collect deposit reports during meeting.
- Deposit all Club receipts in the Club's bank account in a prompt and timely manner.
- Write checks after appropriate check approvals are obtained
- Balance checkbook monthly.
- Operate credit card imprinters at all General Membership Meetings.
- Control Cash receipt voucher book.
- Assure that delinquent payments are collected.
- Maintain the Compensation Logbook.
- Prepare annual P & L financial statement
- Advise Board on financial conditions.
- Obtain trip financial summaries for all Club trips and activities from the Summer and Winter Chairs, or from Trip Leaders, and maintain a log of all such summaries.
- Prepare all relevant documents for annual tax returns; recruit and supervise accountants from the general membership to assist; and supervise the filing of all tax returns.
- Continue to research lowest cost and best available service from banks, credit card processors, and other vendors, suppliers and providers of services.

- Maintain Non-Profit Status of the Club.
- Maintain Club's not-for-profit corporate status with the State of Colorado.

Section 2.7. Co-Membership Chairpersons (dual positions):

The two Co-Membership Chairpersons of the Club shall have the following mutual and respective functions, duties and responsibilities:

Section 2.7.A. General Functions:

Both Co-Membership Chairpersons of the Club shall have the following mutual and respective functions, duties and responsibilities:

- Both Membership Chairs need to stay at the membership table and greet people at the door during each General Membership meeting. Recruit Club Members to serve as ambassadors to assist in welcoming guests.
- Provide Members and guests with appropriate nametags at General Membership meetings.
- Be available to respond to inquiries about the Club from guests at General Membership meetings.
- Accept membership applications at General Membership meetings, likewise, submit received dues and completed deposit slips to Treasurer same evening.
- Coordinate with the Vice-President with the planning, organization and assistance for any Membership Happy Hours.
- Plan, organize and assist at any Annual Membership Drive Meetings if scheduled by the Board.

Section 2.7.B. Co-Membership Chair - (Records):

The Co-Membership Chairperson of the Club in charge of Records shall have the following respective functions, duties and responsibilities:

- Enter membership information into computer database and file the original application in the UTC Membership notebook.
- Arrange an updated member telephone directory on a quarterly basis and provide it to the Newsletter Editor(s) for printing. After printing, arrange for distribution of the directory to the Club's current membership.
- Print expired membership and current membership lists in sufficient copies to provide to Trip Leaders each General Membership Meeting to verify membership status of trip participants.
- Provide birthday list, new Members list, and printed labels of mailing list to the Newsletter Editor by the due date established by the Editor.

Section 2.7.C. Co-Membership Chair - (Recruiting):

The Co-Membership Chairperson of the Club in charge of Recruiting shall have the following respective functions, duties and responsibilities:

- Maintain responsibility for all of the membership supplies and ensure that these supplies are available for every General Membership Meeting and Club event.
- Arrive at General Membership meetings one hour in advance of meeting and remain one-half hour after meeting.
- Be available during General Meetings to speak at the podium to welcome new Members and guests and to briefly explain membership procedure.
- Maintain membership activities on the Club Hotline.
- Check the Club Hotline two times per week, return the membership related calls and send out requested marketing information, newsletters, and applications.
- Contact all expired Members for renewal. Recruit Club Members to assist.

Section 2.8. Summer Chairperson:

The Summer Chairperson of the Club shall have the following functions, duties and responsibilities:

- In conjunction with the Board, plan the summer activity schedule from April through September. All Club summer activities require approval from the Board.
- Research bus companies, if appropriate, to best meet Club transportation needs for summer activities.
- Solicit suggestions from Club members to provide a summer trip and activity schedule that is varied and satisfactory to the Club Membership.
- Submit a proposed summer trip and activity schedule to the Board for approval no later than the February Board meeting. Prepare a proposed final summer trip and activity schedule and submit it to the Board for approval no later than the March Board meeting.
- Recruit and designate Trip Leaders and assistant Trip Leaders for selected trips, with approval from the Board.
- Hold a Trip Leader education class. Educate Trip Leaders of Club refund, cancellation and replacement policies. Provide and educate Trip Leaders with the current Trip Leader Manual and financial record keeping requirements.
- Supervise and assign compensation values to Trip Leaders and boat captains, including expenses related to each trip, with the approval of the Board.
- Supervise and assist, as needed, all Trip Leaders through the trip organization process, which includes...
 - Negotiating rates and charges with sales personnel at resorts.
 - Preparing and submitting trip pricing to Board for approval.
 - Tracking lodging cancellation deadlines and payment due dates to coincide with the publicized deposit schedule.
 - Marketing the summer trip schedule.

- Maintaining contact with tour operators and group sales representative before trip occurs.
- Tracking and executing all payables due to suppliers such as resort properties, transportation companies, etc.
- Collecting all P&L statements from trip leaders.
- Breaking down trip cost by separate components (e.g., various unit occupancy, member and non-member prices).
- Maintain summer activities on the Club Hotline.
- Maintain file on all past and present trips.
- Organize the Summer-Kickoff in conjunction and cooperation with other Board Members.

Section 2.9. Winter Chairperson:

The Winter Chairperson of the Club shall have the following functions, duties and responsibilities:

- In conjunction with the Board, plan the winter activity schedule from October through March. All Club winter activities require approval from the Board.
- Research ski areas for ticket prices of both low and high season rates, and hotel and condo lodging during low and high season. Recommend to Trip Leaders the best available ski trip packages.
- Research bus companies to best meet Club transportation needs.
- Solicit suggestions from Club Members to provide a winter trip schedule that is varied and satisfactory to the Club Membership.
- Submit a proposed winter trip schedule to Board for approval no later than the July Board meeting. Prepare a proposed final winter trip and activity schedule and submit it to the Board for approval no later than the August Board meeting.
- Winter trip schedule should generally include a minimum of 6 and a maximum of 10 overnight trips (1-4 nights) while considering the existing Team Ski calendar.
- Recruit and designate Trip Leaders and assistant Trip Leaders to selected trips, with approval from the Board.
- Hold a Trip Leader education class. . Educate Trip Leaders of Club refund, cancellation and replacement policies. Provide Trip Leaders with the current Trip Leader Manual.
- Plan and arrange at least two major day trips (e.g., Winter Park train trip, spring costume trip).
- Plan any other day trips, cross-country trips, snowshoe trips, or other winter activities.
- Supervise and assist, as needed, all Trip Leaders through the organization process, which includes...

- Negotiating rates and prices with sales personnel at resorts.
- Preparing and submitting pricing of trips to Board for approval.
- Tracking lodging cancellation deadlines and payment due dates to coincide with their publicized deposit schedule.
- Marketing the winter trip schedule.
- Maintaining contact with tour operators and group sales representative before trip occurs.
- Tracking and executing all payables due to suppliers such as to properties, ski areas, transportation companies, etc.
- Submitting rooming list to property by agreed date.
- Collecting all P&L statements from trip leaders.
- Breaking down trip cost by separate components (e.g., various unit occupancy, member and non-member prices).
- Maintain winter activities on the Club Hotline.
- Maintain file on all past and present trips.
- Responsible for organizing the Winter Kick-Off.

Section 2.10. Winter and Summer Chair Assistant:

The Winter and Summer Chair Assistant of the Club is a non-elected, non-board and non-voting position. The Assistant Chair position may be filled and appointed by the Board from any suitable volunteers. Compensation for this position will be one-half the annual club compensation received by Board Members, together with free annual Club membership dues. The Assistant Chair has the following functions, duties and responsibilities:

- In conjunction with the Board and the Summer and Winter Chairpersons, plan the non-ski trip activity schedule.
- Assist each chairperson with distribution of Trip Leader packages prior to the Summer or Winter kickoff.
- Assist each chairperson with collection of trip fliers prior to distribution to Club membership for approval by the Board and Summer or Winter chair.
- Forward electronic copy of trip fliers to Communication Chairpersons.
- Assist each chairperson with collection of all P&L statements, signed waivers and trip recaps from trip leaders.
- Assist each chairperson with maintenance of file on all past and present trips.

Section 2.11. Beer Captain:

The Beer Captain of the Club is a non-elected, non-board and non-voting position. The Beer Captain position may be filled and appointed by the Board from any suitable volunteers. Compensation for this position will be one-half the annual club compensation received by Board Members, together with free annual Club membership dues. The Beer Captain has the following functions, duties and responsibilities:

- In conjunction with the Vice-President and the Board, arrange for the delivery of appropriate quantities of beer, in the form approved by the Board, from the Club's beer sponsor for the four annual Club parties.
- In conjunction with the Summer and Winter Chairpersons, arrange for the delivery of appropriate quantities of beer, in the form and amount approved by the Board, from the Club's beer sponsor to trip leaders of summer and winter trips and events.
- Assist, promote and foster positive public relations between the Club and the Club's beer sponsor.
- Assure that all beer pick-ups and deliveries from and to the Club's beer sponsor conform to the appropriate procedures promulgated by the beer sponsor.
- Assist the Board in calculating the beer consumption of the Club on an ongoing basis.
- Assist the Board in the appropriate rationing of beer allocated from the beer sponsor among Club's trips and events.
- Assist the Board to assure that the amount of beer available from the Club's beer sponsor is sufficient for supplying remaining Club events and parties based on the Club's annual allocation.

ARTICLE III: AUTHORITY AND COMPENSATION OF THE BOARD

Section 3.1. General Control and Authority:

The Board of Directors of the Club shall have control and authority for the general management of the affairs, property and business of the Club. Subject to these Bylaws, the Board may adopt such Rules and Regulations for that purpose and for the conduct of its meetings as the Board of Directors deems proper in its reasonable discretion.

Section 3.2. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the directors are present at any meeting, a majority of those present may adjourn the meeting from time to time, without notice, until a quorum is secured.

Section 3.3. Board Action Without Meeting:

Any action may be taken by the Board of Directors without a formal meeting if consented by at least two-thirds of the directors entitled to vote. If it becomes necessary to obtain a Board vote outside the scheduled Board meetings, any Board member may contact the other Board members to obtain such vote, provided that 2/3 of all Board Members are required to pass any such proposal. Contact may be by mail, phone, or in person, but the result of any such 2/3 vote shall be evidenced in writing prior to or at the next regular meeting of the Board

Section 3.4. Compensation of Board Members:

In consideration of their services on the Board and on behalf of the Club and its membership, Board Members shall be entitled to compensation as follows:

Section 3.4.A. Activity Compensation:

\$200.00 in compensation against charges for Club trips and activities. One half of this compensation is deemed to be earned and may be used after six months of completing the duties and responsibilities of office. The other half is deemed to be earned and may be used after completion of the Board Member's annual term. All such compensation should be used within one year after completion of each term of office unless otherwise approved by the Board. If any Board Member resigns or is terminated from office, any unearned compensation will automatically be forfeited.

Section 3.4.B. Membership:

One year's free membership in the Club, applied by extending a Board Member's membership expiration date by one year without charge.

Section 3.4.C. Board Dinner:

Participation in the annual Board dinner, generally to be held in April or May of each year, after the annual Board and Club meeting, at a budget of approximately \$15.00 per attending Board Member.

ARTICLE IV: ELECTION PROCEDURES

Section 4.1. Term of Office:

The term of office for all Members on the Board shall be for one year. Each such term shall commence at the close of the meeting at which Board Members are elected and terminate at the same meeting the following year, except for the President, whose term shall terminate at the conclusion of the Annual Meeting of the Board.

Section 4.2. Staggered Elections:

The election shall be held annually during the second general membership meeting in March for the President, Winter Chairperson, (1) Co-Treasurer Chairperson, (1) Co-Membership Chairperson, Web Site Coordinator and Secretary. Another Election shall be held annually during the second general membership meeting in September for the Vice-President, Summer Chairperson, (1) Co-Treasurer Chairperson, (1) Co-Membership Chairperson, and Newsletter Editor(s). The Board meeting in April shall be considered the *Annual Meeting* of the Board, and the first general membership Club meeting in April shall be considered the *Annual Meeting* of the Club.

Section 4.3. Notice of Interest, Nominations:

Any member of the Club desiring to hold an elected position shall notify the President stating the position in which she or he is interested and would like to be nominated.

The President will direct the Secretary to enter on the voting ballots the names of all Club members seeking office and the offices in which they are interested. At the meeting of the election, the floor shall be opened for further nominations from the general membership. Other Club members nominated for office at the meeting who are willing to hold the office for which they are nominated may be elected by write-in vote on the voting ballot.

Section 4.4. Voting by Club Members:

Each Club member present at the election meeting shall have one vote for each position up for election. Cumulative voting and voting by proxy shall not be permitted.

Section 4.5. Secret Ballot:

Votes shall be cast by secret voting ballot. The candidate receiving the greatest number of votes for each respective office will be elected. Votes shall be tallied by three non-office seeking Board Members or their delegates, and the results of each election shall be announced to the Club's general membership prior to the conclusion of the election meeting.

ARTICLE V: LOSS OF BOARD MEMBERS

Section 5.1. Incapacity or Resignation, Filling of Vacancies:

If any Board Member other than the President is unable to serve due to incapacity or resigns from the Board, a majority of the Board present at any validly constituted meeting of the Board shall appoint a replacement until the next general Club election for that position. If any Board Member other than President is expelled from the Board due to deemed inactivity or deficiency in office pursuant to Section 3 of this Article V, a majority of the Board present at any validly constituted meeting of the Board shall appoint a replacement until the next general Club election for that position.

Section 5.2. Deemed Inactivity:

Any Board Member who misses three (3) out of five (5) consecutive regularly scheduled Board and General membership meetings, without absences approved by a majority of the Board, is deemed to have become inactive on the Board. Absences announced in advance by a Board Member with respect to a meeting to be missed, and not otherwise objected to by other Board Members for good cause, shall be deemed approved by a majority of the Board.

Section 5.3. Expulsion from the Board:

If any Board Member is deemed inactive or otherwise fails to complete the duties for that office as provided in these Bylaws for a period of one (1) month, any Board Member may provide written notice to the allegedly deficient Board Member of any such deemed inactivity or other deficiency in the fulfillment of the Board Member's duties, with a copy to all other Board Members. Such notice shall be provided at least

15 days in advance for consideration of the issue by the Board. The Board Member's inactivity or deficiency shall be on the agenda for consideration and possible expulsion by the Board at the Board's next meeting (whether regularly scheduled or special) at which a quorum is present. An affirmative vote by secret ballot of two thirds (2/3) of the Members of the Board attending the Board meeting is required for dismissal. Notwithstanding the foregoing, any Board Member whose expulsion is being considered: (i) shall not be considered in determining whether a quorum is present; (ii) shall not be considered in determining whether two thirds of Board Members have voted for such expulsion; and (iii) shall not vote on his or her expulsion.

Section 5.4. Presidential Vacancy:

If the President is unable to serve due to incapacity, resigns from the Board, or is expelled from the Board pursuant to Section 3 of this Article, the Vice President shall assume the office of the President. The position of Vice President shall be filled by appointment of a majority of the Board as provided in Section 1 of this Article.

ARTICLE VI: REFUND POLICY

Section 6.1. General Policy:

The general refund policy of the Club is that all moneys paid to the Club, including deposits or amounts in full, are not refundable. If a person commits to a certain trip or event with money, and later becomes unable to attend, it is her or his responsibility to sell this spot to another person. The Club will honor this transfer, however the Club will not be responsible for any additional expense that a transfer might necessitate, including any increased cost for a non-member or higher charge due to not signing up for a trip by a certain date. Notification of a transfer must be in writing. This written notification requirement may be waived by the Trip Leader or the Board on a case by case basis.

Section 6.2. Trip Substitution and Refund:

Any participant who has money invested in a trip or event and can no longer attend must notify the Trip Leader in writing. If a trip is sold out, reasonable effort by the Club may be made to help sell the trip vacancy. If a trip is sold to capacity, and if substitute names are inserted from a waiting list to fill a vacancy for a person who asks to cancel, the vacancy will be sold. In that event, a refund will be issued within 30 days after the trip has been completed.

Section 6.3. Partial Refunds:

If no replacement can be found, the Club may attempt to recover some of the loss incurred by a person canceling a trip (for example, the cost of a lift ticket that was included in a ski package). This amount shall be refunded within 30 days after the event has been completed.

Section 6.4. Trip Alterations and Cancellations:

The Club reserves the right, in its reasonable discretion, to alter all travel arrangements to benefit trip participants at minimal or no additional cost. In case of circumstances beyond the Club's control, the Club has the right to cancel a trip, with a full refund to all Club members.

ARTICLE VII: INDEMNIFICATION

Section 7.1. General Indemnity:

Unless otherwise prohibited by law, the Club shall indemnify any officer, director or Board Member made a party to a proceeding because the person is or was such an officer, director or Board Member of the Club. The Club shall indemnify such person if such person's conduct was undertaken in good faith and (a) the person reasonably believed (i) in the case of conduct in an official capacity, that the conduct was in the Club's best interest, and (ii) in all other cases, that the conduct was at least not opposed to the best interests of the Club; and (b) in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful. The indemnification hereunder shall include reasonable expenses, including an advance of counsel fees, incurred in connection with the proceeding, regardless of the outcome of those proceedings.

Section 7.2. Restriction on Indemnity:

The Club may not indemnify a person in connection with a proceeding in which such person was adjudged liable to the Club, or in connection with any other proceeding wherein that person derived an improper personal benefit.

Section 7.3. Result Not Determinative:

The termination of any proceeding by a judgment, order, settlement, conviction or upon a plea of solo contender or its equivalent is not, of itself, determinative that the person did not meet the standard of conduct described in this Section.

Section 7.4. Determination and Authorization:

The indemnification shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because that person has met the applicable standard of conduct and after an evaluation has been made as to the reasonableness of the expenses. Such determination, valuation and authorization shall be made by a vote of the Board of Directors by a majority of a quorum of such Board, which quorum shall not include parties to the subject proceeding. The Club shall have the right to impose reasonable requirements and conditions as may appear appropriate to the Board of Directors in each specific case and circumstance.

ARTICLE VIII: MISCELLANEOUS

Section 8.1. Fiscal Year:

The *Fiscal Year* of the Club shall be the calendar year.

Section 8.2. Change of Board Meetings:

Notice of any Board meetings or change of meetings shall specify the time and place and shall be delivered to all Board Members prior to such meeting.

Section 8.3. Amendments to Bylaws:

Amendments to these Bylaws shall require an affirmative vote by at least two thirds (2/3) of all current Members of the Board.

Section 8.4. Trip Leaders:

A *Trip Leader* is a Club member responsible for leading a Club activity. Trip Leaders are recommended by the Winter or Summer Chairperson and, together with the trip or activity, must be approved by the Board. The Trip Leaders' responsibilities are outlined in the Trip Leader Manual. Trip Leaders must abide and support the Club's Bylaws and procedures.

Section 8.5. Competitive Bids:

The Summer Chairperson, Winter Chairperson, or any Trip Leader responsible for obtaining bids for a Club-sponsored event shall obtain, where feasible, at least three (3) competitive bids and shall present these bids to the Board prior to selection of the vendor or operator for that event.

Section 8.6. Delegation of Duties:

The Board may, in its reasonable discretion, create Board appointee positions from time to time which report to one or more Board Members, or to another such appointee, to carry out the Board's duties.

WE, THE BOARD OF DIRECTORS OF UP THE CREEK SKI AND RECREATION CLUB, A COLORADO NOT-FOR-PROFIT CORPORATION, ENDORSE THESE BY-LAWS AS THE OFFICIAL BYLAWS FOR PRESENT AND FUTURE CLUB BUSINESS, PUBLIC AND PRIVATE, AND ADOPT THEM AS THE CLUB'S BYLAWS AS OF THIS _____ DAY OF MARCH, 2001. At least two thirds (2/3) of the current Board Members must sign these Bylaws.

President Date

Vice President Date

Secretary Date

Co-Treasurer Chairperson Date

Co-Treasurer Chairperson Date

Co-Membership Chairperson Date

Co-Membership Chairperson Date

Summer Chairperson Date

Winter Chairperson Date

Newsletter Editor(s) Date

Web Site Coordinator Date

Approved by UTC Board 3/6/2001