

BY-LAWS
of the
HIGH DESERT NORDIC ASSOCIATION

ARTICLE I - NAME

The name of this corporation shall be the High Desert Nordic Association. The initials HDNA identify us.

ARTICLE II - PURPOSE

Section 1. The purpose of the High Desert Nordic Association shall be to foster an interest in cross-country skiing and any activities associated with it in the south central Idaho area.

Section 2. The program of the HDNA shall be both educational and recreational in scope, providing individuals the opportunities to improve their skiing and outdoor skills. In addition, the HDNA shall undertake various projects to improve, maintain, and add to the skiing opportunities for its members.

ARTICLE III - DIRECTORS

Section 1. The corporate power to conduct the business and manage the property of the HDNA shall be vested in a Board of Directors.

Section 2. The Board of Directors of this HDNA shall consist of seven members. Directors shall be elected from the general membership.

Section 3. Directors shall be elected to serve two-year terms, with three directors elected in even-numbered years and four directors elected in odd-numbered years at the Annual Business Meeting.

Section 4. In all cases, consent of the nominee must be obtained prior to the election.

Section 5. A Director may be removed from office through a majority vote of members at a general meeting. At that time, the vacancy thus created may be filled.

Section 6. Special meetings of the Board of Directors may be called at any time by the President, provided notice is given to all available Directors.

Section 7. The majority of the Directors present at any meeting of the Board of Directors shall be necessary to decide upon any question that may come before the meeting pertaining to the welfare of the HDNA, provided that a quorum is present. A majority of the Directors shall constitute a quorum.

Section 8. The Board of Directors is subject to the orders of the HDNA and none of its acts shall conflict with the actions taken by the HDNA.

Section 9. Whenever any vacancy shall occur in the office of Director for any reason other than removal, it shall be filled by appointment by the Board of Directors. For that purpose, a simple majority of the Board of Directors is necessary for appointment, and the person so appointed shall hold office for the remainder of the unexpired term until the next election.

ARTICLE IV - DUTIES OF DIRECTORS

Section 1. Immediately after the elections at the Annual Business Meeting, it shall be the duty of the Board of Directors to elect the following officers: President, Vice-President, and Secretary/Treasurer.

Section 2. The Board shall have the power to sell, transfer, or otherwise dispose of the HDNA's Certificates of Membership in any manner consistent with the laws of the State of Idaho.

Section 3. The Board of Directors shall conduct all business of the HDNA between meetings of the membership and expend those funds deemed necessary to carry on the activities of the HDNA.

ARTICLE V - OFFICERS

Section 1. The officers of the HDNA, all of whom shall be Directors, shall be President, Vice-President, and Secretary/Treasurer, all elected by the Board of Directors.

Section 2. These officers shall be elected by the Board of Directors to serve for one year or until their successors are elected, and their terms of office shall begin at the close of the Annual Business Meeting at which they are elected.

Section 3. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the HDNA.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. The President shall prepare agendas for and preside over all meetings of the HDNA and of the Board of Directors and shall conduct business of the HDNA in accordance with the By-Laws, other rules and regulation of the HDNA, and the parliamentary authority adopted by the HDNA. The President shall have the power to appoint all committee chairmen and shall act as representative of the HDNA. The President shall also co-sign checks drawn on HDNA funds with the Secretary/Treasurer.

Section 2. The Vice-President shall perform the duties of the President in his absence and shall maintain a file of all important publications of the HDNA and shall be the HDNA historian.

Section 3. The Secretary/Treasurer shall attend to all correspondence of the HDNA and shall read communications at meetings of the HDNA. He shall prepare all mail ballots and take minutes of each meeting of the HDNA and the Board of Directors. He shall sign, date, and number all membership certificates and shall maintain a roster of all members. He shall handle all funds, issue receipts, and submit a financial report at appropriate times. He will also co-sign checks drawn on HDNA funds with the President.

ARTICLE VII - MEMBERSHIP

Section 1. There shall be two classes of active membership: Single Members and Family Members.

Section 2. Active members shall consist of all persons with an active interest in the purpose of the HDNA as described in Article II and who have paid their annual dues and assessments, and have been issued a membership certificate.

Section 3. Family Members are Single Members who belong to the same family living at one address.

Section 4. All active members in good standing shall be entitled to one vote each and shall be eligible to hold office if they are aged 16 or older.

Section 5. Each member shall pay annual dues to this association in the amount of: Single Member- \$15.00 and Family Membership- \$25.00. Family Membership fee shall cover all family members according to Section 3. All such dues collected shall be turned over to the Secretary/Treasurer to be added to the funds of the HDNA.

Section 6. The annual dues shall be payable upon joining the HDNA and will apply only to the fiscal year in which joining occurs. Dues shall also be prorated on a quarterly basis depending on date of joining.

Section 7. The fiscal year of the HDNA shall be from July 1 to June 30.

ARTICLE VIII - MEMBERSHIP CERTIFICATES

Section 1. There shall be no capital stock, and in lieu of stock certificates, membership certificates or dues receipts shall be issued to all members. Such receipts shall be dated and signed by the Secretary/Treasurer of the HDNA.

Section 2. Membership in the HDNA shall be nontransferable.

ARTICLE IX - MEETINGS AND EVENTS

Section 1. An annual business meeting shall be held prior to the end of each fiscal year for review of the HDNA status. This meeting date shall be decided upon by the Board of Directors and will be open to all active members.

Section 2. There shall be business meetings of the active membership to be held at such times and places as designated by the Board of Directors.

Section 3. The President may call additional meetings of the HDNA when deemed necessary by the Board.

Section 4. Fifteen (15) percent of the total active membership shall represent a quorum.

Section 5. The HDNA shall hold not less than three events each year. These events shall feature educational and/or recreational activities, which further the purpose of the HDNA.

ARTICLE X - COMMITTEES

Section 1. An Auditing Committee of no more than three members shall be appointed by the President at the HDNA Annual Business Meeting whose duty it shall be to audit the Secretary/Treasurer's accounts at the close of the fiscal year and to report at the first meeting the following year.

Section 2. Such other committees, standing or special, shall be appointed by the President as the HDNA shall from time to time deem necessary to carry on the work of the HDNA. The President shall be an ex-officio member of all committees.

ARTICLE XI - PARLIAMENTARY AUTHORITY

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

ARTICLE XII - AMENDMENTS

These By-Laws may be amended by a two-thirds vote at any business meeting or by mail provided that the amendment has been submitted to a quorum of attending members.

ARTICLE XIII - DISSOLUTION

If at any time the HDNA dissolves, any funds remaining in the treasury shall be distributed directly to the United States Olympic Nordic Team.

We the undersigned, Directors of the High Desert Nordic Association, do hereby certify that the above and foregoing By-Laws were adopted as the By-Laws of said Association on the 14th day of January, 2004.

Caldon B. Hancock Robert L. Fort
Paul R. Howard Jack E. Spahr
Pat Stewart Mary Schmidt
Jack Lewis