

**BYLAWS**  
**of**  
**CENTRAL CROSS COUNTRY SKIING, INC.**  
**A Wisconsin Non-stock Corporation**  
**(Adopted effective November 12, 2000)**

Section 1: Purpose and Powers

1.01 The corporation is organized exclusively to foster national or international amateur sports competition, within the meaning of section 501(c)(3) of the Internal Revenue Code, and primarily to support and develop amateur athletes for national or international competition in cross country skiing.

1.02 The corporation shall operate with the following Mission Statement:

The mission of Central Cross Country Skiing, Inc. is to provide an organization which enables athletes to achieve excellence in cross country skiing through:

Education,  
Cooperation,  
Communication, and  
Competition.

1.03 The corporation shall accomplish its mission through the establishment and management of various semi-autonomous Interest Groups which will support and develop athletes in specific areas of interest based on age, skill level, location, and such other criteria as the corporation may from time to time develop.

1.04 Notwithstanding any other provision of these Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation as stated in Section 1.01 hereof.

1.05 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

1.06 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

1.07 Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue

Code, or the corresponding section of any future federal tax code.

1.08 The corporation may make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, but only to the extent that such distributions are consistent with the purposes of the corporation.

1.09 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## Section 2: Board of Directors

2.01 The management of the corporation shall be vested in a Board of Directors consisting of four (4) Officers and one (1) Interest Group Representative for each approved Interest Group. The Officers shall be the following: President; President Elect; Secretary; and Treasurer.

2.02 The Secretary, Treasurer, and President Elect shall be elected by the majority vote of the General Membership at large. The President Elect shall automatically assume the office of President upon the expiration of the President's term (or upon the President's resignation, death or incapacity). The Interest Group Representatives shall be chosen by the members comprising each respective Interest Group.

2.03 The Directors shall have the following duties and terms:

### President:

The president is responsible for gathering the agenda items, setting an agenda for each meeting, facilitating the meetings, recruiting Directors, maintaining job descriptions, and providing encouragement and support to the Board. The President will serve one two-year term immediately following a two-year term serving as President Elect.

### President Elect:

The President Elect will assist the President in all matters concerning the Board. Special projects may be assigned to the President Elect if agreed upon with the Board. The President Elect may preside over meetings when the President is absent. The President Elect will serve one two-year term, followed immediately by a two-year term as President.

### Secretary:

The Secretary is responsible for recording and storing the minutes of Board meetings and membership meetings, maintaining the membership rolls, and overseeing all voting procedures under such guidelines as the Board may from time to time establish. The Secretary shall safeguard the Articles of Incorporation, Bylaws, and all other legal

documents other than those for which the Treasurer is responsible. The minutes of each meeting will be published and disbursed to the membership by the Secretary. The Secretary will coordinate the newsletter, competition guide, and web site as the head of the Communications Committee. The Secretary will serve a two-year term commencing and ending in odd numbered years.

**Treasurer:**

The Treasurer is responsible for establishing and maintaining an accounting system; preparing monthly financial statements on the accrual basis to include a balance sheet and a statement of revenues and expenditures; preparing an annual budget of forecasted revenues, expenditures and cash flows; receiving and disbursing all funds; and assisting the Secretary with information necessary to maintain membership status. The Treasurer will be responsible for the preparation and timely filing of any financial documents required by regulatory authorities, or otherwise necessary to establish and maintain the corporation's tax exempt status. The Treasurer will serve a two-year term commencing and ending in even numbered years.

**Interest Group Representatives:**

Directors designated as Interest Group Representatives will represent their respective Interest Groups in all matters with which the Central Cross Country Skiing, Inc. Board of Directors is concerned. Each such Representative will represent their respective Interest Group according to the direction given them by their specific organization. Each such Representative's term will be of a duration determined by their respective Interest Group, provided that no such term may be less than one year in duration.

2.04 All Directors must be Central Cross Country Skiing, Inc. members in good standing.

2.05 When an Officer Board position becomes vacant in the middle of a term, the Board may appoint an officer to fill the position until the next regular election, hold a special election to fill the position for the remainder of the term, or both. When filling a vacant Officer position by election, the Board will solicit and accept nominees from the General Membership, and present the nominees to the General Membership

for an election vote. An Interest Group Representative position vacancy will be filled by the respective Interest Group pursuant to its Charter, or by the Board of Directors if the Charter is silent on the issue. Special elections may be held by mail. Ballots shall be issued by mail to all members in good standing as of that date in the case of a vacant officer's position, and to all members in good standing registered in the appropriate Interest group in the case of a vacant Interest Group position. Ballots shall be due on or before a date at least 30 days after the date the ballots are mailed to the members, with the due date clearly noted on each ballot. Ballots may be returned by mail or delivered in person to the Secretary. Members choosing to mail their ballot are responsible for doing so in a manner which ensures the ballot is delivered before the due date. The Board of Directors shall establish methods to maintain the integrity of mail-in balloting.

2.06 The Board will make decisions by majority vote. All directors shall each have one vote. No director may abstain from a Board vote except by reason of conflict of interest. (The mere fact that an issue concerns only one Interest Group does not of itself constitute a conflict of interest for that Interest Group's

Representative.)

2.07 The Board shall meet at least once each year and shall develop, maintain, and publish a schedule of meetings which discloses the time, date and place of each meeting.

2.08 The Board will ensure that all Central Cross Country Skiing, Inc. activities will be conducted with the Central Cross Country Skiing, Inc. Mission Statement in mind.

2.09 Central Cross Country Skiing, Inc. revenues will come from membership dues, charitable contributions, grants from sponsors, investment income, and fund raising activities which are consistent with the corporation's mission and tax exempt status.

2.10 The Board shall establish guidelines to follow for making decisions concerning Central Cross Country Skiing, Inc.'s financial matters such as fund raising activities and disbursements in furtherance of the corporation's mission.

2.11 The Board will not participate in the internal affairs or activities of any Interest Group, EXCEPT that the Board shall veto or terminate any Interest Group activity which the Board in its sole discretion believes will jeopardize the tax exempt status of the corporation.

2.12 Each of the officers of the corporation shall have authority to sign checks on behalf of the corporation, subject to such limitations as the Board may from time to time impose by resolution. The Board may by resolution authorize other persons to have check signing authority subject to specific limitations.

2.13 Each of the officers of the corporation shall have authority to bind the corporation to contracts for goods and/or services, subject to such limitations as the Board may from time to time impose by resolution. The Board may by resolution authorize other persons to have authority to bind the corporation to contracts for goods and/or services, subject to specific limitations.

2.14 The Board may establish committees to assist any officer in carrying out the duties of his or her office.

### Section 3: Membership

3.01 The Central Cross Country Skiing, Inc. membership year will run from April 1 to March 31. Membership fees and payment deadlines will be established and maintained by the Central Cross Country Skiing, Inc. Board of Directors.

3.02 The corporation shall have two classes of memberships: Individual Memberships and Family Memberships.

3.03 An Individual Membership is open to any person who completes a Central Cross Country Skiing, Inc. membership form and submits the form to the Central Cross Country Skiing, Inc. Secretary with payment of all required membership dues and fees. Individual Memberships in good standing (have paid their membership

dues) are eligible to cast one vote in any General Membership election, and one vote in the Interest Group of their choice in which they are registered. Members under the age of 16 must have their vote cast by a guardian.

3.04 A Family Membership is open to any family with children who are full-time students which completes a Central Cross Country Skiing, Inc. membership form and submits the form to the Central Cross Country Skiing, Inc. Secretary with payment of all required membership dues and fees. Family Memberships in good standing (have paid their membership dues), are eligible to cast as a family two votes in any General Membership election, and two votes in the Interest Group(s) of their choice. A Family Membership may register in either one or two Interest Groups; if the Family Membership is registered in two Interest Groups it shall have one vote in each such group; if it registers in only one Interest Group it shall have two votes in that single group. All votes must be cast by a member of the family who is over the age of 16.

3.05 The annual meeting of the General Membership shall be in April each year, at such time and place as the board determines. Notice of the time and place of each annual meeting shall be made to each membership by first class mail at least 30 days prior to the meeting.

3.06 Annual elections may be held by mail. The Board will solicit and accept nominees. Ballots shall be issued at least thirty (30) days prior to the date of the annual meeting each year to all members in good standing as of the date they are mailed, and shall be due on or before the date of the annual meeting. The due date shall be clearly noted on each ballot, and shall be at least 30 days after the date the ballots are mailed to the members. Ballots may be returned by mail or delivered in person at the annual meeting. Members choosing to mail their ballot are responsible for doing so in a manner which ensures the ballot is delivered before the deadline. The Board of Directors shall establish methods to maintain the integrity of mail-in balloting.

#### Section 4: Interest Groups

4.01 The Interest Groups are semi-autonomous. Each Interest Group will carry on its activities in a manner which is consistent with the Mission Statement set forth above, and each Interest Group shall ensure that none of its activities will jeopardize the tax exempt status of the corporation. All fund raising activities must be pre-approved by the Board of Directors, and are subject to such reporting requirements as the Board of Directors may impose. Activities not involving fund raising or the expenditure of corporate funds do not require prior approval of the Board of Directors.

4.02 Each Interest Group shall adopt a Charter which meets the approval of the Interest Group's membership and the approval of the Board of Directors of Central Cross Country Skiing, Inc. Each such charter shall include the provisions of Section 1 of these Bylaws to ensure that the organization continues to qualify for tax exempt status, and shall address the following matters: the purpose and focus of the Interest Group; manner of electing the group's Representative to the Board of Directors of the corporation; how and when meetings are to be held; the manner in which the Interest Group will make decisions and conduct its business; designation of

the officer or other position responsible for the Interest Group's record keeping; and any other matter the Interest Group deems appropriate for its charter, including the rules and procedures for amending the Charter. Any amendment or change to the Charter of an Interest Group must be approved by the Board of Directors of Central Cross Country Skiing, Inc. before it becomes effective.

4.03 Each Interest Group shall have one Representative on the Board of Directors, as further set forth in these Bylaws.

4.04 No Interest Group will exercise control over any funds except as authorized by the Board of Directors of the corporation.

4.05 The Board of Directors may revoke the Charter of any Interest Group by resolution. The Board of Directors may add additional Interest Groups or divide existing Interest Groups into two or more Interest Groups by resolution. Such resolutions may provide for temporary charters, appoint a temporary representative to the Board for new Interest Groups, and make any other provisions reasonably necessary for an orderly transition until any newly formed Interest Group is fully functional and any newly disbanded Interest Group's affairs are wound up.

#### Section 5: Fiscal Year

5.01 The corporation shall operate with a fiscal year ending March 31.

#### Section 6: Amendments

6.01 These Bylaws can only be changed by a simple majority vote of the General Membership upon the recommendation of the Board of Directors to amend them. (A simple majority vote is required for the Board to recommend an amendment). Amendments may be voted on by the General Membership at any annual or special meeting, or by mail, provided that the Board has provided the General Membership with notice of the proposed amendment at least one (1) month prior to the voting deadline. The mechanics of presenting the issue to be voted upon and the methods needed to maintain mail-in balloting integrity will be determined by the Board.