

Skylands Ski Club

and

Education Foundation, Inc.

**Amended and Restated Bylaws
Adopted November 10, 2010**

ARTICLE I

NAME AND PURPOSE OF CORPORATION

The name of this nonprofit corporation is Skylands Ski Club and Education Foundation, Inc. ("Corporation"), which shall have those charitable, educational and related purposes as described in the Certificate of Incorporation, as amended from time to time (the "Certificate of Incorporation").

ARTICLE II

OFFICES

The Corporation shall maintain a registered office in the State of New Jersey as required by law. The Corporation also may have offices in such other places, in the United States or elsewhere, as determined by resolution of the Corporation's Board of Trustees ("Board of Trustees" or "Board").

ARTICLE III

MEMBERSHIP

Section 1. Rights of Members. The Corporation's members ("Members") shall have the right to amend, modify or restate any or all of the provisions of the Certificate of Incorporation and these Bylaws, to elect Trustees, to approve the merger or dissolution of the Corporation and to approve or to consent to such other matters or actions when required by the New Jersey Nonprofit Corporation Act, codified at N.J.S. §15A:1-1, et seq. (2008).

Section 2. Definition of Members. The Members shall consist of those individuals, families and households who indicate an interest and involvement in the purposes of the Corporation, pay their current year dues and otherwise are in good standing with the Corporation, all as determined from time to time by resolution of a majority of the full Board of Trustees

Section 3. Membership Dues. Each Member shall pay such annual dues as are determined by the Board of Trustees. The Board may waive the dues of an individual if the payment causes a financial hardship to the Member.

Section 4. Termination of Membership. A membership shall be terminated upon a Member's resignation, death, or removal for cause. Cause for removal shall include, but is not limited to, failure to observe the Certificate of Incorporation, these Bylaws or regulations of the Corporation or failure to observe the rules of amateur ski competition applicable to ski meets held under the auspices of the Corporation. A Member may be removed for cause by a majority vote of the Board of Trustees.

Section 5. One Vote. Each Member shall have one and only one vote on any matter brought before the membership for a decision. For purposes of determining each Member's voting rights, each family and household (e.g., each Membership held as joint tenants or tenants in common) shall be deemed to be a single Member with only one vote. New Members may vote only after one ski season of membership.

Section 6. No Interest in Corporation Property. No Member of the Corporation, by virtue of membership in the Corporation, shall have any interest in property owned by the Corporation either during the operation of the Corporation or upon its dissolution.

ARTICLE IV

MEMBER MEETINGS

Section 1. Location. Meetings of the membership of the Corporation shall be held in the State of New Jersey or in such other location, from time to time, as may be designated by the person permitted by these Bylaws to call the meeting.

Section 2. Annual Member Meeting. The annual Member meeting of the Corporation shall be held between October 1 and November 30 of each year (i.e. prior to the beginning of the ski race season of which the fiscal year end is June 30) on a date and at a place to be fixed by the Board of Trustees for the transaction of such business as may be brought before the membership. Notwithstanding the foregoing, the annual Member meeting may be postponed or adjourned to later in the calendar year or may be held on any other date in the calendar year after November 30 upon a majority vote in favor of such by the Board of Trustees. In no case shall the annual Member meeting be held after December 31. Any business which may properly be brought before a meeting of membership may be considered and transacted at the annual meeting.

Section 3. Special Member Meetings. Special meetings of the membership may be called by the President or by a majority of the Board of Trustees.

Section 4. Notice of Member Meetings. Written notice of the time, date and purpose of every meeting of the membership shall be mailed or delivered in person not less than ten (10) days nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at the meeting. For purposes of these bylaws, written notice shall include notice given in writing, by email or by other electronic means.

Section 5. Quorum. At any meeting of membership held in accordance with the above provisions, those Members entitled to vote and present in person shall constitute a quorum for the transaction of business.

Section 6. Presiding Officer. The President, and in the absence of the President, the Vice President, and in the absence of the Vice President, such person as is designated by the President, shall preside at a meeting of the membership.

Section 7. Secretary. The Secretary of the Corporation shall act as Secretary of all Member meetings; and, in the Secretary's absence, the President shall appoint a person to act as Secretary at such a meeting.

ARTICLE V

BOARD OF TRUSTEES

Section 1. Powers and Duties. The property, business and affairs of the Corporation, shall be managed and controlled by the Board of Trustees. In furtherance of the purposes of the Corporation, the Board shall have and exercise any and all powers that a non-profit corporation

is authorized to exercise under law, including, but not limited to, the New Jersey Nonprofit Corporation Act. The Board shall have the additional specific duty to:

- (a) Determine the policies of the Corporation and assist the President in the execution of such policies.
- (b) Determine the eligibility and amateur standing of the individual racing competitors under the following guidelines:
 - (i) An amateur racer shall be defined as one who has not competed for money and is otherwise an amateur in accordance with the rules of the New Jersey Ski Racing Corporation, the United States Ski and Snowboard Corporation and the International Ski Federation ("FIS") or their respective successors.
 - (ii) A competitor shall be an amateur in good standing to be eligible to compete in any ski meet supported by the Corporation.
 - (iii) The competitors shall be enrolled on the individual roster of the Corporation, except as otherwise provided by the Race Committee of a particular race.

The decision of the Trustees with respect to the business of the Corporation shall be final and binding.

Section 2. Number and Qualifications. The Board shall consist of seven (7) Trustees, although the Board shall have all authority, power and right to act in the event of one or more Trustee vacancies. To qualify as a Trustee, an individual must be a Member in good standing for at least one (1) ski season and be at least eighteen (18) years of age.

Section 3. Selection and Election of Trustees. The Board of Trustees shall appoint a nominating committee responsible for preparing a slate of qualified candidates for Trustee and present these nominations first for Trustee recommendation and second for Member approval at the Annual Meeting.

Section 4. Term and Vacancies. Of the seven (7) Trustees who are elected by the membership, six shall serve for a 3-year term and one for a 1-year term. Three trustees shall be elected at each annual Member meeting: two for a 3-year term and one for a 1-year term. The two candidates receiving the highest numbers of votes cast shall be elected for 3-year terms, and the candidate receiving the third highest number of votes shall be elected for a 1-year term. Each Trustee shall hold office for the term for which the Trustee is elected and qualified and until a successor is elected and qualified.

Notwithstanding the foregoing, a Trustee may resign that position at any time. Any vacancy, including a vacancy resulting from the removal of a Trustee, shall be filled by the remaining Trustees, on an expedited basis, in order to maintain a seven- person Board. Such action shall require the nomination and election of a replacement(s) to fill any vacancy on the Board by a majority of the remaining Trustees, who shall also constitute a quorum for such purposes. Each Trustee so elected shall hold office for the unexpired term of the Trustee's predecessor.

Nothing in this Section shall prohibit the reappointment or election of a Trustee to successive terms.

Section 5. Location of Meetings and Books and Records. The Board of Trustees may hold meetings and keep the books of the Corporation outside the State of New Jersey. However,

unless otherwise specified in the notice of a meeting, all meetings of the Board of Trustees shall be held in New Jersey.

Section 6. Meeting of the Newly Elected Board of Trustees. A meeting of the newly elected Board of Trustees shall be held no more than thirty (30) days after the date of the Annual Meeting.

Section 7. Regular Meetings. Meetings of the Board of Trustees shall either be held at regular times and places, or on another basis, as adopted by the Board at the first Board meeting following an Annual Meeting.

Section 8. Special Meetings. The President or any other two Trustees may call special meetings of the Board of Trustees.

Section 9. Committees. The Board, by resolution adopted by a majority of the entire Board, may appoint from among the Trustees an executive committee and one or more other committees, each of which shall have at least one or more Members. To the extent provided in the resolution, each committee shall have and may exercise all the authority of the Board, except that no committee shall: (1) make, alter or repeal any Bylaw of the Corporation; (2) elect or appoint any Trustee, or remove any Officer or Trustee; (3) submit to Members any action that requires Members' approval; or (4) amend or repeal any resolution previously adopted by the Board. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting; except that, when the Board meeting is held within two (2) days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board at its second meeting following the committee meeting.

Section 10. Notice. Regularly scheduled meetings of the Board of Trustees may be held with or without notice. Written notice of the time, place and purpose of any special meeting of the Board or a committee shall be given to the Trustees or the committee members, as appropriate, by the Secretary at least five (5) days before the meeting if mailed, and at least two (2) days before the meeting if delivered personally or via fax, the telephone, mail, email or other electronic means.

Section 11. Quorum. A majority of the entire Board, or of any committee thereof, as appropriate, shall constitute a quorum for the transaction of business. The act of the majority present at a meeting at which a quorum is present shall be the act of the Board or the committee, unless the act of a greater number is otherwise required by the New Jersey Nonprofit Corporation Act, the Certificate of Incorporation or these Bylaws. Any action required to be authorized by a vote of the Trustees greater than a majority shall be rescinded or modified only by a like vote. At any Board meeting, if less than a quorum shall be present, a majority of those present shall have the authority to adjourn such meeting, but shall have no power to conduct any other business of the Corporation.

Section 12. Written Consent. Unless otherwise provided by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken pursuant to authorization voted at a Board or committee meeting may be taken without a meeting if, prior or subsequent to the action, all members of the Board or of the committee, as the case may be, consent in writing and the written consents are filed with the minutes of the proceedings of the Board or committee. The consents shall have the same effect as a unanimous vote of the Board or committee for all purposes.

Section 13. Majority Action. Every act or decision done or made by a majority of the voting Trustees present at a meeting duly held at which a quorum is present is an act of the Board or a committee thereof, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 14. Participation in Meetings. Trustees may participate in and hold meetings of the Board or any committee by telephone conference or any means of communication by which all persons participating in the meeting can talk to and hear each other. Participation in such meetings shall continue presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers ("Officers") of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, Immediate Past President and such additional Officers as the Board of Trustees may from time to time appoint.

Section 1.1 The office of the President is the only office that must be held by a Trustee.

Section 1.2 The President shall serve as the Chairman of the Board of Trustees. The President shall not vote on any matter except to break a tie vote on any motion or committee action properly brought before the Board of Trustees. Notwithstanding the foregoing provision, the President shall have the right to vote on matters brought before any committee upon which the President sits but his or her vote shall carry no additional weight or significance than the vote of any other committee member.

Section 2. Election of Officers. The Officers shall be chosen by the Board of Trustees at its first meeting following an annual Member meeting. An Officer shall hold office for one (1) year or until a successor is elected or appointed. Any Officer appointed by the Board may be removed from office at any time by the vote of two-thirds of the entire Board.

Section 3. President. The President shall exercise such duties as customarily pertain to the office of the President of a non-profit corporation, and shall have general and active management responsibility of the property, business and affairs of the Corporation, subject to the supervision and control of the Trustees. The President shall perform such other duties as may be prescribed from time to time by the Board and these Bylaws.

Section 4. Vice President. The Vice President shall, in the absence of the President, discharge the duties of the President as required.

Section 5. Treasurer. The Treasurer shall have general custody of the Corporation's funds and securities and general supervision of the collection and disbursement of funds of the Corporation and of the accounts of the Corporation. The Treasurer shall, if required by the Board of Trustees, give bond for the faithful performance of the Treasurer's duties in such sum and with such surety as shall be approved by the Board.

Section 6. Secretary. The Secretary shall attend meetings of the Members and Board of Trustees and shall record the same in the minute book and shall maintain the membership roster of the Corporation. The Secretary shall cause notice to be given of meetings of the membership and maintain an active file of pending actions, and shall conduct all correspondence of the Corporation. The Secretary shall have custody of records, documents and papers of the Corporation not pertaining to the performance of the duties vested in other Officers, and shall have such other powers and duties as generally pertain to the office of the Secretary.

Section 7. Corporation Funds. The funds of the Corporation shall be kept in such depositories as shall from time to time be prescribed by the Board of Trustees. The funds shall be kept in a general account and such special accounts as from time to time may be prescribed by the Board of Trustees. All checks or other orders for payment of money shall be signed by the Treasurer or other such person or agent as may from time to time be thereunto authorized by the Board of Trustees, with such countersignature, if any, as may be required by the Board of Trustees. The general funds of the Corporation may be expended by the Treasurer only for the purpose of paying current expenses incurred in ordinary and regular transactions of the Corporation without the approval of the Board of Trustees. Disbursements in excess of \$500.00 require the majority vote of the Board before such drafts or payments may be made or executed. Before a check or other order for payment of the funds of the Corporation may be issued, a voucher in support of the disbursement shall be prepared that reflects the payee, the date of the payment request, the nature of the disbursement, the fund from which the payment is to be made, an authorizing signature, and if appropriate, the attached Board resolution.

Section 8. Contracts. The President or Treasurer, or such other Officer or Officers as may from time to time be authorized by the Board of Trustees shall have power to sign and execute contracts on behalf of the Corporation including but not limited to: checks, drafts, deeds, conveyances, and contracts and any and all documents requiring execution by the Corporation, subject to the following limitations:

- a. No draft or payment shall be made in excess of \$500.00 without a majority vote of the Board of Trustees.
- b. No contract may be executed without a majority vote of the Board of Trustees.
- c. No assignment or lending of Corporation name for any purpose shall be made without the majority vote of the Board of Trustees.

Section 9. Delegation of Officer Duties. The Board of Trustees may delegate the powers or duties of any Officer, in case of the Officer's absence or disability, to another Officer or Trustee.

Section 10. Vacancies. In case any office shall become vacant, the Board of Trustees shall have the power to fill such vacancy.

Section 11. Other Meetings. The President or the Treasurer, or such other Officer or person as shall be authorized by the Board, shall have the power and authority on behalf of the Corporation to attend and to vote at any meeting of stockholders of any organization which this Corporation may hold stock, and may exercise on behalf of this Corporation any and all rights and powers incident to the ownership of such stock at any such meeting, and shall have the power and authority to execute and deliver proxies and consents on behalf of this Corporation in connection with the exercise by the Corporation of the rights and powers incident to the ownership of such stock.

Section 12. Immediate Past President. The immediate past President shall hold the office of the Immediate Past President. The Immediate Past President shall upon request advise the President as to matters pertaining to the Corporation. Notwithstanding the foregoing, (i) the office of the Immediate Past President shall remain vacant if and so long as the person who is the Immediate Past President is otherwise an Officer of the Corporation or has been elected as one of the three (3) additional Trustees; and (ii) there shall be no Immediate Past President if the Immediate Past President resigns or is removed by the Board.

ARTICLE VII

NO COMPENSATION

No Trustee or Officer shall receive any compensation of any kind from the Corporation for services rendered or actions taken as a Trustee or Officer, although Trustees may be reimbursed for reasonable expenses incurred with approval of the Board of Trustees.

ARTICLE VIII

FISCAL YEAR

The Board of Trustees shall have the power to fix, and from time to time, change the fiscal year of the Corporation.

ARTICLE IX

MISCELLANEOUS

Section 1. Sufficiency of Notice. Any notice required to be given to any Member, Trustee or Officer under the provisions of these Bylaws or otherwise shall be deemed to be sufficiently given if such notice is written or printed and deposited in the Post Office, or via e-mail or other electronic means, addressed to such party at the address as appears on the books or records of the Corporation in accordance with the time requirements prescribed in these Bylaws.

Section 2. Waiver of Notice of Meeting. Any notice required to be given under the provisions of these Bylaws or otherwise may (subject to the provisions of law) be waived by the Member, Trustee or Officer to whom such notice is required to be given. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of the meeting unless required by these Bylaws. The attendance of any Member, Trustee or Officer at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Member, Trustee or Officer.

Section 3. Procedures at Meetings. The rules contained in the then current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with applicable law, these Bylaws or any special rules of order the Corporation may adopt."

Section 4. Conflict with Certificate of Incorporation. In the event of a conflict between one or more provisions of the Corporation's Certificate of Incorporation and one of more provisions of these Bylaws, then the applicable provision or provisions of the Certificate of Incorporation shall control.

Section 5. Seal. The seal of the Corporation shall be circular in form and shall have the name of the Corporation, "Skylands Ski Club" on the circumference and the words and numerals "Corporate Seal New Jersey 1998" in the center.

ARTICLE X

AMENDMENT OF THE BYLAWS

Section 1. These bylaws may be amended, modified or repealed only by a majority vote of the Members present at a regular or special meeting of the Club, provided notice of the proposed amendment has been stated in the call of the meeting.

These Bylaws were approved by the Corporation Members entitled to vote thereon, at an annual membership meeting conducted on November ____, 2010.

Witness:

Name:
Secretary
Date:

Name:
President
Date: