

Rochester Cross Country Ski Foundation

By-Laws Of Rochester Cross Country Ski Foundation, Inc.

Approved: January 3, 2006

ARTICLE I

History

Founded in 2005 as a not-for-profit organization, the Rochester Cross Country Ski Foundation, Inc. (RXCSF) was created to address the issues limiting the growth of XC Ski Sport in the Greater Rochester NY area. The issues included:

- Despite plentiful local snowfall, XC Skiing participation remained a niche activity.
- Ski sport, including racing and mass participation events, was virtually non-existent.
- Ski trail development and grooming to support ski sport was informal and inconsistent. Trail multi-use issues had become a significant issue. No warming or rest facilities existed at major trail locations.
- No comprehensive clearinghouse existed for XC Ski education and equipment

RXCSF was designed to leverage the strengths of existing local ski-related organizations, linking the groups for synergy and also adding functions as needed to address the above issues.

RXCSF was founded on the premise that a collaboration of Government, Business and Individual/Family Skiers is not only possible but essential to secure the local future of XC Ski Sport.

ARTICLE 2

Purposes

RXCSF was formed for athletic, educational, and charitable purposes. RXCSF aims to foster the development of recreational and amateur competition in sports, most especially that of cross country skiing, promoting year round healthy lifestyles for the community.

Therefore, the Corporation sets out to achieve its mission in the following ways:

1. Provide a structure for the development of cross country ski recreation, sport, and racing for all ages and abilities.
2. Improve access to safe, well maintained cross country skiing trails and facilities, primarily those of local parks, as needed to support development of the sport. Such progress entails expanded and enhanced trail development, including, but not limited to improvements in skier safety, snow grooming, track-setting, and reporting of snow conditions.
3. Promote public awareness of and encourage participation in cross country skiing to support development of the sport, for example, through the distribution of a newsletter and the offering of clinics and other training programs open to the general public.
4. Serve as the coordinating organization for cross country skiing in the Greater Rochester New York region, and to both establish and expand already present links to regional, state, and national entities.

RXCSF will work to bring greater attention to the world of cross country skiing, thereby hoping to increase participation on local, state, national, and international levels. Regardless of abundant snowfall in Western New York, in particular Rochester, cross country skiing has remained an isolated activity. Through the creation of both mass participation and racing events, the improvement of ski trail development, the building of facilities on trails for the use of skiers, and the formation of this organization to provide education about the sport, the Corporation will help Rochester transform into a more “ski-friendly” community.

ARTICLE 3

Membership

- a. RXCSF accepts membership applications from all students, individuals, families, friends and sponsors. There is no age limit. Categories of contribution levels to be determined by the Board of Directors. Definitions are as follows:
 - Student – Individuals 14 to 19 years old.
 - Individuals – Individuals 20 and over.
 - Families – Parent(s) & children 19 and under.

- Sponsors – Corporations, businesses or organizations which enter into sponsorship agreements with RXCSF.
- Life Member - Individuals or families contributing to RXCSF significantly beyond the level of regular membership.
- b. RXCSF membership runs annually, from October 1st through September 30th.
- c. Membership dues requirements are established by the Board of Directors (“Board”) and will be reviewed annually.
- d. Monies generated by RXCSF membership dues, contributions and sponsorships will normally go into the RXCSF General Fund and will be spent in the best interest of RXCSF and XC Skiing in Greater Rochester NY.
- e. RXCSF Functions (as defined in 5.b.1 below) may have additional dues or fees specifically to raise additional funds for their own use. These additional dues, if applicable, will be set by the Function Committee and approved by the Board.
- f. Dues, contributions and sponsorships are non-refundable, and may be transferred only in special circumstances as approved by the Board.

ARTICLE IV

Affiliated Organizations

- a. RXCSF is built on the strength of autonomous, affiliated non-profit organizations with common interests related to XC Ski Sport. These affiliates may include:
 - Cross Country Ski Clubs
 - High School Ski Racing Organizations
 - Nordic Ski Patrols
 - Biathlon Clubs
 - Ski Orienteering Clubs
- b. Organizations can petition to become affiliated/no longer affiliated via formal request to the Board of Directors. The Board makes all decisions regarding RXCSF affiliations.
- c. Affiliated organizations agree to collaborate with RXCSF in order to fulfill RXCSF’s Purpose. Affiliated organizations will be granted a seat on the RXCSF Board (see section 5 below), and shall agree to the following provisions:
 1. Must assure that missions & charters are consistent and avoid duplication.
 2. Must collaborate to advance the action plans of RXCSF Functions.
 3. Must encourage RXCSF membership.

ARTICLE V

Structure, Roles, and Process

a. Board Of Directors

1. Board Membership, Responsibilities and Terms of Office
 - a. Board Membership – The RXCSF Board of Directors will consist of the following positions: President, Vice-President, Secretary, Treasurer, Past President (if applicable), Representatives from each Affiliated Organization, and Leaders of each RXCSF Function (if not already on the Board), plus an At Large member (if applicable). Board Members must be RXCSF members in good standing.
 - b. Responsibilities – As an Officer of the foundation, each Board Member shall accept responsibility to oversee the affairs of RXCSF and perform as follows:
 1. Attend all Board Meetings. In the event that a Board Member cannot attend, he/she must assure that a suitable substitute attends in place. Any substitutes will be expected to fully represent the Affiliate or Function in all decision making processes, however, they will not be allowed to vote on decisions. A quorum of 2/3rds of the Board (excluding substitutes) is required for decision making purposes, with a majority vote required to pass all decisions, except as otherwise stated in these Bylaws.
 2. Assure that all RXCSF operational requirements, as established by Incorporation, Bylaws, Policies/Procedures, and regulations governing 501(c)(3) organizations are fully respected
 3. Approve and respect the RXCSF Budget. Responsible to approve any/all allocations from RXCSF General Fund to the Functions. Functional Leaders are responsible to use allocations as approved, with any deviations of 10% or more from approved spending plans only after Board re-approval.
 4. Assure that Functions and Affiliates are working properly to fulfill their missions/responsibilities.
 5. Assure that any grants, loans and/or distributions to individuals and/or other organizations are completed in accordance with the RXCSF Purpose and applicable laws.
 6. Assure that any proprietary Intellectual Property and/or Trademarks/Logos generated by RXCSF are protected and managed as applicable in accordance with the RXCSF Purpose and applicable laws.
 7. Work harmoniously with all other Board Members and RXCSF Members to assure the best interests of RXCSF.
 8. Upon the end of his/her term of office, assure that all pertinent documents and information are transferred to the appropriate incoming board member.
 - c. Terms of Office – Future Boards will be elected by a majority vote of incumbent RXCSF Board Members. Board Members must be present at the election meeting and in good standing to cast a vote. The incumbent Board Executive Committee will nominate a complete Board slate for a Yes/No vote. If the proposed Board is defeated, the

incumbent Board Executive Committee will be responsible for making a new nomination and holding another election in a timely manner. An approved Board will serve for a two year term. Elections will typically be held on or about October 1st.

- d. Removal/Replacement - If a Board Member is unable to complete a term, that person is responsible to recommend a suitable replacement to the Executive Committee. The Executive Committee will nominate a replacement Board Member for full Board vote per Section V(a)1(c). A Board Member may be removed with cause vote of the Board of Directors provided there is a quorum of not less than a 2/3 majority present at the meeting of Directors at which such action is taken.
2. Executive Committee – The President, Vice President, Secretary, Treasurer and Past President will make up the Executive Committee. The Executive Committee shall:
 - a. Set Board Meeting and general Membership meeting schedules and agendas. Regular Board of Directors meetings will typically be scheduled monthly, with off-season frequency determined as needed. Special meetings of the Board of Directors may be called by or at the request of the President or the Executive Committee. The person or persons authorized to call meetings of the Board of Directors may fix any place within the greater Rochester New York area for holding any meeting of the Board called by them.
 - b. Establish and maintain RXCSF Purpose, Bylaws, Processes & Procedures for the Functions, Budgets and 1/3/10 Year Plans, preparing for presentation and approval by the full Board. All will be reviewed and updated (as applicable) on an annual basis.
 - c. Assure that the Board of Directors is nominated, elected and maintained per 5.a.1.c.
 - d. Handle any emergency situations involving RXCSF.
 3. Individual Board Member Roles and Responsibilities
 - a. **President** – The President will be responsible to:
 - Provide overall leadership for RXCSF
 - Be familiar with the incorporation and bylaw documents, ensuring that the stated requirements are being met.
 - Ensure that the membership and community are being adequately represented
 - Prepare agendas and preside over Board Meetings and other official meetings, assuring meetings are run in a fair and impartial manner
 - Work with the members of the Board to plan and implement goals, policies, practices and action plans to achieve the RXCSF purpose and preserve the interests of RXCSF
 - Act as a spokesperson for RXCSF
 - Sign official legal documents and checks as required

- Train the President-Elect
- Stay on the Board for at least one year after term expiration to assure continuity and a smooth transition to the new President
- b. **Vice President** – The Vice President will be responsible to:
 - Preside at Board Meetings and/or other meetings in the absence of the President
 - Assist the President as required
 - Prepare him/her self to become the next President
- c. **Secretary** – The Secretary will be responsible to:
 - Record minutes of Board Meetings and other meetings as applicable, including the specific results of all decision votes
 - Distribute minutes to the Board and others as applicable
 - Collect and maintain the RXCSF archives of official documents, press releases, minutes from Board and Committee meetings, etc.
- d. **Treasurer** – The Treasurer will be responsible to:
 - Prepare an annual budget for approval by the Executive Committee
 - Prepare a monthly financial summary with reference to the approved budget including details of Function accounts
 - Manage the RXCSF bank account(s)
 - Manage accounts payable including timely internal expense reimbursement to members/officers
 - Write checks as needed; be an authorized check signer
 - Ensure that the RXCSF is properly insured
- e. **Past President** – The Past President will be responsible to:
 - Assist the President-Elect in transition to President
 - Assist the Board with RXCSF business as applicable

b. Functions/Committees

1. **RXCSF Functions** – RXCSF will consist of discrete Functions that each have unique scopes, goals and responsibilities as established by the Board with input from the Function Leader. The Functions are established to perform specific roles to fulfill RXCSF’s overall Purpose and must collaborate with other Functions and Affiliates to successfully accomplish this. The specific RXCSF Functions are:
 - **Trails and Facilities** – Including ski trail development & grooming.
 - **Education** – Including instruction, skier development, and instructor/coach/race official development.
 - **Membership** – Including communications and public relations.
 - **Sponsorship** – Including role as liaison to government and business.
 - **Events** – Including event promotion and management.
 - **XC Rochester** – Junior/Citizen Race and Development Team.

- **Youth Ski League** – U13 learn-to-ski and race.
2. **Functional Leader Roles and Responsibilities** – Each Function shall have a Leader nominated and approved by the incumbent Board. In addition to the responsibilities associated with Board membership, the Leaders shall lead the Function in all ways and at all times in accordance with the Policies and Procedures for Functions as defined by the Board.
 3. **Functional Committees Roles and Responsibilities** – Each Functional will have a Committee, with responsibility to work together to perform the specific roles to fulfill RXCSF's overall Purpose. The Committee must collaborate with other Functions and Affiliates to successfully accomplish this role. It is expected that Committees include representatives from Affiliates as applicable. Committee Members must be RXCSF members in good standing. Specific responsibilities shall be in accordance with the Policies and Procedures for Functions as defined by the Board:
 4. **Scope of Functions**
 - a. **Trails and Facilities** - Ski Trail development and grooming, including development of structures for safety, comfort and storage.
 - b. **Education** – Includes all levels of skier instruction and racer development/coaching, including development of instructors, coaches and race officials.
 - c. **Membership** – Includes membership management and communications/public relations, with responsibilities such as the RXCSF Website and Newsletter.
 - d. **Sponsorship** – Includes responsibility to secure sponsorship for all RXCSF Functions in a coordinated manner. Scope also includes role as primary liaison to government, business and corporate entities. May also help to secure joint sponsorship for RXCSF Affiliates.
 - e. **Events** – Includes planning, promotion and execution of significant RXCSF events. Scope may include races, participation and/or fundraising events. Scope may also include providing event management for RXCSF Affiliates.
 - f. **XC Rochester** – Includes the XC Rochester Race Team, Junior Development Group and Adult Development Group.
 - g. **Youth Ski League** – Includes chapter(s) of New York State Ski Racing Association's (NYSSRA) Bill Koch Youth Skiing Program.

c. Affiliated Organizations

1. Affiliated Organization Liaisons' Roles and Responsibilities – In addition to serving as RXCSF Board Members and the responsibilities noted for such, representatives of Affiliated Organizations are expected to assure the affiliates comply with the intent of section 4.c (above) of these Bylaws.

ARTICLE VI

Indemnification

- a. **Indemnification of Directors, Officers, Etc.** - The Corporation hereby declares that any person who serves at its request as a director, officer, employee, President or member of any committee, or on behalf of the Corporation as a director or officer of another Corporation, whether for profit or not for profit, shall be deemed the Corporation's agent for the purposes of this Article and shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such service, provided such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Corporation and, in with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except as noted, termination of any such action, suite or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interest of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person reasonably believed to be in the best interests of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.
- b. **Indemnification Against Liability to Corporation.** - No Indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 6 (a) shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the Court in which such action , suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such Court shall deem proper.
- c. **Indemnification in Criminal Actions.** - No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 6.1 shall have been adjudged to be guilty unless and only to the extent that the Court in which such action or proceeding was brought shall determine

upon application that, despite the adjudication of guilt but in the view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such Court shall deem proper.

- d. **Other Indemnification.** - The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the Article of Incorporation, any agreement, any other provision of these Bylaws, vote of the members or disinterested Directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in such person's official capacity and as to action in another capacity while holding such office.
- e. **Period of Indemnification.** - Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.
- f. **Insurance.** - By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may, subject to Section (h), purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's capacity of or arising out of such person's status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in the Article. RXCSF insurance will not cover loss or damage to personal items, non-RXCSF activities, or operation of personal vehicles (including but not limited to automobiles and trail maintenance/grooming equipment).
- g. **Right to Impose Conditions to Indemnification.** - The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors or members may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of

indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writing and do everything necessary to assure such rights or subrogation to the Corporation.

- h. **Limitation on Indemnification.** - Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualifications of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

ARTICLE VII

Miscellaneous and Additional Topics

- a. **Board Meeting Notifications.** - Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each Director via email at least five days prior thereto, or at least two days prior thereto by personal delivery of written notice or by telephonic notice (and the method of notice need not be the same to each Directors). Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.
- b. **Account Books, Minutes, Etc.** - The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation maybe inspected by any Director or such Director's accredited agent or attorney, for any proper purpose at any reasonable time.
- c. **Fiscal Year.** - The fiscal year of the Corporation shall be as established by the Board of Directors.
- d. **Conveyances and Encumbrances.** - Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.
- e. **Designated Contributions.** - The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall

- reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes. Acceptance of any donations of a non-monetary nature requires Board approval and any conditions of acceptance must be agreed and documented.
- f. **Conflicts of Interest.** - If any person who is a Director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or director, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation; and (c) not be entitled to vote on the decision to enter into such transaction.
- g. **Loans to Directors and Officers Prohibited.** - No loans shall be made by the Corporation to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be personally liable to the Corporation for the amount of such loan until it is repaid.
- h. **Amendments.** - The power to alter, amend or repeal these Bylaws and adopt new Bylaws shall be vested in the Board of Directors, with a 2/3rds majority vote required.
- i. **Severability.** - The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

