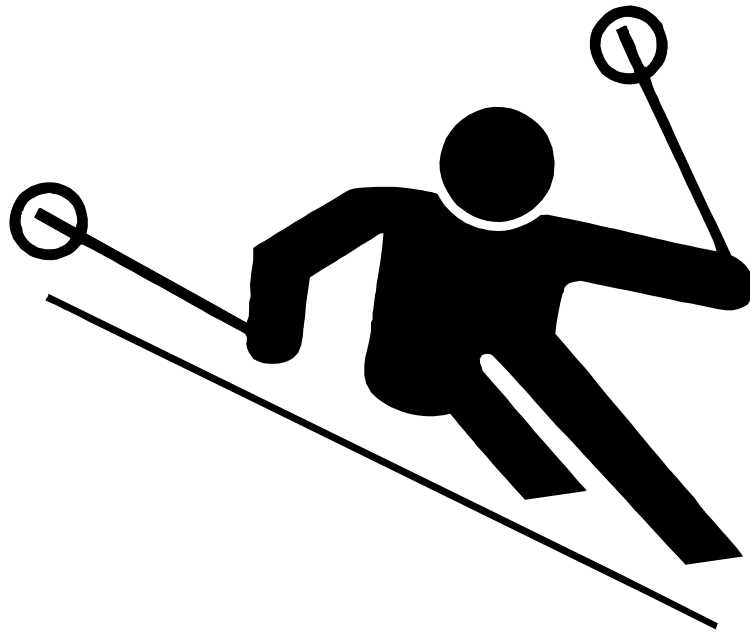


CONSTITUTION OF THE GARDEN STATE SKI CLUB



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ARTICLE 1-ORGANIZATION

SECTION 1 - This organization shall be a club known as the Garden State Ski Club (hereinafter referred to as Club).

SECTION 2 - The club shall be organized and operated as a corporation under the laws of the State of New Jersey.

ARTICLE 2 – PURPOSE OF THE CLUB

To promote, encourage and coordinate organized skiing and year-round activities.

ARTICLE 3 - MEMBERSHIP

SECTION 1 - Any person twenty-one (21) years of age or over who expresses an interest in skiing and qualifies pursuant to Section I of the by-laws is eligible for membership.

SECTION 2 - A provisional member is entitled to all privileges of the club except voting rights on all Club matters. A provisional member may participate in all opinion polls which shall not be considered votes.

SECTION 3 - A regular member is defined as one who meets the requirements as set forth in Sections 1 and 2 of this Article and 1.3.1 and 1.4 of the By-Laws.

SECTION 4 - All regular members who remained in good standing as set forth in Section 1.3.1 of the By-Laws the preceding year shall be automatically continued as members the next membership year upon payment of said next year's dues, subject to sections of this Constitution concerning membership and any and all By-law provisions as may be adopted or modified.

SECTION 5 - Any member may be suspended or expelled for a violation of the Constitution as set forth in Section 1.5 of the By-Laws.

SECTION 6 - Factors determining continued membership shall be further outlined in the By-Laws.

SECTION 7 - Any person desiring to become a provisional member, or regular member (or continue in that status) shall be required to sign a "GENERAL RELEASE OF LIABILITY", the details of which shall be specified in the By-Laws. (modified 11/07)

ARTICLE 4 - DUES

All rules and regulations concerning dues and other assessments shall be specified in the By-Laws. If, for any reason or cause, provisional or regular membership is refused or terminated, dues and fees are not returnable.

ARTICLE 5 - EXPENDITURES

SECTION 1 – Section 3 of the By-Laws shall govern procedure for expenditures.

ARTICLE 6 - OFFICERS AND DELEGATES

SECTION 1 - The officers shall consist of a President, a Ski Vice President, a Lodge Vice President, a Social Vice President, an Executive Secretary and a Treasurer. By-Laws will specify requirements for qualifications and duties.

SECTION 2 - Elections shall be held annually at the first regular club meeting in May, and elected officers shall be formally installed prior to the end of May. They are to assume their positions the first regular Club meeting in June.

SECTION 3 - All officers and delegates are elected for the immediate following term and can be re-elected to the same position. The President may only continue in that same office for four (4) consecutive terms. If a President serves three or four consecutive one-year terms, or any part thereof, he or she shall not be permitted to serve as President for two consecutive years immediately thereafter. All may subsequently hold some other elected office. (Revised 4/13/04)

SECTION 4 - Vacancies of office by removal or resignation shall be governed by Section 4.6 of the By-Laws.

SECTION 5 - By-Laws shall govern procedure for Section 4 herein.

ARTICLE 7 - COMMITTEES

SECTION 1 - All committee chairmen will be appointed by the newly elected President. All newly appointed chairpersons will choose an appropriate number of committee members with the approval of the President.

- A) Only regular members may be chairmen of committee.
- B) A list of authorized committees will be outlined in the By-laws.

SECTION 2 - All committee chairmen are directly responsible to the President.

SECTION 3 - The President will appoint a new committee chairperson if the present one resigns or must be replaced because of incompetence or any other valid reason. Said appointment shall remain effective until the expiration of said chairperson's term, subject to Section 4 of this Article.

SECTION 4 - Any committee chairperson can be removed by a majority vote or the fully constituted Board of Directors (hereinafter, "Board") (which may include the President), or a majority of regular members of a quorum present at a regular meeting. The committee chairperson must be notified by the Board no less than one (1) week prior to said action.

SECTION 5 - By-Laws shall govern procedures for Section 4.

ARTICLE 8 - VOTING

SECTION 1 - A majority vote of a quorum of regular members present at a regularly scheduled meeting or a formally called special meeting is required to pass any and all items or measures, unless otherwise provided in this Constitution or the By-Laws. Only regular members may vote on financial matters, constitutional changes and election of officers.

SECTION 2: A quorum shall consist of at least enough regular members to constitute fifteen percent (15%) of the total regular membership. In the event a quorum of fifteen percent (15%) of the regular membership is not reached for two consecutive meetings, the quorum requirements shall be temporarily reduced to twelve percent (12%) of the total regular membership for the next two meetings.

SECTION 3 - Absentee ballots will be accepted for a vote on a specific issue at a regular or special meeting provided that a quorum of regular members is present, and that the ballot be submitted in writing. Said ballots shall be signed by the voting member and submitted to the President or the Secretary prior to the start of the meeting.

SECTION 4 - Voting by proxy shall not be permitted.

ARTICLE 9 - BOARD OF DIRECTORS

SECTION 1 - All elected officers, delegate and the senior delegate shall be voting members of the Board; however, the President shall vote only to break a tie.

SECTION 2 - At the time of the regular election of officers, the Club shall elect the Board for a one (1) year term, one (1) Delegate-at-Large, who must have been a regular member for the preceding six (6) months prior to their nomination. He or she will have full voting rights on the Board for that term.

SECTION 3 - The President shall arrange the meetings, arrange for notification of all Board members, set up the schedule of business, institute effective rules of procedure and at the meetings act as Chairman of the Board. The membership shall also be notified of such meetings.

SECTION 4 - Decisions affecting Club policy, as determined by the President and a majority of the Board, or any measure requiring the approval of the regular members, must be presented to the Club at the next regularly scheduled meeting.

SECTION 5 - Any business discussed by the Board pertaining to any individual member under Article 3, Section 6, is to be held in strict confidence among the Board members to prevent any possibility of suits for defamation of character, etc. Any member of the Board who violates this provision will be brought before the Board and may be expelled from any membership or association with the Club to protect the Club itself and its members.

SECTION 6 - A majority vote of the Board members present at a special or regular meeting of the Board is required to pass any and all items, measures and resolutions except where otherwise herein stated. A quorum shall consist of at least a majority of the fully constituted Board.

ARTICLE 10 - AMENDMENTS

All proposed amendments to the Constitution shall be submitted to the regular membership in writing two (2) weeks prior to the voting on said amendments. A two-thirds (2/3) vote of all regular members present, provided a quorum is present, shall constitute approval. All suggested amendments subsequently adopted must be presented to the Constitution/By-Laws Committee in writing by the Secretary within two (2) weeks after passage. All amendments will be recorded in the Master Constitution and By-Laws.

ARTICLE 11 - DISSOLUTION

Dissolution may occur upon recommendation by the Board, when, at a regularly scheduled meeting, nine-tenths (9/10) of the regular membership are present and a two thirds (2/3) majority

approves such a measure. All regular members are to be notified of the pending vote by registered mail no less than two (2) weeks prior to said meeting. Distribution shall be made pursuant to the laws of the State of New Jersey.

ARTICLE 12 - BY-LAWS

By-Laws and amendments thereto must be approved by a majority of the regular members provided a quorum is present. The By-Laws are to be the rules of procedure for the Club as to any and all activities and policies, except where there is a conflict with this document. This Club shall be governed by Robert's Rules except where those rules conflict with the By-Laws or the Constitution. Wherever there is a conflict, the following order shall prevail: (1) Constitution, (2) By-Laws and (3) Robert's Rules.

13 - APPEALS

Any regular member who may disagree with any ruling of the Board, operational procedure or function of the Club may have the right of appeal. Procedure for such appeal shall be written notice to the Board. Should question not be satisfactorily resolved, the member shall have the right to present such appeal to the regular membership for vote. A majority vote of all regular members present, provided there is a quorum, shall constitute passage of such appeal.

ARTICLE 14 -AUDITOR

SECTION 1 - Each year, for a term to commence on October 1 and to expire on the following September 30, the Club shall elect to serve, without compensation, one (1) auditor, who must be a regular member.

SECTION 2 - Said auditor shall not be considered an officer or a member of the Board.

SECTION 3 - Said auditor shall have the duty to audit and reconcile the books and records of the Club and to make recommendations to the Club and to the Treasurer as to the Club's finances and record-keeping.

SECTION 4 - Said auditor shall have a minimum educational background of a bachelors degree in accounting, finance or business administration, or a minimum of five (5) years experience in accounting or auditing.

ARTICLE 15 - LODGE TRUSTEES

SECTION 1 - The Lodge Trustee Committee shall be organized and have such functions as are specified in the by-laws.

SECTION 2 - The provisions of Article 7 of the Constitution shall not apply to the Lodge Trustee Committee.