

**AMENDED AND RESTATED BYLAWS OF
MIAMI SKI CLUB, INC.**

ARTICLE I

NAME; ORIGIN; PURPOSE

Section 1.01 Name. The name of the corporation is MIAMI SKI CLUB, INC., a Florida corporation not for profit ("MSC"). MSC was incorporated on December 11, 1970, under the provisions of the laws of the State of Florida (Chapter 617 Florida Statutes).

Section 1.02 Principal Office. The principal office of MSC shall be located in Miami-Dade County, Florida, or such other place as the Executive Committee, by unanimous vote, shall determine.

Section 1.03 Purpose. The purpose of MSC is to promote the sport of snow skiing, snow related activities, and other seasonal activities as may from time to time be approved by the Directors in accordance with the Bylaws.

ARTICLE II

DEFINITIONS

Section 2.01 "Articles" means the articles of incorporation of MSC, as amended and/or restated from time to time.

Section 2.02 "Biannual Meeting" means the meeting held in January or February of an election year as set by the Board of Directors to conduct the business set forth in Section 5.02.

Section 2.03 "Bylaws" means these Amended and Restated Bylaws of MSC, and any amendments to the bylaws as may be made from time to time.

Section 2.04 "Cause" means the commission of a crime, dereliction of duty, abuse of position, or conduct detrimental to MSC.

Section 2.05 "Children" means unmarried persons under 24 years of age and having legal residence in the home of a parent who is a Member.

Section 2.06 "Couple" means two individuals (married/partners) residing at the same legal residence.

Section 2.07 "Director" means every person who is appointed to a director position in accordance with Article VII of the Bylaws.

Section 2.08 "Executive Committee" means President, Vice President, Treasurer, Secretary and Past President.

Section 2.09 "Member" means every individual or group of individuals that holds membership in MSC as provided in the Articles or the Bylaws.

Section 2.10 "MSC Trip" means (i) all ski trips, and (ii) other organized activities that include transportation arranged by MSC. MSC Trips shall be made available to all Members in accordance with the Operating Guidelines.

Section 2.11 "Multiple Vacancies" means either (i) a vacancy in the office of President and any other elected office within 60 days of each other, or (ii) when there are less than three (3) members of the Executive Committee that were elected or ratified by the Members. If the Multiple Vacancies occur within 90 days before a Biannual Meeting, the Officers elected at the succeeding Biannual Meeting shall immediately fill the vacancies upon certification of the results.

Section 2.12 "Officer" means any member of the Executive Committee.

Section 2.13 "Operating Guidelines" means those operational guidelines, policies and procedures adopted from time to time by the Directors in accordance with Section 7.12 of the Bylaws.

Section 2.14 "Past President" means the person occupying the office of the President at the end of the immediately preceding term of office.

Section 2.15 "Term" has the meaning ascribed in Section 3.01 of the Bylaws.

Section 2.16 "Transition Term" has the meaning ascribed in Section 5.03 of the Bylaws.

Section 2.17 "Trip Chairperson" means the Member appointed by the Executive Committee in accordance with Section 6.03(f) to lead a MSC Trip in accordance with the Operating Guidelines.

Section 2.18 "Trip Price" means the base price for a MSC Trip.

ARTICLE III
MEMBERSHIP

Section 3.01 Term. The term of a membership shall be for a period of one (1) year commencing on June 1 and terminating on May 31, except as set forth in Section 4.02.

Section 3.02 Eligibility. Any individual or group of individuals that pays the dues as provided below and agrees to be bound by the Articles and by the Bylaws, is eligible for membership in MSC.

Section 3.03 Application. The Directors shall prescribe the form and manner in which application may be made for membership, including, but not limited to, requiring proof of age and/or residence by production of a driver's license, voter's registration or passport.

Section 3.04 Classes of Membership. MSC shall have five (5) classes of membership:

(a) Family means (1) a Couple; (2) a Couple and their Children; or (3) a single parent and his/her Children. Sisters, brothers and other relatives of the adult member(s) are not part of a Family Membership and must join under a separate membership.

(b) Single means any individual who does not otherwise qualify for a Family Membership.

(c) Associate means any individual whose residence is more than 100 miles from Miami International Airport.

(d) Affiliate Member means any individual who is a current member of any other member club of the Florida Ski Council. The privileges of the Affiliate Membership are limited to participation on a MSC Trip that Term, and carries no other benefits.

(e) Honorary means any individual who has served as President, unless such individual resigns, was removed in accordance with Section 6.06 below, or was serving in such position for less than twelve (12) months.

Section 3.05 Privileges, Rights and Liabilities. All Members in good standing shall have the privilege to attend meetings of the Members, the Board of Directors and the Executive Committee, to receive all publications produced by MSC for the Members, and to vote for elected officers in accordance with the Bylaws. No Member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of MSC, nor shall any of MSC's property or assets be distributed to any Member on its dissolution or winding up. No Member shall be personally liable for any of MSC's debts, liabilities, or obligations, nor shall any Member be subject to any assessment.

Section 3.06 Transfer, Termination and Reinstatement. Membership in MSC is nontransferable. Membership shall terminate (i) on the resignation or death of a Member (except in the case of a Family Membership, if upon resignation, removal or death of one Member the remaining Members under that Family Membership continue to qualify for a Family Membership), or (ii) upon removal of the Member by the Directors as set forth in Section 3.07 below. Upon termination, all privileges of membership, including, but not limited to, receipt of MSC communications and voting rights, shall be terminated. A Member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

Section 3.07 Removal. Any Member, other than an Officer, may be removed from membership by a vote of seventy-five percent (75%) of the Directors present, in person or by proxy, at a meeting of the Directors where a quorum is present upon a showing, in their reasonable judgment, that such Member's conduct is, was, or has been sufficiently detrimental to MSC to warrant such action or that such conduct is, or was, in violation of the Bylaws of MSC.

Section 3.08 Special Meetings. MSC may hold a special meeting of the Members, called by (i) the Board of Directors, (ii) the President, or (iii) if five percent (5%) of the Members sign, date and deliver to the

Secretary one or more written demands for a special meeting describing the purpose or purposes for which it is to be held. MSC shall notify each Member of the date, time and place of each special meeting no fewer than thirty (30) or more than sixty (60) days before the special meeting date. Notice shall be given by or at the direction of the President, the Secretary or the Board of Directors. Notice may be sent by the generally accepted method of communication to the Members utilized at the time. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called, and in the event that the special meeting is called as a result of Multiple Vacancies, the notice must include a list of the current nominees and a solicitation for additional nominees to fill the vacant offices. A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting. No minimum number of Members present in person or by proxy (quorum) is required.

Section 3.09 Record Date. The Board of Directors may fix the record date in order to determine the Members entitled to notice of a meeting of the Members, to demand a special meeting, to vote, or to take any other action. In no event may a record date fixed by the Board of Directors be a date preceding the date upon which the resolution fixing the record date is adopted. A record date may not be more than seventy (70) days before the meeting or action requiring a determination of Members.

ARTICLE IV

MEMBERSHIP FEES AND DUES

Section 4.01 Annual Dues. The Directors may establish the amount of the initial membership dues and the amount of annual dues payable to MSC by each Member. The Directors shall vote and establish the initial membership dues and the annual dues, which shall be published to the Members on or before January 31st of each year for the next Term.

Section 4.02 Payment. Dues shall be payable in advance on or before the first day of June in each year. If an individual becomes a Member for the first time after the last day of February and does not participate on a MSC Trip during that Term, the first year of that new Member's membership shall extend to May 31 of the next Term (i.e., maximum of fifteen (15) months).

ARTICLE V
NOMINATION AND ELECTION OF THE EXECUTIVE
COMMITTEE

Section 5.01 Election Committee. An Election Committee shall be comprised of three (3) Members elected by the Board of Directors at a meeting of the Board of Directors held in September of each year immediately preceding the Biannual Meeting. The Election Committee is charged with the following responsibilities:

- (a) establish procedures for submission of requests for consideration as candidates for an elected office, consistent with the Bylaws and the Operating Guidelines;
- (b) confirm the eligibility of candidates in accordance with Section 5.03;
- (c) solicit candidates for the elected offices by providing written notice of an open call for candidates by publication to the Members, together with the publication of October's events, by the generally accepted method of communication to the Members utilized at the time;
- (d) prepare ballots for the election to be submitted to the Members in accordance with Section 5.02 if there is more than one candidate for an officer position;
- (e) count the timely ballots returned.

Section 5.02 Elections. The election of officers shall take place in accordance with the following procedure:

- (a) Application Deadline. Except as set forth in Section 5.02(c), all written requests or applications for consideration as a candidate shall be submitted by December 1 of each year immediately preceding the Biannual Meeting.
- (b) Notice of Biannual Meeting. The Election Committee must publish two (2) written notices of the Biannual Meeting by the generally accepted method of communication to the Members utilized at the time. The first notice required hereunder must be published to the Members at least thirty (30) days prior to

the Biannual Meeting. The second notice shall include a list of all candidates who have met the eligibility requirements under Section 5.03 for each elected office.

(c) Nominations from the Floor. At the Biannual Meeting, nominations of candidates for the elected offices will be taken from the Members and questions of the candidates will be entertained. Any individual nominated at the Biannual Meeting must submit a written request or application for consideration as a candidate in the form required by the Election Committee before the adjournment of the Biannual Meeting to be eligible as a candidate.

(d) Ballots. The Election Committee will provide ballots to the Members in accordance with the procedures established by the Election Committee pursuant to Section 5.01(a) within ten (10) days following the Biannual Meeting.

(e) Ballot Deadline. Only ballots postmarked by the date set forth in the ballot shall be counted. Such postmark date shall not be less than 21 days after the date on which the ballots are sent pursuant to Section 5.02(d). No minimum number of ballots (quorum) is required.

(f) Certification of Results. Within a reasonable time following the ballot deadline, the Election Committee shall count the ballots timely returned. The person receiving the most votes for each elected office shall succeed to such office. The Director of Legal Affairs shall be present at the counting of the ballots and shall certify the results of the election to the Executive Committee. The certified results shall be published to the Members in the next publication of MSC events to the Members by the generally accepted method of communication to the Members utilized at the time.

(g) Run Off Ballots. In the event of a tie for any office, a run-off between the affected candidates will be held by sending run-off ballots to the Members within 30 days following the ballot deadline. The same procedures will be followed for the return of run-off ballots and certification of results as set forth in Sections 5.02(e) and 5.02(f).

Section 5.03 Eligibility. The only individuals eligible to hold an elected office shall meet the following qualifications by the date on which their term of office would begin:

(a) President and Vice President. The only individuals eligible to hold the offices of President and Vice President (i) shall submit a written request or application to be considered as a candidate in the form approved by the Election Committee and within the guidelines established by the Election Committee in accordance with this Article V; (ii) shall have been Members in good standing for at least four (4) years; (iii) shall have served (A) as a Trip Chairperson for one (1) ski trip, as a Director for one (1) year, and two (2) years on the Executive Committee, all within the five (5) years immediately preceding date on which the term of office begins; or (B) as a Trip Chairperson on two (2) ski trips, and one (1) year as a Director, both within the five (5) years immediately preceding date on which the term of office begins; and (iv) is not disqualified under Section 6.02.

(b) Treasurer and Secretary. The only individuals eligible to hold the offices of Treasurer and Secretary (i) shall submit a written request or application to be considered as a candidate in the form approved by the Election Committee and within the guidelines established by the Election Committee in accordance with this Article V; (ii) shall have been Members in good standing for at least two (2) years; (iii) shall have served (A) one (1) year as a Director within the five (5) years immediately preceding date on which the term of office begins; or (B) as a Trip Chairperson on two (2) trips within the five (5) years immediately preceding the date on which the term of office begins; and (iv) is not disqualified under Section 6.02.

Section 5.04 Waiver of Eligibility Qualifications. In the event that no candidates exist that meet the eligibility requirements set forth in Section 5.03, then the eligibility requirements may be waived by a majority vote of the Directors at a special or regular meeting of the Directors.

Section 5.05 Limitation of Candidates. There shall be no maximum number of candidates that may run for any one elected office.

ARTICLE VI
OFFICERS; EXECUTIVE COMMITTEE

Section 6.01 Elected Positions. The positions of President, Vice President, Treasurer and Secretary shall be elected by the Members.

Section 6.02 Term of Office; Term Limitation. The term of office for each Officer shall be for a period of two (2) years commencing on June 1 immediately following the election. No individual may serve for two (2) consecutive terms in the same elected office, unless waived in accordance with Section 5.04 or if the individual has served in such office for less than twelve (12) months.

Section 6.03 Transition Term. Each officer-elect shall serve a transition term of approximately three (3) months commencing on the later of (1) March 1 of the year elected, or (2) the date elected as an Officer and terminating on May 31 of the same year (the “**Transition Term**”). During the Transition Term, the officers-elect shall (1) serve as non-voting members of the Executive Committee and the Board of Directors, (2) attend all Executive Committee meetings, and (3) attend all meetings of the Directors.

Section 6.04 Duties of the Officers/Executive Committee.

- (a) President. The President shall serve as the Chief Executive Officer of MSC and shall perform the following duties:
- 1) see that all recommendations and decisions of the Executive Committee and the Directors are carried out;
 - 2) preside over all meetings of the Executive Committee, the Directors and the Members;
 - 3) appoint MSC’s delegate to the Florida Ski Council;
 - 4) serve as member of all Special Committees;
 - 5) see that all Officers and Directors fulfill their duties;
 - 6) execute all contracts on behalf of MSC (unless another Officer or Director is so authorized by the Directors in

accordance with the Bylaws);

- 7) assist the Trip Chairperson of any MSC Trip on which the President travels as a participant;
 - 8) upon leaving office, deliver to his/her successor all files pertaining to the position of President and to the MSC; and
 - 9) in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors.
- (b) Vice President. The Vice President shall have the prime responsibility to organize and coordinate all MSC Trips, and shall perform the following duties:
- 1) formulate plans and arrangements, together with Past President, for all MSC Trips;
 - 2) present such plans and arrangements to the President and Executive Committee for approval, and to the Directors for ratification;
 - 3) serve as the liaison between the Trip Chairpersons and (a) the vendors, (b) the Executive Committee, and (c) the Directors;
 - 4) prescribe the form and manner in which application may be made for consideration and appointment as a Trip Chairperson, including, but not limited to, preparing the application form and setting the time period for submitting the application. The Vice President shall (a) receive and review all applications submitted by the Members for consideration as a Trip Chairpersons, (b) make recommendations to the Executive Committee with regard to the selection of Trip Chairpersons, (c) provide guidance and supervision to the Trip Chairpersons, including, but not limited to providing the Trip Chairpersons with a handbook, rules and regulations and guidelines;
 - 5) prepare a final financial reconciliation for each MSC Trip

together with the Treasurer and in coordination with the Trip Chairperson, including payments, refunds, cancellations and modifications;

- 6) perform any additional duties as reasonably requested by the President;
- 7) assist the Trip Chairperson on any MSC Trip on which the Vice President travels as a participant;
- 8) upon leaving office, deliver to his/her successor all files pertaining to the position of Vice President and to the MSC; and
- 9) perform the duties of the President during the temporary absence or temporary disability of the President.

(c) Treasurer. The Treasurer shall have custody of MSC's bank accounts, funds and financial books containing complete and accurate records of all receipts and disbursements, and shall perform the following duties:

- 1) deposit all funds received by MSC into MSC's bank account;
- 2) pay all substantiated invoices issued to MSC and issue all checks on behalf of MSC in accordance with the provisions of Section 10.03 of the Bylaws. Notwithstanding the foregoing, the Treasurer shall not permit any checks to be issued in blank as to either the amount or the payee;
- 3) report on the financial condition of MSC at each meeting of the Directors, the close of each Term to the Members, and any other time as requested by the President;
- 4) remain as a responsible party to aid and assist in the completion of the annual audit, if any, in accordance with Section 10.04 of the Bylaws;
- 5) prepare a final financial reconciliation for each MSC Trip together with the Vice President and in coordination with the Trip Chairperson, including payments, refunds, cancellations and modifications; and

- 6) reconcile the financial accounts of MSC with the Past-President at least every 60 days;
- 7) assist the Trip Chairperson on any MSC Trip on which the Treasurer travels as a participant;
- 8) upon leaving office, deliver to his/her successor all files pertaining to the position of Treasurer and to the MSC; and
- 9) perform any additional duties as reasonably requested by the President.

(d) Secretary. The Secretary shall record the minutes of all meetings of Executive Committee, the Directors, and the Members, file them in minute books as permanent records belonging to MSC, and shall perform the following duties:

- 1) provide copies of the minutes of the respective meetings to each Officer and Director, as applicable;
- 2) handle all mailings and correspondence to the Members;
- 3) advise the Members, the Executive Committee and the Directors of their respective meetings;
- 4) have custody of and maintain the current permanent records of MSC, including copies of all minutes of meetings, correspondence from MSC to the Members, and contracts executed by MSC;
- 5) assist the Trip Chairperson on any MSC Trip on which the Secretary travels as a participant;
- 6) upon leaving office, deliver to his/her successor all files pertaining to the position of Secretary and to the MSC; and
- 7) perform any additional duties as reasonably requested by the President.

(e) Past President. The Past President shall have the

responsibility of initiating and coordinating bids for MSC ski trips and as such perform the following duties:

- 1) initiate and coordinate the bids for the MSC ski trips in coordination with Vice President;
- 2) prepare bid sheets and packets;
- 3) mail bids to vendors chosen by the Executive Committee;
- 4) in conjunction with the Vice President, summarize return bid information to be presented to the Executive Committee for final selection (and ratification by the Directors) and provide the summaries to the Executive Committee at least two (2) days prior to the meeting at which the vote on the bids is to be held;
- 5) reconcile the financial records of MSC with the Treasurer at least every 60 days;
- 6) assist the Trip Chairperson on any MSC ski trip on which the Past President travels as a participant;
- 7) upon leaving office, deliver to his/her successor all files pertaining to the position of Past President and to the MSC; and
- 8) perform any additional duties as reasonably requested by the President, including but not limited to initiating, coordinating and soliciting bids for MSC Trips (other than MSC ski trips).

(f) Executive Committee. The Executive Committee shall perform the following duties:

- 1) prescribe all rules, regulations and/or guidelines for each MSC Trip;
- 2) prescribe all rules, regulations and/or guidelines for the selection of Trip Chairpersons;
- 3) select the Trip Chairpersons for each MSC Trip; and

4) perform additional duties prescribed in the Bylaws and Operating Guidelines.

Section 6.05 Administrative Assistant. The Executive Committee, with the approval of the majority of the Directors, may hire an Administrative Assistant to assist the Executive Committee and the Directors in running the affairs of MSC. The duties of the Administrative Assistant may include answering the MSC telephone, responding to membership inquiries, advising Members of all meeting dates and times, assisting in mailing of Newsletters, notices, magazines, and other informational materials, and providing such other services to the MSC as may be directed by the Executive Committee. The Administrative Assistant shall be compensated in an amount recommended by the Executive Committee, as approved by the majority of the Directors, which compensation shall include Membership in the MSC. The Administrative Assistant shall report to the President and/or the Executive Committee.

Section 6.06 Meetings. The President may convene meetings of the Executive Committee as needed. Five (5) days notice of a meeting of the Executive Committee shall be deemed reasonable notice.

Section 6.07 Quorum. A majority of the Officers shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section 6.08 Compensation. No member of the Executive Committee shall receive compensation from MSC. Notwithstanding the foregoing, each Officer shall be entitled to participate on one (1) MSC Trip or MSC related travel per Term where all or a portion of the Trip Price for such MSC Trip is waived by a majority vote of the Directors; An Officer must be currently holding such office at the time of the MSC Trip to be entitled to the benefit set forth hereunder.

Section 6.09 Removal of an Officer. An Officer may be removed from office for Cause in accordance with any one of the following procedures:

(a) Any Director may deliver a written petition seeking the removal of an Officer to the Executive Committee. The petition must clearly detail the basis for such removal. Upon receipt of such petition, the Executive Committee shall call a

special meeting of the Directors to entertain the petition. Upon an affirmative vote of 2/3 of the Directors (excluding the targeted Officer) at such special meeting and the ratification of such vote by two (2) Officers, the targeted Officer shall be removed.

(b) The majority of the Executive Committee (excluding the targeted Officer) may call a special meeting of the Directors seeking removal of an Officer. The notice of the special meeting shall outline the purpose of the meeting and provide the details serving as the basis for the request for removal of the targeted Officer. Upon an affirmative vote of 2/3 of the Directors (excluding the targeted Officer) at such special meeting, the targeted Officer shall be removed.

(c) Five percent (5%) of the Membership may deliver a written petition seeking removal of an Officer to the Executive Committee. The petition must clearly detail the basis for such removal. Upon receipt of such petition, the Executive Committee shall call a special meeting of the Directors to entertain the petition. Upon an affirmative vote of 2/3 of the Directors (excluding the targeted Officer) at such special meeting and the ratification of such vote by two (2) Officers, the targeted Officer shall be removed.

In the event that a petition for the removal of an Officer fails to secure the votes required under the applicable provision of this Section 6.10, the petitioning party may notify the Executive Committee in writing that it elects to proceed to a vote of the Members on the issue. If the petitioning party makes such election, the Executive Committee shall call a special meeting of the Members to entertain the petition. Upon an affirmative vote of 2/3 of the Members (excluding the targeted Officer) at such special meeting, the targeted Officer shall be removed.

Section 6.10 Replacement of Officers. Any vacancy in any office, whether due to death, resignation, or removal, shall be filled in accordance with the following procedures:

(a) President. If a vacancy occurs in the office of President, then the position will be filled in order of succession as follows: Vice President, then Treasurer, then Secretary.

(b) Vice President, Treasurer and Secretary. If a vacancy occurs in the office of Vice President, Treasurer or Secretary, then the President shall appoint a replacement satisfying the eligibility requirements set forth in Section 5.03 (unless waived in accordance with Section 5.04), ratified by either (i) a unanimous vote of the Executive Committee, or (ii) a majority vote of the Directors.

(c) Multiple Vacancies. In the event of Multiple Vacancies, the Board of Directors, by a majority vote, shall nominate candidates satisfying the eligibility requirements set forth in Section 5.03 (unless waived in accordance with Section 5.04) for the vacant offices. The nominations shall then be ratified by the Members at a special meeting of the Members. Such special meeting shall occur within 60 days following the date on which the Multiple Vacancies occurs.

ARTICLE VII DIRECTORS

Section 7.01 Members. The Board of Directors shall be comprised of the Executive Committee and the Directors identified in Section 7.07.

Section 7.02 Meetings. The Directors shall meet at least six (6) times during the Term to conduct any and all business necessary for the operation and management of MSC. The meetings shall be held at any place or places designated by the President. The President may, as the President deems necessary, and the Secretary shall, if so requested in writing by three (3) Directors or two (2) members of the Executive Committee, call a special meeting of the Directors. Five (5) days written notice provided to each Director shall constitute reasonable notice of a special meeting. Except as otherwise provided in these Bylaws, or in the Articles, or by law, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Directors. The meetings of the Directors shall be open to the Members.

Section 7.03 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

However, if less than a majority of the Directors is present at any

meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7.04 Action Without Meeting. Any action required or permitted to be taken at a Board of Directors' or Executive Committee Meeting (a meeting must meet quorum requirements, be with proper notice, be presided over by an officer of the MSC and deliberations must be recorded in the minutes) may be taken without a meeting if the action is taken by all Members of the Board of Directors or by all Members of the Executive Committee.

Action taken by unanimous written consent shall have the same force and effect as action by the Directors at a meeting. Any certificate or other document filed with the corporate records of MSC relating to actions taken in this manner shall state that the action was taken by unanimous written consent of the Directors without a meeting, and that the Bylaws authorize the Directors to act in this manner. The statement shall be prima facie evidence of the Director's authority. All Actions Without Meeting agreed to by unanimous consent whether by Board of Directors or Executive Committee shall be ratified in the minutes of the next meeting of Directors or Executive Committee.

Section 7.05 Liability of Directors. The Directors shall not be personally liable for the debts, liabilities or other obligations of MSC.

Section 7.06 Eligibility and Appointment. The only persons eligible to serve as a Director are Members in good standing. The Directors shall be nominated by the President and approved by a majority of the Executive Committee to serve for one (1) Term or until the end of the Term during which such individual is appointed.

Section 7.07 Directors and Duties. The following Director positions are authorized and shall serve at the direction of the President and/or Executive Committee:

(a) Advertising. The Director of Advertising shall be responsible for soliciting advertisements for all publications produced by or on behalf of MSC as outlined in the Operating Guidelines.

(b) Development. The Director of Development shall be responsible for exploring new markets as outlined in the Operating Guidelines.

(c) Hospitality. The Director of Hospitality shall be responsible for welcoming Members and guests at all meetings, events and functions sponsored by MSC as outlined in the Operating Guidelines.

(d) Legal Affairs. The Director of Legal Affairs shall be licensed to practice law in the State of Florida and shall act as the legal advisor to MSC as outlined in the Operating Guidelines.

(e) Member Communication. The Director of Member Communication shall be responsible for communications to the Members by the generally accepted method of communication utilized at the time and as outlined in the Operating Guidelines. All such communications shall be first approved by the President or by such procedures approved by the President.

(f) Membership. The Director of Membership shall be responsible for promoting and retention of membership in MSC.

(g) Membership Events. The Director of Membership Events shall be responsible for organizing all membership events as outlined in the Operating Guidelines.

(h) Photography. The Director of Photography shall be responsible for obtaining photographs of all MSC events as outlined in the Operating Guidelines.

(i) Public Relations. The Director of Public Relations shall be responsible for promotion of MSC and its activities as outlined in the Operating Guidelines.

(j) Registration. The Director of Registration is responsible for verification of membership, collection of admission fees and registration of Members and guests at all meetings, events and functions sponsored by MSC as outlined in the Operating Guidelines.

(k) Social Events. The Director of Social Events shall be responsible for organizing all social events sponsored by MSC as outlined in the Operating Guidelines.

(l) Social Media. The Director of Social Media shall be

responsible for maintaining the social media channels as outlined in the Operating Guidelines

(m) Special Events. The Director of Special Events shall be responsible for organizing all special events sponsored by MSC as outlined in the Operating Guidelines.

(n) Web Services. The Director of Web Services shall be responsible for maintaining an operational website and maintenance of membership information as outlined in the Operating Guidelines.

The Executive Committee may appoint additional Directors as needed and define their duties by the same procedure as set forth in Section 7.06.

Section 7.08 Additional Duties of Directors. In addition to the duties enumerated in Section 7.07, the Directors shall be responsible for ensuring that MSC (i) arrange ski trips for Members, (ii) hold social events for the purpose of promoting and selling MSC Trips, (iii) hold additional activities during all seasons for Members and (iv) develop and encourage new activities in which Members may participate.

Section 7.09 Compensation. No Director shall receive any compensation for the duties set forth in Section 7.07.

Section 7.10 Removal of Director. The Executive Committee may remove a Director, with or without Cause, by a majority vote.

Section 7.11 Replacement of Directors. Any vacancy in a Director position, whether due to death, resignation, or removal, shall be filled in accordance with the procedures set forth in Section 7.06.

Section 7.12 Operating Guidelines. The Directors shall adopt operating guidelines, which shall survive from administration to administration until amended, modified or removed by the Directors. Such Operating Guidelines shall be effective upon a majority vote of the Directors at two (2) successive meetings of the Directors.

ARTICLE VIII
COMMITTEES

Section 8.01 Director Committees. As specified in the Operating Guidelines, each Director required to assemble a formal committee of Members to aid in the Director's duties shall submit to the President a list of committee members at the second meeting of the Directors of the Term, which list shall be updated periodically as needed to keep it current.

Section 8.02 Special Committees. The Executive Committee may establish special committees for special events and other purposes. The Executive Committee shall appoint the chairperson of the special committee and establish the mission of the special committee. These special committees shall serve until their respective functions are completed or until such special committee is dissolved by the Executive Committee.

ARTICLE IX
MEMBERSHIP ROSTER

The membership roster of MSC shall not be given to anyone without the express approval of the majority of the Executive Committee.

ARTICLE X
CONTRACTS AND FINANCES

Section 10.01 Contracts. All contracts entered into by MSC shall be approved in accordance with the procedures set forth in the Operating Guidelines. The Directors may, by resolution duly adopted, authorize any Officer or Officers or Director to enter into any contract or to execute and deliver an instrument in the name of or on behalf of MSC. This authority may be general or confined to a specific instance.

Section 10.02 Deposits. All funds of MSC shall be deposited to the credit of MSC in banks, trust companies, or other depositories selected by the Treasurer with the approval of the Executive Committee.

Section 10.03 Checks, Drafts, Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of MSC shall be signed by the

Treasurer, provided that such payments are supported by invoices, are allocable to the budget approved by the Directors, and verified by the President or Vice President. Any checks, drafts or orders for the payment of money in excess of \$5,000.00 must be cosigned by another authorized Officer. The President and the Treasurer each acting alone have the authority to approve non-budgeted expenditures up to \$250.00

Section 10.04 Audit. The books of MSC maintained by the Treasurer shall be reviewed by a certified public accountant at the close of the fiscal year in which a Biannual Meeting occurs. The books of MSC maintained by the Treasurer may be audited at such times as the Board of Directors deems appropriate. The cost of such review or audit is to be borne by MSC.

Section 10.05 Insurance and Bonding. MSC, by and through the Executive Committee, will take any action required to maintain in force errors and omissions insurance coverage (including bonding) for the Officers and Directors (“D & O Insurance”), and will not cancel such coverage or allow it to lapse. MSC will pay for the premium on the D & O Insurance.

Section 10.06 Fiduciary Responsibility. Officers and Directors are to:

- a) exercise due diligence and reasonable care in all decision making, including financial, without placing the organization under unnecessary risk
- b) put the interests of MSC before any personal or professional concerns and avoid potential conflicts of interest.

ARTICLE XI AMENDMENTS TO BYLAWS

The Bylaws may be amended by in accordance with the following procedure:

Section 11.01 Proposal of Amendment. Amendments to the Bylaws must be proposed to the Directors by a special committee (the “Bylaw Committee”) appointed for such purpose in accordance with Section 8.02 or by petition signed by five percent (5%) of the Members and delivered to the Secretary.

Section 11.02 Approval of Directors. Amendments to the Bylaws must be approved by seventy-five percent (75%) of the Directors.

Section 11.03 Publication of Proposed Bylaw Amendment. Within a reasonable time following receipt of approval of the Directors in accordance with Section 11.02, the proposed Bylaw amendment(s) shall be published to the Members by the generally accepted method of communication to the Members utilized at the time.

Section 11.04 Notice of Special Bylaw Amendment Meeting. The Bylaw Committee must publish two (2) written notices of a special meeting of the Members to discuss and ratify the proposed amendment(s) to the Bylaws by the generally accepted method of communication to the Members utilized at the time, which notice shall include the publication of the proposed Bylaw amendment(s). The first notice required hereunder must be published to the Members at least thirty (30) days prior to the special meeting.

Section 11.05 Ratification. The Director of Legal Affairs will conduct the special meeting called in accordance with Section 11.04. The Bylaws shall be amended in accordance with the proposed Bylaw amendment(s) ratified by sixty percent (60%) of the Members (such ratification certified by the Director of Legal Affairs) present in person or by proxy at the special meeting.

ARTICLE XII
PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority under which all meetings of the Directors and the Members shall be conducted in accordance with these Bylaws.

Approved by the Board of Directors June 16, 2015