SKI FOR LIGHT, INC.

CONSTITUTION AND BYLAWS

Constitution

ARTICLE I. NAME

The name of this incorporated organization shall be Ski for Light, Inc., also referred to in these Bylaws as the Organization or Ski for Light.

ARTICLE II. PURPOSE

The purpose of this Organization shall be to introduce and promote participation in vigorous outdoor activities by blind persons and mobility‑impaired persons in partnership with able‑bodied persons and to promote ongoing programs of this type on national, regional, and local levels.

ARTICLE III. MEETINGS

Section 1. There shall be three (3) Regular Meetings of the Board each year: the Annual Meeting in January, February or March; the Summer meeting in June or July; and the Fall meeting in October or November.

The Annual Meeting shall normally be an in‑person meeting held on the Friday preceding the annual Ski for Light International Week, at or near the site of the event, and may have additional sessions throughout the week. Any Director who is not physically present at the location of the Annual Meeting may participate in the meeting via an accepted means of remote communication, if such means of communication can be reasonably provided.

The Summer and Fall Meetings shall normally be held via an accepted means of remote communication.

Participation in a meeting by any means constitutes presence at the meeting. Directors participating remotely may vote by means of the service's collaboration tools such as hand raise, Chat, or Poll. Remote voting by secret ballot shall be conducted by text message or email.

Notice, in writing, of the time and place of all Regular Meetings shall be conveyed to each Director no less than thirty (30) days prior to the date of each meeting.

Section 2. Special Meetings. Additional meetings of the Board may be called by the President, with the approval of the Executive Committee, or by any seven (7) members of the Board, or fifty (50) percent of the Board if the size of the Board is less than fourteen (14), so long as a notice thereof is sent to each Director, in appropriate format, no less than fifteen (15) days prior to the date of the meeting, specifying time, place, and purpose.

Section 3. Meetings via Remote Communication. Any Board meeting may be held through the use of a remote communication service such as Zoom, so long as proper notice of the meeting has been given to all Board members.

Section 4. Action Without a Meeting. Any action required or permitted to be taken at any Board meeting may be taken without a meeting based on a poll, to be confirmed in writing, of all voting members. Action taken pursuant to this provision constitutes action taken at a meeting.

Section 5. Quorum. A quorum for the conduct of business of the Board shall be a majority of the positions currently filled.

Section 6. Voting. At any meeting of the Board every voting Director shall be entitled to one (1) vote and, except as otherwise provided by law or by these Bylaws, the act of a majority of the voting Directors present at any meeting shall be the act of the Board.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Definition. A self‑perpetuating Board of Directors, also referred to in these Bylaws as the Board, shall constitute the entire membership of the Corporation.

Section 2. Composition. The Board shall consist of no fewer than eight (8) nor more than thirty (30) Directors and shall periodically determine its exact size within these limits. No paid employee of the Organization may be a Director. In electing Directors, the Board should, at all times, attempt to maintain an appropriate balance of able‑bodied and disabled persons.

Section 3. Authority and Responsibility. The Board of Directors shall:

A. Control and manage the affairs, funds, and property of Ski for Light, Inc.;

B. Disburse Ski for Light monies and dispose of its property in fulfillment of its Corporate purpose; and

C. Delegate authority to committees or to individual Directors, as it deems necessary.

Section 4. Duties of Directors. Duties of the Directors shall be as set forth in Bylaw 2.

Section 5. Election. Directors shall be elected by ballot, except as otherwise provided in these Bylaws, by vote of the Directors then in office.

At the Fall Meeting in each odd‑numbered year, the Board shall determine the number of positions to be filled.

No less than sixty (60) days prior to the Annual Meeting, the Board Development and Elections Committee shall notify each Board member, in writing, of the pending election, the number of Director positions to be filled, and the names of current directors whose term of office is expiring, and shall invite each Director to submit, in writing, nominations for Director positions including, if applicable, their interest in running for re‑election. Such a call for nominations shall also be published in the Ski for Light Bulletin, at least sixty (60) days prior to the Annual Meeting. There shall be no limit on the number of nominations that a Director or any other person may submit, and a person may nominate himself/herself.

Nominations must include a brief statement written by the person seeking election to the Board that includes; an explanation of why the candidate is seeking election; a description of past and/or current involvement in the work of Ski for Light; details about possible future areas of involvement or responsibility that would be of interest to the candidate if elected to the Board; a summary of any applicable professional or volunteer experience outside of Ski for Light; and anything else that the candidate deems important or relevant.

The deadline for receipt of submissions shall be forty (40) days prior to the Annual Meeting.

No less than thirty (30) days prior to the Annual Meeting, the Board Development and Elections Committee shall send to each Director, in writing, a list of all nominees who have expressed a willingness to serve, if elected, the biographical information about each nominee, and a ballot.

Directors shall vote by placing "x" in front of up to "n" names on the ballot, where "n" is the number of positions to be filled.

All ballots shall be submitted in writing to the Chair of the Board Development and Elections Committee (Chair). Ballots not received at least ten (10) days prior to the Annual Meeting, with received confirmation, will not be counted. The identity of the author of a ballot may be viewed only by the Chair (and a sighted assistant, if necessary) to ascertain that the ballot was completed properly. Ballots containing "n" or fewer votes shall be considered to be properly completed ballots.

Directors do not need to be present at the Annual Meeting for their vote to count, but no voting by proxy shall be permitted.

At least one‑half (1/2) of the Directors then serving in office must submit completed ballots for the election to be valid.

Prior to the start of the Annual Meeting the Chair shall:

A. Seek confidential clarification or correction, as necessary, from Directors whose ballots have been determined to be improperly completed; and

B. Determine the results of the election by summing the number of "x" votes for each candidate on all properly submitted ballots, with the "n" candidates receiving the most "x" votes being elected to Director positions, where "n" is the number of seats to be filled, except that all candidates elected to Director positions must receive "x" votes from a majority of those casting ballots.

In the event of a tie vote for the last position(s) to be filled, the tie shall be broken, before any other election results are announced, by a run‑off election during the first session of the Annual Meeting, conducted by the Chair, by ballot, in a confidential manner, among the Directors present at the meeting.

As soon as possible after the first session of the Annual Meeting is called to order, and before the end of the first day of the meeting, the Chair shall conduct any necessary balloting to break a tie vote(s) as described, and announce the results of the election.

The Chair shall confidentially and securely retain copies of all ballots received and shall have all received ballots in his/her physical possession when election results are announced in case questions about the election results arise that would necessitate a recount of ballots.

Immediately after the adjournment of the Annual Board meeting during which election results are made public, the Chair shall delete, shred or otherwise permanently destroy all ballots in their possession and shall notify the Board in writing that this task has been completed.

Section 6. Term of Office. Directors shall be elected to office for a term of four (4) years, or until successors, if any, are duly elected and take office, except in the case of death, resignation, or removal from office. Approximately one‑half (1/2) of the Directors shall be elected in each even‑numbered year.

Section 7. Assumption of Office. Newly‑elected Directors shall assume office two (2) weeks after the scheduled final Sunday of the International event in the year in which they are elected.

Section 8. Honorary Directors. Individuals or representatives of organizations, who are interested in supporting the objectives of Ski for Light Inc., may be invited to serve as Honorary Directors. A standing invitation shall be extended to the Presidents of the Sons of Norway International and the Sons of Norway Foundation and shall be effective for the duration of their respective terms. The President, with the concurrence of the Executive Committee or Board, may make additional invitations which shall be effective for one (1) year. An appointment as Honorary Director places neither obligation nor liability on the individual appointed, nor does such individual have voting privileges.

Section 9. Directors Emeritus. An individual who has provided substantial service to the Organization as a Director, who is no longer a member of the Board, may be elected, by a two‑thirds (2/3) vote of the Board, to the position of Director Emeritus. If accepted by the individual, Such election shall be for the individual's lifetime, unless the individual:

1) Resigns by giving notice, in writing, of his/her resignation to a member of the Executive Committee;

2) Becomes a regular member of the board, in which case their status as a Director Emeritus shall be placed on hold for the duration of their service as a regular Board member, after which it will resume; or

3) Is removed from this position, with or without cause, by a two‑thirds (2/3) vote of all Directors present at any Regular or Special Meeting, provided that fifteen (15) days notice must be given to all Directors, in appropriate format, of the proposed vote.

Election as Director Emeritus places neither obligation nor liability on the individual elected, and includes a standing invitation to attend the Annual Meeting, where the Director Emeritus may speak but not make motions or vote.

Section 10. Resignation and Removal of Directors. Any Director may resign from the Board by giving notice, in writing, of his/her resignation to a member of the Executive Committee. Any Director may be removed from office, with or without cause, by a two‑thirds (2/3) vote of all Directors present at any Regular or Special Meeting, provided that fifteen (15) days notice must be given to all Directors, in appropriate format, of the proposed vote. Lack of participation in three (3) consecutive Regular Meetings shall result in automatic removal from the Board, unless extenuating circumstances exist as recommended to the Board by the Executive Committee.

Section 11. Vacancies. Vacancies among the Directors, however arising, shall be filled, at the discretion of the Board, by a majority vote of the Directors present during any Regular or Special Meeting. A Director elected to fill a vacated position shall serve for the unexpired portion of that office or until a successor, if any, is duly elected and takes office, except in the case of death, resignation, or removal from office.

ARTICLE V. OFFICERS

Section 1. Principal Officers. The Principal Officers of Ski for Light, Inc. shall be a President, a Vice‑President, a Secretary, a Treasurer and two Directors‑at‑Large. The Board of Directors at any meeting may, by resolution, elect or appoint additional Officers, and determine their terms of office, however, no such Officer shall be a member of the Executive Committee nor have any other rights or privileges due an Officer except as provided in these Bylaws or as directed by the Board. No person shall hold more than one (1) office at the same time.

Section 2. Election. Officers shall be elected by ballot, in a confidential manner, at the Annual Meeting in even‑numbered years by majority vote of all voting Board members present at the meeting, except as otherwise provided in these Bylaws. For uncontested positions, a voice vote is acceptable. There shall be no voting by proxy.

The election process shall be organized and managed by a Nominating Committee of the Board. It shall be the duty of this Committee to identify, select and/or recruit one candidate for each office, to augment this list of candidates with additional nominations from Board members, if any, to confirm that each candidate for office is willing to serve if elected, to solicit and distribute candidate statements to the Board, to facilitate a candidate forum, and to conduct the election of officers at the Annual Meeting.

At least eighty (80) days prior to the Annual Meeting, or during the Fall meeting of the SFL Board if the meeting occurs earlier than this date, the President shall notify all Board members the composition of a Nominating Committee as selected by vote of the Executive Committee. This Nominating Committee shall consist of a chair and two other current Board members, each of whom will have been a member of the Board for at least three years when the pending election is held, and each of whom is not seeking election to office during the pending election. At least one of the three members must be a person who is visually or mobility impaired. At the discretion of the Executive Committee, up to two additional members may be added to the Nominating Committee by the Executive Committee at the time the committee is selected. Any such additional members may be either current Board members or former Board members or directors emeritus who have been actively involved in the work of SFL in the recent past. Once selected, the Nominating Committee shall operate totally independently from the President and Executive Committee, except to request help with logistical elements of the nomination and election process, if so desired.

If the Chair or a member of the Nominating Committee resigns or is unable to continue serving on the committee for any reason, a replacement shall be appointed by vote of the Executive Committee. No member of the Nominating Committee may run for election to any office in the pending election, unless he/she first resigns as a member of the committee.

At the time that the members of the Nominating Committee are announced, the chair of the Nominating committee (the Chair) shall describe for Board members the process to be used to select and elect officers. The chair will then invite any member wishing to be nominated by the Nominating Committee to so inform the chair of the committee no later than sixty‑five (65) days prior to the annual meeting, and to provide the committee at that time with a brief written candidate statement, describing his/her experience and qualifications, why the candidate is seeking nomination and election, and what the candidate would like to accomplish and/or change if elected to office.

No earlier than sixty (60) days prior to the Annual Meeting the Nominating Committee shall meet to begin the process of selecting nominees. Those eligible to be nominated shall include all current Board members whose term of office is not expiring and all individuals planning to be on the ballot for election to the Board at the Annual Meeting, except for members of the Nominating Committee.

The Nominating Committee may, if it so decides, encourage eligible candidates who have not previously expressed interest in being nominated for office to seek nomination. To be considered each such person must provide the Nominating Committee with the written candidate statement described above.

Factors to be considered by the Nominating Committee shall include The experience and accomplishments of both persons who have expressed interest in being nominated and eligible prospective candidates, who have not expressed interest in being nominated, based on the candidate's submitted written statement, SFL history and activity, and any other relevant experience or qualifications.

The Nominating Committee shall invite each person who has expressed interest in being nominated to participate in an information‑sharing personal meeting via telephone, or electronic means such as Zoom, with at least three members of the Nominating Committee. The purpose of such a meeting, which is optional on the part of any candidate, is for the candidate to augment and expand on the information previously provided via the written candidate statement, for the candidate to ask questions and learn more about the requirements of any given office, for the candidate to identify which SFL office or offices would be of interest to the candidate, and for the members of the Nominating Committee to ask questions of the candidate as necessary to complete their evaluation. All candidates should be advised that participating in the information sharing session does not guarantee nomination.

The committee shall select one nominee for each office and announce the list of nominees to the Board, including in the announcement the candidate statement for each nominee, no less than forty‑five (45) days prior to the Annual Meeting. Prior to announcing the list of nominees each person who previously expressed interest in being nominated shall be privately informed by a member of the Nominating Committee as to the status of their possible nomination, and those candidates being nominated shall be asked to confirm that they are willing to run and serve in the office to which they are being nominated, if elected.

As soon as the list of nominees is announced to the Board, the Chair shall invite additional nominations from any Board member or eligible candidate for any office. Any such nominations, which may include self‑nominations, must be submitted in writing, be accompanied by a candidate statement from the nominee as described above, and be received by the Chair no less than thirty‑five (35) days prior to the Annual Meeting. As soon as any such nominations are received, the Chair shall announce them to the Board, including in the announcement the candidate statement from the nominee.

No less than thirty (30) days prior to the Annual Meeting the Nominating Committee shall announce to the Board the final list of nominees and candidates for each office. No additional nominations for any office shall be accepted after this date, except as otherwise allowed in these Bylaws.

At the same time that the final list of nominees is announced to the Board, the Chair shall announce the date and time of an open Candidate Forum via Zoom or similar electronic means for all candidates and nominees, which shall be held no more than twenty (20) days and no less than ten (10) days prior to the Annual Meeting. Participation in this forum is optional. At the forum, each candidate shall present a statement lasting no more than three minutes, and be asked to respond to a series of three questions developed by the Nominating Committee, allowing up to two minutes for each candidate to respond to each question. The list of three questions will be the same questions for all candidates, and each candidate shall be sent the list of questions at least two (2) days prior to the Forum. If a candidate is unable to attend the forum, he/she may submit a pre‑recorded statement that will be played for attendees. The Chair of the Nominating Committee shall serve as the moderator of the forum. The forum shall be recorded and the recording made available to all members of the Board as soon as possible after the Forum.

Election of officers shall occur during the Annual Meeting, at any time after the results of the Board election are announced and the composition of the newly elected Board is known.

The Chair shall conduct the election of Officers in the following order: President, Vice President, Secretary, Treasurer and Directors‑at‑Large, with the two offices of Director‑at‑Large being elected in a single election process. Candidates must be members of the newly elected Board, and be willing to serve if elected. Any candidate on the ballot may withdraw from consideration at any point in the proceedings by so informing the Chair. Campaign statements from candidates and comments or questions from Board members shall not be allowed during the election process, except that if any election involves one or more candidates who were nominated from the floor then each such candidate shall have approximately two (2) minutes to address the Board, immediately before the vote in question. The election of any office may be expanded to include nominations from the floor if authorized by a majority vote of the Board.

For the election of President, the Chair shall first announce the name or names of all properly nominated and eligible candidates for President.

A. If there is only one properly nominated and eligible candidate for the office of President, the Chair shall ask for a voice vote to elect the candidate to the position of President by acclimation.

B. If there are two or more candidates properly nominated and eligible for the office of President, there shall be a confidential vote conducted by ballot among the Board members present at the meeting. The winner of the election shall be the candidate who receives a majority of the votes cast. If no nominee receives a majority of the votes cast in the first round of voting, a second round of voting shall take place with the same nominees on the ballot. If, after the second round of voting, no nominee has received a majority of the votes cast, and if the same nominee has finished last in each of the first two rounds of voting, then the nominee who finished last in the first two rounds of voting shall be dropped from the ballot and a third round of voting conducted. This process shall continue until a single nominee has received a majority of the votes cast.

C. If there are no properly nominated and eligible candidates for the office of President, the Chair shall call for nominations from the floor. If only one person is so nominated, after three calls for additional nominations, the Chair shall ask for a voice vote to elect the candidate to the position of President by acclimation. If there is more than one candidate nominated from the floor, there shall be a confidential vote conducted by ballot among the Board members present at the meeting. If no nominee receives a majority of the votes cast in the first round of voting, a second round of voting shall take place with the same nominees on the ballot. If, after the second round of voting, no nominee has received a majority of the votes cast, and if the same nominee has finished last in each of the first two rounds of voting, then the nominee who finished last in the first two rounds of voting shall be dropped from the ballot and a third round of voting conducted. This process shall continue until a single nominee has received a majority of the votes cast.

D. The election of Vice President, secretary and Treasurer shall take place following the election of President, using an identical election process as used for the election of President.

E. For the election of the two offices of Director‑at‑Large, the Chair shall first announce the name or names of all properly nominated and eligible candidates for the two offices of Director‑at‑Large.

F. If there are only one or two properly nominated and eligible candidates for the two offices of Director‑at‑Large, the Chair shall ask for a voice vote to elect those candidate(s) to the position(s) of Director‑at‑Large by acclimation.

G. If there remains just one of the two Director‑at‑Large positions to be filled, the Chair shall call for nominations from the floor to fill that office, and proceed to fill that position following the same procedure as in C. above for the election of President.

H. If there are three or more candidates properly nominated and eligible for the offices of Director‑at‑Large, there shall be a confidential vote conducted by ballot among the Board members present at the meeting. For this election each voter shall be entitled to cast two votes on a single ballot, except that no voter may vote twice on his/her ballot for the same candidate.

I. The winner or winners of the election shall be any candidate or candidates who receives votes from a majority of the voters casting ballots, except that if more than two candidates receive votes from a majority of those casting ballots, the two winners shall be the two candidates receiving the largest number of votes.

J. If only one candidate receives votes from a majority of the voters casting ballots on the first round of voting, that candidate shall be declared the winner of one of the two Director‑at‑Large offices, and an additional round of voting conducted among the remaining candidates, except that each voter will be eligible to cast only one vote during this round of voting. The candidate receiving a majority of the votes cast shall be declared the winner of the second Director‑at‑Large office.

K. If no nominee receives a majority of the votes cast in the second round of balloting, a third round of voting shall take place with the same nominees on the ballot. If, after the third round of voting, no nominee has received a majority of the votes cast, and if the same nominee has finished last in both the second and third rounds of voting, then the nominee who finished last in the second and third rounds of voting shall be dropped from the ballot and a fourth round of voting conducted. This process shall continue until a single nominee has received a majority of the votes cast.

L. If there are no properly nominated and eligible candidates for the offices of Director‑at‑Large, the Chair shall call for nominations from the floor. If only one or two people are so nominated, after three calls for additional nominations, the Chair shall ask for a voice vote to elect those candidate(s) to the position(s) of Director‑at‑Large by acclimation.

M. If there are three or more candidates nominated from the floor for the two positions of Director‑at‑Large, there shall be a confidential vote conducted by ballot among the Board members present at the meeting, using the same procedure for the election as in H. above.

Section 3. Term of Office. Each Officer shall be elected to office for a term of two (2) years, or until a successor is duly elected and takes office, except in the case of death, resignation, or removal from office. An Officer may be elected to a maximum of three (3) consecutive partial or full terms in the same office, except that there shall be no limit to the number of terms for the Secretary or Treasurer in their respective positions, and the two positions of Director‑at‑Large shall be considered as one position for the purposes of term limit.

Section 4. Assumption of Office. Newly‑elected Officers shall assume office two (2) weeks after the scheduled final Sunday of the International event in the year in which they are elected.

Section 5. Resignation and Removal of Officers. Any Officer may resign from office by giving notice, in writing, of his/her resignation to the President or Vice‑President. Any Officer may be removed from office, with or without cause, by a two‑thirds (2/3) vote of all Directors present at any Regular or Special Meeting, provided that fifteen (15) days notice must be given to all Directors, in appropriate format, of the proposed vote. Lack of participation in three (3) consecutive Regular Meetings shall be cause for removal, upon review and recommendation by the Executive Committee, unless extenuating circumstances exist.

Section 6. Vacancies. Vacancies among the Officers, however arising, shall be filled, by the Board, by a majority vote of the Directors present during any Regular or Special Meeting. An Officer elected to fill a vacated position shall serve for the unexpired portion of that office or until a successor is duly elected and takes office, except in the case of death, resignation, or removal from office. A vacancy in the position of President shall be immediately filled by the Vice‑President.

Section 7. The duties of the Officers shall be as set forth in Bylaw 3.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall consist of the President, Vice‑President, Secretary, Treasurer, two Directors‑at‑Large and the Immediate Past President. If the Immediate Past President does not remain a member of the Board, or assumes another office which grants him/her membership on the Executive Committee, the position of Immediate Past President on the Executive Committee shall remain vacant.

Section 2. Powers and Duties. The powers and duties of the Executive Committee shall be as set forth in Bylaw 4.

Section 3. Meetings.

The Executive Committee shall meet at least four times each year, either in person or through the use of telephone conference or similar equipment, at a date, time and place to be selected by the President. Additional meetings may be convened at the discretion of the President, or upon the request, in writing, of any three (3) members of the Executive Committee. A quorum for the conduct of business of the Executive Committee shall be the entire membership of the Executive Committee minus one (1). The vote of a majority of members present at a meeting constitutes an action of the Executive Committee. The minutes of each Executive Committee meeting shall be sent to all Directors, in writing, within thirty (30) days of each meeting. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting based on a poll, to be confirmed in writing, of all Executive Committee members. Action taken pursuant to this provision constitutes action taken at a meeting.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees. This Organization shall have standing committees as specified in Bylaw 5. Each such committee shall:

A. Have power, to the extent delegated to it by these Bylaws and the Board, to independently and proactively pursue the function and goals of the committee;

B. Periodically report to the President, as requested, on its progress; and

C. Prepare and present a report of plans for the upcoming year to the Board at its June meeting and an Annual Report to the Board, during the Annual Meeting, on the committee's activities and accomplishments. Reports shall be distributed to Board members at least one week prior to the meeting.

Section 2. Special Committees. The President may appoint Special Committees, on an ad hoc basis, as he/she considers necessary or advisable for carrying on the work of this Organization. Each such committee shall perform the function for which it is formed, as identified by the President, and shall report periodically to the President, as requested, until such time as its goals are achieved, except for the Nominating Committee, which shall report to only the Board.

Section 3. Membership. By April 1 of each even‑numbered year, the President shall appoint the Chair of each Standing and Special Committee, except for the Nominating Committee whose chair shall be elected by the Executive Committee. At that time, the President shall forward the list of Committee chairs to the Board of Directors. The members of each standing and special committee shall be appointed by the Chair of the committee, in consultation with the President, except for the Nominating Committee whose members shall be elected by the Executive Committee. By May 1 of each even‑numbered year, the Chair of each committee shall forward a list of committee members to the SFL Secretary. When all committee rosters have been received, the Secretary shall forward the full list of committees with all members listed to the Board of Directors and to the Webmaster for posting on the SFL website. All committees, with the exception of the Budget and Finance, Constitution and Bylaws, and Board Development and Elections committees may have non‑Board members. Each Standing and Special Committee shall have at least three (3) members, including the Chair, unless otherwise specified in Bylaw 5. The President shall be an ex officio member of all committees, except the Nominating Committee.

Section 4. Term. The Chair of each Standing Committee shall be appointed by April 1 in each even‑numbered year, and shall serve at the pleasure of the President until the next regular Board election, except for the Chair of the International Week Planning Committee who shall be appointed by April 1 each year and serve for one (1) year. Members of each Standing Committee shall be appointed within thirty (30) days of the appointment of the Chair, and shall serve at the pleasure of the Chair until the next regular Board election, except the members of the International Week Planning Committee who shall be appointed as described in Bylaw 5 and serve until the next April 1. The membership of each Standing Committee shall be reviewed April 1 of each odd‑numbered year.

Section 5. Meetings. In many cases Committees shall conduct their business on an informal basis, with decisions reached by consensus. Meetings of any committee may be convened at the discretion of the Chair, in which case a majority of the members shall constitute a quorum, and a majority vote of members present shall constitute an action of the committee.

ARTICLE VIII. INDEMNIFICATION

Every person who is, or shall be, or shall have been, a Director, agent, employee, or volunteer of Ski for Light, Inc. and his/her personal representatives shall be indemnified by Ski for Light, Inc. against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be made a party by reason of his/her being or having been a Director, agent, employee, or volunteer of Ski for Light, Inc. except in relation to such matters as to which he/she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his/her duty as Director, agent, employee, or volunteer. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorneys' fees, damages, and reasonable amounts paid in settlement.

ARTICLE IX. CORPORATE DISSOLUTION

Upon the dissolution of the Organization, assets shall be distributed by the Board, after paying or making provision for payment of all of the liabilities of the organization, for one (1) or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose, as the Board shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. PARLIAMENTARY AUTHORITY

The most recent edition of Robert's Rules of Order, Newly revised, shall serve as the parliamentary authority for this Organization in all cases to which it may be applicable and is not otherwise in conflict with the Articles of Incorporation, these Bylaws, or the requirements of any statutes to which this Organization is properly subject.

ARTICLE XI. AMENDMENT

This Constitution and Bylaws may be amended at any Regular or Special Meeting of the Board, Constitutional amendments by a two‑ thirds (2/3) vote and Bylaw amendments by a majority vote, of the Directors present, provided that Directors shall receive notice, in appropriate format, of proposed Constitutional amendments at least two (2) days prior to the meeting (proposed Bylaw amendments do not require advance notice.)

BYLAWS

Bylaw 1. Communications

Ski for Light, Inc. is committed to enabling visually‑impaired individuals to fully participate in the work of the organization by providing information and materials in a format that best meets the need of each Board member.

A. In writing. For the purposes of these Bylaws, communication "in writing" is defined as communication via electronic mail, unless the Board member has requested that communication be in ink-print via postal mail or in an appropriate, alternate format.

B. Appropriate format. For the purposes of these Bylaws, "appropriate format" is defined as communication to visually‑impaired members of the Board in a format that is independently usable by the recipient without the assistance of another person. The form of the communication may be audiotape, computer disk, a specific form of e‑mail, braille, large print, or verbal communication via telephone or in person, as determined jointly by the originator of the communication and the recipient. It is the responsibility of the visually‑impaired Board member to identify the need for an "appropriate format".

C. In a confidential manner. For the purposes of these Bylaws, a "confidential manner" of communication shall be defined as communication to or from a visually‑impaired individual in a form that allows him/her to communicate with no more than one other person being part of the communication. This may take the form of braille, large print, a private conversation, or the use of an amanuensis.

D. Annual Meeting Communications. Information that is to be presented at the Annual Meeting should, to the extent possible, be presented to visually‑impaired members in braille and large print formats.

Bylaw 2. Duties of the Directors

The duties of the Directors include:

A. Each Director is expected to attend all Regular and Special Meetings;

B. Each Director is expected to actively participate in the Organization's development efforts; and

C. Each Director is expected to actively participate in the planning and implementation of the Organization's programs.

Bylaw 3. Duties of the Officers

A. President. The President, as the Chief Executive Officer of the Corporation, shall:

1. Preside at all Board and Executive Committee meetings;

2. Ensure that all business and resolutions of the Board are carried into effect;

3. Sign all contracts and conveyances, or appoint another member of the Board to do so on his/her behalf;

4. Appoint committee chairs and members, to the extent permitted by these Bylaws;

5. Appoint such individuals as necessary to manage important tasks and responsibilities that do not fall under any standing committee, and to maintain important SFL documents.

A. Appoint the following coordinators:

1. Annual Report Editor: Responsible for designing, compiling, and arranging for the production of the organization's annual report;

2. Database Coordinator: Responsible for maintaining the organization's database of event attendees, donors, and interested persons;

3. Donor Response Coordinator: Responsible for mailing acknowledgements of all monetary donations received;

4. Diversity, Equity and Inclusion Coordinator: Responsible for promoting principles of DEI within Ski for Light;

5. Financial Appeal Coordinator: Responsible for conducting one or more financial appeals to potential donors each year;

6. Listserv Manager: Responsible for maintaining the organization's Executive Committee, Board, and other listservs;

7. Regional Liaison: Responsible for sharing information about the activities of Ski for Light, Inc. with each regional program, disseminating information about the various regional activities and events as it is received, and, when appropriate, acting as a facilitator of communication flow amongst the various regional programs.

8. Ridderrenn Trip Coordinator: Responsible for publicizing the details of each upcoming Ridderrenn within the Ski for Light community, and coordinating the plans for the Ski for Light group attending each such event;

9. Risk Management Coordinator: Responsible for assessing on an on‑going basis all aspects of the Ski for Light program and organization for areas of potential liability and risk and making appropriate recommendations to the Board for changes in policies, procedures and practices. Also responsible for managing and coordinating the application and renewal process for any insurance coverage authorized by the Board;

10. Ski for Light Bulletin Editor: Responsible for coordinating the overall preparation and distribution of the Ski for Light Bulletin three times per year. This includes soliciting content, preparing final copy, and arranging for the production and distribution of each edition to recipients as provided by the Database Coordinator in formats appropriate to the needs of the Ski for Light community.

11. Ski for Light Policy Manual Manager: This coordinator shall be a Board member responsible for reviewing the Ski for Light policy manual annually and recommending changes to the Board. As changes/updates are adopted by the Board, the Policy Manual Manager shall update the manual and forward the latest version to the Website Coordinator for posting to the website; and

12. Webmaster: Responsible for maintaining and updating the Ski for Light website.

B. Assign storage and maintenance responsibility for: Articles of Incorporation, Constitution and Bylaws, Trademark registration, Policy Manual, event planning manual, guide training manual, Code of Information.

C. As coordinators are appointed, notify the SFL Secretary so that the roster of coordinators can be updated and disseminated to the SFL Board and the Website coordinator for posting to the SFL website.

6. The President or his/her designee shall be the organization's primary focal point for communication with the Sons of Norway, maintaining a strong and positive relationship between Ski for Light and the Sons of Norway, Royal Norwegian Embassy, and other Norwegian organizations and constituencies.

7. Be an ex officio member of all committees with the exception of the Nominating Committee; and

8. Serve in such other capacities as may be prescribed in these Bylaws, the Parliamentary Authority and/or the statutes of the state of Minnesota.

B. Vice‑President. The Vice‑President shall:

1. Perform the duties of the President in the absence of the President, or if the President is unable to perform the presidential duties;

2. Assume that office if it becomes vacant;

3. Chair the Long‑Range Planning Committee;

4. Serve as Compliance Officer as prescribed in the Policy Manual; and

5. Discharge such other duties and exercise such other powers as may be conferred upon him/her or delegated to him/her by the President, the Executive Committee or the Board.

C. Secretary. The Secretary, as the Chief Administrative Officer of the Corporation, shall:

1. Record the proceedings of all Board and Executive Committee meetings;

2. Distribute, or cause to be distributed, in writing, the minutes of all Board and Executive Committee meetings to all Board members, within thirty (30) days of the meeting;

3. Be responsible for the overall management of the Organization's principal place of business, or delegate the day‑to‑day management of the Organization's principal place of business to another individual with the concurrence of the Executive Committee;

4. Have custody of all reports;

5. Perform all Board mailings;

6. Maintain a complete roster of all committee and coordinator appointments. Annually, disseminate the full roster to the Board and send to the Website coordinator for posting to the SFL website. Notify the Board and Website coordinator of any changes as they occur.

7. Conduct, or cause to be conducted, all general correspondence; and

8. Serve in such other capacities as may be prescribed in these Bylaws, the Parliamentary Authority and/or the statutes of the state of Minnesota.

D. Treasurer. The Treasurer, as the Chief Financial Officer of the Corporation, shall:

1. Be the custodian of all funds and other property belonging to the Organization, or under its control;

2. Deposit all funds in the name of the Organization, in a bank or banks, as approved by the Executive Committee;

3. Disburse the funds of the Organization within Board‑ or Executive Committee‑approved spending limits, as may be ordered by the President;

4. Prepare and submit, or cause to be prepared and submitted, to the appropriate governmental entities, such annual and periodic reports as may be required by the laws governing financial reporting by nonprofit corporations to the Federal government and the state of Minnesota;

5. Render to the Board and Executive Committee such periodic financial reports as they may require;

6. Make all records open for inspection by the Board;

7. Submit all records, annually, to the Budget and Finance Committee for internal audit;

8. Submit all records to an outside auditor, as requested by the Budget and Finance Committee, Executive Committee or Board; and

9. Serve in such other capacities as may be prescribed in these Bylaws, the Parliamentary Authority and/or the statutes of the state of Minnesota.

E. Directors‑at‑Large. Each Director‑at‑Large shall discharge such duties and exercise such powers as may be conferred upon him/her or delegated to him/her by the President, the Executive Committee or the Board. Such duties shall normally include chairing at least one (1) Standing Committee.

Bylaw 4. Powers and Duties of the Executive Committee

A. The Executive Committee shall have the general power and duty to:

1. Exercise general supervision over the affairs of the Organization between meetings of the Board;

2. Make recommendations to the Organization; and

3. Discharge such other duties and exercise such other powers as may be prescribed in these bylaws or as may be conferred upon it or delegated to it by the Board.

B. Without in any manner limiting the general powers otherwise conferred, the Executive Committee shall have the power to develop the organization's budget with the Budget and Finance Committee and to recommend its approval by the Board.

C. The Executive Committee shall at all times be subject to the orders of the Organization, and none of its positions, policies or actions shall conflict with positions, policies or actions taken or adopted by the Board.

Bylaw 5. Standing Committees

Standing Committees of Ski for Light, Inc. shall be:

A. Board Development and Elections. The responsibility of the Board Development and Elections Committee is:

1. Assess the future knowledge, leadership and skill needs of the Ski for Light Board;

2. To ascertain the need for and interest in topics for Board trainings to increase the knowledge and improve skills of Board members and to facilitate at least one such training annually;

3. To provide orientation and ongoing support to new and current Board members;

4. To identify potential candidates for Board membership who have skills or qualities that will be needed on the Board in the future;

5. To encourage such candidates to seek election to the Board; and

6. To manage the entire process for electing board members, as proscribed in Article IV, Section 5.

The Committee shall consist of a Chair and at least two (2) other members, all of whom shall be Board members and at least one (1) of whom must be a person who is visually or mobility impaired, except that the Chair may not be a person whose Board term of office is expiring coincident with the next Board elections.

B. Budget and Finance. The responsibility of the Budget and Finance Committee is to oversee the financial affairs of Ski for Light, Inc. and to monitor and make recommendations to the Executive Committee and Board involving the organization's investments. The Committee shall consist of at least three (3) Board members, with the Treasurer as an additional ex officio member. This Committee shall:

1. Oversee all fiscal matters of the Corporation;

2. Establish a fiscal year budget for consideration by the Executive Committee no later than August 1 of each year;

3. Monitor and evaluate the performance of Ski for Light investments and make recommendations as appropriate to the Executive Committee; and

4. Conduct an annual review of the financial records of the Corporation.

C. Constitution and Bylaws. The responsibility of the Constitution and Bylaws Committee is to periodically review the Bylaws of Ski for Light, to coordinate the suggestions for Bylaw revisions submitted by Board members, and to make appropriate recommendations to the Board. The Committee shall consist of at least five (5) Board members, at least two (2) of whom shall be visually‑impaired. This Committee shall:

1. Annually review the Organization's Constitution and Bylaws and make recommendations to the Board for amendment or revision as necessary;

2. Draft or assist in drafting appropriate amendments to implement recommendations referred to it by other Board members, and present all such recommendations at the next Board meeting, with a pass or no‑pass recommendation from the committee, except that recommendations must be received by the committee no less than fourteen (14) days prior to the Board meeting at which the recommendation is to be discussed; and

3. Ensure that the current edition of Robert's Rules of Order Newly Revised is available at every Board meeting.

D. Corporate Sponsors. The responsibility of the Corporate Sponsor Committee is to solicit donations of products from corporations to support the activities and needs of Ski for Light. To this end, the Committee shall;

1. Each fall, solicit donations of products for the Ski for Light store, silent auction and raffle from past and potential new corporate supporters;

2. Solicit product donations, as requested by the Event Chair, for other event needs; and

3. Evaluate existing policies and procedures and recommend changes, as appropriate, to the Board.

E. Foundations. The responsibility of the Foundations Committee is to generate financial support of Ski for Light activities and programs from Foundations, Trusts and similar entities. To this end, the Committee shall;

1. Prepare and submit grant applications to Foundations that have historically provided financial support to Ski for Light;

2. Identify potential new Foundation supporters for Ski for Light and determine their receptivity to a grant request from Ski for Light;

3. Prepare and submit grant applications to those potential new Foundations that seem receptive to an application from Ski for Light.

4. Execute any additional programs previously authorized by the Board or President; and

5. Evaluate existing policies and procedures and recommend changes, as appropriate, to the Board.

F. Guide Recruitment. The responsibility of the Guide Recruitment Committee is to identify and execute such programs as necessary to recruit a sufficient number of new and veteran guides for each Ski for Light Event. To this end, each year the Committee shall:

1. Execute the guide recruitment activities previously authorized by the Board or President;

2. By November 15 of each year, recommend additional programs, as necessary, to eliminate any significant anticipated shortfall in guide applicants for the International Event;

3. Execute any such programs authorized by the Executive Committee; and

4. Conduct an annual evaluation of guide recruitment programs and policies, and recommend a program for the following fiscal year, during the Annual Meeting.

G. Long Range Planning. The responsibility of the Long Range Planning Committee is to identify and assess factors that could have a major impact on the Ski for Light organization and its programs in the years ahead and to make appropriate recommendations to the Ski for Light Board.

The Committee shall be chaired by the Ski for Light Vice‑President.

In pursuit of its goals the committee shall:

1. Considering the SFL mission, identify significant organizational, policy and/or program issues that could affect, influence or improve the Ski for Light organization or program during the next three to five years;

2. Present to the Board a prioritized list of such issues and areas for possible further study, during the Summer or Fall Board meeting. With the consultation and approval of the Board select one (1) or more of these areas or issues for further evaluation;

3. Present the results of this evaluation during the Annual Meeting, and recommend action or actions as appropriate; and

4. Annually review all action plans, create new plans or modify existing plans as needed.

H. Major Donors. The responsibility of the Major Donors Committee is to seek gifts from individual donors to be directed to the Endowment Fund, general support, or special projects in accordance with the donor's wishes and the needs of the organization. This can be accomplished through personal contact, special events, or other means deemed appropriate for the particular donor.

I. Mobility‑impaired Participant Recruitment. The responsibility of the Mobility‑Impaired Participant Recruitment Committee is to identify and execute programs to recruit several first‑time MIPs for each Ski for Light Event. To this end, each year the Committee shall:

1. Execute the mobility‑impaired participant recruitment programs previously authorized by the Board; and

2. Conduct an annual evaluation of participant recruitment programs and policies, and recommend a program for the following fiscal year, during the Annual Meeting.

J. Publicity and Public Relations. The responsibility of the Publicity and Public Relations Committee is to publicize Ski for Light and its activities to audiences that could conceivably support the Ski for Light program with either monetary support or with attendance at future events. The committee shall work closely with the Ski for Light Bulletin Editor and the Social Media Committee and support the activities of the various Recruitment Committees.

1. Execute the Publicity and Public Relations activities previously authorized by the Board or President; and

2. Conduct an annual evaluation of Publicity and Public Relations programs and policies, and recommend a program for the following fiscal year, during the Annual Meeting.

K. Site Selection. The responsibility of the Site Selection Committee is to identify and evaluate potential new sites for future Ski for Light Events. The membership of the Committee shall include at least one (1) visually‑impaired board member. Pursuant to its goals, the Committee shall:

1. Identify and explore possible new International week locations;

2. Evaluate potential sites against established guidelines for their suitability, with regard to hotel, ski area, and transportation;

3. Initiate the bid development process;

4. Make site recommendations to the Executive Committee and Board;

5. submit draft contracts from the hotel and ski area to President for final negotiations along with recommendations for transportation; and

6. Make recommendations to the Board about the implications and usability of established site criteria.

L. Ski for Light International Week Planning. The responsibility of the International Week Planning Committee, also referred to as the Event Committee, is to plan and manage the annual international event, in such a way as to insure a high degree of program continuity from year to year, pursuant to the content of the Event Planning Manual.

Each year, by April 1, the President shall appoint a Ski for Light International Week Planning Committee Chair (also known as the Event chair), as described in Article Vii, Section 3. Between April 1 and September 1, the Event Chair, with the concurrence of the President, shall appoint coordinators for all of the major functions that relate to running the International event, such as participant and guide coordination, housing, meals, transportation, etc., being sure to select those Chairs whose function begins first earlier in that time period. Every effort should be made to involve both disabled program participants and guides in these positions.

M. Social Media. The responsibility of the Social Media Committee is to promote and publicize Ski for Light and its activities to audiences that could be interested in participation in the event or in monetary support through the various venues of social media. Social media tactics are in addition to and will be in alignment with the SFL Bulletin, website, hard copy materials (i.e. annual report, event program book, guide & skier recruitment flyers, etc.), e‑mail and any new communication vehicles. To this end, the committee shall:

1. Promote Ski for Light through social media by posting various pictures, articles and news about Ski for Light activities.

2. Provide information about International, Regional and any other authorized Ski for Light activities.

3. Educate readers, through social media, about the mission, purpose and ongoing activities of Ski for Light.

N. Visually‑impaired Participant Recruitment. The responsibility of the Visually‑Impaired Participant Recruitment Committee is to identify and execute such programs as necessary to recruit 25 to 35 first‑time VIPs for each Ski for Light Event. To this end, each year the Committee shall:

1. Execute the visually‑impaired participant recruitment programs previously authorized by the Board; and

2. Conduct an annual evaluation of visually‑impaired participant recruitment programs and policies, and recommend a program for the following fiscal year, during the Annual Meeting.

Bylaw 6. Financial Appeals

For the purpose of raising funds to support the programs and activities of Ski for Light, direct appeals and other fund‑raising activities may be conducted from time to time by the Financial Appeals Coordinator, consistent with current Board policies. Donors of $50 or more shall be recognized, unless otherwise requested, according to the following schedule:

$50‑$99 Friends;

$100‑$499 Waxers;

$500‑$999 Gliders;

$1,000‑$2,499 Double Polers;

$2,500 or more Racers.

Bylaw 7. Endowment Appeal

For the purpose of raising funds for the Ski for Light Endowment Fund, direct appeals, Fund‑raising events, and other related activities may be conducted periodically by the Major Donors Committee in coordination with the Financial Appeals Coordinator.

Donors of $400 or more in a calendar year shall be recognized, unless otherwise requested, as Life Members of Friends of Ski for Light.

Bylaw 8. Endowment Fund

A Ski for Light Endowment Fund (the "Fund") shall be maintained by Ski for Light, Inc. for the purposes stated herein. The Fund shall be operated in accordance with applicable laws, rules and regulations of the State of Minnesota and the United States of America and the rules and regulations hereinafter established by the Board (the "Board") of Ski for Light, insofar as such rules and regulations do not conflict with applicable laws, rules and regulations of the State of Minnesota and the United States of America.

In June 2015, the Board approved a document titled, "Investment Policy Statement For the Endowment Fund of Ski for Light, Inc." This bylaw incorporates that statement herein by reference. Together, this bylaw and the Investment Policy Statement supersede any and all actions and resolutions previously adopted by the Board regarding the Fund, in their entirety, and constitute the entire description, rules, and regulations of the Fund. To the extent that there are any inconsistencies between this bylaw and the Investment Policy Statement, the bylaw shall be viewed as the primary document.

The following rules and regulations, as supplemented by the Investment Policy Statement, shall govern the Fund:

1. The purpose of the Fund shall be to generate income to be used for the operating expenses of Ski for Light. The principal of the Fund shall not be used for operating expenses of Ski for Light, except as provided for in these rules and regulations.

2. The Fund shall consist of: Amounts contributed for Life memberships in Friends of Ski for Light; and other donations specifically solicited for or identified by the contributor as contributions to the Fund.

3. The fund shall include the original principal (permanently restricted) plus appreciation and other investment returns (unrestricted designated amounts), less those amounts distributed as determined by the spending rate.

4. The Fund shall be invested in one or more asset accounts in accordance with the guidelines set forth in the Investment Policy Statement. The Fund shall not be co‑mingled with any other assets of Ski for Light.

5. The Fund shall seek both current income and long‑term growth of capital. Allocation of assets shall be reviewed at least annually by the Ski for Light Budget and Finance Committee and their findings reported to the Board.

6. A maximum of 5.5% of the Fund's market value may be withdrawn annually for the purpose of funding operating expenses of Ski for Light, by affirmative vote of a majority of the Ski for Light Board or the Executive Committee of the Board. For this purpose the Fund's market value shall be defined as the average value of the Fund at the end of the previous twelve quarters.

7. Additional amounts may be withdrawn from the Fund only by the affirmative vote of three quarters of the Ski for Light Board and solely for the purpose of preventing the financial insolvency of Ski for Light. Any such withdrawals shall be re‑paid to the Fund when such action becomes possible.

8. The Fund shall be managed by an Investment Manager recommended by the Ski for Light Budget and Finance Committee and approved by the Board. The Budget and Finance Committee shall evaluate the performance of the Investment Manager in accordance with the Investment Policy Statement and report annually to the Board on the Manager's performance and on the performance and status of the Fund.

9. In the event of the dissolution of Ski for Light, the Fund shall be distributed pursuant to the applicable section(s) of the Ski for Light Bylaws, and the laws of the State of Minnesota and the United States of America.

Bylaw 9. Organizational Policies

Significant organizational policies, in the form of a record of Board motions and actions, shall be kept in the Ski for Light Policy Manual, to be maintained by a Board member designated by the President.

As amended: January 26, 2024