



## Resolutions of the Board of Directors

Date: March 10, 2026

Pursuant to the Michigan Nonprofit Corporation Act, all voting Directors of the Grand Traverse Ski Club hereby consent to adopt the following resolution:

### RESOLUTION 1: VOTING MEMBERSHIP CRITERIA

WHEREAS, Section 2.2 of the Amended and Restated Bylaws requires the Board of Directors to establish criteria for designation of Voting Members;

NOW, THEREFORE, BE IT **RESOLVED**, that the Board of Directors hereby establishes the following criteria for designation as a Voting Member of the Grand Traverse Ski Club:

- Sustainers Lodge Member. Any individual who maintains active enrollment in the Club's Sustainers Lodge monthly membership program, provided such active enrollment began at least ninety (90) days prior to the Annual Meeting; OR
- Program Participant. A parent or legal guardian of an individual who participated in Club programs during the program season immediately preceding the membership vote at issue; OR
- Recent Volunteer Service. Any individual who completed at least twenty (20) hours of volunteer service to the Club within the immediately preceding twelve (12) month period; OR
- Coaching. Any individual who has provided coaching services for any program offered or administered by the Club for at least four (4) hours within the immediately preceding twelve (12) month period; OR
- Board Designation. Any individual who receives special designation by the Board of Directors for significantly advancing the Club's mission.

**RESOLVED FURTHER**, that although an individual or household may qualify for Voting Member status under more than one category, no household or family unit — including divorced, separated, or co-guardianship arrangements pertaining to the same child or children — shall be entitled to more than one (1) vote on any matter, regardless of the number of qualifying individuals associated with that household or the number of categories under which eligibility arises; and be it further

**RESOLVED**, that all current Directors are automatically designated as Voting Members during their respective terms of service; and be it further

**RESOLVED**, that the Secretary shall maintain the official roll of Voting Members, which shall be updated annually prior to the Annual Meeting of Members; and be it further

**RESOLVED**, that the Board of Directors retains complete discretion to designate, maintain, or revoke Voting Member status in accordance with Section 2.2 of the Bylaws.

## RESOLUTION 2: NONVOTING MEMBERSHIP CLASSES

WHEREAS, Section 2.3 of the Amended and Restated Bylaws authorizes the Board of Directors to establish nonvoting membership classes to encourage broad participation and support;

**RESOLVED**, that the Board of Directors hereby establishes the following nonvoting membership classes:

- Alumni Members: Former Club participants and their immediate family members.
- Community Supporters: Individuals who support the Club's mission through financial contributions or volunteer service but do not meet the criteria for Voting Membership.
- Corporate Partners: Business entities providing financial sponsorship, in-kind donations, or services to the Club.

And be it further **RESOLVED**, that the Executive Director is authorized to maintain records of all nonvoting members and to establish administrative procedures for enrollment, recognition, and communication with each class as necessary.

### RESOLUTION 3: DIRECTOR PERFORMANCE EXPECTATIONS

WHEREAS, the Board of Directors seeks to ensure active and effective governance;  
and

WHEREAS, Section 3.8 of the Bylaws permits the removal of Directors for cause,  
including failure to meet established performance standards;

**RESOLVED**, that the Board of Directors hereby establishes the following performance expectations for all Directors:

- Meeting Attendance: Attend at least 75% of regular Board meetings annually.
- Committee Participation: Serve actively on at least one standing committee.
- Event Participation: Attend or support at least two major Club events per fiscal year.
- Compliance & Training: Complete annual conflict of interest disclosure and maintain current U.S. Ski & Snowboard membership and SafeSport training.
- Fundraising: Participate in or support Board fundraising initiatives commensurate with ability.

And be it further **RESOLVED**, that failure to meet these expectations may constitute cause for removal proceedings as outlined in Section 3.8 of the Bylaws, subject to the Board's discretion and prior mentoring or warning efforts.

#### RESOLUTION 4: ATHLETE REPRESENTATIVE SELECTION

WHEREAS, Section 6.3 of the Bylaws mandates the appointment of an Athlete Representative to the Board;

**RESOLVED**, that the Programming Committee, in consultation with the Coaching/Program Directors, is hereby directed to identify and recommend qualified candidates for Athlete Representative to the Board no later than May 31, 2026; and be it further

**RESOLVED**, that the Committee shall present at least one candidate meeting the eligibility requirements of Section 6.2 of the Bylaws (age 14–17, two consecutive seasons of participation, enrolled in school or a homeschool program, and coach endorsement); and be it further

**RESOLVED**, that upon receiving such recommendation, the Board shall appoint an Athlete Representative for a term commencing August 1, 2026, and ending July 31, 2027, with eligibility for reappointment for one additional consecutive term commencing August 1, 2027; and be it further

**RESOLVED**, that the Board shall assign a Director to serve as mentor to the Athlete Representative to support their effective participation in governance; and be it further

**RESOLVED**, that in recognition of the Representative's youth status and school-related obligations, attendance expectations shall remain flexible, permitting participation by electronic means or for limited portions of meetings as necessary, with no penalty for early departure; and be it further

**RESOLVED**, that meeting agendas shall, to the extent practicable, prioritize discussion items relevant to the Athlete Representative's role during the early portion of each agenda to facilitate full engagement regardless of attendance duration.

## RESOLUTION 5: DIRECTOR REIMBURSEMENT POLICY

WHEREAS, Section 3.11 of the Bylaws permits reimbursement of Directors for reasonable expenses incurred in the performance of their duties;

**RESOLVED**, that the Board of Directors hereby adopts the following Director Reimbursement Policy:

### a. Scope of Reimbursable Expenses

Reimbursement is limited to reasonable, actual out-of-pocket expenses incurred for Board-approved special projects, professional development, or extraordinary circumstances that are outside the normal routine of Board service.

Reimbursable expenses include:

- Professional certifications, training, or education directly benefiting the Club (e.g., nonprofit governance seminars, legal compliance training, fundraising certifications).
- Travel and lodging for Board-authorized conferences, conventions, or representative meetings beyond local Board meetings.
- Specialized materials or resources for Board committees (e.g., research, market analysis, consultant reports).
- Board retreats or strategic planning sessions held outside the regular meeting location.
- Special event expenses incurred at the Board's explicit direction (e.g., donor cultivation events, major fundraising initiatives).

Non-Reimbursable expenses (routine Board business):

- Mileage or travel to/from regular monthly Board meetings.
- Meals at regular Board meetings.
- Attendance at Club programs or athletic events.
- Casual volunteering or routine event support.
- General office supplies or communications.

### b. Pre-Approval Requirement

Any anticipated expense exceeding \$100 must receive advance written approval from the Finance Committee before it is incurred. Requests should include:

- Description of the expense and business purpose
- Estimated cost
- Connection to Board or Club mission
- Expected benefit to the Club

c. Documentation and Submission

Reimbursement requests must be submitted within thirty (30) days of the expense and must include:

- Itemized receipts or invoices
- Completed expense report (form provided by Secretary)
- Brief explanation of business purpose
- Approval email or documentation from Finance Committee

d. Approval Process

The Treasurer shall review all reimbursement requests for reasonableness and compliance with this policy. Requests by the Treasurer shall be approved by the President. Requests by the President shall be approved by the Vice President. Requests exceeding \$250 require Finance Committee approval.

e. Tax Compliance

All reimbursements shall be administered in compliance with an "accountable plan" under Internal Revenue Code Section 62(c) and Treasury Regulations Section 1.62-2 to ensure they are not treated as taxable income to the Director.

## RESOLUTION 6: INDEMNIFICATION AND INSURANCE AUTHORIZATION

WHEREAS, Article XI of the Bylaws provides for the indemnification of Directors, Officers, and volunteers; and

WHEREAS, the Board desires to secure adequate insurance protection for the Club and its leadership;

**RESOLVED**, that the Finance Committee is hereby authorized and directed to secure and maintain Directors & Officers (D&O) Liability Insurance and General Liability Insurance with coverage limits of at least \$1,000,000 per occurrence and \$2,000,000 aggregate; and be it further

**RESOLVED**, that the Board hereby formally extends the indemnification rights provided in Article XI of the Bylaws to all current Officers, Directors, and committee members to the fullest extent permitted by the Michigan Nonprofit Corporation Act; and be it further

**RESOLVED**, that the Finance Committee and Legal Committee shall jointly and annually review coverage limits to ensure they remain adequate given the Club's activities and assets.

## RESOLUTION 7: BANKING AND AUTHORIZED SIGNATORIES

WHEREAS, Section 8.3 of the Bylaws requires the Board to determine authorized signatories for corporate checks and financial instruments; and

WHEREAS, the Club currently maintains its primary banking relationship, including deposit accounts and a corporate credit card, with Huntington Bank, and also holds an investment account with Fidelity Investments; and

WHEREAS, the Board previously adopted in December 2025 certain financial control policies regarding expenditure authorization and dual-signature thresholds;

NOW, THEREFORE, BE IT **RESOLVED**, that Grand Traverse Ski Club shall continue its banking relationships with Huntington Bank and Fidelity Investments, and may open such successor or additional accounts at either institution as necessary for operational efficiency, subject to Board oversight; and be it further

**RESOLVED**, that the following individuals are hereby designated as authorized signatories on Club bank accounts, investment accounts, credit cards, and lines of credit:

- Molly Stanifer, Treasurer
- Rick Gruber, Director
- Tonya Lewandowski, Executive Director

**RESOLVED FURTHER**, that consistent with the Club's financial policy and Resolution 4 of December 2025 (Dual Signature Threshold), any check, electronic funds transfer, or disbursement exceeding \$1,500 shall require the signature or written authorization (including by email) of two of the above-named signatories; and be it further

**RESOLVED FURTHER**, that expenditures shall be made only within the approved annual budget, except that:

- Any non-payroll expenditure exceeding \$1,500 must be approved in writing by the Finance Committee; and
- Any expenditure at or above \$10,000, or any expense exceeding \$3,000 that is not within the planned annual budget, shall require prior Board approval; and be it further

**RESOLVED FURTHER**, that the Treasurer is authorized to execute any banking resolutions, documents, or signature cards required by Huntington Bank or Fidelity Investments to implement this resolution.

## RESOLUTION 8: EXECUTIVE DIRECTOR EVALUATION DELEGATION

WHEREAS, Section 5.2 of the Bylaws provides that the Executive Director serves at the pleasure of the Board and is subject to Board oversight;

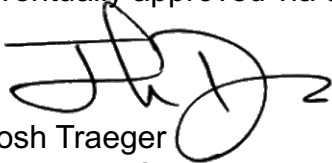
**RESOLVED**, that the Board hereby delegates to the Executive Committee the authority to conduct the annual performance evaluation of the Executive Director; and be it further

**RESOLVED**, that the Executive Committee shall:

- Establish performance goals and metrics in consultation with the Executive Director;
- Conduct an annual review with the Executive Director to be completed by May 31 of each year; and
- Present the evaluation results, along with any recommendations regarding compensation or contract renewal, to the full Board for final approval in Executive Session no later than July 31 of each year.

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I certify that this Resolution was circulated via email to all voting Directors and eventually approved via unanimous consent.

A handwritten signature in black ink, appearing to read 'J. Traeger', with a large circular flourish at the end.

Josh Traeger  
Secretary, Grand Traverse Ski Club  
Date: March 10, 2026