

Boeing Employees' Ski Club – St. Louis
Dissociation and Disbanding Policy
Dated 10/30/2017

PURPOSE

This procedure covers the steps necessary in the event the Club chooses to dissociate its current standing with The Boeing Company (end its affiliation) or chooses to disband (no longer exist).

PREFACE

Circumstances may arise when it is no longer sufficiently beneficial for the Club or The Boeing Company to continue their affiliation with each other. Since a decision to dissociate touches several parties (the Board of the Club, the Membership of the Club and even The Boeing Company itself), it is important that time be given to consider the implications of the decision, vote on the course of action, then take steps to implement said course of action.

Similarly, circumstances may arise when the Club can no longer properly serve its Membership. Since a decision to disband touches several parties, it is important that time be given to consider the implications of disbanding, vote on disbanding, and then take the steps to disband.

STEPS FOR DISSOCIATION / DISBANDING

1. When there is movement among the Club to move towards either dissociation or disbanding (movement being defined as an initial vote on the matter by the Board), the Club President shall contact the Boeing Recreation Department stating the Club's desire to dissociate or disband. In doing so, Boeing Recreation staff may offer to help to salvage the situation if possible.

2. If after discussing the matter with Boeing Recreation, the desire to dissociate or disband still exists, a meeting shall be called by the Board where the Club Membership will vote on the matter. Three weeks' notice shall be provided using the Club's normal communication method with the Membership. The matter will be openly discussed at the meeting and a formal vote will be held to bring the matter to closure. If the results of the vote are to either dissociate or disband, a timeline will be established at the meeting to implement the remaining steps.

For dissociation only, -

The Club must select a new name that removes the reference to The Boeing Company. This can be done after the meeting, but no later than three months after the decision to dissociate has been made.

For disbanding only, -

If the Membership votes not to disband the Club, but there is not a will amongst the Board to continue to govern, the Membership must elect a new Board consisting of, at a minimum, the President, Executive Vice President, Secretary, and Treasurer. Otherwise, the Club must disband.

Boeing Employees' Ski Club – St. Louis
Dissociation and Disbanding Policy
Dated 10/30/2017

3. For disbanding only, the Club Executive Board must review current Club constitution/by-laws or operating procedure to determine appropriate action regarding refund of membership dues. Where appropriate, a pro-rated refund must occur in a timely manner. Any funds collected from the Membership in support of planned Club trips or activities will be refunded in accordance with the terms and conditions of that specific trip or activity.

4. Club Funds:
 - 4.1 For both dissociation and disbanding, Club funds that remain in a bank account that were obtained through direct Company grants must be reviewed with the Recreation Department to determine appropriate disposition. If no Company granted money remains, then this step can be disregarded.

 - 4.2 For disbanding only, after addressing Section 4.1, Club funds that remain in a bank account are to be donated to the U.S. Ski and Snowboard Team Foundation - the non-profit fundraising arm of the U.S. Ski Team and U.S. Snowboarding, a 501(c)(3) organization. If this is not an option to the Club, then another charity will be selected and approved by the Membership. This selection will take place at the meeting called as part of Step 2.

5. For disbanding only, the Club must file a final Form 990 with the IRS along with a letter stating that the organization is disbanding and state where the money is being disbursed (if there is money). For dissociation only, the Club must change its name as part of annual Form 990 submission to the IRS.

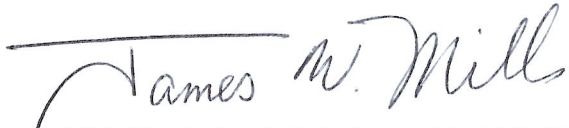
6. For disbanding only, and if the Club pays state taxes, the Club must contact the Missouri Secretary of State office to request the appropriate forms for disbanding. Also, the Club will need to declare where the funds are being disbursed. The Club shall contact the Missouri Secretary of State to learn of any necessary steps required by their office for an entity to disband. For dissociation only, the Club must change its name with the Missouri Secretary of State.

7. For dissociation only, regarding accounts with financial institutions, the Club must change the Club name on the account(s). If a new Tax ID is obtained as part of dissociation, then the Tax ID must be changed with the financial institutions as well. For disbanding only, the Club must discontinue use of the IRS assigned tax ID number.

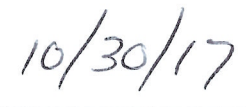
**Boeing Employees' Ski Club – St. Louis
Dissociation and Disbanding Policy
Dated 10/30/2017**

8. For both dissociation and disbanding, any Club equipment purchased by way of a Company grant is considered Boeing property. The Club must contact the Boeing Recreation Department who will help to determine if this equipment should be returned to the Recreation department or if a charitable donation is appropriate.

9. Any remaining equipment or supplies obtained through other means than The Boeing Company may be donated in accordance with Step 4.2. Equipment or supplies may be auctioned to liquidate the value prior to donation. For dissociation only, the equipment and supplies funds can be donated to the new club.



James W. Mills
President
Boeing Employees' Ski Club – St. Louis



Date