

# **BYLAWS OF THE LOUISVILLE SKI CLUB, INC.**

Amended 05/18/04

## **ARTICLE I MEMBERSHIP**

- (1) Membership in the Louisville Ski Club (LSC) is open to any interested individual who is twenty one (21) years of age or older. All membership applications shall be submitted to the club along with the appropriate fee and signed application, and the Board of Directors reserves the right to approve or disapprove any application.
- (2) The Board of Directors shall establish the dues, fees and other costs relative to membership as deemed necessary and appropriate. Dues shall remain the same as the prior year unless modified by the Board of Directors. Any member who fails to pay his/her dues shall be automatically suspended from membership and shall lose all rights and privileges of membership. All members of the Board of Directors shall receive one free membership in the club during the term of their service.
- (3) Membership: Married Couple Membership shall include any legally married couple residing at the same address. Single Membership shall include all individuals that are not a "Married Couple."
- (4) Children: A member's immediate child or children who have not attained their twenty first birthday are welcome to participate in club activities that are specifically denoted as "family" or "children" events.
- (5) Honorary Member: An Honorary Member shall be given free membership in the club for one year and shall be accorded all the rights and privileges of the club. Honorary Members shall be appointed by the Board of Directors.
- (6) The membership period is from April 1 to March 31 of the following year. It shall be the responsibility of the Secretary to submit to the Board of Directors a written report showing all current members.
- (7) A member in good standing of the Ohio Valley Ski Council (OVSC), its successor, or another associated organization (as determined from time to time by the Board of Directors) may be allowed to participate in a club activity as prescribed by the Board of Directors.
- (8) Membership in the club may be revoked, suspended, or otherwise qualified if a member's conduct is deemed to be detrimental to the club or for willful or intentional violation of the Bylaws. All membership actions and sanctions are at the sole discretion of the Board of Directors, provided that the member shall be provided an opportunity for a reasonably prompt hearing upon notice at a meeting of the Board of Directors.
- (9) No member shall be assigned or appointed to any activity, a leadership position, or as a trip or activity captain, until he or she has fulfilled and turned in a completed accounting and report for all previous trips and activities in which he or she has participated as the trip or activity captain, unless otherwise approved by the Board of Directors.

## **ARTICLE II MANAGEMENT**

Section A:

Management of the club shall be vested in the Board of Directors.

(1) The Board of Directors shall consist of the following elected positions: President; Vice President of In-town Activities; Vice President of Winter Activities; Vice President of Summer Activities. The four, elected Board of Directors shall appoint the remaining three Board of Directors as soon as practicable.

(2) The Board of Directors shall consist of the following appointed positions: Treasurer; Secretary; Member-At-Large. The appointed positions shall be filled in the order of (1) Treasurer, (2) Secretary, then (3) Member-At-Large. A concurring vote of two-third majority of the Board is required for each preceding appointment and the dismissal of an appointee may occur with the same concurrence of a two-third majority.

(3) The Board of Directors may split or otherwise allocate one or more of its positions between members. If a position is split or allocated, each Co-Director will be entitled to a proportionate share of one vote.

(4) The term of office for the Board of Directors shall be consistent with the Clubs fiscal calendar year ( April 1 to March 31 of the following year) . A minimum of four Directors (consisting of four full votes) constitutes the necessary quorum for transacting any and all business. The Board of Directors may meet at any time, upon reasonable notice, to conduct any and all club business and each Director may participate and vote in person or by electronic means.

(5) In the event any office shall become vacant, the Board of Directors shall fill the vacancy as soon as practicable. A Director may be recalled by affirmative vote of two-thirds of the Board of Directors. A Director may also be recalled by affirmative vote of two-thirds of the membership in attendance at a Special Meeting of the organization, provided that reasonable notice of this action shall have been made known to the entire membership at least ten days prior to such a meeting.

(6) The Board of Directors may make appointments to other positions or chairpersonships such as Sports Commissioner, Newsletter Editor, Webmaster, Membership Chair, Election and Nominating Committee, Race Chair, Derby Event Coordinator, Welcoming Committee, and any other appointment deemed necessary or appropriate for the operation of the club. Non-officers holding these appointed positions shall have no voting privileges but may present motions and other matters for consideration to the Board.

(7) The Board shall render an annual report to the membership at or prior to the end of the term of office that shall consist, at a minimum, of the number of members and a financial report with appropriate comparisons to the prior fiscal year.

## **Section B:**

The Directors shall have the following duties.

(1) President. The President shall supervise the affairs of the organization, call and preside at all meetings of the organization, and be responsible for reporting to the general membership. The President shall be Chair of the Board of Directors and shall be an exofficio member of all committees. The President shall submit recommendations for appointed offices and positions to the Board of Directors, and such appointments shall be subject to the approval of the Board.

(2) Vice President of In-town Activities. The Vice President of In-town Activities shall be responsible for the coordination and supervision of all club activities in the Louisville area and shall ensure that such activities are reviewed and approved by the Board of Directors. The Vice President of In-town Activities shall be in charge of the storage, care and invoicing of the club's equipment and property and may be assigned other duties by the President or by the Board.

(3) Vice President of Summer Activities. The Vice President of Summer Activities shall be responsible for the coordination and supervision of all summer activities outside the immediate Louisville area and shall

ensure that such activities are reviewed and approved by the Board of Directors. The Vice President of Summer Activities shall submit an activity plan to the Board prior to the beginning of the Summer season and may be assigned other duties by the President or by the Board.

(4) Vice President of Winter Activities. The Vice President of Winter Activities shall be responsible for the coordination and supervision of all winter activities outside the immediate Louisville area and shall ensure that such activities are reviewed and approved by the Board of Directors. The Vice President of Winter Activities shall submit an activity plan to the Board prior to the beginning of the Winter season and may be assigned other duties by the President or by the Board. The Vice President of Winter Activities shall be the club's designated representative to, and shall coordinate activities with, the Ohio Valley Ski Council (OVSC) and/or any other council(s) to which the Louisville Ski Club may have an affiliation.

(5) Treasurer. The Treasurer shall be responsible for receiving and disbursing all funds of the organization and for maintaining an accurate account of all receipts and expenditures. The treasurer shall provide the Board a current report of the club's financial standing upon request and the treasurer's books shall be open at all times for inspection by the Board. The Treasurer shall pay bills, write checks and make other expenditures only with the specific approval of the Board. The Treasurer shall render a complete report of all receipts and disbursements for year-to-date and prepare a report prior to the end of the term. The Treasurer shall prepare, along with the club's accountant (if treasurer is not in position as same), the necessary and required state, county and federal tax forms at the required and appropriate times each year for presentation and approval by the Board of Directors.

(6) Secretary. The Secretary shall be responsible for the maintenance and protection of all official records of the club and for taking the minutes of the Board's meetings. The Secretary shall maintain the updated list of membership and the membership applications.

(7) Member-At-Large. The Member-At-Large shall be responsible for coordinating and supervising all activities and duties assigned by the President or the Board.

### **ARTICLE III MEETINGS**

(1) The General Membership Meetings of the organization are intended to be social in nature and shall be advertised and held each month at the times and places designated by the Board of Directors.

(2) The Board shall meet for the transaction of business of the organization at any time the President, or a majority of the Board, request such a meeting to be called.

(3) The Annual Election Meeting of the organization shall be held in November of each year at a time and place designated by the Board of Directors.

(a) The membership shall elect new officers at the Annual Election Meeting by secret ballot in person and/or delivered by mail received prior to the election, or upon any other terms deemed necessary and appropriate by the Board of Directors. Any member may file with the Board or its designated committee to be a candidate for an office. A ballot with the names of the announced candidates shall be distributed with the newsletter for the month of the election provided that the candidacy is announced prior to the deadline date for that newsletter. A candidate may provide a written statement for publication in the newsletter for the month of the election provided that it is received prior to the deadline date for that newsletter.

(b) If a candidate files for office at least ten (10) days prior to the date of the Annual Election Meeting, his or her name shall be placed on the official ballot. All candidates shall have the opportunity to make a

speech on or prior to election night as determined by the Board of Directors. If a candidate cannot attend in person, he or she may have a written statement read verbatim by his or her representative at the designated meeting.

(c) The candidate receiving the greatest number of votes shall be elected to that office. In the event of a tie vote, the election shall be decided between the tied candidates at a special election designated by the Board of Directors and publicized in the next available newsletter. If a second tie vote occurs at the special election, the election shall be decided by the current Board.

(4) A Special Meeting of the organization may be called by the Board of Directors or by petition of the membership to consider changes to the Bylaws, removal of a Director, or any other business of an important and substantial nature. A petition by the membership for a Special Meeting shall be supported with the signatures of the lesser of fifty (50) members or ten (10) percent of the current membership and such meeting shall be scheduled no sooner than ten (10) days and no later than (30) days of the receipt of the supported petition by the Board of Directors.

#### **ARTICLE IV FINANCES**

(1) No contractual or other financial liability to the club may be incurred without the approval of the Board of Directors. The Board must review and approve all bids and contracts for trips and services.

(2) A Director may not be a signatory on any disbursement check to which he or she is the payee.

(3) Each activity or event in which funds are collected or disbursed must submit a budget and be approved by the Board of Directors before any disbursement is made for that activity. A receipt or estimated bill must be received at the time of each request for disbursement. Receipts related to any activity are promptly required to support any estimates. Credit shall never be set up in the club's name at any time without Board approval.

(4) No check shall ever be signed and delivered to anyone with the payee or amount left blank. No check or disbursement shall be made without the prior approval of the Board of Directors for that specific check or disbursement. Members are encouraged to use the Check Request form, signed by the seasonal Vice President for that activity and the President, and delivered to the Treasurer.

(5) Signature authority shall be restricted to the members of the Board of Directors. Two signatures shall be required on all checks in excess of one hundred (\$100.00) dollars. The Treasurer and the President shall be responsible for signing all checks on behalf of the club. If either or both the President and Treasurer are unavailable, then the check may be signed or co-signed by the appropriate seasonal Vice President for that expenditure, or if that person is unavailable, then by any other Director.

(6) No refunds may be issued without the approval of the Board of Directors.

(7) When the Treasurer is out of town, authority and responsibility for financial matters, including possession of the checking account(s), shall be passed to the President or to a Director assigned by the President.

(8) All funds, checks, cash, charges and other monies are to be delivered to the Treasurer. No money is to be held without the specific approval of the Board of Directors.

(9) The treasurer's books shall be audited when the treasurer position changes or as otherwise deemed necessary or appropriate by the Board of Directors.

## **ARTICLE V AMENDMENTS**

(1) The Bylaws may be adopted, altered or repealed by the Board of Directors with not less than ten (10) days notice to all Directors and by vote of a two-third majority of the Board of Directors. Any change to the Bylaws should be reviewed by Legal Counsel prior to the adoption of the change, and the final document shall then be published or otherwise made available to the membership as soon as practicable.

(2) The Bylaws may be adopted, altered or repealed by the membership at a Special Meeting of the organization by a two thirds vote of the membership in attendance, provided that written notice thereof is mailed or publicized to all members at least ten (10) days prior to such a meeting; which notice shall set forth a copy of the Bylaw changes as it will read.

## **Miscellaneous provisions.**

(1) The President shall lead the General Meeting. If the President is unable to attend, the Vice President of In-town Activities shall lead the meeting, and if he or she is unable to attend, then the seasonal Vice President shall lead the meeting. The leader of the General Meeting shall have discretion as to who can speak at the meeting.

(2) Any contract or other transaction by which the organization would or could incur a debt or other legal liability of one hundred (\$100.00) dollars or greater, shall require an affirmative vote of two-thirds of the Board of Directors.

(3) Under no circumstances shall any Director or member holding an appointed position be connected in part or parcel in any relationship that presents an actual or perceived conflict of interest with the club.

(4) The Board may adopt general policies and procedures as deemed necessary and shall be made available to all club members. The Board shall follow the current edition of Robert's Rules of Order in the event of any conflict as to procedure.

(5) Two club activities should not be scheduled on the same day without prior approval of the Board of Directors.

(6) No member may sign up for a club activity until it is published in the club's newsletter. No public announcement of an activity may be made at a General Meeting without the prior approval of the Board of Directors.

(7) The property and inventory of the club is to be used only for official club business. No member may loan any club equipment or supplies without the prior approval of the Board of Directors.

(8) Guests may be permitted to participate in club activities pursuant to the discretion and approval of the Board of Directors. Guest fees, if any, for each activity shall be established by the Board and shall generally require the additional payment of the greater of \$10.00 or ten (10) percent of the cost of the activity. Each guest shall also be required to execute a liability waiver and release agreement. A member of any other club in the Ohio Valley Ski Council (OVSC) is not required to pay a guest fee to participate in a club activity.

(9) Each activity offered by the club should budget a projected surplus of at least one (1) percent unless this requirement is waived or otherwise altered by the Board of Directors.

(10) Each activity chairman or captain is required to pay the entire cost of the individual fee for that activity up front or otherwise in accordance with the payment deadlines established for that activity. An activity chairman or captain may receive a full or prorated reimbursement for the cost of that activity provided that the reimbursement was approved in the proposed budget, the final financial report has been submitted to the Board of Directors and all receipts and expenditures are properly accounted for, the activity is judged a success by the Board of Directors, there are sufficient funds remaining after providing the club with its one (1) percent surplus, and the activity chairman or captain has complied with all of his or her responsibilities. All requests for reimbursement are subject to the sole discretion of the Board of Directors and the reimbursement shall be made as soon as practicable following the approval of the final financial report. Each activity shall be limited to a total of one reimbursement unless otherwise approved by the Board of Directors.

(11) No member may sign up for an activity unless and until the appropriate fee or deposit is made.

(12) There shall be a cancellation fee of \$50.00 plus non-recoverable costs for all trips involving air or bus transportation outside of the Louisville area. The cancellation fee may be waived in a particular case for just cause with the approval of the Board of Directors. In no event shall non-recoverable costs be waived.

(13) Any Familiarization (FAM) trip offered to the club by a vendor or resort or as a result of any previous club activity, which are generally offered gratuitously or at reduced price to promote and familiarize the club with the vendor or resort facilities, must be disclosed and provided to the Board of Directors. The Board shall select and approve the member(s) participating in the FAM trip in its discretion and the selected member(s) shall provide a written report to the Board at the conclusion of the FAM trip.