

BY-LAWS FINGER LAKES SKI CLUB

ARTICLE I MEMBERSHIP

Section 1. ELIGIBILITY. Membership in the Finger Lakes Ski Club (hereinafter referred to as FLSC) shall be open to individuals who are skiers or who are interested in the purposes, activities, and projects of the club. Individuals need not be skiers to join.

Section 2. APPLICATION. Application for membership shall be made in writing on such form as is approved by the Board of Directors. Annual dues shall be paid upon submission of said membership application form.

Section 3. APPROVAL. Upon acceptance of an application for membership, as hereinafter prescribed, such member shall be entitled to all the rights and privileges of membership hereunto pertaining. Application for membership may be disapproved by the Board of Directors for just cause.

Section 4. TYPES OF MEMBERSHIPS. Every member shall fall in one of two categories:

- a) Individual membership: shall be held by one person who has reached his 18th birthday.
- b) Couple/Family: shall be held by two or more people who constitute a domestic union.

Section 5. TERM OF MEMBERSHIP. Each membership shall be valid for one year, from October 1 to the succeeding September 30. Members may pay dues and renew membership each fall.

Section 6. RESIGNATION. Resignation of membership shall be made to the Secretary or Membership Coordinator verbally or in writing. Such resignation shall not be effective until all indebtedness of the member to the Club shall have been discharged. Members who do not renew membership by paying annual dues by November 15 of each year shall also be considered as resigned; no written notice is necessary. Should a member choose to resign before the end of the membership year (September 30), no pro-rated refund on unused dues will be made.

Section 7. SUSPENSION AND EXPULSION. A member may be suspended for a period of time to be determined by the Board or expelled for just cause, such as violation of any of the By-Laws or for conduct prejudicial to the best interests of the Club. Such suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Directors, provided that a statement of the charges is mailed or emailed to the member's last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time and place the Board of Directors' meeting is to take place. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice. Any action taken by the Board is considered final.

Section 8. RECIPROCAL MEMBERSHIPS. The Finger Lakes Ski Club recognizes reciprocal memberships with other regional ski clubs. FLSC members may enjoy the rights and privileges of such organizations if they so choose and pay any reciprocal membership fees. Similarly, FLSC will extend access to its activities and events to members of such regional ski clubs as the Board so chooses. The reciprocal membership fee will be \$5 per event per person.

ARTICLE II DUES

Section 1. BILLING. The Membership Coordinator shall mail or email a renewal form for annual dues in September of each year to every member.

Section 2. DUE DATE. The annual dues for membership shall be payable by November 15 of each year. Any member whose annual dues are not paid by November 15 shall be dropped automatically from the membership roll. Membership shall be from October 1 through September 30.

Section 3. AMOUNTS. Amounts of the annual dues shall be established by a 2/3 majority vote of the Board of Directors.

Section 4. NON-PRORATION OF DUES. The annual dues for any new member, or for any former member dropped from the membership roll for non-payment of dues, shall not be reduced in consideration of the date he becomes a member.

ARTICLE III MEETINGS

Section 1. GENERAL MEETINGS. The Finger Lakes Ski Club shall hold regular meetings of the general membership at least six times per year from fall through spring on such dates as to be determined by the Board. The purpose of such meetings will be to conduct business and promote fellowship.

Section 2. ANNUAL MEETING. There shall be an annual meeting of the Club on a date in March to be determined by the Board each year. The purpose of the annual meeting is to 1) elect officers and members of the Board of Directors whose terms expire on the 30th day of April, 2) receive the annual reports from the officers, directors, and committees, and 3) transact other business. Notice of the meeting shall be mailed or emailed to the last recorded address of each member in good standing at least 10 days before the annual meeting. Such notice shall set forth the place, date, time, and purpose of the meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the Club may be called by the Board of Directors at any time as necessary. Upon the written request of five (5) or more members of the Club, the Board of Directors shall call a special meeting of the Club in order to consider a specific subject as set forth in the written request. Notice for any special meeting shall be given immediately. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Club.

Section 4. WAIVER. Notwithstanding the provisions of the foregoing Sections, a meeting of the Club may be held at any time and at any place within or outside the State of New York, and any action may be taken thereat, if notice and lapse of time is waived in writing at the meeting by every member having the right to vote.

Section 5. QUORUM. The presence in person of five members entitled to vote shall be necessary to constitute a quorum for the transaction of business at general, annual, and special meetings.

Section 6. VOTING. Each individual member in good standing shall have one vote. Each couple/family membership shall have two votes. Children under the age of 18 shall not be entitled to vote. All questions shall be decided by a majority vote of the members present, in person and voting, unless otherwise herein prescribed.

Section 7. ORDER OF BUSINESS. The order of business at all Board meetings shall include but not be limited to:

1. Call to order
2. Review and approval of minutes
3. Reports of Officers
4. Reports of Committees
5. Old business
6. New business

The order of business at general Club meetings shall be at the discretion of the President.

ARTICLE IV DIRECTORS

Section 1. NUMBER. The Board of Directors shall consist of the Officers of the Club, the immediate past president (ex officio), and not more than eight (8) Directors at Large.

Section 2. ELIGIBILITY. To be eligible for a Directorship of the Club, an individual must have joined the Club by October 1 of the year prior.

Section 3. ELECTION OF DIRECTORS. At the annual meeting of the Club there shall be an election by ballot of directors. Nominations for such directors shall be made by the Nominating Committee as provided in Article 5, Section 3, of these by-laws. The current members of the Board shall continue in office until their successors shall be duly elected and qualified, usually by May 1. The immediate past president shall automatically become a member of the Board of Directors ex officio.

Section 4. TERM OF SERVICE. Directors shall serve on the Board for a term of two (2) years. The term of office for Directors shall be May 1 – April 30 two years hence. Any Director may be reelected, not to exceed two (2) consecutive full terms. Following completion of two, two-year terms, a Director must step down from the Board for one year, then is eligible for reelection.

Section 5. DUTIES OF DIRECTORS. The Board of Directors shall: 1) Hold Board meetings; 2) Accept new members and suspend or expel members if needed; 3) Review, approve and manage the budget; 4) pay bills and disburse the funds of the Club; 5) Employ servants and agents; 6) Devise and carry into execution such other measures as they deem proper and expedient to promote the objectives of the Club and to best protect the interests and welfare of the members; and 7) Establish special committees as needed.

Section 6. MEETINGS OF THE BOARD. There shall be one monthly meeting of the Board of Directors at least ten times per year. Notice of meetings issued by the Secretary shall be mailed or emailed to the last recorded address of each Board member before the time appointed for the meeting. The President may, when deemed necessary, or the Secretary shall at the request in writing of five (5) members of the Board, issue a notice of any special meeting of the Board and five (5) days notice shall be required for such special meeting.

Section 7. WAIVER. Notwithstanding the provisions above, a meeting of the Board of Directors may be held anytime and at any place within or outside of the State of New York, and any action may be taken thereat, if notice and lapse of time is waived in writing by every Director at the meeting.

Section 8. QUORUM. A simple majority (50% plus one) of members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice Presidents, the board members present may choose a chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date.

Section 9. VOTING. Each Director shall have one vote. All questions shall be decided by a majority vote of the Directors present in person unless otherwise herein prescribed.

Section 10. ABSENCE. Should any member of the Board of Directors be absent from three (3) consecutive meetings of the Board without sending a communication to the President or Secretary stating his/her reasons for doing so, and if his/her excuse should not be accepted by the members of the Board, his/her seat on the Board may be declared vacant, and the Board of Directors may forthwith proceed to fill the vacancy, as provided under Section 11.

Section 11. VACANCIES. Whenever a vacancy occurs in the Board of Directors by death, resignation, excessive absence, or otherwise, it shall be filled by a majority vote by ballot of the remaining members of the Board at the next regular meeting of the Board. The person chosen shall hold office until the next April 30, at which time he/she is eligible for reelection if all other criteria as set forth in these by-laws are met.

Section 12. REMOVAL OF DIRECTORS. Any one or more of the Directors may be removed for just cause by a vote of two-thirds (2/3) of the members present at any meeting of the Club.

Section 13. COMPENSATION OF DIRECTORS. The Directors shall not receive monetary compensation for their service on the Board.

ARTICLE V OFFICERS

Section 1. DESIGNATION. The officers of the Club shall be: President, First Vice-President, Second Vice-President, Secretary, Newsletter Editor, and Treasurer.

Section 2. METHOD OF ELECTION. The members of the Club at the annual meeting shall elect all officers for a term of one (1) year. Officers shall be elected by a majority of the votes cast for each office.

Section 3. THE NOMINATING COMMITTEE.

- a) A Nominating Committee shall be appointed by the Board of Directors at their meeting in January of each year.
- b) The Nominating Committee shall consist of at least three (3) members whose names shall be made public in the next issue of the Club newsletter following their appointment.
- c) The Nominating Committee shall nominate one or more candidates for each office and for each directorship to be filled.

- d) Nominations shall be invited from the membership in the same issue of the newsletter in which the names of the Nominating Committee are made public. Nominations will be accepted until election night and will also be taken from the floor.
- e) Written notice of the names of those nominated by the Nominating Committee may be shared with each Club member prior to the election.
- f) All persons nominated must agree to serve if elected. Should a nominee decline to serve, his/her name will not be put forth on the slate of candidates.
- g) Should only one candidate be willing to serve, that candidate shall be accepted by acclimation; no vote is needed.

Section 4. ELIGIBILITY. To be eligible for the office of President, First Vice-President, Second Vice-President, and Treasurer, a nominee must have been a member of the Club for at least two (2) of the immediately preceding years. To be eligible for the offices of Secretary and Newsletter Editor, a nominee must have joined the Club by October 1 of the year prior.

Section 5. TERM OF OFFICE. The term of office for the officers shall extend from May 1 to April 30 of the succeeding year. No officer shall hold any office for more than two (2) consecutive terms.

Section 6. DUTIES OF THE OFFICERS.

- a) **PRESIDENT.** The President shall formulate the agenda for and preside over the meetings of the Club and of the Board of Directors, and shall be a member ex-officio of all committees except the Nominating Committee. He/she may also at any time communicate to the Club or to the Board of Directors and make suggestions as may in his/her opinion promote the best interests of the Club and its purpose, and shall perform such other duties as are necessarily incident to the office of the President of the Club. The President shall appoint such committees as he/she deems necessary to carry out the work of the Club. Such appointments made by the President shall be subject to consent of the Board.
- b) **VICE PRESIDENT.** The Vice President shall assume all duties of the President in his/her absence or disability. He/she shall be responsible for the functioning and proper coordination of all committees and receives annual activity and summary reports. The Vice President shall be responsible for the planning and execution of the programs at the general meetings and also will be responsible to the Board of Directors for all properties belonging to the Finger Lakes Ski Club.
- c) **SECRETARY.** The Secretary will keep a record of all meetings of the Board of Directors, and will notify members of news and meetings as directed by the President. The Secretary shall be the keeper of the Seal of the Club and all official Club records for seven years.
- d) **NEWSLETTER EDITOR.** The Newsletter Editor shall be responsible for collecting Club news on a monthly basis and formulating into a newsletter called "The Snowflake." The Club's newsletter shall be issued early each month via mail or email to all members in good standing. The Newsletter Editor will also ensure that a PDF of each issue is given to the webmaster in a timely manner for posting on the Club's web site.
- e) **TREASURER.** The Treasurer shall receive and be custodian of the Club's funds. He/she shall deposit all sums received in a bank or banks as approved by the Board of Directors. He/she shall disburse the funds of the Club upon authorization of the Board of Directors. He/she shall keep an account of all funds received and expended; make a report at each Board meeting or when called upon by the President or Board of Directors. He/she shall be chairman of the Finance Committee, which is charged to create an annual budget. The funds, books, and vouchers in his/her possession shall at all times be under the supervision of the Board and is subject to Board inspection and control or such inspection and control

as the Board may direct. Upon the expiration of the term of his/her office, the Treasurer shall deliver over to the successor all books, monies, and other property, or in the absence of a Treasurer-elect, to the President-elect.

Section 7. BOND OF TREASURER. The Treasurer shall, if required by the Board, give to the Club such security for the faithful discharge of his/her duties as the Board may direct, but the expense of such security shall be borne by the Club.

Section 8. REMOVAL OF OFFICERS. Any one or more of the officers may be removed by a vote of three-fourths (3/4) of the Directors present at a special meeting of the Board of Directors called for that purpose.

Section 9. VACANCIES. All vacancies in any office, except the Presidency, shall be filled by the Board of Directors without undue delay, at its regular meetings or at a special meeting specially called for that purpose. In the event the President vacates, the first Vice President will step into the President's role until the end of the term.

Section 10. COMPENSATION OF OFFICERS. The officers shall not receive monetary compensation for their service to the Finger Lakes Ski Club.

ARTICLE VI GENERAL OPERATION PROCEDURES

Section 1. PARLIAMENTARY PROCEDURE. All business matters and matters of record covered by the Charter or By-Laws shall be determined by Robert's Rule of Order.

Section 2. LIQUIDATION OF ASSETS. In case of dissolution of the Club and the liquidation of its affairs, any money or other assets remaining after payment of all obligations shall be disbursed at the discretion of the Board. The Board of Directors are to be executors.

Section 3. FISCAL YEAR. The fiscal year of the Club shall extend from May 1 to April 30 of the succeeding year. Term of membership shall be from October 1 through September 30.

ARTICLE VII COMMITTEES

Section 1. POLICY. At its discretion, the Board of Directors may create, appoint, and disband ad hoc committees as needed to further the work of the Club. Regular reports of committees shall be made for the consideration of the Board of Directors at board meetings whenever requested. Any projects or committee work that require Club money will require a summary report accounting for funds spent and expenses incurred.

Section 2. STANDING COMMITTEES. At its discretion, the Board of Directors may appoint standing committees of the Club. These committees may include the following with the duties and responsibilities of each set forth below:

- a) Membership Committee—To promote membership in and record all memberships of the Club; send a renewal form to each member for annual dues in September of each year; maintain an accurate membership mailing list, including email addresses.

- b) Publicity Committee—To promote the Club and its activities through a variety of media.
- c) Communications Committee—To prepare and issue the Club newsletter, “The Snowflake,” at least nine (9) times per year; maintain the Club’s Website; in collaboration with Membership, maintain an accurate email list of all Club members in good standing. The Newsletter Editor and the Webmaster will automatically be members of this committee.
- d) Trip Committee—To make all arrangements for Club ski trips. The “big trip” chair is automatically a member of this committee.
- e) Finance Committee—To create an annual proposed budget for submission to the Board of Directors by each year’s May board meeting, and to assist the Treasurer with financial reporting and management as needed.
- f) Good Will Committee: To reach out with caring from the Club Board to members and/or friends of the Club who are sick, injured, or in need. This outreach will usually be in the form of a greeting card sent on behalf of the Board, but may be another expression of concern as determined by the Board.
- g) Song Mountain Program Committee – To negotiate with Song Mountain each fall for the best ski rates possible; to promote Song Mountain ski packages to Club members; serve as liaison between the Club and Song Mountain; plan opening and closing night ski parties on the mountain.

Should enough people not be available to form a committee, the committee’s work may be carried out by one individual, as appointed by the Board. This individual should be a Club member in good standing. Should that individual step down at any time, it will fall to the Board to determine if the work should continue, and if so, appoint another Club member to the position.

Section 3. COMPENSATION. No committee member shall receive monetary compensation for service on a Club committee.

ARTICLE VIII AMENDMENTS

Section 1. NOTICE. These By-Laws and the Certificate of Incorporation may be amended at any time that the Board of Directors determines. Notice shall be given to the membership prior to a general meeting that changes to the Club By-laws will be on the agenda. This notice shall contain the text of any section for which amendment is being proposed, and the text of the proposed amendment. A description of the purpose of the proposed amendment may be given verbally or in writing by the Board. Adoption of the proposed amendment shall require a two-thirds vote of the members present and voting.

Section 2. INITIATION. An amendment of these By-Laws and/or the Certificate of Incorporation may be proposed by the Board of Directors or by a petition signed by at least ten Club members.

Revised and approved by majority Club vote: February 9, 2010
 Revised and approved by majority Club vote: March 8, 2011