

# **THE SHENANGO VALLEY SKI CLUB, INC. BY-LAWS**

## **Article I. NAME:**

The name of this corporation shall be The Shenango Valley Ski Club, Inc. (SVSC)

## **Article II. PURPOSE:**

The purposes for which this corporation is formed are:

- A. To provide members with an opportunity to learn the fundamentals of skiing as a year round sport.**
- B. To widely promote an interest in the joy of skiing in particular, and an interest in all forms of physical and social activity in general.**
- C. To provide social activities for members and their friends and to provide meeting places for the members as required, and all things necessary or incident thereof.**

## **Article III. MEMBERSHIP:**

- A. New applicants: All newly accepted applicants who have not paid dues in the last fiscal year shall pay an initiation fee as established by the Board of Directors.**
- B. The fiscal year will be from October 1<sup>st</sup> to September 30<sup>th</sup>.**
- C. Renewals: Dues must be paid in full and will be due by the beginning of the fiscal year, (October 1<sup>st</sup>). The membership chairman shall notify all existing members of the membership due date by September 1<sup>st</sup> of each year. All memberships not renewed by the regular October meeting will be considered new memberships.**
- D. Memberships: All members shall be twenty-one (21) years of age or older, and pay annual dues as determined by the Board of Directors.**
- E. No alcoholic beverages shall be served or consumed when prohibited by local or state law.**
- F. Members shall agree in writing that The Shenango Valley Ski Club, Inc. shall not be held responsible in case of accident, injury, loss or theft of personal property.**
- G. New members shall be recommended by two members and and be given immediate conditional membership, subject to review by the Board of Directors.**
- H. An individual may be disqualified for membership or may have his/her membership canceled by a two-thirds ( $\frac{2}{3}$ ) decision of the Board of Directors. This action may be taken in a case of unacceptable conduct. An investigation of questionable conduct may be initiated by any member-at-large submitting a complaint in writing to the Board of Directors. This complaint must be co-signed by a minimum of two other members. The member in question shall be notified that an investigation is in progress and that he/she has the right to be present.**
- I. With the exception of children 16 – 20 years of age, accompanied by a parent or guardian, all participants in SVSC overnight trips must be 21 years of age or older. The**

parent and/or guardian must sign a statement accepting full responsibility for the supervision, safety and moral well being of children under their care. For all day trips or functions, all participants under age 21 must be accompanied by a parent, guardian or member. Board of Directors may authorize Trip and Activity Chairperson to schedule family functions.

#### **Article IV. MEETINGS**

- A. Annual Meetings:** The annual meeting of the members of SVSC shall be held at a place and time, and on a date to be designated by the President, provided however, that such annual meetings shall take place during the month of April of each year, beginning with the calendar year of 1969, for the purpose of election of officers and/or by-law changes.
- B. Semi-Annual Meetings:** The semi-annual meeting of the members of SVSC shall be held at a place and time and on a date to be designated by the President, provided however, that such semi-annual meetings shall take place during the month of September of each year, beginning with calendar year of 1971. This is for the purpose of by-law changes only.
- C. Special Meetings:** Special meetings of the members may be called by the President, twenty percent (20%) of the members, or, by a two-thirds (2/3) vote of the Board of Directors. Written notice regarding the purpose of the meeting is to be mailed at least ten (10) days before the date of such meetings to all members at their last known address.
- D. Board of Directors Meetings:** Board of Directors meetings consisting of the Officers, Trustees, any Permanent Committee Chairs and the Membership Chairperson, shall be held at the discretion of the President, or upon request of a majority of the Board of Directors.
- E. Quorum:** At all Board of Directors meetings, the presence, in person or by proxy, of fifty percent (50%) of the members shall constitute a quorum.
- F. General Membership Meetings:** General membership meetings will be held the third Wednesday evening of every month at a place and time determined by the president, unless set otherwise, determined by a majority vote of the board.

#### **Article V. NOMINATIONS OF OFFICERS AND TRUSTEES:**

- A. The Nominating Committee shall consist of three (3) members: one prior officer (who will serve as the Chairperson) and two members-at-large. This committee shall be appointed by the President at least 60 days prior to the annual business meeting in April.**
- B. Duties:** The Nominating Committee shall present one or more candidates for each office, and a minimum of six (6) candidates for the elected position of Trustee. The immediate past President shall also be a Trustee.

## **Article VI. ELECTIONS OF OFFICERS AND TRUSTEES:**

- A. Election – The election of Officers and Trustees shall take place at the annual business meeting.**
- B. Balloting – The Nominating Committee’s candidates shall be presented to the membership and any additional nominations will be accepted from the floor.**
- C. Officers shall be elected by a majority of votes cast and the ballot shall be secret. In case no majority vote is reached on the first ballot, the names of the nominees who received the two highest number of votes will be submitted and a second ballot cast.**
- D. The Board of Trustees shall be elected by voting for not more than six of the candidates. The six receiving the highest number of votes will be declared elected. If a tie occurs with more than six persons being elected to the Board of Directors, a re-vote will be conducted between the persons with the lowest amount of tied votes to determine who shall be elected to the Board.**

## **Article VII. OFFICERS AND BOARD OF DIRECTORS:**

- A. Elected officers shall be as follows: President, First Vice-President, Second Vice-President, Secretary and Treasurer. They shall be elected by a majority vote of the members present at the annual business meeting. (No officer other than the Treasurer may be elected to the same office more than twice in succession.) The elected officers will assume their duties on May 1<sup>st</sup>.**
- B. The Trustees shall consist of six (6) members and the immediate past President. The six-at-large trustees shall be elected at the annual meeting and shall not be elected to the Trustees Board more than twice in succession. A minimum of three (3) candidates for the Board must have been a club member for the preceding two years. The Board will assume their duties on May 1<sup>st</sup>**
- C. Any member of the Board of Directors unable to fulfill their duties due to prolonged illness or absence at (3) consecutive Board of Directors meetings, shall submit their resignation in writing to the President. The President, with approval of Board of Directors, shall appoint a replacement to complete the term of office.**

## **Article VIII. DUTIES OF THE OFFICERS AND BOARD OF TRUSTEES:**

### **A. PRESIDENT**

- 1. Direct and oversee the general functions of the organization.**
- 2. Appoint permanent and temporary chairmen and committees within 30 days of assuming office.**
- 3. Direct and advise officers and committee chairs.**
- 4. Preside at business and Board of Directors meetings.**
- 5. Preside at social activities when needed.**

6. Direct the newly elected Board of Directors to select a membership chairperson.

**B. VICE-PRESIDENT**

1. Assume the duties of the President , in the absence of the President.
2. Establish and direct the fund raising functions.

**C. SECOND VICE-PRESIDENT**

1. Establish and direct the social and recreational functions.

**D. SECRETARY**

1. Keep written minutes of all meetings.
2. Carry on correspondence at the direction of the President.
3. Keep all records such as minutes, the By-Laws, the Articles of Incorporation, and correspondence in a systematic manner.
4. Be responsible for the publication and distribution of all club mailings.

**E. TREASURER**

1. Be responsible for the safe-keeping of the treasury.
2. Pay authorized bills and collect dues.
3. The treasurer shall submit the books for audit to an Auditing Committee (appointed by the President) prior to the May meeting. The Auditing Committee shall consist of three members, one of whom shall be a former Treasurer.
4. All checks must be signed by two authorized members.

**Article IX. BOARD OF DIRECTORS:**

The Board of Directors shall consist of the elected Officers, Trustees, Permanent Chairs and Membership Chairperson. The Board of Directors shall direct the general function of SVSC as follows:

- A. The Board of Directors shall set the annual dues.
- B. The Board of Directors shall outline the Club's annual program.
- C. The Board of Directors shall appoint a membership chairperson to direct the promotion of membership, distribution and processing of application cards, mailing membership cards, and keeping an up-to-date list of current members.
- D. The Board of directors shall be responsible for approving the acceptance of new memberships.
- E. The Board of Directors shall be responsible for the investigation and discipline resulting from unacceptable conduct of a member.
- F. The Board of Directors shall be responsible for enforcing and/or interpreting the By-Laws
- G. The Board of Directors must approve all expenditures for trips and events: and any general expenditures over \$250 that are voted on and approved by a majority vote by the members.

## **Article X. PERMANENT CHAIRS AND COMMITTEES:**

Publicity Chair, Trip Manager, Historian, Newsletter Chair and Properties Chair may be appointed at the discretion of the President. Temporary chairpersons and committees may also be appointed at the discretion of the president.

- A. **PUBLICITY:** The Publicity Chair shall be responsible for all publicity, using the media of newspaper, radio, television and the internet.
- B. **TRIP MANAGER:** The Trip Manager may appoint an assistant and they shall direct trips, making all arrangements and handling all finances. They shall make a financial report of each trip to the treasurer within two weeks following the trip. Expenses equal to the stipulated member cost will be financed by SVSC for the Trip Manager.
- C. **HISTORIAN:** The Historian shall keep all records of past club functions and scrapbook.
- D. **NEWSLETTER:** The Newsletter Chair shall prepare a monthly newsletter.
- E. **PROPERTIES:** The Properties Chair shall store all Club properties and supplies. Chair shall provide an inventory report audit, at the annual and semi-annual meetings.

## **Article XI. AMENDMENTS TO THE BY-LAWS:**

Amendments to the By-Laws shall be accomplished as follows: A temporary committee consisting of one prior officer (The Chair) and two members-at-large will be appointed by the President. This committee will construct the amendment (s) or change(s), and have them provided to the membership at least ten days prior to the annual and/or semi-annual meeting. The amendments or changes will then be presented at the annual and/or semi-annual meeting, offered for discussion and voted on. A two-thirds majority will be required for adoption or ratification.

## **Article XII. CLUB EVENTS**

The respective chair of each event shall have the right to limit such events to members only. If an event is open to non-members and reservations are necessary, SVSC may impose an additional charge. Members will be given an opportunity to make reservations before non-members. A financial report shall be submitted to the treasurer within two (2) weeks of the event.

## **Article XIII. VOTING**

Each member shall be entitled to one vote, in person or by duly designated proxy, at all meetings of the members of this SVSC. Proxy voting shall be permitted by a member when that member has executed a proper proxy form containing at least: The date of the execution, the full name of the person designated as proxy, the date of the meeting at which the proxy is to be exercised, and the signature of the member giving the proxy. Unless otherwise stated, the member exercising the proxy may vote on any subject proposed at that meeting. The proxy may be revoked at any time by the member giving it. No member, Officer,

or Trustee, or any combination of these shall in any way use any of the facilities or funds of this SVSC to solicit or obtain voting proxies of any of the members. Such conduct shall be considered unacceptable, within the meaning of Article III., Par. H of the By-Laws.

**Article XIV. ORDER OF BUSINESS:**

Unless this regulations is suspended by a majority vote of the member present, at any meeting of the members, the order of business at all members meetings shall be as follows:

- A. Reading of the minutes of the last preceding members' meeting.
- B. Reading of reports and statements.
- C. Unfinished business.
- D. Election of Board Directors or Officers, if in order at the meeting in question.
- E. New or miscellaneous business.

**Submitted by By-Laws committee and approved by membership April 17, 2013**

**Board of Directors:**

**President:** \_\_\_\_\_

**1<sup>st</sup> Vice President:** \_\_\_\_\_

**2<sup>nd</sup> Vice President:** \_\_\_\_\_

**Secretary:** \_\_\_\_\_

**Treasurer:** \_\_\_\_\_

**Trustees:** \_\_\_\_\_

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