

## ORLANDO SKI CLUB BY-LAWS

### ARTICLE I - NAME

The name of this organization shall be **ORLANDO SKI CLUB**. The Club was incorporated in May, 1984, under the laws of the State of Florida.

### ARTICLE II - PURPOSE

The purpose for which this club was founded is to promote the sport of snow skiing among the members and to this shall:

Section 1: Sponsor snow ski club trips along with year-round club activities which shall be open to all members.

Section 2: Hold meetings which have programs primarily related to snow skiing.

Section 3: DELETED

### ARTICLE III - MEMBERSHIP AND DUES

Section 1: The membership year shall be from June 1 to May 31.

Section 2: Membership shall be divided into the following categories:

- A. Individual Membership - applies to all persons who join on an individual basis.
- B. Family Membership - applies to husband and wife; husband, wife and children; father and children; mother and children; couples living together at same address calling themselves a family. Child included in family membership shall be *under 21*, unmarried children living at home with parent. (Any other relative not included in family membership must join separately and be considered an individual membership.)
- C. Honorary Membership - granted to designated individuals as decided upon by the Board of Directors.
- D. Life Membership - granted to designated individuals as decided upon by the Board of Directors.
- E. Associate Membership - shall be those members who are not residents of Orange, Seminole, Lake and Osceola Counties, Florida.
- F. Reciprocity Membership- a single or family membership as a participant in an Orlando Ski Club ski trip when they are a current member of a ski club holding a "member club of the FSC" status. For such membership the participant must pay a one dollar (\$1.00) membership fee, or an amount established by the Board of Directors, to the Orlando Ski Club Membership Director. The membership is valid only for the duration of the specific ski trip including any associated events of the trip.

Section 3: Termination of Membership

- A. A member other than an officer shall be removed from membership by a three-quarters vote of the Board of Directors if such member's conduct has been sufficiently detrimental to the club to warrant such action. The member has the right to file in writing an appeal before the Board of Directors within seven days following written notification of removal.
- B. A member in default of payment of dues beyond a 60 day grace period from the start of the membership year shall have membership automatically terminated.

Section 4: The Board of Directors by majority vote before May 1 of its year in office shall determine the dues to be paid by the various categories of members for the ensuing year.

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### ARTICLE IV - MEETINGS

Section 1: Business meetings of the Executive Committee shall be held at the discretion of the President and meetings of the Board of Directors shall be held not less than six times a year or as determined by a majority vote of the Board of Directors. The primary business of the club will be conducted at these meetings and the general membership is permitted to attend.

Section 2: General membership meetings will be held; the President shall set the time and place of each meeting and see that all members are notified in writing at least one week in advance; programs generally relating to snow skiing will be the main portion of these meetings to entertain and inform the general membership; a quorum necessary when club business is conducted at a general membership meeting will be defined as the number of persons present at the time since they constitute the entire membership at that time.

Section 3: A general membership meeting will be held before the end of May of each year for the purpose of taking nominations from the floor for candidates for elective office and holding elections.

Section 4: General membership meetings will be held whenever twenty per cent of the members sign a petition calling such meeting for a specific purpose; this meeting will be scheduled within 72 hours and held with 14 days to allow sufficient time for the general membership to be notified not less than one week in advance.

### ARTICLE V - EXECUTIVE COMMITTEE

Section 1: The Executive Committee shall consist of the elected officers; President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, and the immediate past President. In the event that the immediate past President vacates his office for any reason, his position will remain vacant.

Section 2: All actions of the Executive Committee shall be governed by the provisions of these by-laws.

Section 3: The Executive Committee will approve or disapprove appointments made by the President to the Board of Directors by a majority vote. It shall be the responsibility of the Executive committee to request budgets submitted in writing from the various committees. The written Annual Budget shall be submitted by the Executive Committee to the Board of Directors for final approval.

### ARTICLE VI - OFFICERS

Section 1: The Elected Officers of the club shall be: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer; their term will be for one year from July 1 to the last day of June ; if the President's office is vacated, it will be filled by the 1<sup>st</sup> Vice President; if any other office is vacated it will be filled by appointment of the President subject to approval by the Board of Directors by majority vote.

Section 2: A. President  
The President is the Chief Executive Officer of the club and will see that all decisions and resolutions of the Executive Committee and the Board of Directors are carried out; he will preside over all meetings of the Executive Committee, Board of Directors, Travel Committee, and General Membership; he will appoint all special Committee Chairmen he will be ex officio to all committees; it will be the President's duty to see that all Officers fulfill their duties and that all committees fulfill their functions. The President will be bonded in the amount prescribed by the Board of Directors; the President will be the contracting Officer for the club up to the sum of \$1000.00, with a concurrence of another member of the Executive Committee. Any contracts requiring expenditures in excess of \$1000.00 shall require the concurrence of the Board of Directors upon proper showing of justification for said expenditure. The President will be the Chairman of the Travel Committee; it will be his responsibility to direct the club Treasurer to keep a separate account available to the membership of club members who receive compensation in any form, including but not limited to air fare, lodging, transportation, lift tickets, or other club activities, and the

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justification for said compensation. In the event the immediate past President of the Orlando Ski Club cannot serve as official delegate to the Florida Ski Council, the President shall appoint an alternate delegate, *or* himself, said appointment to be approved by the Executive Committee.

### B. 1<sup>st</sup> Vice President

The 1<sup>st</sup> Vice President shall perform the duties and exercise the power of the President during the absence of disability of the President. The 1<sup>st</sup> Vice President will succeed to the Presidency in the event that office is vacated. The 1<sup>st</sup> Vice President shall work under the President and shall be responsible for carrying out all plans and arrangements for club trips as outlined by the Travel Committee. The 1<sup>st</sup> Vice President shall be in charge of and establish the duties and responsibilities for all Trip Chairmen and outline and teach all the necessary procedures so that they can perform their duties efficiently. The 1<sup>st</sup> Vice President shall perform any additional duties as request by the President.

### C. 2<sup>nd</sup> Vice President

The 2<sup>nd</sup> Vice President shall work under the President and shall be responsible for carrying out all plans and arrangements for club summer activities as outlined by the Summer Activity Committee. The 2<sup>nd</sup> Vice President shall be in charge of and establish the duties and responsibilities for all Summer Activity Chairmen and outline and teach all the necessary procedures so that they can perform their duties efficiently. The 2<sup>nd</sup> Vice President shall perform any additional duties as requested by the President.

### D. Secretary

The Secretary shall record the minutes of all meetings held by the Executive Committee, Board of Directors, and General Membership, and they shall be filed in separate minute books as permanent records belonging to the club. Copies of the applicable minutes of respective meetings shall be provided to each respective committee member prior to the next meeting. The Secretary shall handle all mailings and correspondence of the club as directed by the other members of the Executive Committee and shall keep copies of club correspondence in a club file. The Secretary shall notify all members of the Board of Directors of all board meetings. The Secretary shall maintain all of the permanent records of the club and have custody of these. Minutes of any meetings shall be made available for review to any member upon request in writing and shall be furnished and made available within *a reasonable period of time*. The Secretary shall provide a copy of the minutes of each meeting of the Board of Directors *for the official files within 30 days of the meeting*.

### E. Treasurer

The Treasurer shall have custody of club books, of club accounts and moneys, and shall keep books belonging to the club containing complete and accurate records of all receipts and disbursements. All moneys received shall be deposited in the club bank account. The Treasurer shall be responsible for depositing all moneys in the club accounts and shall issue checks which shall be cosigned by the President. All payments shall be supported by bills and shall be verified by the President and the Treasurer. The Treasurer shall report at each Board of Directors, General Membership, and Executive Committee Meetings, and at any specific time as requested by the President on the financial condition of the club. The books of the Treasurer shall be examined annually by a person other than that appointed by the Board of Directors at the close of the fiscal year, the cost of which shall be paid by the club. The outgoing Treasurer shall coordinate with and train the incoming Treasurer during the remainder of the fiscal year.

Section 3: Compensation: Any compensation to any member shall be determined by a majority vote of the Board of Directors.

Section 4: All Officers at the end of their terms shall deliver to their successor all club files in their possession.

Section 5: Removal From Office - A vote of two-thirds of the members voting at a General Membership meeting is required to remove an officer from office for reasons which are shown to be damaging to the club. Such reasons must be stated in a written notice to the General Membership at least two weeks prior to the

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meeting at which such vote is to be taken. To initiate such removal, a petition must be signed by not less than five per cent of the General Membership and served upon the President and the Board of Directors.

### ARTICLE VII - BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the Executive Committee and the Directors as defined by the by-laws. The Directors shall be appointed by the President and approved by the Executive Committee to serve during the same term as the Executive Committee. Should a vacancy occur, the President shall appoint a replacement Director within a period of two weeks subject to the approval of the Board of Directors at the next meeting. A Director will be subject to removal from office by a majority vote of the Board of Directors. No *Executive Committee member or Director* shall serve in the same office for more than two consecutive terms unless so requested by the Executive Committee.

Section 2: The Directors of the club shall be:  
Membership  
Media  
Parliamentarian  
Programs  
Newsletter  
Immediate Past President

Section 3: The Board of Directors shall meet a minimum of *four* times per year with a quorum present, *which shall be 50% of the people serving on the Board*, for the purposes of:

- A. Directing the club and formulating policy
- B. Final selection of ski trips
- C. Final selection of summer activities
- D. Final approval of all budgets
- E. Electing a nominating committee
- F. Determining dues
- G. All other lawful club matters

Section 4: Duties of the Directors:

- A. Membership - The Membership Director, *or designee*, shall attend all meetings, sit at the front door to collect and record payment of dues and fees, process and file all applications for membership and forward such moneys to the Treasurer, see that names, addresses and phone numbers are entered on a membership roster, distribute membership materials to all new and renewing members; answer questions directed to him concerning membership in the club; advise the Board of Directors of the status of membership, and shall be responsible for recruiting new members.
- B. Parliamentarian - The Parliamentarian shall attend all meetings where business is to be conducted by the Board of Directors or the General Membership to see that Parliamentary Procedure is carried out. The Parliamentarian shall be responsible for an annual review of the By-laws.
- C. Programs - The Program Director shall assemble all necessary meeting aids for the President and arrange the program for each meeting subject to the prior approval of the Board of Directors.
- D. Newsletter - The Newsletter Director shall prepare each newsletter monthly, secure the President's approval, deliver it to the printer, and insure its timely mail-out with its postmark at least ten days before the next scheduled meeting.

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- E. Immediate Past President - The Immediate Past President shall serve as the official delegate of Orlando Ski Club to the Florida Ski Council, subject to approval of the Executive Committee.
- F. Media - The Media Director shall be responsible for getting club information to TV, radio, newspapers, magazines, and other media sources to promote the Orlando Ski Club

### ARTICLE VIII - SPECIAL COMMITTEES

Special Committees may be appointed by the President for special events and purposes. Chairmen of these committees will usually be selected among the Directors-at-Large. These committees shall serve until their function has been performed or until such committee is dissolved by the President.

### ARTICLE IX - SKI TRIPS

#### Section 1:

##### Eligibility.

Ski trips and Summer Activities planned by the Ski Club shall be open to all members of the club.

#### Section 2:

##### Travel Committee and Trip Chairman

- A. Travel Committee - The Travel Committee shall provide all rules and regulations and outline all plans and arrangements for each ski trip. The Travel Committee shall select Ski Trip Chairmen subject to the approval of the Board of directors. The Travel Committee shall consist of the 1<sup>st</sup> Vice President, four members selected by the Board of Directors, and chaired by the President. The immediate past President will be a member of the Travel Committee. The Travel Committee shall be responsible for providing detailed proposal which include itemized cost breakdowns for ski trips that are being considered for the coming year. The Travel Committee shall present such proposals to the Board of Directors for their vote on which trips shall be taken.
- B. Ski Trip Chairman - The Ski Trip Chairmen shall be selected by and perform all duties as prescribed by the Travel Committee, with the approval of the Board of Directors. Selection shall be based upon time, work and club involvement and ordinarily those selected shall have served as an assistant leader. If the Trip Chairman becomes incapacitated, the Travel Committee will appoint a new Chairman, subject to approval of the Board of Directors.

#### Section 3:

##### Compensation to Ski Trip Chairman

Subject to final approval by the Board of Director, each Trip Chairman shall ordinarily be compensated in an amount equal to the published double occupancy costs of that particular trip out of that trip budget. The Trip Chairman shall be reimbursed any documented out-of-pocket expenses expended on behalf of the club. Ordinarily, there will be a board-appointed Assistant Trip Chairman whose purpose will be to assist the Trip Chairman and mainly to gain experience and training for conducting future trips. No compensation shall be made to the Assistant Trip Chairman unless deemed necessary by the Board of Directors. Trip responsibilities will be the job of the Trip Chairman.

#### Section 4:

##### Summer Activities Committee and Summer Activities Chairman

- A. Summer Activities Committee - The Summer Activities Committee shall provide all rules and regulations and outline all plans and arrangements for each Summer Activity. The Summer Activities Committee shall consist of not less than four members selected by the Board of Directors and chaired by the 2<sup>nd</sup> Vice President. The Summer Activities Committee shall be responsible for providing detailed proposals which include itemized cost breakdowns for Summer Activities that are being considered for the coming year. The Summer Activities Committee shall present such proposals to the board of Directors for their vote on which Summer Activities will be chosen.
- B. Summer Activities Chairmen - The Summer Activities Chairmen shall perform all such requirements as is prescribed by the Summer Activities Committee. The various activity chairmen shall be selected

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by the 2<sup>nd</sup> Vice President based upon time, work and club involvement. If the Summer Activity Chairman becomes incapacitated, the 2<sup>nd</sup> Vice President will appoint a new chairman.

### ARTICLE X - ELECTIONS

#### Section 1: Nominating Committee

- A. Before the end of January of each year, the Board of Directors will elect a Nominating Committee consisting of three Board Members; these three members will select two additional committee members from the General Membership to form a nominating committee of five members.
- B. The Nominating Committee shall select by majority vote at least one qualified member to run for each office.
- C. The Nominating Committee shall secure in advance of nomination the consent of each potential nominee to run for the office to which they may be nominated.
- D. Resumes shall not be required.
- E. The Nominating Committee will see *that* a sample ballot *is* printed in the newsletter.

#### Section 2: Qualifications for Office

- A. A candidate will be eligible if he or she is a member. No candidate will be eligible for the office of President or 1<sup>st</sup> Vice President unless he or she has previously served as an Officer or as a member of the Board of Directors.
- B. No Officer, except the Treasurer, may *be elected to the same office for more than 2 consecutive terms*; however, after being out of that office for more than one year, he may be reelected to that office.

#### Section 3: Procedure for Elections

- A. Before the end of March of each year, the President shall set a date for the General Membership meeting to be held before the last of May with the primary purpose to take floor nominations for Ski Club Officers *and hold the election*; he will see that all members are notified one week in advance of the date of the meeting; this notice will state that nominations from the floor will be taken at this meeting.
- B. The Chairman of the Nominating Committee will be introduced at the meeting and the Chairman will then introduce the nominees selected by the committee and read their qualifications; he will then call for nominations from the floor which must be seconded by at least one member in good standing; they will be taken in order of: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer.
- C. In the event of more than one candidate running for the same office, the candidate receiving the majority of the votes will be elected.
- D. Only members are eligible to vote with one vote to each member having a Single Membership and two votes to a Family Membership.
- E. *No Proxies* will be available.
- F. In the event time tables are not met for any reason, the Board of Directors shall prescribe new time tables.

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Section 4:

Elections Committee

- A. The Director-at-Large, if not a candidate, or another member elected by the Board of Directors shall be the Chairman of the Elections Committee and shall select two other members not seeking office to form the Elections Committee.
- B. Each candidate shall select, if he so desires, a representative to be on the Elections Committee for the purpose of *verification of the vote*.
- C. The Elections Committee present an official tabulation to the President at the General Membership meeting for elections. The winning candidates will be announced to the members at the meeting.

**ARTICLE XI - MEMBERSHIP ROSTER**

The Membership Roster will not be given to anyone without the express approval of the Board of Directors.

**ARTICLE XII - AMENDMENTS TO THE BY-LAWS**

Any proposed amendments or additions to these by-laws will be initiated by the Board of Directors or twenty per cent of the membership and be presented in their entirety to the General Membership at a General Membership meeting; a notice will be sent to all members stating the proposed amendment and announcing that voting on such amendment will take place at the succeeding meeting and will need to be approved by a two-thirds vote of the members in attendance when a quorum is present. (A quorum for amending the by-laws shall be the members present)

**ARTICLE XIII - PARLIAMENTARY AUTHORITY**

*Proper parliamentary procedures shall be followed on all matters not covered by these By-laws.*

**ARTICLE XIV - VOTE AUTHORIZING ACTIONS**

Unless specifically stated herein, all actions requiring a vote may be authorized and taken by a majority vote of those present and entitled to vote.

The By-laws as written are a true copy of the By-laws as approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 11<sup>th</sup> day of June, 1991. Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 10<sup>th</sup> day of August 1993. Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 13<sup>th</sup> day of November 1996. Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 11<sup>th</sup> day of February 1998. Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 11 day of-May-2010.

Placed into the official records of the Orlando Ski Club;

By: \_\_\_\_\_ Secretary

Date: \_\_\_\_\_