

TRIPLE CITIES SKI CLUB CONSTITUTION  
Amended September, 2007

TRIPLE CITIES SKI CLUB

CONSTITUTION

REVISED... SEPTEMBER, 1985

AMENDED...SEPTEMBER, 2004

AMENDED...SEPTEMBER, 2007

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Amended September, 2007

PREFACE

ACKNOWLEDGMENTS & COMMENTS

The attached Constitution represents a major revision to the January, 1977 Constitution, and February, 1977 Bylaws.

All existing bylaws have been incorporated within this Constitution.

This Constitution was revised by the following people:

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ARTICLE I: NAME

The name of this organization shall be the Triple Cities Ski Club.

ARTICLE II: OBJECTIVES

**Section 1 Club**

The objectives of the Triple Cities Ski Club shall be:

- 1.1 Encourage participation in the sport of skiing and improve individual proficiency.
- 1.2 Promote good fellowship among its members.
- 1.3 Cooperate with regional and national skiing organizations as benefits the interests of the Triple Cities Ski Club.

**Section 2 Efforts of Members**

Efforts of individual members to realize these objectives shall be on a non-remunerative basis.

ARTICLE III: MEMBERSHIP

**Section 1 Regular and Dependent**

Regular Membership (also referred to as the Membership) shall be open to all persons of legal drinking age in New York State who are interested in the Triple Cities Ski Club and its activities. A Dependent Member is a member residing at the same address of a Regular Member and meets all requirements of a Regular Member. All Regular and Dependent members in good standing, with the exception of the presiding officer, are eligible to vote on Matters of Major Significance.

Individuals who have ever been relieved of their Triple Cities Ski Club membership are not eligible for future membership in the Triple Cities Ski Club except by a special vote by the board of directors as stated in Article X, Section 4.3.

**Section 2 Charter**

Charter members are those fourteen (14) founders and organizers of the Triple Cities Ski Club. They shall hold all rights and privileges of Regular Membership and shall, by implication, be included in all references thereto. Charter Members of the Triple Cities Ski Club are:

Robert Ackerman	Fran Mancini
Raymond Cook	Nate Olsen
Robert Diute	Roger Pearce
Ernest Herceg	Jack Rappaport
Joseph Lomonaco	Boris Sarachinsky
Sandy Lyshyhn	Thomas Taylor
Bob Rio	Neal Kirk

**Section 3 Honorary**

Honorary Members are those who, by virtue of their eminence or position, are elected to membership in the Triple Cities Ski Club. Honorary Members not holding Regular Membership shall have no vote in the operation of club business and shall not hold elective office on the Board of Directors, but may otherwise participate fully in the activities of the organization. Honorary Members are elected by a majority vote of the Board of Directors.

**Section 4 Dues**

Regular and Dependent Members shall pay annual dues. Honorary Members and Charter Members shall have no dues. Annual dues shall cover a period beginning with the September General Membership Meeting of a season and ending with the close of the September General Membership Meeting of the following year. Annual dues can be obtained at a reduced rate after May 1.

**Section 5 Members in Good Standing**

Members in good standing shall constitute those individuals who have satisfied their financial obligations to the Triple Cities Ski Club. Financial obligations consist of dues and money owed the Triple Cities Ski Club for activities in which the member participates.

**Section 6 Quorum**

A quorum of the membership shall be defined by the following formulas:

- o For a total membership of 100 or less, a quorum is 30% of the members in good standing.

- o For a total membership greater than 100, a quorum is 15 plus 15% of the members in good standing.

#### ARTICLE IV; BOARD OF DIRECTORS

##### **Section 1 Definition**

The Board of Directors shall consist of elected Officers and Directors (reference; Articles V and VI). The President shall serve as Board Chairman.

##### **Section 2 Duties of Board of Directors**

The Board of Directors shall administer the government and affairs of the Triple Cities Ski Club.

#### ARTICLE V: OFFICERS

##### **Section 1 Embodiment**

The elected officers of the Triple Cities Ski Club shall be the President, Vice President, Treasurer, Financial Officer, Recording Secretary, and Sergeant-at-Arms.

##### **Section 2 Term of Office**

Elected Officers term of office shall be one year.

##### **Section 3 Duties of Officers**

- 3.1 The President shall superintend the business of the Triple Cities Ski Club. The President shall:
  - 3.1.1 Preside at the General Membership Meetings.
  - 3.1.2 Preside at the Board of Directors Meetings.
  - 3.1.3 Cast the deciding vote, as presiding Officer, in the case of a tie.
  - 3.1.4 Sign all minutes of the meetings as approved.
  - 3.1.5 Appoint the chairpersons of all committees.
  - 3.1.6 Install new officers as per Article VIII, Section 9.
  - 3.1.7 Make Presidential appointments per Article VIII, Section 10.
  - 3.1.8 Write a column to communicate with the club on a regular basis.
- 3.2 The Vice President shall:
  - 3.2.1 Assist the President and discharge Presidential duties in the absence of the President (reference Article VIII, Section 10).
  - 3.2.2 Coordinate scheduling and facilities for Board of Directors Meetings.
  - 3.2.3 Generate and publish Triple Cities Ski Club Calendar of events for all activities.
- 3.3 The Treasurer shall be responsible for all funds of the Triple Cities Ski Club. The Treasurer shall:
  - 3.3.1 Be the focal point to the Club for all financial transactions.
  - 3.3.2 Manage all normal operating expenses of the Triple Cities Ski Club. Operating expenses are those expenses incurred in satisfying the requirements of the Triple Cities Ski Club business.
  - 3.3.3 Disburse funds approved by the Board of Directors or the Membership.
  - 3.3.4 Establish and maintain a checking account in the name of the Triple Cities Ski Club.
  - 3.3.5 Insure that all checks drawn on the checking account are signed by two authorized signatures.
  - 3.3.6 Maintain a minimum balance of \$100 within the checking account at all times.
  - 3.3.7 Secure and file complete and proper vouchers for all expenditures.
  - 3.3.8 Keep full and accurate accounts, making reports at general membership meetings in such form as to show the financial condition of the Triple Cities Ski Club and the results of its yearly operations.
  - 3.3.9 Make such added reports to the Board of Directors as they, from time to time, shall prescribe.
- 3.4 The Financial Officer shall be responsible for all financial planning of the Triple Cities Ski Club. The Financial Officer shall:
  - 3.4.1 Gather all budget information. Draft and present the annual budget to the Board for approval.
  - 3.4.2 Track committee adherence to the budget.
  - 3.4.3 Report on the financial condition of the Club at each Board meeting and make recommendations to the Board as needed.
  - 3.4.4 Recommend changes to the Board for the Club savings/investment strategy. Review the strategy annually and report findings to the Board. Be the focal point to the Club for all investment activity.
  - 3.4.5 Prepare and file required tax filings such as state and federal sales and income taxes.
  - 3.4.6 Discharge Treasurer activities in the absence of the Treasurer.

- 3.5 The Recording Secretary shall note and transcribe the proceedings of the meetings of the Membership and Board of Directors and shall prepare the minutes of each meeting for approval by the President. The minutes shall include the delinquent attendance records of every Board Member for their current terms of office (reference Article X, Section 4.1).
- 3.6 The Sergeant-at-Arms shall be the assistant to the presiding officer and shall work under his/her direction. The Sergeant-at-Arms shall:
- 3.6.1 Keep peace and order at all Club functions, check credentials at all Club elections and check proof of age of potential members.
  - 3.6.2 Provide an escort for the Treasurer to the bank after meetings.
  - 3.6.3 Coordinate and inventory Club property.
  - 3.6.4 Set up and take down the room for General Membership Meetings.

## ARTICLE VI: DIRECTORS

### **Section 1 Embodiment**

The directors shall consist of twelve elected members as follows:

- Two Advisory Directors
- Ten Coordinating Directors

The twelve Directors shall be elected to one of the specific Director titles.

### **Section 2 Term of Office of Directors**

Advisory, Income, and Membership Directors shall serve staggered two-year terms to ensure administrative continuity of the Board of Directors. The remaining directors shall be elected to one-year terms.

### **Section 3 Duties of Directors as Coordinating Board Members**

Coordinating board members shall assist the President in committee related activities such as committee appointments, committee representation at board meetings when required, and follow-up action of unfinished committee business. Each director must adhere to financial procedures as outlined in the TCSC Treasury Transactions document. Detailed descriptions of the duties of each director are outlined in the TCSC Recommended Practices. They shall be elected to one of the following specific Committee Coordinator Titles:

- 3.1 The Communications Director (1 position - One year term) shall:
- 3.1.1 Prepare and file official letters as requested by the Officers, Board of Directors, and Committee Heads.
  - 3.1.2 Collect and disburse mail.
  - 3.1.3 Mail Board of Directors meeting notices.
  - 3.1.4 Oversee communication media such as the Web site and the Snowplow newsletter
- 3.2 The Membership Director-Accounting (1 position - Two year term) shall:
- 3.2.1 Coordinate membership related committees.
  - 3.2.2 Take memberships at meetings, and maintain the membership records and cards.
  - 3.2.3 Maintain financial records of funds received from the sale of memberships.
- 3.3 The Membership Director- Promotion (1 position - Two year term) shall:
- 3.3.1 Coordinate committees to promote the club and recruit new members.
  - 3.3.2 Distribute club information at informational events.
- 3.4 The Publicity Director (1 position - One year term) shall:
- 3.4.1 Coordinate committees to promote the club to the public.
  - 3.4.2 Post events in the newspaper, television, radio, Internet or other media.
- 3.5 The Social Director (1 position - One year term) shall:
- 3.5.1 Coordinate social events and committees. Includes coordinating parties, picnics, BBQs, meet to eat, and other social events.
- 3.6 The Ski Director (1 position - One year term) shall:
- 3.6.1 Coordinate ski related committees, including cross country, ski bus, ski lessons and ski trips.
- 3.7 The Income Directors (2 positions - Two year terms) shall:
- 3.7.1 Coordinate income-producing committees such as Advertising, Merchandise, 50/50 raffle, and the Ski and Sports Sale.

- 3.8 The Outdoor & Fitness Director (1 position - One year term) shall:
- 3.8.1 Coordinate club non-ski athletic related committees including Volleyball, Tennis/Racquetball, Biking, Hiking, etc.
- 3.9 The Meeting Director (1 position - One year term) shall:
- 3.9.1 Coordinate committees related to the meetings.
- 3.9.2 Schedule the membership and board meeting facilities
- 3.9.3 Arrange speakers for the meetings.
- 3.9.4 Provide name tags and refreshments.

#### **Section 4 Duties of Directors as Advisory Board Members**

Advisory Board Members shall have specific assigned duties as called upon for special assignment. Advisory Directors shall serve as the Nominations Committee chairpersons, and shall appoint the remaining members of the Nominations Committee.

### ARTICLE VII: MEETINGS

#### **Section 1 General Membership**

Regular meetings of the General Membership shall be held at least once each month September through May. Special meetings shall be convened as deemed necessary.

#### **Section 2 Board of Directors**

Meetings of the Board of Directors shall be held a minimum of once per month, at the discretion of the President or, in his/her absence, the succeeding officer. An exception shall be made in the case stated by Article VIII, Section 9. Robert's Rules of Order shall be followed in spirit. A quorum of the Board of Directors shall constitute a minimum of nine (9) members of the Board of Directors, among whom must include either the Chairman or Vice President.

### ARTICLE VIII: ELECTIONS AND VOTING PROCEDURES

#### **Section 1. Nominations Committee**

A Nominations Committee shall be formed at the October General Membership Meeting of each season. The committee shall be composed of a minimum of five (5) members. The Advisory Directors shall serve as the Nominations Committee chairpersons. The remaining committee members shall be chosen from within the general membership.

#### **Section 2 Nominations**

Any member in good standing of the Triple Cities Ski Club, may be nominated by one, or a combination of, the following methods:

- Nominations from the floor during the November and December General Membership meetings. These nominations must be seconded prior to being entered on the ballot.
- Nominations from the Nominations Committee prior to the December Board Meeting.
- Written petitions submitted to the Nominations Committee prior to the close of the December General Membership Meeting and subject to the Nominations Committee approval.

#### **Section 3 Qualifications**

- 3.1 All candidates for office must have been Triple Cities Ski Club members in good standing for at least one (1) year.
- 3.2 Candidates for the office of President and Vice President shall have had a minimum of one (1) year experience as a Triple Cities Ski Club Officer, Director, or Judicial Committee member.
- 3.3 Candidates for the office of Treasurer and Financial Officer shall have served at least one (1) year on the Board of Directors or have skills in accounting or bookkeeping.

- 3.4 Candidates for the office of Advisory Board Member may not serve two consecutive terms as Advisory Board Members.

The above qualifications may be waived by the Nominations Committee if a sufficient number of qualified candidates cannot be found.

#### **Section 4 Candidate Approvals**

- 4.1 The Nominations Committee shall present an approved list of candidates to the Board of Directors prior to the January elections.
- 4.2 The Board of Directors shall give final approval to all candidates for elected office.
- 4.3 A listing of approved candidates shall be presented to the membership at the January General Membership Meeting.

#### **Section 5 Elections**

Election of Officers, Directors, and Judicial Committee Members shall be conducted at the January General Membership meeting. All results must be announced by the presiding officer at the February membership meeting.

#### **Section 6 Voting**

Voting shall be by closed official ballot cast at the January General Membership meeting or mailed to the Judicial Committee by the eighth day following the January General Membership meeting. Official ballots shall be preprinted with the names of candidates as approved by the Board of Directors and must include provisions for voting member's name and Triple Cities Ski Club membership number.

#### **Section 7 Counting of Ballots**

- 7.1 Ballots shall be counted and tallied in ranking order of Officers, Directors, and Judicial Committee Members. Officers are ranked according to the sequence of Article V, Section 3. Persons whose names are on the ballot for more than one office will be removed from consideration for the lower ranked offices if they are elected to the higher ranked office.
- 7.2 All counted ballots will be filed with the Chairman of the Judicial Committee. The Judicial Committee shall count the ballots aided by the Nominations Committee. Any person counting ballots may challenge a ballot which does not appear official or is illegible. A three—fifths (3/5) majority of the Judicial Committee shall be sufficient to invalidate a ballot. The Judicial Committee may, at the request of a member or at its own discretion, recount close elections.
- 7.3 If the Judicial Committee should take exception to any part of the election, the reason(s) for this shall be stated prior to the first Board of Directors meeting following the election meeting. The Board of Directors shall then determine the necessity of a run—off election to be held at the next General Membership meeting, or as soon as possible thereafter. Installation of any individuals for the contested office shall be deferred until final resolution of this matter is attained.

#### **Section 8 Ties**

A simple plurality shall be deemed sufficient to elect any Officer, Director, or Judicial Committee member, in case of a tie between or among individuals, a re-balloting shall be held with only the aforementioned members' names on the ballot. A repetition of a tie vote shall be decided by a vote of the presiding officer.

#### **Section 9 Installation**

Newly elected Officers, Directors and Judicial Committee members shall be installed prior to the March Board of Directors meeting. Installation shall be officiated by the current President. Term of office commences at the March Board of Directors meeting.

#### **Section 10 Unexpired Terms of Office**

- 10.1 Presidential vacancy shall be filled by the Vice President. In the event of both a Presidential and Vice Presidential vacancy, the Board of Directors shall appoint a President for the duration of the term of office.
- 10.2 Vacancies other than the President shall be filled by Presidential appointment.

ARTICLE IX: COMMITTEES

**Section 1 Committees**

Committees can be created on a temporary or ongoing basis to fulfill specific objectives. These committees are established by the President upon the recommendation of the Board of Directors.

**Section 2 Judicial Committee**

This committee shall assure that the interests of the membership are served at all times.

- 2.1 The Judicial Committee shall be composed of five people elected by the General Membership (reference Article VIII, Section 6), for a term of one (1) year. The Judicial Committee shall vote among themselves to elect a chairperson.
- 2.2 The Judicial Committee shall render decisions as required by Article X. A majority vote of the committee shall decide the recommendations submitted to or issued by it, except as stated in Article X, Section 4.
- 2.3 The Judicial Committee shall act as legal interpreter of the Constitution and Bylaws.
- 2.4 The Judicial Committee shall have the authority to rule upon the constitutionality or advisability of the actions of any segment of the members and Board of Directors of the Triple Cities Ski Club. If at any time, it believes an act in excess of legal authority or contrary to the best interests of the Triple Cities Ski Club has been, or is about to be committed! the Judicial Committee may call for resolution of the issue by a general membership vote.
- 2.5 The Judicial Committee shall pass judgments concerning legality only where it believes actions of an extra—legal nature are involved or when requested by one or more members to resolve or arbitrate an issue in dispute. The grievance shall be submitted in writing and include the signature(s) of the petitioner(s).
- 2.6 The Judicial Committee shall have one or more members at the Board of Directors meetings and at the General Membership meetings and may, at its own discretion, have one or more members at other club—related meetings.

ARTICLE X: MATTERS OF MAJOR SIGNIFICANCE

**Section 1 Amendments to the Constitution**

- 1.1 Proposals — Any member in good standing may propose an amendment to the Constitution by submitting a written proposal to the Judicial Committee. The Judicial Committee shall have a minimum of two (2) weeks to act on the proposed amendment. The Judicial Committee will then present its recommended course of action and reasons to the membership.
- 1.2 Accepted Proposals — Should the Judicial Committee recommend to accept the proposed amendment, it will be brought before the Membership for a vote. Voting shall be by open ballot requiring a quorum of the Membership as a minimum number of participants. A two—thirds affirmative vote shall be required to enact the proposed amendment.
- 1.3 Rejected Proposals - Should the Judicial Committee recommend to discard the proposed amendment, the matter shall be considered closed. Any member in good standing may contest the action by filing a protest in writing with the Judicial Committee, thereby reopening the matter. The Judicial Committee shall resolve the issue to the best interests of the membership or recommend the proposed amendment to a general vote, in which case the matter shall be resolved at the next General Membership meeting.

**Section 2 Revisions to Club Procedures Documents**

Revisions to club procedures documents must be approved by the Board of Directors. The Judicial Committee shall be notified of any changes to club documents.

### Section 3 Elections

Elections of Officers, Directors, and Judicial Committee Members shall be conducted in accordance with Article VIII.

### Section 4 Removal of Responsibility

- 4.1 Elected Positions — An elected member may be removed from office for exceeding constitutional authority or failing to fulfill the constitutional responsibility of his/her position or for conduct or actions deemed contrary to the best interests of the Triple Cities Ski Club or for failing to attend either three consecutive Board meetings or six Board meetings throughout a one—year period.

A signed statement giving reasons for removal of a delinquent member from his/her elected position must be submitted to the Judicial Committee by a member in good standing. The Judicial Committee shall notify the affected person and shall review and vote on the request for removal within a reasonable period of time.. A three—fifths (3/5) affirmative vote of the Judicial Committee shall be required prior to submitting the matter with its recommendations to the Board of Directors for a vote; otherwise, the matter shall be considered closed. If the request is for removal of a member of the Judicial Committee, The President shall appoint a Director to replace that Judicial Committee person until the matter is resolved.

An affirmative vote of three—quarters of the Board of Directors shall be required to remove a member from his/her elected position. Removal is effective for the duration of the current term.

- 4.2 Appointed Positions — The President shall have the sole authority to remove a member from an appointed position and will submit his/her reasons to the Board of Directors.
- 4.3 General Membership — A member not holding an elected or appointed position may be relieved of his/her Membership in the Triple Cities Ski Club for conduct or actions contrary to the best interests of the Triple Cities Ski Club. The procedure for such removal is the same as that stated in Section 4.1 of this article.

Individuals who have ever been relieved of their Triple Cities Ski Club membership are not eligible for future membership in the Triple Cities Ski Club except by a special vote by the board of directors. Future membership in the Triple Cities Ski Club for individuals that have ever been relieved of a Triple Cities Ski Club membership needs to be approved by the board of directors by a ¾ affirmative vote. A maximum of one membership application per year will be considered by the board from any individual seeking reinstatement.

### Section 5 Expenditures

Expenditures exceeding the value specified in the TCSC Treasury Transactions Document which are not operating expenses and which are not recoverable by virtue of member or nonmember participation must be approved by the Board of Directors.

### Section 6 Dissolution of the Triple Cities Ski Club

Should it be recommended to dissolve the Triple Cities Ski Club, an affirmative vote of three—quarters (75%) of the total Membership shall be required to enact the measure. Following this enactment, the Treasurer shall meet all financial obligations incurred by the Triple Cities Ski Club. At the end of a period of one month from the date of dissolution, all owned assets having been disposed of by whatever means best serves the interests of the Membership, the net balance in the treasury shall be computed. The funds therein shall be apportioned among the Membership on a pro—rata basis in accordance with the individual's total contribution of dues for the past ten years.

END