

CONSTITUTION OF THE TOLEDO SKI CLUB
Revised March 23, 2007
Effective June 1, 2007

ARTICLE I

NAME OF THE CLUB

Section 1. Toledo Ski Club hereinafter called the "Club" is a corporation, not for profit, organized under the Laws of the State of Michigan, its original Articles having been duly filed December 28, 1948.

USE OF THE NAME

Section 2. No one shall use the Clubs name or Emblem without specific authorization of the Board. The Emblem is a registered trademark.

FISCAL YEAR

Section 3. The fiscal year of the Club shall be June 1 through May 31.

ARTICLE II

PURPOSES

The purposes of the Club are as follows: to acquire, provide, maintain and operate facilities for Alpine, Nordic, and related sports; to provide instruction and education in the art of skiing; to associate with other sports organizations and associations; to promote the art of those sports; to encourage any and all activities for its members in any and all ways permitted by law to a corporation not for profit; and to do all things necessary and incidental to the foregoing.

ARTICLE III

ELECTION TO MEMBERSHIP

Section 1. Any person or married couple who does not owe the Club money may apply for membership in the Club by submitting a membership application form and the current dues and initiation fee, if applicable, to the membership chairperson of the Club. Such application shall be in writing on a membership application form signed by the applicant and endorsed by a sponsor who is a resident member of the Club. This application will then be voted upon at the next regularly scheduled meeting of the Board of Directors. A two-thirds (2/3rds) majority of the Board of Directors voting at the meeting shall be necessary for acceptance. If such person or married couple is not accepted into the Club, their current dues and initiation fee shall be promptly returned to them in full and the sponsoring member shall be notified by the Membership Chairperson.

CLASSES OF MEMBERSHIP

Section 2.

- a. A resident member is one who makes his permanent residence in Lucas or any adjacent county and has attended a new member orientation meeting.
- b. A non-resident member is one who resides outside of these boundaries. A non-resident member must be sponsored by a resident member. He shall have full privileges of the Club except that his voting rights shall be limited to the annual election of Club officers and he shall not be eligible to hold office.

- c. An associate member is one who joined the club in another membership category, permanently resides outside of Ohio and Michigan, and applies to renew as an associate member. An associate member shall have full privileges of the Club except that he can not vote or hold office, shall not have rights and interests in Club property, and participation in Club activities shall be limited including different fees and access privileges to the Lodge and Clubhaus as outlined in TSC policies.
- d. Probationary member - Each new resident member shall be classified as a probationary member until the renewal following his first full year of membership.

TYPES OF MEMBERSHIP

Section 3. The types of membership shall be resident single, single parent, resident family, and resident single, non-resident parent, and non-resident family.

- a. Single Membership - Subject to all other existing rules for membership, any person at least twenty-one (21) years of age shall be eligible for either a resident or non-resident single membership.
- b. Parent Membership - Subject to all other existing rules and regulations for membership, any person at least twenty-one (21) years of age who wishes the privileges of the Club extended to any of his unmarried children who have not attained the age of twenty-one (21) years shall be eligible for either a resident or non-resident parent membership.
- c. Family Membership - Subject to all other existing rules and regulations for membership any married couple, one of whom is at least twenty-one (21) years of age, shall be eligible for either a resident or non-resident family membership, which shall include any of their dependent children who have not attained the age of twenty-one (21) years.

DUES

Section 4. The Annual dues and/or initiation fee for each type of membership may be changed upon recommendation of the Board by the affirmative vote of two-thirds (2/3rds) of the membership voting at the Annual Meeting, a quorum being present. Membership dues fee schedules based on age or other status may be approved by the membership at the Annual Meeting for the purpose of setting separate dues for those types of membership. The initiation fee shall be \$0 for any former adult member who returns to membership, or any current adult member who wishes to convert from one type of membership to another type of membership. In the case of conversion of the single parent/ family membership of a child to his or her own adult membership, the initiation fee shall be \$0 provided the conversion occurs within one (1) year of the child's attaining age 21. The membership year of the Club shall be September 1 through August 30.

NON-PAYMENT OF DUES

Section 5. Members who do not pay dues by September 30th shall automatically forfeit membership privileges until dues for the current fiscal year are paid. Any former member who wishes to become a member again shall make application pursuant to Article 111. **Section 1**, and pay all fees required.

WITHDRAWAL FROM THE CLUB

Section 6. Withdrawal from the Club may be accomplished by submitting a written resignation to the Board. No membership fee shall be refunded.

ARTICLE IV

ANNUAL MEETING

Section 1. The Annual Meeting of the Club shall be held during the month of March, April or May of each year. At the Annual Meeting the order of business shall be as follows:

- a. Reports of officers and committees.
- b. Old business.
- c. Nominations for election of officers.
- d. Election of Officers
- e. Motions, resolutions, and new business.
- a. Adjournment.

FALL MEETING

Section 2. A Fall Meeting of the Club shall be held during the month of September, October or November of each year for the presentation of reports and plans of officers and committee chairpersons for the forthcoming season.

SPECIAL MEETINGS

Section 3. Special meetings of the Club;

- a. May be called by the President at any time at his discretion.
- b. Shall be called by the President upon written request of thirty (30) members, whose request shall specify the purpose of the meeting.

NOTICE OF MEETINGS

Section 4. Notice of all meetings of the Club shall be mailed or electronically transmitted to each member at least ten (10) days prior to the meeting unless the purpose is to consider a change in the Constitution, in which case notice shall be mailed or electronically transmitted at least thirty (30) days prior to the meeting. All notices shall state the purpose of the meeting.

RULES OF ORDER

Section 5. The revised Roberts' Rules of Order shall govern the procedure of all meetings of the Club.

VOTING

Section 6. Each resident single member and each resident parent member shall be entitled to one (1) vote. For each resident family membership, there shall be one (1) vote for the husband and one (1) vote for his wife. Children included under parent and family memberships shall not be entitled to vote. Nonresident members are limited to voting for officers in the annual election. Associate members shall not be entitled to vote.

QUORUM

Section 7. Members present at any meeting of the membership shall constitute a quorum except that the Constitution may not be amended and the Club real property may not be sold or otherwise disposed of, encumbered, or structurally altered, and real property may not be purchased unless at least 10% of the membership is present and voting.

AWARDS BANQUET

Section 8. An Awards Banquet shall be held in April or May of each year for the purpose of recognizing the new officers and presenting of awards.

ARTICLE V

OFFICERS

Section 1. The elected officers of the Club shall be President, Vice-President, Secretary, Treasurer, Athletic Director, Buildings Director, Membership Director, Publications Director, Social Director, and Trips Director. Not more than one (1) office shall be held by any member at the same time.

Section 2. An alternative slate of different elected offices may be proposed by the nominations committee in order to respond to the current needs of the Club. This list of offices in the alternative slate shall be:

- a. Approved by the Board of Directors prior to the Annual Meeting.
- b. Proposed to the membership and approved before the nominations are presented.

EXECUTIVE COMMITTEE

Section 3. The Officers and the immediate Past President shall serve as an Executive Committee with the power to exercise all powers of the Board in the interval between Board meetings as is necessary or advisable for the furthering of Club purposes. Between meetings of the Board or the Executive Committee, the President may electronically submit all matters for consideration to the executive committee and electronically accept voting from a quorum. All actions of the Executive Committee shall be reported to the Board at its next meeting.

BOARD OF DIRECTORS

Section 4. The Board of Directors (hereinafter called the Board) shall consist of the ten (10) elected officers, the immediate Past President, and the Past Presidents Committee Delegates. All must be resident members in good standing. All Committee Chairpersons shall report at the Board of Directors meeting and shall be appointed by the President with the approval of the Executive Committee.

The Board shall be vested with the management of the Club in the furtherance of the Club purposes and shall have power to authorize or approve purchases and expenditures of the Club, to fix fees for the use of Club facilities and for Club activities, and to recommend to the membership at any Annual meeting a change in dues and/or the initiation fee. Club real estate may not be sold or otherwise be disposed of or encumbered without the authority of the membership.

NOMINATING COMMITTEE

Section 5. At any meeting before, but no later than, the January meeting of the Board, the President, with the approval of the Board, shall appoint a Nominating Committee, chaired by the immediate Past President, consisting of at least five (5) members. The Nominating Committee will compose a slate of candidates consisting of at least two (2) candidates (if possible) for each office. Such slate shall be presented to the membership at the Annual Meeting. Nominations for any office may be from the floor of the Annual Meeting.

BALLOTING

Section 6. The Nominating Committee shall be responsible for preparing and counting the ballots. Results of the balloting shall be announced at the Annual Meeting.

TERM OF OFFICE

Section 7. The term of office shall be from June 1 through May 31 or until new officers are elected and installed.

VACANCIES

Section 8. In the event of a vacancy occurring in any elected office, the President shall appoint any qualified member of the Club to fill the vacancy, subject to approval by the Board.

ELIGIBILITY TO HOLD OFFICE

Section 9. A member must be in his third (3rd) consecutive year of resident membership before he is eligible to be nominated or elected to the office of President. A member must be in his second (2nd) consecutive year of resident membership before he is eligible to be nominated or elected to any other elected office of the Club.

TIE VOTES

Section 10. In the event of a tie vote among the leading candidates for an elected office, the Executive Committee members serving at the time of the election who are available shall select by secret ballot from the tied candidates the person who shall serve the term. However, if the candidate or candidates are then Executive Committee members they shall not vote to break the tie. If under the foregoing circumstances there would be an even number of persons voting, then one of the past president committee delegates shall be selected by lot to participate in the vote.

ARTICLE VI

PRESIDENT

Section 1. The President shall:

- a. Preside at all meetings of the Club, Board, and Executive Committee and perform all the duties usually performed by a President.
- b. Have the authority to sign or countersign all Club checks.
- c. Enforce the provisions of the Constitution.
- d. Appoint all committees not otherwise provided for by the Constitution.
- e. Consult with the Chairperson of the Legal Committee.
- f. Serve ex-officio on all committees.

VICE-PRESIDENT

Section 2. The Vice-President shall:

- a. Preside in the temporary absence of the President.
- b. Have the authority to sign/countersign all Club checks.
- c. Coordinate the Calendar of all Club activities.
- d. Be directly responsible for the Swap Shop.
- e. Oversee Public Relations.
- f. Perform all other duties assigned by the President.

The members chairing the Swap Shop and Public Relations committees shall report directly to the Vice-President who shall report to the President prior to each monthly Board meeting.

SECRETARY

Section 3. The Secretary shall:

- a. Keep the minutes of the Fall Meeting, the Annual Meeting, the monthly Board Meeting, Executive Committee meetings, and all special meetings.
- b. Be responsible for and maintain all official records and correspondence.
- c. Maintain intact all previous minutes, records and correspondence.
- d. Compile and maintain a record of all policies adopted by the Board.
- e. Certify that all ballots received by the time specified in Article V, Section 6, were delivered unopened to the Chairperson of the Nominating Committee before the Awards Banquet.
- f. Perform such other duties as may be required by the President, the Board, or the Membership.

TREASURER

Section 4. The Treasurer shall:

- a. Be the custodian of Club moneys.
- b. Determine that all moneys are allocated and disbursed properly.
- c. Maintain a list of money owed to the Club by any members and provide a copy of the list to the Membership Chairperson at the start of each fiscal year.
- d. Maintain deposits approved by the Board.
- e. Have the authority to sign all checks and see that all checks over twenty-five hundred dollar (\$2,500.00) are countersigned.
- f. Maintain accurate records and balances of all Club funds and keep records of all accounts c the Club.
- g. Prepare a monthly report for each Board meeting, for the Fall meeting, and for the Annual Meeting.
- h. Schedule an annual review of the Club's financial records by an independent CPA.
- i. Perform such other duties as may be required by the President, the Board, or the Membership.

ATHLETIC DIRECTOR

Section 5. Athletic Director shall be directly responsible for and coordinate the following activities of the Club:

- a. Downhill Skiing (including Racing).
- b. Cross Country Skiing.
- c. Sports (All Other).
- d. Shall perform all other duties assigned by the President.

The members chairing the committees designated to carry out these activities shall report directly to the Athletic Director who shall report to the President prior to each monthly Board meeting.

BUILDINGS DIRECTOR

Section 6. The Buildings director shall be directly responsible for and coordinate the following activities of the Club:

- a. Lodge Administration.
- b. Lodge Reservations.
- c. ClubHaus Administration.

- d. ClubHaus Scheduling.
- e. Shall perform all other duties assigned by the President.

The members chairing the committees designated to carry out these activities shall report directly to the Buildings Director, who shall report to the President prior to each monthly Board meeting.

MEMBERSHIP DIRECTOR

Section 7. The Membership Director shall be directly responsible for and coordinate the following activities of the Club:

- a. Membership.
- b. New Member Orientation.
- c. Hospitality.
- d. Shall perform all other duties assigned by the President.

The members chairing the committees designated to carry out these activities shall report directly to the Membership Director who shall report to the President prior to each monthly Board meeting.

PUBLICATIONS DIRECTOR

Section 8. The Publications Director shall be directly responsible for and coordinate the following activities of the Club:

- a. Der Schlophen Dopen.
- b. Roster.
- c. Mailing
- d. Scrapbook.
- e. Shall perform all other duties assigned by the President.

The members chairing the committees designated to carry out these activities shall report directly to the Publications Director who shall report to the President prior to each monthly Board meeting.

SOCIAL DIRECTOR

Section 9. The Social Director shall be directly responsible for and coordinate the following activities of the Club:

- a. Meetings, Parties & Programs, including the Fall Meeting, the Annual Meeting, and the Awards Banquet.
- b. Parties & Programs Treasury.
- c. Coffeehouses.
- d. Shall perform all other duties assigned by the President.

The members chairing the committees designated to carry out these activities shall report directly to the Social Director who shall report to the President prior to each monthly Board Meeting.

TRIPS DIRECTOR

Section 10. The Trips Director shall be directly responsible for and coordinate the following activities of the Club:

- a. Weekend Trips.
- b. Weekend Trips Treasury.
- c. Week-long Trips.
- d. Shall perform all other duties assigned by the President.

The members chairing the committees designated to carry out these activities shall report directly to the Trips Director who shall report to the President prior to each monthly Board meeting.

IMMEDIATE PAST PRESIDENT

Section 11. The Immediate Past President shall:

- a. Serve on the board.
- b. Advise the Board if it fails to operate pursuant to the Constitution.
- c. Chair the Past Presidents Committee.
- d. Chair the Nominating Committee.

COMMITTEES

Section 12. The President may establish committees, determine their size and responsibilities and appoint the members thereof. The appointment of the Chairpersons shall be subject to approval by the Executive Committee. The Board shall exercise general supervision over all committees. No committee shall incur any indebtedness on behalf of the Club without authority of the Board.

ARTICLE VII

REMOVAL OF OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of two-thirds (2/3rds) of the Executive Committee, exclusive of the member in question, or by the affirmative vote of two thirds (2/3rds) of the members of the Club voting at any special or regular meeting, a quorum being present. No voting by proxy shall be allowed. Notice of such proposed removal shall be mailed to all members of the body which shall be considering the removal not less than ten (10) days prior to the meeting at which the proposed removal is to be considered.

The notice shall set forth the alleged Cause of removal. The officer charged shall have the right to be present and to be heard at such meeting. The officer charged shall be notified in writing of the decision of the Executive Committee or the members of the Club, as the case may be. If an officer is removed by the action of the Executive Committee, the officer may appeal that decision to the Executive Committee or the membership. Such appeal must be submitted in writing to the President within ten (10) days following the charged officer's receipt of the written decision of the Executive Committee. If appealed to the membership, the matter shall be considered at the next regular membership meeting. If the charged member wants a special meeting of the membership to consider the appeal, the member shall pay the cost of convening the special meeting. Notice of the hearing shall be sent to all members of the body voting ten (10) days prior to such meeting. On the appeal, the affirmative vote of two-thirds (2/3rds) of the members voting, a quorum being present, shall be necessary to sustain a decision for removal. No voting by proxy shall be allowed. In the event of an appeal, the decision of the Executive Committee shall remain in force during the time of the appeal unless the Executive Committee determines that some other course of action would best protect the rights of all members.

REMOVAL OF APPOINTED BOARD MEMBERS

Section 2. Any appointed member of the Board or committee Chairperson may be removed upon the recommendation of the President with the approval of the Executive Committee.

DISCIPLINE OF MEMBERS

Section 3. Any three (3) members of the Club may charge any other member with misconduct or violating the Toledo Ski Club Constitution or the Club's Regulations and House Rules. Such charges must be submitted in writing to the President.

Section 4. If the Executive Committee finds the charges true, the discipline may be expulsion, suspension, or any other disciplinary action deemed appropriate by the Executive Committee. Expulsion or suspension requires a two-thirds (2/3rds) vote of the Executive Committee. Other disciplinary action requires a simple majority vote of the Executive Committee. The Executive Committee shall notify the member of its decision in writing.

APPEAL

Section 5. The charged member may appeal the decision to the Executive Committee. Such appeal must be submitted in writing to the President within ten (10) days following the member's receipt of the written decision of the Executive Committee. On the appeal, the affirmative vote of two-thirds (2/3rds) of the Executive Committee members voting, a quorum being present, shall be necessary to sustain a decision of expulsion or suspension. On the appeal, any other disciplinary action may be affirmed or initiated by the majority of the Executive Committee voting, a quorum being present. No voting by proxy shall be allowed.

Section 6. In the event of an appeal, the decision of the Executive Committee shall remain in force during the time of the appeal unless the Executive Committee determines that some other course of action would best protect the rights of all members.

FORFEITURE OF MEMBERSHIP AND EXPULSION

Section 7. Any member who resigns or who has his membership forfeited for non-payment of dues or who is expelled shall forfeit and lose all rights and privileges in the Club together with any and all rights and interests in its property, but shall not thereby be released from any indebtedness to the Club.

ARTICLE VIII

INDEMNIFICATION

Every person who serves as an Officer, Board member, or Committee Chairperson of the Club, and functions in accordance with the Club Constitution, Rules and Policies, shall be defended and indemnified by it against any expenses and liabilities incurred by him in connection with any lawsuit, or other proceeding, to which he may be a party defendant, or any claim of liability asserted against him by reason of his being a Board member or officer of the Club, so long as the activities complained of were for the benefit of the Club and done in good faith and not acts of misconduct or gross negligence.

ARTICLE IX

AMENDMENTS

Section 1. This Constitution may be amended at any meeting of the Club, provided that notice of the subject of proposed amendment has been mailed or electronically transmitted to each member at least thirty (30) days in advance of the said meeting and the amendment is passed by the affirmative vote of two thirds (2/3rds) of the members present or voting by proxy, with a quorum voting.

READING OF THE CONSTITUTION

Section 2. It shall be the responsibility of each Officer, Board member, and Committee Chairperson to read the Constitution and Club policies prior to taking office. It shall be the duty of the Immediate Past President to advise the Board if it fails to act pursuant to either.

COPIES OF THE CONSTITUTION

Section 3. A copy of the Constitution of the Club shall be mailed to each member upon acceptance into the Club.

VALIDITY OF THE CONSTITUTION

Section 4. This Constitution shall be recognized as the only valid constitution of the Toledo Ski Club and shall supersede all prior constitutions as of March 23, 2007 and shall be effective June 1, 2007. The use of the masculine herein shall be deemed to include the feminine.