

**CINCINNATI SKI CLUB, INC. BY-LAWS**  
(Amended November 11, 2009)

**ARTICLE I – Government**

**Section 1**

The governance and affairs of the Cincinnati Ski Club (CSC) shall be conducted by a Board of Trustees, here-in-after referred to as “the Board.” Each Board member shall have been elected by ballot of the “voting membership,” that being only those members who are 21 years of age or older. The Board shall be subject to overrule by the voting membership. Such action to “overrule” must have previous notification in the Club’s publication and be supported by a majority vote at a general meeting.

**Section 2**

All Board members and chairpersons shall serve their office without remuneration.

**Section 3**

The Board of Trustees shall consist of nine members:

- 1) President
- 2) Past President
- 3) Vice President for Snow Skiing
- 4) Vice President for Travel
- 5) Vice President for Administration
- 6) Vice President for Sports
- 7) Vice President for Social Activities
- 8) Executive Secretary
- 9) Treasurer

The Board members shall be elected pursuant to Article VI.

**ARTICLE II – Membership**

**Section 1**

**a)** Applicants for regular membership must be at least 21 years of age. Family members shall be the spouse and/or those in the immediate family of a regular member who share the same residence, and who have not reached their 21st birthday.

**b)** To be eligible for Club activities, a family member, who is a minor, must be accompanied by a chaperone over 21 years of age, who has been approved by the parents of the family member and the President of the Cincinnati Ski Club, Inc.

**c)** Parent or chaperone shall accept all responsibility for the activities of their family member(s) at all Club activities.

**Section 2**

Application for membership must be accompanied by the dues for the current year. After the second membership meeting in May the dues shall be set at three-fifths of the full year’s dues.

**Section 3**

The membership year shall run from September 1 through August 31 of the following year. Membership must be renewed on a yearly basis, by payment of the current annual dues, or by such other plan as the Board might establish. Renewal memberships shall receive a discounted renewal rate as specified by such policy as the Board establishes. Members who renew before the expiration of their membership will have their names and the information for contacting them included in the club directory. Other member names will be included in the directory as timing allows.

**Section 4**

**Procedure:** The Board may, by a two-thirds vote, discipline (by censuring, placing on probation, suspending or expelling) any member whose presence or conduct is deemed detrimental to the purpose and object of the Club. Any Board Members must be removed from office, as provided in accordance with Article VIII, before he or she can be suspended or expelled. Before any member is disciplined, written notice of the charges against him or her and of the date, time and place of the Board meeting at which the same are to be considered, shall be mailed to him or her at this or her address as it appears in the records of the Club, at least 15 days prior to such meeting, and said member shall be given opportunity to defend against the charges.

**Implications:** Censuring shall constitute formal notice that a member's conduct has been inappropriate. It shall remain in effect for 12 months. Probation shall constitute formal notice that a member's conduct is inappropriate and shall give warning that further misconduct will lead to suspension or expulsion. A member may be placed on probation for up to 12 months. Suspension shall remove, temporarily, a member's rights to participate in any Club activities, even as a non-member. Suspension shall not be for more than 12 months except in the case of fiscal irresponsibility, when it may be indefinite, until redress has been made. A suspension may be lifted by a majority of the Board. Expulsion shall permanently remove a member's rights to membership in the Club, or to participate in Club activities even as a non-member.

**Appeal:** Any member suspended or expelled shall have the right for a period of ten days to appeal the decision of the Board directly to the membership for override. Upon receiving a written request for appeal to the membership, the Executive Secretary shall cause to be printed in the Club's publication notice that the appeal shall be considered at the next general meeting.

**Effect:** Any person who is suspended or expelled shall have his or her membership revoked without refund or shall not have his or her membership renewed effective ten days after the Board decision, or if appealed immediately after completion of the vote by the membership. There is no overrule.

#### **Section 5**

The enrollment of new members may be temporarily curtailed for a period not to exceed six months by a two-thirds vote of the Board. Such curtailment may be repeated if deemed necessary by the Board.

#### **Section 6**

Participation in Club activities by non-members shall be regulated by the Board and the Board may establish special fees for non-members.

#### **Section 7**

All members of the Cincinnati Ski Club, Inc. shall automatically become members of any organization with which the Club is affiliated.

#### **Section 8**

The Board may confer the status of Honorary Member, with full membership privileges, upon such persons as it deems appropriate.

#### **Section 9**

All participants of a Club activity must have signed the Club's current liability release form.

### **ARTICLE III – Responsibilities of each Board Member**

#### **Section 1: President**

**a)** It shall be the duty of the President during and for his or her term of office to call and preside at all general meetings and Board meetings; to exercise general supervision over the affairs of

the Club; to participate as an ex-officio member on committees, with the exception of the financial audit/review committee and the Election Nominating committee; to coordinate the location of the physical assets of the club; and to exercise all other duties specified by these By-Laws as being for the President.

b) The President shall, with Board approval, make such appointments as he or she deems appropriate.

### **Section 2: Past President**

a) The Past President, for the term following the term of his or her presidency, shall oversee and coordinate the club website, the club newsletter, the operations of the membership, the publication of the club directory and shall serve as an advisor to the President.

b) The Past President shall, with Board approval, make such appointments as he or she deems appropriate.

### **Section 3: Vice President for Snow Skiing**

a) It shall be the duty of the Vice President for Snow Skiing (VPSS) to submit proposed programs, with budgets, for the consideration and approval by the Board and to oversee such programs. These programs shall be all activities related to snow skiing including any trip, at any time of year, to any destination either foreign or domestic if the trip is predominantly a snow skiing trip. If the trip is a hybrid of snow skiing and sightseeing the Board shall address this issue according to Article V Section 7.

b) VPSS shall serve as the chairperson for any planning committees regarding snow skiing trips.

c) The VPSS shall, with Board approval, make such appointments as he or she deems appropriate.

### **Section 4: Vice President for Travel**

a) It shall be the duty of the Vice President for Travel (VPT) to submit proposed programs, with budgets, for the consideration and approval by the Board and to oversee such programs. These programs shall include all trips, except as noted herein, of any duration, at any time of year, to any destination either foreign or domestic, if and only if the trip involves overnight lodging. Excluded from the purview of the VPT are all trips described elsewhere in these By-Laws as being under the purview of either the VP for Snow Skiing or the VP for Sports or as so designated by the Board.

b) The VPT shall, with Board approval, make such appointments as he or she deems appropriate.

### **Section 5: Vice President for Administration**

a) It shall be the duty of the Vice President for Administration (VPA) to submit proposed programs, with budgets, for the consideration and approval by the Board and to oversee such programs. The VPA shall plan and setup general meetings, request payment for routine operating expenses of the club, and manage and support the internal operations of the club except for those things that are assigned by these By-Laws to other Board positions.

b) The VPA shall, with Board approval, make such appointments as he or she deems appropriate.

### **Section 6: Vice President for Sports**

a) It shall be the duty of the Vice President for Sports (VPS) to submit proposed programs, with budgets, for the consideration and approval by the Board and to oversee such programs. These programs shall be limited to all water sports trips of any duration if the water sports trips involve CSC boat owners and to all sports leagues except for the snow skiing racing program.

b) The VPS shall, with Board approval, make such appointments as he or she deems appropriate.

### **Section 7: Vice President for Social Activities**

a) It shall be the duty of the Vice President for Social Activities (VPSA) to submit proposed programs, with budgets, for the consideration and approval by the Board, and to oversee such programs. These programs shall include social activities not involving overnight lodging and not under the purview of any of the other Board positions.

b) The VPSA shall, with Board approval, make such appointments as he or she deems appropriate.

### **Section 8: Executive Secretary**

It shall be the duty of the Executive Secretary (ES) to be responsible for the minutes of the general and Board meetings of the Club and to have posted to the club newsletter and/or the club's website a summary of the minutes of all Board meetings, to maintain a list of approved deposits for trips in preceding fiscal years and to perform such duties as directed by the President or the Board.

### **Section 9: Treasurer**

a) It shall be the duty of the Treasurer to exercise general supervision over all of the finances of the club. He/she shall oversee deposits and withdrawals in the banks, all of which shall have been chosen by the Board, and he/she shall give receipts thereof and shall keep such records and accounts of the business of the club as are appropriate.

b) The Treasurer shall submit to the Board a balance sheet of the club finances and such other documentation as the Board requests and shall submit a financial summary to the members for the fiscal year.

c) Upon the request of any Board member, the Treasurer shall provide bank statements verifying transactions.

d) The Treasurer shall, with Board approval, make such appointments as he or she deems appropriate.

### **Section 10: Succession**

The succession to the Presidency, in the event of loss or removal, shall be the same order as the elected officers listed above.

## **ARTICLE IV – Fiscal Year**

The fiscal year of the CSC shall be from April 1 through March 31.

## **ARTICLE V – Duties of the Board**

### **Section 1**

The Board shall have the responsibility to review and the authority to approve all proposed budgets, programs and policy decisions, including establishment of fees, dues, and special charges, and to perform all duties as specified in these By-Laws and the Articles of Incorporation, and such other duties as are usually incident to their position.

### **Section 2**

The Board shall obtain approval of the voting membership before changing the dues, during one membership year, in excess of 20% of the current dues.

### **Section 3**

The Board shall be responsible for conducting a yearly audit or review to be carried out by a committee of at least three people. At least one shall have accounting experience and none may be present Board members.

### **Section 4**

The Board shall have the authority to create policies and guidelines and these shall remain in effect until they are revised or canceled by the sitting Board or by any future Board. The Board shall make public to the membership, all policies of the club. This shall be done by using the

club website if one exists or by whatever other resources are available if a club website does not exist.

### **Section 5**

- a) An incoming Board shall appoint any one of its own Board members to be the CSC Representative (OVSC Rep) to the Ohio Valley Ski Council (OVSC).
- b) The tenure of the OVSC Rep shall end on March 31 along with the end of the tenure of the Board of which he/she is a member.
- c) Until the OVSC Rep is appointed, the President shall assume the duties of the OVSC Rep.
- d) It shall be the duty of the OVSC Rep to represent the wishes of the CSC Board at all OVSC functions and to vote the CSC Board's wishes.
- e) The CSC Rep to the OVSC shall have the sole voting power for the CSC unless he/she defers to an alternate and that alternate is approved by the Board.

### **Section 6**

For any organization to which the CSC belongs or joins, with the exception of the OVSC, the Board shall create a policy regarding CSC representation to that organization.

### **Section 7**

The Board shall assess the nature of trips that involve snow skiing. If it is not clear by virtue of the descriptions in Article III, as to which Board position should have purview over the trip, the Board shall make a ruling in this regard.

## **ARTICLE VI – Election Procedure and Term of Office**

### **Section 1**

The term of office for all Board members shall coincide with the fiscal year of the Club. The election shall be held annually during the month of February, the specific election date to be determined by the Board. The term of the President shall be one year as the President, followed by one year as the Past President. All Board members, with the exception of the Past President, shall be elected at the February meeting. If any other officer than the President or Past President is unable to serve, then the vacancy shall be filled by majority vote of the Board. A Board member shall be unable to serve if he or she misses all regularly scheduled Board meetings during a period of 50 days. No member shall hold more than one CSC elected Board position simultaneously.

### **Section 2**

- a) There shall be an Election/Nominating Committee. Three regularly scheduled meetings prior to the annual election, application forms for nomination shall be made available to any member desiring to run for elective office. The Election/Nominating Committee shall also make known to the membership, at this meeting, the election procedure to be followed.
- b) Two general meetings prior to the annual election meeting, applications for elective office must be received by the Election/Nominating Committee in order to become a candidate under the election procedure. Except as herein provided, nominations for each office will be closed after nominations for the given office have been accepted from the floor.
- c) In the event no member files a timely application or is nominated for a given elective office, the Board shall nominate at least one candidate for that office.

### **Section 3**

- a) At the general meeting prior to the annual election meeting, the candidates shall be introduced to the membership. At this meeting, the floor shall be open for nominations for candidates for any elective office where the candidate has been nominated by the Board.
- b) The Election/Nominating Committee shall recommend to the Board or its designate all election procedures including voting requirements and any other matters of election necessary to implement the election of officers not otherwise provided for in these By-Laws.

#### **Section 4**

Voting shall be by secret ballot with the candidate receiving the majority of votes being elected. In the event of no majority, run-off elections between the two candidates receiving the greatest number of votes for the particular office shall be held.

#### **Section 5**

Each voting member shall have one vote for each elected position. Proxy voting is not permitted. Absentee voting procedures shall be established by the Election/Nominating Committee.

### **ARTICLE VII – Meetings and Procedures**

#### **Section 1: Time of Meetings**

The Club shall meet at least once a month throughout the year. Special meetings may be called by the President or the Board. The Board shall meet at its own discretion. All meetings of the Board and all committees shall be open to the general membership.

#### **Section 2: Notice of Meetings**

- a) Notice of regularly scheduled membership meetings shall be in the Club's publication, giving date, time, and place, and special matters of consideration.
- b) Notice of special meetings of the general membership shall be published in the Club's regular publication giving date, time, place, and purpose. If such notice cannot be given seven days prior by regular publication, then members shall be given special written notice.
- c) Written notice of Board meetings shall be given to the Board members at least ten days prior to the meeting, giving date, time, place, and purpose. This notice shall also be given in the Club's publication for the general membership when the time permits.
- d) Notice of any meeting may be waived by unanimous consent of that body and appearance at meetings shall be deemed a waiver of notice.

#### **Section 3: Quorum**

- a) At all general membership meetings, 15% of the existing voting membership shall constitute a quorum for the transaction of business.
- b) At all Board meetings, two-thirds of the members shall constitute a quorum.
- c) A quorum of all committees shall be constituted by a majority of its members.

#### **Section 4: Voting Rights**

Only those members who have attained the age of 21 shall have the right to vote, and shall be referred to herein as the voting membership.

#### **Section 5: Procedures**

Robert's Rules of Order shall be the final authority when controversies arise as to procedure to be followed, unless otherwise provided in these By-Laws.

### **ARTICLE VIII – Removal of Board Officers**

Officers of the Club may be removed from office by petition of the members as follows:

- a) The petition form, stating the reason in particular for which removal is sought, shall be signed by 10% of the voting membership and presented to the Board at a regularly scheduled Board meeting.
- b) The Board shall verify the signatures by the Board meeting following receipt of the petition, and the petition will be included in the minutes of the Board.
- c) Notice of the charges against the officer whose removal is sought shall be sent by certified mail, return receipt requested, to the officer at the current address in the records of the Club. If that is returned unclaimed or refused, then the notice to the general membership as provided herein shall constitute sufficient notice to said officer.

- d) The Board shall cause to be published in the next two consecutive issues of the Club's publication immediately following the Board meeting at which verification was made:
  - i) the reason in particular for which removal is sought;
  - ii) that at least 10% of the voting membership has signed the petition;
  - iii) that signatures were verified;
  - iv) that the petition is available for inspection;
  - v) the date of the general membership meeting at which the matter shall be considered, which shall be the one immediately following the second publication of said notice;
  - vi) and the removal procedure.
- e) The Board shall determine whether the officer sought to be removed shall be temporarily suspended from his or her duties pending final determination of the case.
- f) The officer whose removal is sought shall not preside or have any voting rights at the impeachment meeting. The officer shall have the right to have counsel present.
- g) The officer presiding at the impeachment meeting shall read the petition and set time limits for presentation of respective cases by the petitioners and officer whose removal is sought. The minimum allotted time shall be as follows:
  - i) 10 minutes for opening arguments;
  - ii) 20 minutes for witnesses;
  - iii) 10 minutes for closing arguments.
- h) A hand vote shall be taken. A vote of two-thirds of the voting members present or 20% of the voting membership, whichever is greater, is required for removal.
- i) Removal, if so voted, shall become effective immediately.
- j) Action for removal may be initiated for: any crime, serious offense, malfeasance of misfeasance, or any action seriously detrimental to the Club.

## **ARTICLE IX – Committees and all Appointed Persons**

### **Section 1**

With approval of the Board, the President shall form committees and appoint members and chairpersons not otherwise provided for in these By-Laws.

### **Section 2**

- a) The tenure of all chair positions, committee chairpersons, committee members, and of all other persons holding appointed positions as of March 31, shall end no later than the date of the third Board meeting of the newly seated Board. However Trip Leaders shall see their Trips through to closure even if this entails extending further into the term of the new Board.
- b) The Board shall appoint or reappoint chair positions, and committee chairpersons. An appointment will stand until its tenure expires or until the Board terminates the position or removes the person holding the position, whichever comes first. It will be the duty of the chair positions and committee chairpersons to appoint and/or reappoint committee members.
- c) A person can serve as the chair of a committee or as a member of a committee except as prohibited by these By-Laws. Such service may be for any number of consecutive or non-consecutive years.
- d) A person can simultaneously serve on more than one committee as either a member or as a chair.

## **ARTICLE X – Amendments**

The By-Laws of the Cincinnati Ski Club, Inc. may be amended by the petition of the voting members as follows:

### **Section 1**

The specific language of the proposed amendment must be printed on the petition form.

### **Section 2**

The petition form shall be signed by 10% of the voting membership and presented to the Board at a regularly scheduled Board meeting.

### **Section 3**

The Board shall verify the signatures at the Board meeting held following receipt of the petition, and the petition shall be included in the minutes of the Board meeting, along with:

- a) the specific language of the proposed amendment;
- b) that at least 10% of the voting membership has signed the petition;
- c) that signatures were verified;
- d) that the petition is available for inspection;
- e) and the date of the general membership meeting at which the matter shall be considered, which shall be at least thirty days following the publication of said notice.

### **Section 4**

The Board member presiding at the general membership meeting shall read the petition and initiate debate.

### **Section 5**

Voting shall be by secret ballot. Passage of an amendment will require an affirmative vote of two-thirds of the vote cast or 20% of the voting membership, whichever is greater, for passage. The absentee voting procedure used at the most recent election of Board members shall be in effect for the amendment vote.

### **Section 6**

Amendments to the By-Laws shall become effective immediately upon passage, except that amendments to Article III (Responsibilities of each Board Member) will not become effective until the first day of the next fiscal year. If amendments to Article III have been made, then the election of Board members will be for the Board positions as they will exist at the beginning of the fiscal year for which elections are being held.

## **ARTICLE XI – Financial Policy**

### **Section 1**

All checks shall require two authorized signatures. The Board shall appoint two Board members in addition to the President and the Treasurer who shall be authorized to countersign checks.

### **Section 2**

All persons having the authority over or control of Club funds shall be bonded by the Club. The amount of the bond shall be determined from time to time by the Board.

## **ARTICLE XII - Indemnification**

### **Section 1: Third-Party Actions**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a trustee, officer, employee, or agent of the Corporation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding; and if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding

by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

## **Section 2: Derivate Actions**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of Corporation to procure a judgment in its favor by reason of the fact that the person is or was a trustee, officer, employee, or agent of the Corporation, against expenses, including attorneys' fees, actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, no indemnification shall be made in respect of any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court of common pleas or the court in which the action or suit was brought determines on application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses that the court of common pleas or other court shall deem proper.

## **Section 3: Rights After Successful Defense**

To the extent that a trustee, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph 1 or 2 above or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

## **Section 4: Other Determinations of Rights**

Unless ordered by a court, an indemnification made under Paragraph 1 or 2, above, shall be made by the Corporation only as authorized in the specific case on a determination that indemnification of the trustee, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Paragraph 1 or 2 above. The determination shall be made (a) by a majority vote of a quorum consisting of trustees who were not and are not parties to or threatened with the action, suit, or proceeding; (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

## **Section 5: Advances of Expenses**

Expenses of each person seeking Indemnification under Paragraph 1 or 2 above, may be paid by the Corporation as they are incurred, in advance of final disposition of the action, suit, or proceeding, as authorized by the Board of Trustees in the specific case, on receipt of an undertaking by or on behalf of the trustee, officer, employee, or agent to repay the amount it is ultimately determined that he or she is not entitled to be indemnified by the Corporation.

## **Section 6: Nonexclusiveness; Heirs**

The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those seeking indemnification may be entitled as a matter of law or under the articles of incorporation, these regulations, any agreement, vote of shareholders, any insurance purchased by the Corporation, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office, and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent and shall inure as to the benefit of the heirs, executors, and administrators of that person.

**Section 7: Purchase of Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in that capacity, or arising out of his or her status in that capacity, whether or not the Corporation would have the power to indemnify him or her against liability under the provisions of this Article or the Ohio General Corporation Law.

**End**