

CONSTITUTION AND BY-LAWS CLEVELAND METROPOLITAN SKI COUNCIL, INC.

ARTICLE I – NAME

The name of this organization shall be Cleveland Metropolitan Ski Council Inc. known as "CMSC" or "Cleveland Metro" or "Cleveland Metro Ski Council." The fiscal year shall be from May 1 to April 30.

ARTICLE II – PURPOSE

The purpose of this organization shall be to form and operate a not-for profit-association, as defined by law, of amateur ski and snow sports clubs located in northern and central Ohio, western Pennsylvania and western New York. CMSC shall also:

- Support inter- and intra-Council activities, social events and trips
- Advance organized skiing; to promote ski safety, skill and education
- Encourage ski patrolling
- Support other non-profit ski organizations including the United States Ski Association (USSA) and the United States Ski and Snowboard Team
- Encourage ski area development compatible with conservation of natural resources, and
- Assist and support charitable organizations including skiers with disabilities

ARTICLE III – MEMBERSHIP

Active not-for-profit, independently governed amateur recreational ski and snow sports clubs whose purpose is consistent with the principle and purpose of CMSC, may become active members upon satisfaction of the requirements as specified in the By-Laws.

Section 1 – Individual Participation

All members in good standing of a member club are members of CMSC and may participate as members in CMSC activities.

Section 2 – Admission

- (a) Any new club seeking admission to CMSC must submit an application as prescribed in the By-Laws to the Executive Board (defined in Article IV, Section 2(a). This shall include a copy of the submitting club's constitution and by-laws. The Executive Board shall present the application to the Assembly of Delegates [defined in Article IV, Section 1(a)] for ratification.
- (b) Member club renewal must be completed annually, in a form prescribed in the By-Laws and must be submitted with the club's dues payment.
- (c) Member clubs shall submit to the Council Secretary notification and copies of any changes or amendments in said club's constitution and by-laws, as well as any changes in said club's officers, delegates, or alternate delegates within 30 days of such changes or amendments.

Section 3 – Removal of a Club

The Executive Board shall have the power and authority to discipline, suspend, or expel a member club for good cause. Such action shall be subject to ratification by a two-thirds vote of the Assembly of Delegates voting and present at the next regularly scheduled Council meeting, and shall become effective on the said date of such ratification.

Good cause shall include, but not be limited to:

- Failure to pay dues as stated above;
- Conduct considered detrimental to the welfare of the Council.

Member clubs who are expelled as provided for herein shall be required to re-apply for membership and such application shall be governed by all sections of the Constitution and By-Laws.

ARTICLE IV – GOVERNMENT

Section 1 – Assembly of Delegates

- (a) The government of CMSC shall be vested in an Assembly of Delegates consisting of one delegate and at least one, but no more than two, alternate delegates, elected or appointed by each member club.
- (b) An alternate delegate may vote in the absence of his/her club delegate.
- (c) Each club shall be entitled to only one vote, by that member club's delegate or alternate delegate.
- (d) An individual delegate or alternate delegate shall be recognized as representing only one member club. An individual delegate or alternate delegate shall answer a roll call and vote for only one member club. Change of club representation by a given delegate may take place, provided the Council is notified in writing by the President of each club affected by such change.

Section 2 – Executive Board

- (a) The Executive Board shall consist of the President, Vice President, Secretary and Treasurer.
- (b) A meeting of the Executive Board shall be called by the President at least once a month, or at any time upon the request of three members of the Executive Board.
- (c) Vacancies in any office shall be filled by appointment by the Executive Board for the interval until the next election.
- (d) Authority: The Executive Board shall have the power to act for the Assembly of Delegates in the day-to-day operation and administration necessary to complete plans authorized by the Assembly of Delegates.
- (e) Removal From Office: The Assembly of Delegates shall have the power and authority to discipline, suspend, or remove from office a member of the Executive Board for good cause.

Good cause shall include but is not limited to:

- Failure to perform or unable to perform the duties of the office to which the officer was elected
- Conduct considered detrimental to the welfare of the Council
- Malfeasance in office
- Conviction of any crime of theft or fraud

The process:

- At a regularly scheduled meeting of the Council, with sponsorship from at least two Delegates, a motion can be made to remove a member of the Executive Board from Office.
- In order for the motion to be acted upon it must have, at a minimum, a simple majority of the votes of the Assembly of Delegates present.

- If there is an affirmative vote, then the Secretary will mail the proposed motion to all of the member Club Presidents and Delegates at least 20 days prior to the next regularly scheduled meeting of the Assembly of Delegates.
- At the next meeting, the motion will be re-introduced, and voted upon by the Delegates. A two-thirds majority vote of those present is required to remove the officer from office.
- At the next scheduled meeting of the Assembly of Delegates, a special election will be held to fill the position vacated by this process. A simple majority of the votes cast shall elect. A voice vote of the Assembly of Delegates is acceptable for any uncontested office.

(f) A decision of the Executive Board may be reversed at a regularly scheduled meeting of the Assembly of Delegates, by a two-thirds affirmative vote of those present and voting.

Section 4 – Election Procedure

The immediate Past President shall chair a Nominating Committee. If the immediate Past President is not available or declines to chair this Committee, the Executive Board, as defined in Article IV Section 2(a), shall appoint a Chairperson from a previous Executive Board or the Assembly of Delegates. The Chairperson may not currently be an officer or seeking an office.

The Nominating Committee Chairperson shall appoint as many delegates to this Committee as is deemed necessary. This Committee shall be formed at the regularly scheduled January Council meeting. The Nominating Committee shall certify to the Executive Board no later than seven days prior to the regularly scheduled April Council meeting that a slate of candidates has been selected. The Nominating Committee shall, at the April Council meeting, present to the council the slate of candidates. Additional nominations may be made from the floor at that time and then nominations will be closed for that meeting. A candidate may be nominated for only one office. Any nominee must be a member of a member club of CMSC at the time of their nomination and during their term of office.

Section 5 – Elections

Elections shall be by secret ballot by the Assembly of Delegates at the May Council meeting for any office that has two or more candidates. A voice vote of the Assembly of Delegates is acceptable for any uncontested office. The order of elections shall be President, Vice President, Secretary, Treasurer and Trustee. A simple majority of the votes cast shall elect. If a simple majority is not received by one candidate, the person receiving the lowest number of votes shall automatically be dropped from the succeeding ballots for that office until one person has received a simple majority of votes cast.

Section 6 – Term of Office

- (a) The term of office for the newly elected officers (defined as President, Vice President, Secretary, and Treasurer) shall be from June 1 through May 31 of the following year. The newly elected officers will officially begin active duties on June 1.
- (b) The terms of office for the three Trustees are three years each with one being elected each year. The newly elected trustee will begin active duties on June 1. If a Trustee runs for and succeeds to an Executive Board office or resigns from the balance of their unexpired term, a special election will be held to fill the position for the unexpired portion of that three-year term.

Section 7 – Not More Than One Office

No officer or trustee of the Council shall hold more than one office at any time, nor shall they be eligible to be a delegate, or alternate delegate or chair a Committee while in such office.

Section 8 – Consecutive Terms

No Executive Board officer shall hold the same office for a period of more than three (3) consecutive terms. No Trustee shall hold the same office for a period of more than two (2) consecutive terms.

Section 9 – Quorum

A quorum shall constitute 25 percent of the member clubs properly represented in Council meeting of the Assembly of Delegates assembled.

Section 10 – Meetings and Notices

Council meetings, composed of the Assembly of Delegates and Executive Board, shall be held monthly, or more often if needed. Notice of the meetings and minutes shall be mailed by the Secretary of the Council to the current delegate, alternate delegate(s) and President of each member club at least one week before the scheduled meeting, provided that member clubs supply the Secretary of the Council with a current list of their names and addresses by June 30 and December 31 of each year and as provided for in Article III, Section 2(c) herein.

Section 11 – Parliamentary Authority

The rules contained in “Robert’s Rules of Order, Revised” shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with this Constitution and By-Laws.

ARTICLE V – DUTIES OF OFFICERS, TRUSTEES AND DELEGATES

Section 1 – President

The President shall preside at all meetings of the Council and Assembly of Delegates, and all meetings of the Executive Board. The President shall, in general, act as chief executive of the Council, subject at all times to the approval of the Executive Board and Assembly of Delegates. The President, with the approval of the Executive Board, shall form committees and appoint chairpersons. The President shall be a standing member of all committees, except for the Nominating Committee, and shall perform all duties incident to the office of President.

Section 2 – Vice President

The Vice President shall perform the duties of the President in her/his absence and shall assume such duties as may be delegated to her/him by the President and shall perform all the duties incident to the office of Vice President.

Section 3 – Secretary

The Secretary shall keep accurate and complete minutes of all meetings of the Council and Executive Board; shall notify the Assembly of Delegates and other members designated by the President, of all Council meetings; shall have charge of all correspondence; shall notify all club presidents of annual club renewal dues; and shall perform all other duties incident to the office of Secretary.

Section 4 – Treasurer

The Treasurer shall handle the general funds of the Council. The Treasurer shall follow Generally Accepted Accounting Principles including, but not limited to, rules, regulations and CMSC By-Laws concerning expenditures, disbursements, receipts, and audits, as may be determined from time to time by the Executive Board and/or the Assembly of Delegates.

The treasurer, with the Executive Board, shall prepare an annual, line-item budget to be presented for approval to the Assembly of Delegates at the April meeting to be voted upon at the May meeting.

The Treasurer shall make written reports to the Assembly of Delegates and to the Executive Board, including at least quarterly reports of receipts, disbursements, and account balances, and a fiscal year-end report of the finances of the council. The Treasurer shall perform all duties incident to the office of Treasurer. The Treasurer shall meet with the Trustees of the Council semi-annually for an open book review and audit of Council funds.

The Treasurer shall be required, upon the request of the Executive Board, to present an updated financial report within 48 hours of such request by the Executive Board. Both the Treasurer and the President shall be authorized to sign checks. The Assembly of Delegates may determine by at least a two-thirds written vote of all member clubs present at a regular Council meeting, the need for an independent certified audit. Such audit shall be performed within 30 days. Such audit shall be presented in writing to all Delegates and Club Presidents. If a certified independent auditor is unobtainable, then this audit shall be performed in a manner agreeable to a majority of Delegates.

Section 5 – Trustees

The Trustees shall be the Guardians of the Constitution and By-Laws, and shall ensure that they are followed. All Trustees shall be required to attend all meetings of the Executive Board. The trustee with the most time in office who is present will vote as the tie-breaker if needed.

The Trustees shall be responsible for a semi-annual inventory of the physical property of the Council and perform a financial review of all Council assets and liabilities. The Trustees shall report their findings to the Assembly of Delegates at the regular Council meetings in January and June.

Section 6 – Duties of the Assembly of Delegates

The Delegates shall approve the annual budget as presented by the Treasurer, at the May meeting. The Delegates shall approve all changes and additions to the By-Laws. The Delegates from each club shall report the activities of the Council to their clubs, secure workers for Council projects from their clubs, and shall encourage the participation of their club's members in all Council functions.

Section 7 – Committees and Chairpersons

At any given time, the President, with the approval of the Executive Board, shall have the authority to form committees such as are necessary to carry out the business and activities of the Council.

- (a) Appointment: The President, with the approval of the Executive Board, shall annually appoint Committee chairpersons, whose term shall run concurrently with the fiscal year of the Executive Board making the appointment.

- (b) Responsibilities: Committee Chairpersons are responsible for the operation of their Committee and shall report to the Assembly of Delegates at regularly scheduled Council meetings, and when requested, to the Executive Board. Committee Chairpersons shall further be responsible for submitting annual budgets to the Council Treasurer and shall be responsible for all funds and financial reports handled by their Committee. At a minimum, a quarterly report of receipts and disbursements of funds from Committee activities must be submitted to the Treasurer for incorporation into the Treasurer's report.
- (c) Removal: A meeting of the Executive Board and Trustees shall occur before the removal of a Committee chairperson during his or her annual term.

ARTICLE VI – INDEMNIFICATION

No officers, committee chairperson, delegate or a member of a club of the Council will be personally or otherwise liable for their duly authorized acts or omissions when acting on behalf of the Council.

ARTICLE VII – AMENDMENTS

An amendment to these Articles of the Constitution can be adopted at a regularly scheduled meeting of the Assembly of Delegates of the Council by a two-thirds vote of those present and voting, provided the proposed amendment:

- has the sponsorship of at least two Delegates and
- has been mailed to each Delegate, Alternate Delegate(s) and Club President at least thirty (30) days before said vote is taken.

ARTICLE VIII – BY-LAWS

Section 1: The By-Laws are part of this Constitution and shall be used to govern the operations of the Council.

Section 2: A proposed By-law can be presented with:

- the sponsorship of at least two Delegates; or
- the sponsorship of at least two Members of the Executive Board

Section 3: A proposed By-law can be adopted at a regularly scheduled meeting of the Assembly of Delegates of the Council by simple majority of those present and voting, provided that the proposed By-law:

- has the sponsorship of at least two Delegates and
- has been mailed to each Delegate, Alternate Delegate(s) and Club President at least thirty (30) days before said vote is taken.

ARTICLE IX – REVIEW OF CONSTITUTION

This Constitution shall be reviewed every two (2) years by a Constitution Review committee to ensure that it conforms to reasonable principles and practices adopted by the Council and approved by the Assembly of Delegates. The formation of the Review Committee and review of this Constitution shall not be taken to imply that changes in this Constitution are required or necessary.

CMSC REVIEW DATES

Constitution reviewed by Board completed January 16, 1975. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through March 13, 1975.

Constitution reviewed by Board completed January 1981. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through January 1981.

Constitution reviewed by Board completed August 1983. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through August 1983.

Constitution reviewed by Board completed September 1984. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through February 1985.

Constitution reviewed by Board completed October 1986. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through December 1986.

Constitution reviewed by Board completed October 1988. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through December 1988.

Constitution reviewed by Board completed June 1991. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through June 1991.

Constitution reviewed by Board completed August 1993. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through August 1993.

Constitution reviewed by Board completed June 1995. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through June 1995.

Constitution reviewed by Board completed October 1997. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through October 1997.

Constitution reviewed by Board completed October 1999. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through October 1999.

Constitution reviewed by Board completed March 2002. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through April 2002.

Constitution reviewed by Board completed December 2006. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through April 5, 2007.

Constitution reviewed by Board completed November 2010. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through February 3, 2011.

Cleveland Metropolitan Ski Council (“CMSC”) By-Laws

By-Law 1: Applying for Membership in CMSC

Any amateur ski and sports club applying for membership in CMSC must comply with the following:

- Submit the following to the Executive Board, using the form attached:
 - \$25 application fee
 - Club Constitution and By-Laws
 - List of officers elected by membership
 - Copy of newsletter (if applicable)
 - Copy of a membership application
 - List of members
 - The check for the \$25 application fee shall come from the club’s checking account, made payable to Cleveland Metro Ski Council
 - A copy of the club’s bank statement (with amounts blocked out) from one year prior to application for membership. This ensures that the applying club has been in existence for at least one year.
- Dues for a New Club
 - A new club accepted for membership to CMSC shall pay dues as described in By-Law 2, Section (b) herein, based upon their membership count at the time of ratification. Such payment shall be due and payable within 30 days after the date of said ratification by the Assembly of Delegates.

By-Law 2: Renewal Dues

- (a) Member clubs shall pay renewal dues annually as provided for in the formula in Sub-Section (b) herein based on their membership count as of April 1. Such payment shall be due and payable on or before May 1 of the current year.
 - 1. The Secretary shall mail a Membership Renewal Application attached hereto to the Club President by February of each year.
 - 2. There shall be a 30-day grace period for member clubs to renew their membership. The grace period shall be from May 1 to June 1 of the current year. Failure to renew within the 30-day grace period may result in dismissal from CMSC. A club will then be required to reapply for membership in accordance with Article III, Section 2(a)
- (b) The dues amount will be \$75 for the first 100 adult members and then a per-adult member charge of 50 cents for each additional adult member. An adult member shall be a member who is 18 years of age or older.
- (c) Any changes to the dues structure shall be set by the Executive Board and presented to the Assembly of Delegates for approval at a regularly scheduled meeting.
- (d) Any changes must have a simply majority of those present and voting provided the proposed change is mailed (electronically and/or by postal) to each delegate and Club President at least thirty (30) days before said vote is taken.

By-Law 3 Changes to By-Laws

- (a) Any proposed changes to the By-Laws can be presented to the Assembly of Delegates by the Executive Board or by Delegates from two member clubs.
- (b) Any proposed change must first be mailed (electronically and/or by postal) to the Delegate, alternate Delegate, and President 30 days before being voted upon.

(c) Any proposed changes to the By-Laws can be adopted at a regularly scheduled meeting of the Assembly of Delegates of the Council by a simply majority of those present and voting.

By-Law 4: Authorized Spending

(a) Budget: The Treasurer shall create a line-item budget for presentation to the Assembly of Delegates as outlined in the Constitution. The line-item budget shall include, but not be limited to, recurring expenses, estimated one-time purchases, estimated income.

(b) Items not in the Line Item Budget:

- Up to \$150: Two members of the Executive Board shall be permitted to spend up to \$150 without prior approval of the Assembly of Delegates.
- Over \$150: Any amount \$150 or above shall first require the approval of the Executive Board, followed by approval of the Assembly of Delegates.

By-Law 5: Approval Process for Trips

- The Trip Committee shall solicit ideas for trips from the Assembly of Delegates.
- Any proposed trips must be presented by the Trip Committee to the Executive Board for approval.
- The CMSC Trip and Tour Agreement shall be reviewed and approved by the Executive Board. The Trip Agreement shall also be reviewed by the Trustees.

By-Law 5: Approval Process for Proposed Events (excluding trips)

A proposed event, accompanied by a proposed budget, shall first be presented to the Executive Board. If approved by the Executive Board, the proposal shall next be presented to the Assembly of Delegates for a vote.

By-Law 6: CMSC Officer and Club Roster and Membership List

The CMSC Officer and Club Roster (the "Blue List") and the list of individual members (the Sitzmark mailing list) are both the property of CMSC. Both are confidential and shall not be distributed, sold, or in any manner disseminated to outside individuals, parties, businesses, or organizations.

Attachment 1 to CMSC By-laws:

CLEVELAND METRO SKI COUNCIL
NEW CLUB APPLICATION FORM

_____ hereby applies for membership in the Cleveland Metro Ski Council.

Please submit the following:

- Copy of club constitution
- List of officers elected by membership
- Copy of newsletter (if applicable)
- Copy of a membership application
- List of members
- Check for \$25 made payable to the Cleveland Metro Ski Council. Check must be from club's checking account.
- A copy of club's bank statement (with amounts blocked out) from one year prior to application for membership. This ensures that the applying club has been in existence for at least one year.

Please answer the following:

- Is the club incorporation (Circle one) YES NO
- Average age of members _____
- Meeting Place/Time: _____
- Contact for purposes of this application:
 - Name:
 - Address
 - Phone:
 - Phone (cell)
 - Email

Please mail the above with this application to:

CMSC President
(address)

Once received, the president will bring the application before the Executive Board for review. Once approved by the Executive Board, the application will be brought before the Assembly of Delegates for vote at a general meeting.

If accepted, membership dues will be payable in accordance with CMSC's constitution and by-laws.

Name of Ski Club

By: _____
Signature of officer