

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

**ARTICLE I – NAME**

The name of this organization shall be Cleveland Metropolitan Ski Council, Inc. also 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 non-profit association of non-profit ski clubs in the northern and central Ohio area and, through cooperative skiing programs, inter- and intra-Council club activities, social programs and trips, to advance organized skiing; to promote ski safety, skill and education; to encourage ski patrolling; to support other non-profit ski organizations including USSA and USSA Ski Team; to encourage ski area development compatible with conservation of natural resources; to assist and support charitable organizations including skiers with disabilities.

**ARTICLE III – MEMBERSHIP**

Section 1 – Club Membership

Active non-profit, independently governed ski clubs in the Ohio area, whose purpose is consistent with the principle and purpose of CMSC, may become active affiliate members upon satisfaction of the requirements as specified in the bylaws.

Section 2 – Individual Participation

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

Section 3 – Admission

- (a) An initial formal application in a form prescribed by the Board of Directors, and including a copy of the Club's constitution and by-laws, must be submitted to the Executive Committee. Such application shall be presented to the Board of Directors for ratification.
- (b) Applications for membership renewal must be completed annually, in a form prescribed by the Board of Directors, 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 bylaws, as well as any changes in said club's officers, delegates, or alternate delegates within 30 days of such changes or amendments.

Section 4 – Dues

- (a) Ratified applicants for membership shall pay their dues as described in Article III, Section 4(c), 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 Board of Directors.
- (b) Member clubs shall pay renewal dues annually as provided for in the formula in Sub-Section (c) 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. 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 3(a).

(c) Annual dues shall be set by the Executive Board and presented to the Board of Directors at a regularly scheduled meeting. Any changes to the annual dues can be adopted at a regularly scheduled meeting of the Board of Directors of the Council by a two-thirds vote 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. The dues format will be a flat amount for the first 100 adult members and then a per-adult member charge for each additional adult member. An adult member shall be a member who is 18 years of age or older.

1. A new club accepted into CMSC shall be required to pay a new club initiation fee of \$25.00, in addition to the membership dues stated.

#### Section 5 – Removal

The Executive Committee 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 Board of Directors 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 these bylaws.

### **ARTICLE IV – GOVERNMENT**

#### Section 1 – Board of Directors

- (a) The government of this Council shall be vested in a Board of Directors consisting of one delegate and at least one alternate delegate from each member club, but no more than two (2) alternate delegates from each member club.
- (b) An alternate delegate may vote in the absence of his 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 at a time. 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.
- (e) A delegate and alternate delegate shall be elected or appointed by each individual member club.

## Section 2 – Managing Officers

The Board of Directors, consisting of the above mentioned Delegates, shall appoint managing officers – President, Vice President, Secretary, Treasurer and three (3) Trustees – as provided for in Article IV, Sections 3 through 8 inclusive.

## Section 3 – Appointment 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 Committee, as defined in Section 8(a), shall appoint a Chairman from a previous Executive Committee who is not currently an officer or seeking an office.

The Nominating Committee Chairperson shall appoint as many delegates to this Committee as he deems necessary. This Committee shall be formed at the regularly scheduled January Council meeting. The Nominating Committee shall certify to the Executive committee 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 4 – Elections

“Elections shall be by secret ballot by the board of directors at the May Council meeting for any office that has two or more candidates. A voice vote of the board of directors 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 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 majority of votes cast.”

## Section 5 – Term of Office

- (a) The term of office for the newly elected officers shall be from June 1 through May 31 of the following year. The newly elected officers will officially begin active duties on June 1. The outgoing officers shall remain as advisors to the new officers until June 30 of the same year and shall be accountable for the previous fiscal year.
- (b) The terms of office for the three Trustees are three years each with one being elected each year. If a Trustee runs for and succeeds to an Executive Committee office or resigned 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 6 – Not More Than One Office

No officers 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, except as noted in Article V, Section 7 and in Article IV, Section 3.

## Section 7 – Consecutive Terms

No Executive Committee 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 8 – Executive Committee

- (a) The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and the fifth voting member who shall be the immediate Past President. If the immediate Past President is not available or declines to serve on the Executive Committee, then the Executive Committee shall appoint a fifth voting member from among the most recent Executive Committee(s), who is available, active and willing.
- (b) Meeting of the Executive Committee shall be called by the President at least once a month, or at any time upon request of three members of the Executive Committee.
- (c) Vacancies in any office shall be filled by appointment by the Executive Committee for the interval until the next election.
- (d) Authority: The Executive Committee shall have the power to act for the Board of Directors in the day-to-day operation and administration necessary to complete plans authorized by the Board of Directors.
- (e) Removal From Office: The Board of Directors shall have the power and authority to discipline, suspend, or remove from office a member of the Executive Committee 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 Committee 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 Delegates (Board of Directors) 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 Board of Directors.
- 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 Board of Directors, a special election will be held to fill the position vacated by this process. A majority vote, as outlined in Article IV, Section 4, is required.

The Executive Committee shall have the power to act for the Board of Directors between meetings in those areas normally under the Board of Directors jurisdiction when necessary for the functioning of the organization.

A decision of the Executive Committee may be reversed at a regularly scheduled meeting of the Board of Directors, by a two-thirds affirmative vote of those present and voting.

#### Section 9 – Quorum

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

#### Section 10 – Meetings and Notices

Council meetings composed of the Board of Directors and Executive Committee 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 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 3(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 these bylaws.

### **ARTICLE V – DUTIES OF OFFICERS AND DELEGATES**

#### Section 1 – President

The President shall preside at all meetings of the Council and Board of Directors, and all meetings of the Executive Committee. The President shall, in general, act as chief executive of the Council, subject at all times to the approval of the Executive Committee and Board of Directors. The President shall appoint all committees and their respective chairpersons and 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 his absence and shall assume such duties as may be delegated to him by the President and shall perform all the duties incident to the office.

#### Section 3 – Secretary

The Secretary shall keep accurate and complete minutes of all meetings of the Council; shall notify the Board of Directors 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. The Secretary shall maintain the Policy and Procedures Manual.

#### Section 4 – Treasurer

The Treasurer shall handle the general funds of the Council and shall, with the Executive Committee, prepare an annual budget to be approved by the Board of Directors. The Treasurer shall make disbursements subject to such rules and regulations, including, but not limited to, rules and regulations concerning expenditures, disbursements, receipts, and audits, as may be determined from time to time by the Executive Committee and/or the Board of Directors. The Treasurer shall make written reports to the Board of Directors and to the Executive Committee, including an annual budget; 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. The Treasurer shall meet with the Trustees of Council semi-annually for an open book review and audit of Council funds.

The Treasurer shall be required, upon the request of the Executive Committee, to present an updated financial report within 48 hours of such request by the Executive Committee. Both the Treasurer and the President shall be authorized to sign checks. The Board of Directors 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 – Delegates

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 6 – Committees and Chairpersons

At any given time, the President, with the approval of the Executive Committee, shall have the authority to form and appoint 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 Committee, shall annually appoint committee chairpersons, whose term shall run concurrently with the fiscal year of the Executive Committee making the appointment.
- (b) Responsibilities: Committee Chairpersons are responsible for the operation of their committee and shall report to the Board of Directors at regularly scheduled Council meetings, and when requested, to the Executive Committee. 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 Committee and trustees shall occur before the removal of a committee chairperson during his or her annual term.

#### Section 7 – Trustees

The Trustees shall be responsible for a semi-annual physical and financial review of all Council assets and liabilities, and shall report their findings to the board of Directors at the regular Council meetings in January and June.

The Trustees shall be the guardians of this Constitution, and shall be responsible to the Board of Directors to ensure that all articles and sections of this governing document are followed. Trustees are not voting members of the executive committee but may be a club delegate with voting privileges.

### **ARTICLE VI – INDEMNIFICATION**

No officers, committee, chairperson, delegate or member of an affiliated 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 can be adopted at a regularly scheduled meeting of the Board of Directors 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 and Club President at least thirty (30) days before said vote is taken.

## **ARTICLE VIII – POLICIES AND PROCEDURES**

A set of formal policies and procedures can be developed to govern operations of the council not addressed in the Constitution and By-Laws. These policies and procedures shall not be part of the Constitution and By-Laws but be a document separate from it.

A policy and procedure can be proposed by a member of CMSC provided the proposal has the sponsorship of at least two delegates and is supported by a simple majority of the Board of Directors present at a regularly scheduled meeting.

Voting upon the proposal shall take place at the regularly scheduled meeting following the meeting at which the proposal was presented, provided the minutes containing the proposal have been postmarked fourteen or more days prior to then next regularly scheduled meeting.

## **ARTICLE IX – REVIEW OF CONSTITUTION**

This Constitution shall be reviewed every two (2) years by a Constitution Review Committee to insure that it conforms to reasonable principles and practices adopted by the Council and approved by the Board of Directors. The formation of the 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 committee 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 committee 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 committee 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 committee 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 committee 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 committee 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 committee 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 committee 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 committee 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 committee 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 committee 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 committee 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 committee completed December 2006. This Constitution includes revisions approved by the Board of Directors of the Cleveland Metro Ski Council, Inc., through April 5, 2007.