

ERIE SKI CLUB, INC. BY-LAWS

Adopted:

September 26, 1966

March 2, 1986

March 12, 1968

January 29, 1992

March 17, 1980

June 8, 2000

April 15, 1984

June 13, 2003

Note: Changes approved in 6/2003 are shown lined-out (deletions) and underlined (additions), both with vertical change bars. Spelling and typing corrections were made but not noted below.

ARTICLE 1 NAME & ADDRESS

1.1. Name

The name of said corporation (hereinafter referred to) shall be the Erie Ski Club, Incorporated, a non-profit corporation under the laws of the Commonwealth of Pennsylvania.

1.2. Address

The principle address of the Erie Ski Club, Inc. shall be such place as designated by the Board of Directors.

ARTICLE 2 PURPOSE

2.1. Purpose

The purpose of the Erie Ski Club, Inc. as stated in the Articles of Incorporation, shall be to encourage and promote the participation and enjoyment in snow skiing and related snow sports.

2.1.1. The Erie Ski Club, Inc. does not contemplate pecuniary gain or profit, incidental or otherwise to its members.

ARTICLE 3 MEMBERSHIP

3.1. Membership

Membership in the Erie Ski Club, Inc. shall be open to all persons interested in snow skiing and related snow sports who have paid the approved membership dues.

3.1.1. Any question of the good standing of a member shall be determined by the Board of Directors, whose decision is final and binding.

3.2. Membership Dues

Membership dues in an amount to be determined by the board of directors shall be paid by each member for a regular yearly membership; payable at such time as the board shall determine.

3.3. Membership Meetings

General membership meetings may be called at such times and places that the Board of Directors shall approve, provided that there shall be one (1) annual meeting by no later than June 30 of each year.

3.3.1. The annual meeting shall be a business meeting with reports by the President, Secretary and Treasurer. Elections shall also take place at this time.

ARTICLE 4 BOARD OF DIRECTORS

4.1. Composition and Number

The Erie Ski Club, Inc. shall be managed by a Board of Directors consisting of the immediate Past President, four elected officers: President, Vice President, Secretary and Treasurer, and no less than six additional directors.

4.1.1. Of the additional directors, two (2) shall be elected by a vote of the membership. The other directors shall be by the selection of the President.

4.1.2. A quorum of six (6) members shall be required in order for the Board to act. The Board may overrule any decision of the President by a vote of 2/3 of the Board member membership.

4.1.3. The Board shall be responsible for making all decisions pertaining to the operation of the club, except for the election of officers and bylaw changes.

4.2. Meetings

The Board of Directors shall meet at such time and place as shall be designated by the President. In the absence of such designation, the next level officer beginning with the Vice President, then Secretary, then Treasurer may call a meeting provided a quorum of Board members exists.

4.2.1. Notice of all regular Board meetings must be given at least three (3) days in advance of the meeting date.

4.3. Elections of Directors

Election of two (2) members to the Board of Directors shall be made by vote of the general membership.

4.3.1. The election shall take place prior to the beginning of the next membership year.

4.3.2. Nominations shall be accepted from the membership for candidates not presently members of the Board of Directors.

4.3.2.1. Written consent must be received for a candidate before nomination.

4.3.2.2. Verbal consent shall be accepted only at the annual membership meeting.

4.3.3. Members in good standing shall be provided ballots on which to cast their vote for two (2) directors. The two candidates with the largest number of votes shall be successful.

4.3.3.1. Members in good standing are those who have retained membership for 1 month prior to elections.

4.3.4. The two (2) successful candidates shall not take office until the beginning of new term.

4.4. Term of Office

All members of the Board of Directors shall serve a one (1) year term, unless reappointed by the President.

4.4.1. No persons may succeed himself on the Board of Directors for more than five (5) successive years, except with the approval of 2/3 of the balance of the Board membership.

4.5. Expulsion of a Director

The Board of Directors may censor any member for behavior or acts contrary to the best interest of the work of the Board of Directors and the purposes of the Erie Ski Club, Inc.

4.5.1. The expulsion of a director must have the concurrence of 2/3 vote of the balance of the Board membership.

4.5.2. Any member censured for expulsion shall have the opportunity to be heard before the Board, and shall be so informed in writing.

4.5.3. Any director so expelled shall not be eligible for readmission to the Board except by concurrence of 2/3 vote of the Board membership.

4.6. Resignation of a Director

Any director finding it necessary to relinquish his/her seat on the Board will submit a formal written letter for Board review.

4.6.1. Any seat vacated by the resignation of a Director shall be filled by a vote by the board.

ARTICLE 5 OFFICERS

5.1. Officers

The officers of the Erie Ski Club, Inc. shall be the President, Vice President, Secretary and Treasurer

5.2. President

The President shall be the chief officer of the Erie Ski Club, Inc. and shall preside over all meetings of the Board of Directors and the membership. The President shall appoint or dismiss such committees, chairpersons or project directors as he shall deem necessary.

5.2.1. The President shall see that all resolutions of the Board of Directors are carried out.

5.2.2. The President shall see that the Erie Ski Club, Inc. functions within the parameters outlined in the By-Laws and Policies.

5.3. Vice President

The Vice President shall, in the absence of the President or the inability of the President to discharge his duties, discharge all of the duties of the President. Should a vacancy occur in the office of President, the Vice President shall succeed him for the remainder of the term.

5.3.1. The Vice President shall have the responsibility of assisting in other designated activities as the need arises or as directed by the President.

5.4. Secretary

The Secretary shall record the minutes of all meetings of the Board of directors, as well as the annual membership meeting.

- 5.4.1. The secretary shall perform all the official correspondence of the Erie Ski Club, Inc., unless otherwise indicated by the Board of Directors.
- 5.4.2. The Secretary shall have custody and control over the seal of the Erie Ski Club, Inc. as well as all official records and documents of the organization, other than financial.
- 5.4.3. The Secretary shall make arrangements for all meetings of the Board of directors and send notification of same to Board members.

5.5. Treasurer

The Treasurer shall have responsibility for the funds of the Erie Ski Club, Inc. and shall deposit same in the name of the organization in depositories designated by the Board of Directors.

The club's fiscal year shall run from July 1st through June 30th.

- 5.5.1. The Treasurer shall make a complete and accurate report of the financial status of the organization at the annual meeting and any other time so requested by the President and/or the Board of Directors.
- 5.5.2. The Treasurer and or officers designated to sign checks shall be Bonded.
- 5.5.3. The Treasurer or his designate shall be responsible for ensuring that the club's federal tax return is filed for each fiscal year, and will maintain proper financial records for tax purposes.

5.6. Election of Officers

At least one candidate for each elective office, selected by the Nominating committee by March 15, yearly, shall be made known to membership prior to the designated date of election.

- 5.6.1. At the designated date of election of officers, the candidates selected by the Nominating committee shall be presented to the membership.
- 5.6.2. Objections to the candidates selected by the nominating Committee and additional nominations shall be solicited from the floor.
- 5.6.3. If there are no objections to the candidates presented or nominations from the floor, the candidates selected by the Nominating Committee shall be deemed elected.
- 5.6.4. If there are nominees from the floor, any office for which there are two (2) or more nominees shall be determined by a majority vote of members [present](#) in good standing.

- 5.6.5. In any official election, procedure for voting must precede the vote. Those votes which do not comply to procedure specified will be considered invalid.
- 5.6.6. Nominations for the office of President must be a present or past Board member.
- 5.6.7. If there are objections to a candidate selected by the Nominating Committee, such candidate's election shall be submitted to a referendum of approval, to be determined by a majority vote of members in good standing at the date of election.
 - 5.6.7.1. Should the candidacy fail as a result of the referendum, the office shall be filled with one of the individuals by a 2/3 vote of the Board of Directors.

5.7. Term of Office

Each officer shall serve a term of one (1) year or until his qualified successor is duly elected, and the term of office expires.

- 5.7.1. No Officer may succeed himself on the Board of Directors for more than five (5) successive years, except with the approval of 2/3 of the balance of the Board membership.

5.8. Expulsion of an Officer

The Board of Directors may censure an Officer for behavior for acts contrary to the best interests of the work of the Board of Directors and the purposes of the Erie Ski Club, Inc.

- 5.8.1. The expulsion of an officer must have the concurrence of 2/3 vote of the balance of the Board membership.
- 5.8.2. Any officer censured for expulsion shall have the opportunity to be heard before the Board, and shall be so informed in writing.
- 5.8.3. Any officer expelled shall not be eligible for readmission to the Board except by concurrence of 2/3 vote of the Board membership.

5.9. Resignation of an Officer

Any officer finding it necessary to relinquish his/her seat on the board will submit a formal written letter for board review.

- [5.9.1. Any seat vacated by the resignation of an officer shall be filled by a vote by the board.](#)

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ARTICLE 6 Nominating Committee

6.1. Nominating Committee

The president shall select at least three persons for the Board of Directors to serve on the Nominating Committee.

6.1.1. The Nominating Committee shall cooperatively select at least one (1) candidate for each of the elected offices to present to the membership for election.

6.1.1.1. The Nominating committee must obtain written consent to present a candidate for office.

6.1.2. The Nominating Committee shall present the candidates for election at the appointed date and conduct all election procedures.

6.1.3. The Nominating Committee shall also preside over the election of two (2) Board members from the general membership.

ARTICLE 7 Parliamentary Procedures

7.1. Amendments

The By-Laws of the Erie Ski Club, Inc. may be amended at any time by a 2/3 majority of the Board of Directors, followed by an approval vote of the membership. Membership votes may be held at any general membership meeting, provided that notice has been made in the Liftline at least one full month in advance. Approval is dependent upon receipt of a majority vote of those members in good standing present.

7.2. Robert's Rules of Order

Any rules of order or parliamentary procedures not set down in the By-Laws of the Erie Ski Club, Inc. shall be governed by those set forth in Robert's Rules of Order.