

ORLANDO SKI CLUB, INC BY-LAWS

ARTICLE I – NAME

The name of this organization shall be **ORLANDO SKI CLUB, INC.**, doing business as (DBA) **ORLANDO SKI AND TRAVEL CLUB**. The Club was incorporated in May, 1984, under the laws of the State of Florida.

ARTICLE II - PURPOSE

The purpose for which this club was founded is to promote individual and group interest in the sports of snow skiing, snowboarding, recreational activities and other travel among the members and to this shall:

Section 1: Sponsor snow ski/board club trips, recreational activities and other non-ski trips, along with local year-round club activities, which shall be open to all members.

Section 2: Hold membership meetings which have programs primarily related to snow skiing, snowboarding and travel.

ARTICLE III - MEMBERSHIP AND DUES

Section 1: The membership year shall be from June 1 to May 31.

Section 2: Membership shall be divided into the following categories:

- A. Individual Membership - applies to all persons who join on an individual basis.
- B. Family Membership - applies to husband and wife; husband, wife and children; father and children; mother and children; couples living together at same address calling themselves a family. Child included in family membership shall be under 21, unmarried and living at home with a parent. Any other relative not included in family membership must join separately and be considered an individual membership.
- C. Honorary Membership - granted to designated individuals as decided upon by the Board of Directors.
- D. Life Membership - granted to designated individuals as decided upon by the Board of Directors.
- E. Associate Membership - shall be those members who are not residents of Orange, Seminole, Lake and Osceola Counties, Florida.
- F. Reciprocity Membership- a single or family membership as a participant in an Orlando Ski Club trip when they are a current member of a ski club holding a “member club of the Florida Ski Council” status. For Reciprocity membership, the participant must pay an amount established by the Board of Directors to the Orlando Ski Club Membership Director. The membership is valid only for the duration of the specific trip including any associated events of the trip.

Section 3: Termination of Membership

- A. A member other than an officer shall be removed from membership by a three-quarters vote of the Board of Directors if such member’s conduct has been sufficiently detrimental to the club to warrant such action. The member has the right to file in writing an appeal before the Board of Directors within seven days following written notification of removal.
- B. A member in default of payment of dues beyond a 60-day grace period from the start of the membership year shall have membership automatically terminated.

Section 4: The Board of Directors by majority vote before May 1 of its year in office shall determine the dues to be paid by the various categories of membership for the ensuing year.

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ARTICLE IV - MEETINGS

- Section 1: Business meetings of the Executive Committee shall be held at the discretion of the President, and meetings of the Board of Directors shall be held not less than four times a year or as determined by a majority vote of the Board of Directors. The primary business of the club will be conducted at these meetings and the general membership is permitted to attend.
- Section 2: General membership meetings will be held; the President shall set the time and place of each meeting and see that all members are notified in writing at least one week in advance; programs generally relating to snow skiing, year round activities and other travel will be the main portion of these meetings to entertain and inform the general membership; a quorum necessary when club business is conducted at a general membership meeting will be defined as the number of persons present at the time since they constitute the entire membership at that time.
- Section 3: A general membership meeting will be held before the end of May of each year for the purpose of taking nominations from the floor for candidates for elective office and holding elections. Said meeting may be re-scheduled to a later date by a majority vote of the Board of Directors in the event of unforeseen circumstances that would prohibit a meeting prior to or in the month of May.
- Section 4: General membership meetings will be held whenever twenty per cent of the members sign a petition calling such meeting for a specific purpose; this meeting will be scheduled within 72 hours and held within 14 days to allow sufficient time for the general membership to be notified, not less than one week in advance.

ARTICLE V - EXECUTIVE COMMITTEE

- Section 1: The Executive Committee shall consist of the elected officers: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and the immediate past President. If the immediate past President vacates his/her office for any reason, the position will remain vacant.
- Section 2: All actions of the Executive Committee shall be governed by the provisions of these By-laws.
- Section 3: The Executive Committee will approve or disapprove appointments made by the President to the Board of Directors by a majority vote. It shall be the responsibility of the Executive committee to request budgets submitted in writing from the various committees. The written Annual Budget shall be submitted by the Financial Review Committee to the Board of Directors for final approval.

ARTICLE VI - OFFICERS

- Section 1: The Elected Officers of the club shall be: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer; their term will be for one year from June 1 to the last day of May of the following year. If the President's office is vacated prior to annual elections, it will be filled by the 1st Vice President; if any other office is vacated it will be filled by appointment of the President subject to approval by the Board of Directors by majority vote.
- Section 2: A. President
The President is the Chief Executive Officer of the club and will see that all decisions and resolutions of the Executive Committee and the Board of Directors are carried out; he or she will preside over all meetings of the Executive Committee, Board of Directors, Travel Committee, and General Membership; he or she will appoint all special Committee Chairs; he or she will be ex officio to all committees. It will be the President's duty to see that all Officers fulfill their duties and that all committees fulfill their functions. The President will be the contracting Officer for the club up to the sum of \$1,000.00, with a concurrence of another member of the Executive Committee. Any contracts requiring expenditures greater than \$1,000.00 shall require the concurrence of the Board of Directors upon proper showing of justification for said expenditure. The President will be the Chair of the Travel Committee; it will be his or her

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responsibility to direct the club Treasurer to keep a separate accounting available to the membership of club members who receive compensation in any form, including but not limited to air fare, lodging, transportation, lift tickets, or other club activities, and the justification for said compensation. In the event the immediate past President of the Orlando Ski Club cannot serve as official delegate to the Florida Ski Council, the President shall appoint an alternate delegate, or him/herself. Said appointment must be approved by the Executive Committee.

B. 1st Vice President

The 1st Vice President shall perform the duties and exercise the power of the President during the absence or disability of the President. The 1st Vice President will succeed to the Presidency in the event that office is vacated prior to annual elections. The 1st Vice President shall work under the President and shall be responsible for carrying out all plans and arrangements for club trips as outlined by the Travel Committee. The 1st Vice President shall be in charge of and establish the duties and responsibilities for all Trip Leaders, and outline and teach all the necessary procedures so that they can perform their duties efficiently. The 1st Vice President shall perform any additional duties as requested by the President.

C. 2nd Vice President

The 2nd Vice President shall work under the President and shall be responsible for carrying out all plans and arrangements for club year-round, non-travel activities as outlined by the Year Round Activity Committee. The 2nd Vice President shall be in charge of and establish the duties and responsibilities for all Year-Round Activity Chairs and outline and teach all the necessary procedures, so that they can perform their duties efficiently. The 2nd Vice President shall perform any additional duties as requested by the President.

D. Secretary

The Secretary shall record the minutes of all meetings, held in person or by other means, by the Executive Committee, Board of Directors, General Membership business meetings and any committee meetings prescribed by the President. These minutes are to include the collection and attachment of all supporting documents discussed, distributed or reviewed in the meeting. These minutes shall be filed within ten (10) days of final approval in a location and manner as prescribed by the Executive Committee as permanent records belonging to the club. Copies of the applicable minutes of respective meetings shall be provided to each respective committee member prior to the next meeting. The Secretary shall handle any meeting notices, mailings and correspondence of the club when directed by the other members of the Executive Committee and shall keep copies of club correspondence in a club file. The Secretary shall maintain all the permanent records of the club and have custody of these. Minutes of any meetings shall be made available for review to any member upon request in writing and shall be furnished and made available within a reasonable period of time. The Secretary shall provide a copy of the minutes of each meeting of the Board of Directors for the official files within 30 days of the meeting.

E. Treasurer

The Treasurer shall have custody of club books, of club accounts and monies, and shall keep books belonging to the club containing complete and accurate records of all receipts and disbursements. All monies received shall be deposited in the club bank account. The Treasurer shall be responsible for depositing all monies in the club accounts and shall issue checks which shall be cosigned by the President. All payments shall be supported by bills and shall be verified by the Treasurer. The Treasurer shall report at each Board of Directors, General Membership, and Executive Committee Meetings, and at any specific time as requested by the President, on the financial condition of the club. The books of the Treasurer shall be examined annually by a person other than, but appointed by, the Board of Directors at the close of the fiscal year, the cost of which shall be paid by the club. The outgoing Treasurer shall coordinate with and train the incoming Treasurer during the remainder of the fiscal year.

Section 3: Compensation: Any compensation to any member shall be determined by a majority vote of the Board of Directors.

Section 4: All Officers at the end of their terms shall deliver to their successor all club files in their possession.

Section 5: Removal from Office - A vote of two-thirds of the members voting at a General Membership meeting is required to remove an officer from office for reasons which are shown to be damaging to the club. Such

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reasons must be stated in a written notice to the General Membership at least two weeks prior to the meeting at which such vote is to be taken. To initiate such removal, a petition must be signed by not less than five per cent of the General Membership and served upon the President and the Board of Directors

ARTICLE VII - BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the Executive Committee and the Directors as defined by the By-laws. The Directors shall be appointed by the President and approved by the Executive Committee to serve during the same term as the Executive Committee. Should a vacancy occur, the President shall appoint a replacement Director within a period of two weeks, subject to the approval of the Board of Directors at the next meeting. A Director will be subject to removal from office by a majority vote of the Board of Directors. No Executive Committee member or Director, with the exception of the position of Treasurer, shall serve in the same office for more than two consecutive terms unless so requested by the Executive Committee.

Section 2: The appointed Directors of the club shall be:
Membership
Parliamentarian
Programs
Newsletter
Immediate Past President
Advertising
Director-at-Large
Web Master
Florida Ski Council Delegate (if duties not performed by the Immediate Past President)

Section 3: The Board of Directors shall meet a minimum of four times per year with a quorum present, which shall be 50% of the people serving on the Board, for the purposes of:

- A. Directing the club and formulating policy
- B. Final selection of snow ski/board and travel trips
- C. Final selection of year-round activities
- D. Final approval of all budgets
- E. Electing a nominating committee
- F. Determining dues
- G. All other lawful club matters

Section 4: Duties of the Directors:

- A. Membership - The Membership Director, or designee, shall attend all meetings; sit at the meeting entrance to collect and record payment of dues and fees; assist with membership registrations and renewals and forward monies collected to the Treasurer; distribute membership materials to all new and renewing members; answer questions directed to him or her concerning membership in the club; advise the Board of Directors of the status of membership in a manner and at a frequency determined by the Board of Directors, and shall be responsible for recruiting new members.
- B. Parliamentarian - The Parliamentarian, or designee, shall attend all meetings where business is to be conducted by the Board of Directors or the General Membership to see that Parliamentary Procedure is carried out. The Parliamentarian shall be responsible for an annual review of the By-laws. The Parliamentarian shall perform any additional duties relating to policies, rules and regulations as requested by the President.
- C. Programs - The Program Director shall identify and arrange all General Membership meeting locations, programs and refreshments and assemble all necessary meeting aids for the President subject to the prior approval of the Board of Directors.
- D. Newsletter - The Newsletter Director shall prepare each newsletter monthly, secure the President's approval, and either distribute electronically or deliver it to the printer, and insure its timely mail-out with its postmark at least ten days before the next scheduled meeting. The media form, method of distribution and distribution list shall be determined by a majority vote of the Board.

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- E. Immediate Past President - The Immediate Past President shall serve as the official delegate of Orlando Ski Club to the Florida Ski Council, subject to approval by the Executive Committee and agreement by the Immediate Past President to serve in this capacity.
- F. Advertising - The Advertising Director shall be responsible for recommending avenues for club promotion and for providing both financial impact and potential audience to be reached based on recommended advertising methods.
- G. Director-at-Large – The Director-at-Large shall be responsible for organizing any charity, fund- raising or other events as deemed warranted or appropriate by the Board of Directors. He or she shall be called upon by the President to fill vacancies of other Directors or to serve on committees, and to carry out such additional duties as may be reasonably requested by the President. The Director-at-Large shall also be responsible for chairing the Elections Committee at the annual election of officers’ club meeting, unless running for an elected office.
- H. Web Master – The Web Master shall be responsible for maintaining and updating the club web site, and any other electronic and/or social media sites, at the direction of the President. These responsibilities shall include providing any statistical data or reports deemed necessary by the Board of Directors, the content and frequency to be determined by the Board.
- I. Florida Ski Council (FSC) Delegate - The Florida Ski Council (FSC) Delegate shall officially represent the Orlando Ski Club at all FSC meetings and shall cast votes for the club as directed by the President and/or the 1st Vice President. The FSC Delegate shall also provide information and updates to the Board related to FSC activities and proposals based on communications received from FSC. If the FSC Delegate is unable to attend an FSC meeting, the President shall appoint an acting delegate to represent the club at said meeting.

ARTICLE VIII - SPECIAL COMMITTEES

Special Committees may be appointed by the President for special events and purposes. Chairs of these committees will usually be selected among the Board of Directors. These committees shall serve until their function has been performed or until such committee is dissolved by the President.

ARTICLE IX – SNOW SKI AND TRAVEL TRIPS

Section 1:

Eligibility.

Snow ski/board, travel trips and other local non-ski activities planned by the Club shall be open to all members of the club. Local year-round non-ski activities planned by the Club shall also be open to the public in order to promote the club and increase club membership.

Section 2:

Travel Committee and Trip Leaders

- A. Travel Committee - The Travel Committee shall provide all rules and regulations and outline all plans and arrangements for each trip. The Travel Committee shall select Trip Leaders subject to the approval of the Board of Directors. The Travel Committee shall consist of the 1st Vice President, Treasurer, immediate past President, three members selected by the Board of Directors, and chaired by the President. The Travel Committee shall be responsible for providing detailed proposals which include itemized cost breakdowns for trips that are being considered for the coming year. The Travel Committee shall present such proposals to the Board of Directors for their vote on which trips shall be taken.
- B. Trip Leaders - The Trip Leaders shall be selected by and perform all duties as prescribed by the Travel Committee, with the approval of the Board of Directors. Selection shall be based upon time, work and club involvement and ordinarily those selected shall have served as an assistant leader. If the Trip Leader becomes incapacitated, the Travel Committee will appoint a new Trip Leader, subject to approval of the Board of Directors.

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Section 3: Compensation to Trip Leaders

Subject to final approval by the Board of Directors, each Trip Leader shall ordinarily be compensated in an amount as prescribed by the Board-approved written club policy in effect at the time of the trip. The Trip Leader shall be reimbursed any documented out-of-pocket expenses expended on behalf of the club up to the approved amount budgeted for the specific trip. Ordinarily, there will be a board-appointed Assistant Trip Leader whose purpose will be to assist the Trip Leader and mainly to gain experience and training for conducting future trips. Compensation shall be made to the Assistant Trip Leader based on the Board-approved written club policy in effect at the time of the trip, or other Board-approved amount determined appropriate based on specific assigned trip duties. Trip responsibilities will be the job of the Trip Leader.

Section 4: Year Round Activities Committee and Year Round Activities Chairs

- A. Year Round Activities Committee - The Year Round Activities Committee shall provide all rules and regulations and outline all plans and arrangements for each activity. The Year Round Activities Committee shall consist of not less than four members selected by the Board of Directors and chaired by the 2nd Vice President. The Year Round Activities Committee shall be responsible for providing detailed proposals which include itemized cost breakdowns for local activities that are being considered for the coming year. The Year Round Activities Committee shall present such proposals to the board of Directors for their vote on which local activities will be chosen.
- B. Year Round Activities Chairs - The Year Round Activities Chairs shall perform all such requirements as prescribed by the Year Round Activities Committee. The various activity chairs shall be selected by the 2nd Vice President based upon time, work and club involvement. If the Year Round Activity Chair becomes incapacitated, the 2nd Vice President will appoint a new chair.

ARTICLE X - ELECTIONS

Section 1: Nominating Committee

- A. Before the end of January of each year, the Board of Directors will select a Nominating Committee consisting of three Board Members; these three members will select two additional committee members from the General Membership to form a nominating committee of five members. The Nominating Committee members will identify one committee member to serve as the Nominating Committee Chair. No member of the Nominating Committee may be a candidate for an elected office.
- B. The Nominating Committee shall select by majority vote at least one qualified member to run for each office.
- C. The Nominating Committee shall secure in advance of nomination the consent of each potential nominee to run for the office to which they may be nominated.
- D. Any person seeking election must complete a prescribed club form to include qualifications for the specific position or positions of interest to that individual. Resumes shall not be required.
- E. The Nominating Committee will see that a sample ballot is included in the newsletter.

Section 2: Qualifications for Office

- A. A candidate will be eligible if he or she is a current member. No candidate will be eligible for the office of President or 1st Vice President unless he or she has previously served as an Officer or as a member of the Board of Directors.
- B. No Officer, except the Treasurer, may be elected to the same office for more than 2 consecutive terms unless there is no qualified candidate running for the office, either in advance of the election or through nominations from the floor during the election event. After being out of that office for more than one year, a past officer may be reelected to a position previously held for 2 consecutive terms.

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Section 3:

Procedure for Elections

- A. Before the end of March of each year, the President shall set a date for the General Membership meeting to be held before the last of May with the primary purpose to take floor nominations for Club Officers and hold the election; he or she will see that all members are notified one week in advance of the date of the meeting; this notice will state that nominations from the floor will be taken at this meeting. The General Membership meeting, to include floor nominations and voting, may be held via electronic means when approved by a majority vote of the Board of Directors. A separate Elections meeting may be held if determined necessary by a majority vote of the Board of Directors.
- B. The Nominating Committee Chair will be introduced at the Elections meeting and the Chair will then introduce the nominees selected by the committee and read their qualifications; he or she will then call for nominations from the floor which must be seconded by at least one member in good standing and agreed to by the person being nominated. Nominations from the floor will be taken in order of: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer.
- C. Absentee ballots may be incorporated for voting by the general membership if the Board approves of such prior to the meeting at which elections will be held. The use and method of absentee ballots shall be publicly described in one of the Club's publications prior to the Elections meeting. Absentee ballots will provide the ability to write in a candidate not already named on the ballot. All eligibility requirements for elected office as described in Article X, Section 2, will apply to any write-in candidate.
- D. In the event of more than one candidate running for the same office, the candidate receiving the majority of the votes will be elected.
- E. Only current members are eligible to vote with one vote to each member who is 21 years of age or older.
- F. In the event timetables are not met for any reason, the Board of Directors shall prescribe new time tables.

Section 4:

Elections Committee

- A. The Director-at-Large, if not a candidate, or another member selected by the Board of Directors, shall be the Chair of the Elections Committee, and shall select two other members not seeking office to form the Elections Committee.
- B. Each candidate shall select, if he or she so desires, a representative to be on the Elections Committee for verification of the vote.
- C. If absentee ballots are used, the Elections Committee will be responsible for determining the agreement to run for office and eligibility for office of any write-in candidates.
- D. The Elections Committee will present an official tabulation to the President at the General Membership meeting, and winning candidates will be announced at this meeting. If elections occur at a time other than the General Membership meeting, the Elections Committee will present an official tabulation to the President by a date agreed to by the Board of Directors. All candidates will be notified of election results within one week of notification to the President. The winning candidates will be announced to members either by club publication or at a membership meeting.

ARTICLE XI - MEMBERSHIP ROSTER

The Membership Roster will not be given to anyone without the express approval of the Board of Directors.

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ARTICLE XII – INDEMNIFICATION

The Orlando Ski Club will indemnify, defend, and hold the Board of Directors harmless from any claims, demands, suits, actions or other legal proceedings against the Board of Directors for any act or failure to act involving the exercise of judgment and discretion within the normal course and scope of their duties on the Board of Directors, to the extent and to the limits permitted by law or public policy.

ARTICLE XIII - AMENDMENTS TO THE BY-LAWS

Any proposed amendments or additions to these By-laws will be initiated by the Board of Directors or twenty per cent of the membership and be presented in their entirety to the General Membership at a General Membership meeting. A notice will be sent to all members stating the proposed amendment and announcing that voting on such amendment will take place at the succeeding meeting and will need to be approved by a two-thirds vote of the current dues-paid members in attendance at said designated meeting. If an in-person General Membership meeting is not feasible, proposed amendments may be voted on by the current membership via electronic means. Approval will require a two-thirds yes vote of the total votes cast. All other requirements as stated in this Article will remain in place.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

Proper parliamentary procedures shall be followed on all matters not covered by these By-laws.

ARTICLE XV - VOTE AUTHORIZING ACTIONS

Unless specifically stated herein, all actions requiring a vote may be authorized and taken by a majority vote of those present and entitled to vote.

The By-laws as written are a true copy of the By-laws as approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 11th day of June, 1991.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 10th day of August 1993.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 13th day of November 1996.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 11th day of February 1998.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 11 day of-May-2010.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 7th day of May, 2012.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 10th day of December, 2013.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 10th day of May, 2017.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 13th day of February, 2019.

Revised and approved by vote of the General Membership of the Orlando Ski Club at a Membership Meeting held the 10th day of June, 2020.

Placed into the official records of the Orlando Ski Club, Inc.

By: _____ Secretary

Date: _____