

CONSTITUTION  
of the  
Lewis Ski Club, Inc.

ARTICLE I: NAME

The name of this non-profit Ohio Corporation shall be the Lewis Ski Club, Inc.

ARTICLE II: PURPOSE

The purpose of this organization is to form an active, non-profit organization which provides skiing, snow sports, all-season conditioning, and ~~additional~~ social activities to its members; to promote and develop organized skiing, ski instruction, ski safety, skill and education; to encourage conservation of natural resources in and around ski areas; to support other non-profit ski organizations such as the Cleveland Metropolitan Ski Council, other ski clubs, the United States Ski Association, the USSA Ski Team; to assist and support charitable organizations including skiers with disabilities.

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ARTICLE III: MEMBERSHIP AND VOTING

Section 1: Club Membership

Membership will be open to Glenn Research Center employees, ~~and/or~~ members of their families and ~~any other interested parties~~ interested in the club purpose in Article II. Lewis Ski Club, Inc. offers individual and family memberships. A family membership allows the immediate family, defined as a member and spouse and/or dependent children, to participate in club activities. Individual members must be at least 18 years old.

Section 2: Admission

Admission to the club is automatic, upon payment of dues and completion of a club membership form, to anyone fulfilling the qualifications in Section 1.

Section 3: Removal of Member

A member may be removed from the club by a two-thirds majority vote of the Executive Board for conduct considered detrimental to the welfare of the Lewis Ski Club, Inc.

Section 4: Voting

Each individual membership shall have one vote and a family membership shall have one vote for each spouse.

Section 5: Dues

- (a) Qualified applicants as outlined in sections 1 and 2 shall be required to pay dues once a year to remain members in good standing.
- (b) The dues will cover membership from October 1 to September 30 of the following calendar year.
- (c) Yearly examination of the amount of club dues will take place every March. Upon recommendation of the Executive Board, a two-thirds majority vote of the members present at the April meeting will be required to revise the amounts in Bylaw 4.
- (d) The Executive Board, as listed in Article IV, Section 3, shall be exempt from membership dues during the term of office.

Section 6: Participation

All members in good standing with the Lewis Ski Club, Inc. will be eligible to attend all club activities as defined in Article VI. Participation in club trips will require club membership.

ARTICLE IV: GOVERNMENT

Section 1: Executive Board

The Executive Board will be the governing body of the Lewis Ski Club, Inc. Approval by the Executive Board shall be defined as the agreement of a simple majority of the voting Board members.

Section 2: Executive Board Membership

The voting members of the Executive Board, elected from the membership of the club, will consist of the President, Alpine Vice President, Nordic Vice President, Activities Vice President, Recorder, Publicity Director, and Treasurer.

Section 3: Board of Trustees

The Board of Trustees will consist of three Trustees each serving three-year terms. Trustees will be elected by the general membership at the annual club elections in April. One Trustee will be elected each year.

Section 4: Special Committees

The following committees shall be formed annually as specified below:

- (a) Constitution Review Committee. The committee will ~~be formed~~ consist of the Board of Trustees and at least one member-at-large selected at the regularly scheduled February club meeting. The committee will be chaired by the Trustee serving his/her third term. The committee will review the Constitution and submit proposed amendments, if any, to the membership at the regularly scheduled March club meeting. The proposed amendments shall be voted upon by a quorum at the regularly scheduled April club meeting per the procedure prescribed in ARTICLE VIII.

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(b) Audit Committee. The committee will consist of the newly elected Treasurer, the current Treasurer, and the Trustees. The committee will audit the club ~~books~~ financial records and will submit a written report of their findings at the Executive Board meeting in June. The written report will be signed by the Audit Committee members.

(c) Nominating Committee. A Nominating Committee of three or more members will be selected by the general membership at the regularly scheduled February meeting. This committee will select a chairperson from among themselves. The Nominating Committee will solicit nominations for the offices of the Executive Board from all club members and will contact all nominees, each of whom must be a current club member. Members of the Nominating Committee are not eligible to be nominated for office. The Committee will report its progress at the March meeting. Candidates for offices will be published in the April newsletter. Nominations will also be accepted from the floor at both the March and April meetings.

#### Section 5: Elections

Elections will be conducted by the Nominating Committee Chairperson at the April meeting. The elections will be by secret ballot. A quorum is required and 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 for that office shall automatically be dropped from succeeding ballots for that office until one person has received a majority of votes cast.

#### Section 6: Term of Office

The term of office for newly elected Executive Board officers will be from May 1 to April 30 of the following calendar year.

The term of office for Trustees will be from May 1 to April 30 of the third following calendar year.

#### Section 7: Not More Than One Office

No member of the club shall hold more than one elected office at any one time.

#### Section 8: Consecutive Terms

No president or treasurer shall hold the same office for a period of more than three consecutive terms.

#### Section 9: Vacancies on Executive Board and Board of Trustees

(a) Vacancies in any office on the Executive Board or Board of Trustees, other than President, shall be filled through appointment by the Executive Board.

(b) Should the office of President become vacant for any reason, the Alpine Vice President, the Nordic Vice President, or the Activities Vice President, in that order, shall assume the duties of the

President. If none is able to do so, an election shall be held at the next regularly scheduled meeting. A majority vote of a quorum will be sufficient to elect a new President.

#### Section 10: Quorum

A quorum is defined as 20 or more club memberships at a scheduled meeting.

#### Section 11: Meetings

(a) Regular club meetings will take on the first Tuesday of every month with the exception of May and July. Members will be notified of the meeting time and place through the official club website and email distribution list.

(b) An Executive Board meeting shall be called by the President at least once a month, usually the next to last Tuesday of the month. The Executive Board meeting called for in the month of April will be a combined meeting of the newly elected officers and the current officers. All Executive Board meetings will be open to all members.

#### Section 12: Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern this organization in all cases to which they are applicable, except where they are inconsistent with this Constitution.

#### Section 13: Spending Policy

(a) All non-recoverable expenditures shall require the following approvals prior to the expenditure: \$0.00 through \$100.00 - approval of at least two members of the Executive Board; \$100.01 through \$200.00 - approval of a simple majority of the Executive Board; anything above \$200.01 - approval of a simple majority of the members present at a regularly scheduled meeting (quorum required).

(b) The executive board shall oversee and review the generation of a proposed yearly budget by the September board meeting.

#### Section 14: Fiscal Year

The fiscal year of the club will be from May 1 to April 30 of the following calendar year.

### ARTICLE V: DUTIES OF OFFICERS

#### Section 1: President

The President must be an on-site employee at the Glenn Research Center. The President shall preside at all meetings of the club and the Executive Board. He/She shall notify the members of the Board of all Board meetings. The President shall appoint chairpersons of all committees except the Nominating Committee. The President shall be a standing member of all committees except the

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Nominating Committee. The President shall perform all duties incident on the office of President. The President shall coordinate the review of the Activity Coordinator's Guide on an annual basis and promote its publication by October 1, and review of the Activity Coordinator's Guide on an annual basis. ~~Both the President, as well as the and the~~ Treasurer, will be authorized to sign checks.

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Note: The Lewis Ski Club, Inc. became incorporated in the State of Ohio on Dec. 4, 1991. This non-profit corporation is required to file a statement of continued existence with the Office of the Secretary of State of Ohio every five (5) years. The Office of the Secretary of State is to notify the club through its statutory agent four (4) months prior to the due date for the statement of continued existence. The club's statutory agent is:

Mr. Guy Nerren, Atty. at Law  
75 Public Square, Suite 1320  
Cleveland, Ohio 44135-2096.

It shall be the responsibility of the president of the club to see that the statement of continued existence is properly filed.

#### Section 2: Alpine Vice President

The Alpine Vice President shall perform all the duties of the President in his/her absence and assume such duties as delegated him/her by the President. The Alpine Vice President shall be responsible for overseeing all activities associated with the club's downhill ski and snowboard programs. The Alpine Vice President shall, in coordination with the Nordic Vice President and Activities Vice President, issue the Activity Guide to each Activity Coordinator and shall encourage compliance therewith. Finally, he/she shall perform all duties incident to the office.

#### Section 3: Nordic Vice President

The Nordic Vice President will assist the Alpine Vice President in performing the duties of the President in his/her absence and assume such duties as delegated him/her by the President. The Nordic Vice President will be responsible for overseeing all the activities associated with the club's cross-country ski program. The Nordic Vice President shall, in coordination with the Alpine Vice President and Activities Vice President, issue the Activity Guide book to each Activity Coordinator and shall encourage compliance therewith. Finally, he/she shall perform all duties incident to the office.

#### Section 4. Activities Vice President

The Activities Vice President will be responsible for overseeing all the activities other than those associated with the club's on-snow program including, but not limited to, biking, inline skating, canoeing, white water rafting, parties, and other such recreational activities. The Activities Vice President shall perform all the duties of the President in the absence of the President, Alpine Vice President, and Nordic Vice President. The Activities Vice President shall, in coordination with the Alpine Vice President and Nordic Vice President, issue the Activity Guide to each Activity

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Coordinator and shall encourage compliance therewith. Finally, he/she shall perform all duties incident to the office.

#### Section 5: Recorder

The Recorder shall keep accurate and complete minutes of all meetings and report them on the club website. Finally, he/she shall perform all other duties incident to the office.

#### Section 6: Publicity Director

The Publicity Director shall have charge of all club publicity, oversee publication of the club newsletter and perform all other duties incident to the office. He/she shall be responsible for submittal of club information to the CMSC Sitzmark publication.

#### Section 7: Treasurer

The Treasurer shall handle the general funds of the club, shall keep an up-to-date record of all club finances, available to the Executive Board on 24-hour notice. The Treasurer will make a report at all club meetings on receipts, disbursements and account balances. ~~Both the President, Treasurer, and immediate Past Treasurer will be authorized to sign checks.~~ The Treasurer, as well as the President, will be authorized to sign checks. The immediate Past Treasurer ~~will be subject to removal~~ may retain the authority to sign checks for a transition period if specified by a simple majority of ~~by~~ the Executive Board. The Treasurer shall perform all other duties incident to the office.

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#### Section 8: Board of Trustees

The Board of Trustees will provide guidance and oversight of the activities of the Lewis Ski Club, Inc. The Trustees shall be guardians of this Constitution, and shall be responsible to the members to ensure that all articles and sections of this governing document are followed.

The Board of Trustees, along with club Treasurer, will perform the annual audit of the club treasury. The Board of Trustees, along with the President and Vice Presidents, will perform an annual review of the Activity Guide.

The Board of Trustees will provide the members with an annually written report of their activities submitted no later than the September club meeting. Verbal reports will be given at club meetings as needed. ~~The Trustee serving his/her third term will be responsible for coordinating the Board of Trustee activities and submitting the written report.~~ The Trustees will not be voting members of the Executive Board. The Board of Trustees shall be standing members of the Constitution Review Committee.

#### Section 9: Committees and Chairpersons

At any given time, the President shall have the authority to form committees and appoint chairpersons such as are necessary to carry out the business activities of the club. Committee

chairpersons are responsible for operation of their committees and shall report to the club at the regularly scheduled meetings.

#### ARTICLE VI. SKI CLUB ACTIVITIES

Ski Club Activities are defined as any gathering of people sponsored by the Lewis Ski Club, Inc. including trips, picnics, parties, etc. Fees may be charged to participants in a Ski Club Activity to reduce or eliminate the cost of the event to the Ski Club.

A club trip is defined as an activity requiring payment of funds for transportation, lodging, and/or incidentals.

All ski club social and recreational activities, held at NASA Glenn, shall comply with GLPD 1590.2F.

#### ARTICLE VII. ASSUMPTION OF RISK

Club members and guests participate in all activities of the club at their own risk. The United States of America, its officers and employees, and the officers of the club are not responsible for the safety and well being of any member or guest while participating in a club activity. Acceptance of membership in the club, payment of dues, or payment of an activity fee is conclusive indication by each participant that they agree to be bound by this Article VII.

#### ARTICLE VIII. AMENDMENTS.

An amendment to these articles may be adopted at a regularly scheduled meeting of the club, where a quorum is present, by a 2/3 affirmative vote of the members present providing that it has the sponsorship of at least two club members and has been published at least 30 days prior to the club meeting at which the vote is taken. Amendments so adopted will be incorporated into the body of the Constitution.

#### ARTICLE IX. DISSOLUTION

After payment of all obligations, all remaining funds shall be either spent on activities related to Article II, Purpose, above; donated to another nonprofit; or distributed in equal shares to each member who was in good standing at the time of dissolution.

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BYLAWS  
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1. AMENDMENTS

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2. COMMITTEES AND CHAIRPERSONS

The President may, upon assuming office, or at any other time it is required, form the following committees and appoint the following chairpersons as needed:

- (a) Refreshment Committee – provides refreshments (beverages and snacks/food) for general club meetings
- (b) Membership Committee – oversees and updates club membership roster
- (c) Sunshine Committee – sends greeting cards on behalf of the club to members experiencing significant life events such as weddings, births, hospitalizations, injuries, deaths, etc. and also the official greeter of new members and guests at club meetings.
- (d) Metro Representative – serves as official representative for club to the Cleveland Metropolitan Ski Counsel (CMSC)
- (e) Race Chairperson – coordinates club’s participation in the CMSC racing programs
- (f) Social Committee – coordinates speakers and programs for general club meetings
- (g) Trip Committee – provides comments on the Activity Coordinators Guide to the Trustees, determines trip schedule for upcoming ski season, and provides guidance for ski trip coordinators. Appointees should be members who have experience, or desire to serve, as Activity Coordinators.
- (h) Web Curator – Oversees and updates the club’s website
- (i) Recruitment Chairperson – coordinates efforts targeted directly at the recruitment of new members.
- (j) Historian – responsible for maintaining the history of the club.

3. SKI CLUB ACTIVITY COORDINATOR

A Ski Club Activity Coordinator is a club member who has volunteered to organize an activity for the club. Ski Club Activities include, but are not limited to, alpine and nordic ski and snowboard trips, picnics, parties, white water rafting trips, canoe trips, bike trips, inline skating, hiking, theme park trips, baseball games, etc. The Activity Coordinator must follow ski club policies and guidelines as set forth in this club ~~constitution~~ Constitution and ByLaws and ~~Common club~~ practices for running activities ~~are as~~ described in the Ski Club Activity Coordinator’s<sup>2</sup> Guide.

4. DUES, ACTIVITY FEES, NON-REFUNDABLE DEPOSITS, AND REFUNDS

Dues shall be ~~\$10.00~~20.00/year for an individual membership and ~~\$15.00~~25.00/year for a family membership when paid on or before November 15th. The membership dues shall be ~~\$15.00~~25.00/year for an individual membership and ~~\$20.00~~30.00/year for family memberships



when paid after November 15th, except for first time members where the ~~\$10.00~~20.00 and ~~\$15.00~~25.00 amounts shall apply as above. The dues will cover membership from October 1 to September 30 of the following calendar year.

Activity Coordinators are empowered to make non-refundable deposit charges in accordance with the guidelines in the Activity Coordinator's Guide. Activity Coordinators shall conceive and publish the refund policy for any activity prior to collecting any fees for the activity.

#### 5. ACTIVITY COORDINATOR COMPLIMENTARY ITEMS

Fees charged to activity participants may not be increased beyond the estimated per-person costs charged by purveyors of goods and services for an activity in order to reduce the fee charged to the Activity Coordinator for the activity.

Complimentary items offered to an Activity Coordinator by a purveyor of goods or services may be accepted, providing that this does not increase the cost of the activity to the participants, and the offer of the gratuity is the policy of the purveyor. The Activity Coordinator may make use of the gratuity as he/she sees fit. Trips may be offered to the officers or specific members of the club. It is the policy of the club to permit this person to accept the offer, or, if he/she is unable to accept, to select an appropriate alternate to represent the club.

#### 6. RESERVATION POLICY

A reservation in a Lewis Ski Club activity is secured only by submitting a specified monetary deposit and a signed Trip Application and Agreement Form to the Activity Coordinator. The Activity Coordinator will determine the amount of deposit required.

#### 7. ADVANCE OF FUNDS FROM THE TREASURY

The Treasurer will provide advances from the treasury to an Activity Coordinator only if there is an expectation of repayment to the treasury from funds collected from the participants of the activity. These advances are usually made for the transportation or lodging deposits, which are required before all fees are collected from the participants of the activity. A trip budget page (Appendix A, Activity Guide), showing the expected expenses and recommended price must be submitted to the Executive Board before an advance may be authorized. The Treasurer will provide advances from the treasury only if a cash transaction statement accompanies the request.

#### 8. REFRESHMENTS

It is the policy of the club to serve refreshments at each regularly scheduled club meeting. This policy, as well as the funds authorized for refreshment expenses, shall be reviewed at the November Executive Board meeting. Any changes shall be voted on at the next regularly scheduled club meeting.

#### 9. REIMBURSEMENT FOR EXPENSES

Requests to the treasury for reimbursement of authorized expenses must be accompanied by receipts to support all claims and a completed transaction form.

#### 10. ACCOUNTING

Accounting for all activities must be submitted to the Treasurer within 30 days of completion of the activity.