

# THE FLYING DUTCHMEN SKI CLUB

## CONSTITUTION AND BY-LAWS<sup>1</sup>

### ARTICLE I – NAME

The organization shall be known as the “Flying Dutchmen Ski Club of Reading, Pennsylvania, Inc.”, hereafter known as FDSC or “the Club”, a Pennsylvania non-profit corporation chartered January 1962.

### ARTICLE II – OBJECTIVES

The objectives of the Club shall be:

- a. To educate and instruct its members in the proper techniques of snow skiing and snowboarding, hereafter referred to as skiing.
- b. To encourage and promote participation in the sport of skiing and to create a general feeling of enthusiasm for skiing.
- c. To improve individual proficiency and encourage advancement of its members in skiing.
- d. To cooperate with regional, national, and international ski organizations.

### ARTICLE III – MEMBERSHIP

- Section 1. Membership in this Club is open to those persons interested in skiing ~~who are at least 18 years of age.~~
- Section 2. Every applicant for membership shall complete the required application for membership form provided by the Membership chairman. On said form is the “Release and Indemnification Agreement” which needs to be signed; indemnifying the club, Officers and Board of Directors, as described. Along with the completed form the member will submit all fees and dues currently prescribed.
- Section 3. Acceptance of new members shall be upon the recommendation of the 1<sup>st</sup> Vice President – Membership, with the approval of the Board of Directors.
- Section 4. The classification of members with the Club will be as follows:
- a. Charter members are those members who signed the by-laws and paid their dues by April 1, 1959.
  - b. Regular members shall be those members in good standing who have fulfilled the membership requirements of the Club and who passed the FDSC basic ski proficiency test as administered by an authorized uniform test judge, and who are at least eighteen (18) years of age.
  - c. Associate members shall be those members in good standing who have fulfilled the membership requirements of the Club but have not passed the FDSC basic ski proficiency test.
  - d. Honorary members shall be those persons so appointed by the Board of Directors.
  - e. Junior members shall be persons under the age of eighteen (18) who reside with a Regular member.
- Section 5. Members are subject to expulsion from the FDSC if the member works in any way against the Club. Such a charge shall be read and discussed at a meeting of the Board of Directors. If it is established that a member should be expelled, the charge shall be presented in the form of a motion and receiving a second shall lie over until the next Board of Directors meeting where it shall be discussed and voted. Expulsion of a member shall require a unanimous vote by the Board of Directors in attendance, provided a quorum is present.

### ARTICLE IV – RIGHTS & PRIVILEGES OF MEMBERS

- Section 1. Charter members shall enjoy only those rights and privileges that are applicable to their current membership classification.
- Section 2. Regular members in good standing shall enjoy all rights and privileges in the Club. The following rights and privileges are expressly reserved for Regular members:
- a. The right to vote.
  - b. The right to hold office.

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<sup>1</sup> Text to be removed is show as ~~delete~~; new text is shown as insert.

- Section 3. Associate members in good standing shall enjoy all the rights and privileges of membership in the Club except those expressly reserved for Regular members.
- Section 4. Honorary members shall not be required to pay dues and shall enjoy all the rights and privileges of membership in the Club except those expressly reserved for Regular members.
- Section 5. Junior members shall enjoy all rights and privileges of membership in the Club except those expressly reserved for Regular members.

#### **ARTICLE V – QUORUM**

- Section 1. A quorum at a business meeting shall consist of at least twenty-five (25) Regular members in good standing in addition to at least ~~six (6)~~ half of the current members of the Board of Directors.
- Section 2. A quorum at a Board of Directors meeting shall consist of at least ~~six (6)~~ half of the current members of the Board of Directors.

#### **ARTICLE VI – ELECTIONS**

- Section 1. The President shall appoint a Nominating committee by the December meeting of the Board of Directors. This committee shall be chaired by the Past President and consist of at least three (3) other Regular members whose appointments are subject to approval of the Board.
- Section 2. The Nominating committee shall select at least one nominee for each elected office. These nominations shall be reported at the first regular business meeting in February. At the second regular business meeting in February, and at this meeting only, nominations shall be accepted from the floor. All nominations shall be reported to the membership in writing prior to the election.
- Section 3. Elections shall be conducted once a year at the first business meeting in April. At the election meeting, the President shall read the nominations and then proceed to conduct the annual election. A printed ballot listing all nominees for each office will be distributed to the regular membership in attendance for voting. Write-in votes shall not be permitted. A majority of votes cast shall be required to elect. In the event no nominee receives a majority on the first ballot, a second ballot will be taken to choose between the two nominees with the greatest number of votes in the first ballot. Absentee ballots will be allowed only for members who are forced to miss an election while participating in a club sponsored event. In the event of a second ballot, the absentee ballots will not be counted. Proxy votes are not permitted.
- Section 4. All Officers shall assume the responsibilities of the respective office by June 1.

#### **ARTICLE VII – OFFICERS**

- Section 1. The Officers of this Club shall be a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, Past President, Secretary, Skimeister, Social Director, Trip Director, Publicity Director, ~~Lodge Director~~ and Competition Director. All Officers shall hold office for the administrative year of June 1 to May 31 or until their successors are duly elected or appointed as provided by these by-laws. In the event of any office becoming vacant for any reason whatsoever, the vacancy shall be filled forthwith by the Board of Directors.
- Section 2.
- a. The President shall serve as the executive officer of the Club, preside at all meetings of the membership and Board of Directors, be an ex-officio member of all committees, exercise general supervision over affairs of the Club and perform such other duties as are ordinarily incumbent upon a president.
  - b. The First Vice President shall serve as Membership Chairman and shall screen all new applicants for membership and process all new membership applications. The 1<sup>st</sup> Vice President shall collect all Membership fees and dues from all members and applicants. The 1<sup>st</sup> Vice President shall maintain all membership and dues records in the form and manner prescribed by the Board of Directors. The 1<sup>st</sup> Vice President shall publish a roster of members in good standing by the first business meeting in February. The 1<sup>st</sup> Vice President shall act for the President in the President's absence and shall perform

- such other duties as are ordinarily incumbent upon a Vice President and such other duties as may be assigned by the Board of Directors or the President.
- c. The Second Vice President shall be responsible for the programs at the regular business meeting. The location of the meeting places for the regular business meeting subject to the approval of the Board of Directors and shall act for the President in the absence of the President and the First Vice President. The 2<sup>nd</sup> Vice President shall perform such other duties as are ordinarily incumbent upon a Vice President and such other duties as may be assigned by the Board of Directors or the President.
  - d. The Treasurer shall serve as the financial officer of the Club and will be responsible for the distribution of all Club moneys as well as the maintenance of all financial records in the form and manner prescribed by the Board of Directors. The Treasurer shall be responsible for having the Club financial records closed and ready for audit by the August Board of Directors meeting. The Treasurer is authorized to make disbursements from the operating accounts for any single expense of an ordinary, normal, and recurring nature not in excess of \$2,000. Any single expense not of an ordinary, normal or recurring nature in excess of \$500, but less than \$2,000, must be approved by the Board of Directors. Any single expenditure (except for trip expenditures) in excess of \$2,000 must have prior approval by the regular membership at a duly called business meeting following written notice to the membership.
  - e. The Past President shall serve as the liaison between the FDSC and The United States Ski Association (USSA); the Federation Internationale de Ski (FIS) and the Eastern Pennsylvania Ski Council (EPSC). The Past President shall also chair the Nominating Committee and such other duties as may be assigned by the Board of Directors or the President.
  - f. The Secretary shall keep minutes of all regular business meetings and Board of Directors meetings in the manner and form prescribed by the Board of Directors. The Secretary shall inform the presiding officer of any necessary business which must be attended to at ensuing meetings and shall maintain all records of the Board and committees of the President as well as the inventory of Club-owned equipment. The Secretary shall conduct such correspondence as may be required by the Board of Directors, and shall maintain files of said correspondence, ~~and be responsible for the Club Speakers Bureau.~~
  - g. The Skimeister shall be responsible for all Club sponsored ski instructional programs and ski proficiency classifications and shall maintain accurate current records related to these activities.
  - h. The Social Director shall be responsible for all Club sponsored social activities. The Social Director shall submit to the Club Treasurer a detailed financial accounting for each individual Club Social event under the Social Directors jurisdiction on a form prescribed by the Board of Directors within two weeks of the event.
  - i. The Trip Director shall be responsible for all Club sponsored skiing trips. The Trip Director shall submit to the Club Treasurer a detailed financial accounting for each individual Club Trip under the Trip Directors jurisdiction on a form prescribed by the Board of Directors within two weeks of the event.
  - j. The Publicity Director shall be responsible for all activities related to the publication of the monthly newsletter. The Publicity Director shall publicize the Club consistent with furthering its objectives.
  - ~~k. The Lodge Director shall be responsible for the Lodge owned by the Club for the exclusive use of its members. The responsibilities shall consist of preparation and implementation of a system to reserve and rent the Lodge to the members, the maintenance, repair and upkeep of the Lodge itself, and the maintenance of financial records pertaining to the rental of the Lodge.~~
  - l. The Competition Director shall be responsible for all Club sponsored ski racing and related activities and shall maintain accurate and current records related to these activities.
  - m. In addition to the duties defined above each Officer shall be responsible for the preparation and maintenance of any record deemed necessary, financial and general in

form, manner and frequency prescribed by the Board of Directors. Each office shall be administered in accordance with the policies outlined and approved by the Board of Directors.

#### **ARTICLE VIII – DIRECTORS**

- Section 1. There shall be a Board of Directors which shall consist of the elected Officers and the Past President. In the event of a vacancy for any reason whatsoever, such vacancy shall be filled by action of the Board of Directors.
- Section 2. The Board of Directors shall control and manage the Club's activities, determine all policies, review all membership applications for approval, discipline members and generally supervise all affairs of the Club except limited by Article vii, Section 2, Subsection d.
- Section 3. The Board of Directors shall meet at least once a month ~~on the second Thursday of the month~~, or at the call of the President or any three members thereof. The current edition of Roberts Rules of Order shall govern procedure at all meetings except as otherwise provided in these by-laws. Attendance at a Board of Directors meeting is restricted to Board Members, except by approval of the President following a written request stating reason(s) for attendance, or by invitation of the President.
- Section 4. The Board of Directors shall be responsible for approving a budget for the current fiscal year and presenting that budget to the general membership by the August general meeting.

#### **ARTICLE IX – COMMITTEES**

- Section 1. Except as otherwise provided by these by-laws, the Board of Directors shall determine the number, purpose and duration of committees deemed necessary to the achievements of the overall objectives and purposes of the Club. The President shall appoint the committee Chairperson and members, subject to the Board approval. All actions of these committees are subject to Board approval.
- Section 2. The Skimeister shall chair a Standing Instructional Steering Committee, consisting of ~~four~~ regular members who have passed the Club's Advanced Proficiency Test. Committee members are appointed by the Skimeister for a two year term, two members being appointed annually. This Committee shall oversee the ski instructional programs, determine ski teaching methods, set ski proficiency standards and establish and evaluate ski instructor qualifications.
- Section 3. The President shall appoint a Historian and a Parliamentarian, subject to Board approval, by the June meeting of the Board.
- Section 4. Club Officers are authorized to form committees as required to help achieve the specific responsibilities of the office. These committees shall be responsible to the Officer who in turn is responsible to the Board.

#### **ARTICLE X – MEETINGS**

- Section 1. ~~Business m~~ Meetings of the Club shall normally be held the first and third Thursday of each month from September 1 until March 31 and the first Thursday of each month during the remainder of the year.
- Section 2. ~~Business meetings shall be held the first meeting of each month.~~ The current edition of Roberts Rules of Order shall govern procedures at all meetings except as otherwise provided in these by-laws.

#### **ARTICLE XI – REVENUE**

- Section 1. Each new member of the Club shall pay an initiation fee as determined by the Board of Directors. Payment of the fee is a prerequisite to admission to membership and is payable upon application to the Membership Chairperson.
- Section 2. Annual dues shall be determined by the Board of Directors subject to the approval of the regular membership at a duly called meeting. The membership must have written notice at least 2 weeks in advance of a vote on any dues change.
- Section 3. Dues shall be payable starting June 1. Any member whose dues are not paid by September 30 will be immediately dropped from membership. Such persons shall be reinstated only upon again meeting for Articles III and XI.

Section 4. Revenue from sources other than those named in this Article may be raised or accumulated as determined by the Board of Directors, except that they shall not have the right to levy assessments.

#### **ARTICLE XII – RESIGNATION & SUSPENSION OF OFFICERS**

Section 1. Resignation shall be tendered in writing to the Secretary. It shall be read and acted upon at the next Board of Directors meeting. Any Officer or Director who misses three consecutive regularly scheduled meetings without submitting a report can be considered to have voluntarily resigned and said office would then be considered vacant.

Section 2. Any Officer or Director shall be subject to removal from office at any time, if the Officer or Director's work is deemed to be unsatisfactory, or if the Officer or Director works in any way against or loses interest in the Club. Such a charge shall be read and discussed at a meeting of the Board of Directors. If it is established that an Officer be removed, the charge shall be presented in the form of a motion and receiving a second shall lie over until the next Board of Directors meeting where it shall be discussed and voted. Dismissal from office shall require a Unanimous vote by the Board of Directors in attendance, provided a quorum is present. The Officer or Director subject to the charge shall not be eligible to vote.

#### **ARTICLE XIII – PROPERTY**

Section 1. Each Club Officer, upon assuming office, shall accept and be responsible for any property physically received from his predecessor. This property must be accompanied by an inventory from the outgoing officer with copies thereof embodied in the minute book. Discrepancies between physical and book inventory are to be brought to the attention of the Board of Directors.

Section 2. Ownership of all assets is, and shall remain, vested in the Corporation.

#### **ARTICLE XIV – COMPENSATION**

Section 1. Any member may be reimbursed for expenses incurred in behalf of the Club upon approval of the Board of Directors, provided that no member shall receive compensation beyond expenses for any service or act rendered in behalf of the Club.

#### **ARTICLE XV – DISSOLUTION**

Section 1. The Club may be dissolved by appropriate court proceedings taken upon affirmative vote of 3/4 of all regular members.

Section 2. Upon dissolution, the property of the Club, both real and personal, after payment of all debts, shall be distributed to another non-profit organization or organizations as designated by the Board.

#### **ARTICLE XVI – AMENDMENTS**

Section 1. Amendments to these by-laws may be made only upon submission of a motion in writing at a regular meeting, properly signed by the mover and seconder. It shall be read by the mover to the membership. The membership must be furnished with a copy of any proposed amendments at least two weeks in advance of the duly called business meeting at which the proposed amendment(s) will be voted upon.

Section 2. Voting on proposed amendments to these by-laws which would be presented to the membership for approval or disapproval during those months wherein the FDSC schedules only one meeting per month may, by action of the Board of Directors, be deferred until the first two meeting month of the year. A two-thirds majority of votes cast shall be required for amendment approval. Absentee ballots are not permitted.

*(By-laws amended March 3, 1966; April 3, 1966; July 11, 1968; August 1, 1968; April 2, 1970; February 18, 1971; July 1, 1971; January 16, 1975; July 7, 1977; February 1, 1979; June 5, 1981; May 7, 1987; October 20, 1988; February 3, 1997)*

*Notes: Renumber Article VII, Section 2 l and m as necessary.*