

## CHAGRIN VALLEY SKI CLUB BY-LAWS

Presented for membership vote and accepted Date TBA

## ARTICLE I - NAME

The name of this club shall be the Chagrin Valley Ski Club (CVSC).

## ARTICLE II - PURPOSE

CVSC shall be a non-profit social organization. The purpose of this organization shall be to organize and promote periodic athletic and social functions in which members may participate.

## ARTICLE III - LEGAL STATUS

CVSC is an Unincorporated Non-Profit Association in the State of Ohio: Entity Number 4500772; effective July 9, 2020.

## ARTICLE IV - TAX STATUS

CVSC operates as a 501(c)(7) organization, a tax-exempt non-profit recreational/social club. The CVSC fiscal year is May 1- April 30. CVSC must file IRS Form 990-N by September $15^{\text {th }}$ of each year. The IRS restricts the maximum amount of monetary receipts that these type of organizations may receive each year; see Addendum II for the current restrictions.

## ARTICLE V - 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 By-Laws.

## ARTICLE VI - MEMBERSHIP

## Section 1. Questions and Discipline

- Any questions concerning membership not covered herein shall be resolved by the Executive Committee. Their decision will be final.
- The Executive Committee reserves the power to discipline, suspend, or expel any members whose conduct is considered detrimental to the welfare of the club.


## Section 2. Charter Members

- CVSC was formed in 1970. The charter (founding) members of CVSC are Barbara and Ted McCabe, Laurie Hescher and Bud Copper, Twila and Bob Jackson and Barbara and Lee Huff. Charter members will have the privilege of complimentary CVSC memberships.


## Section 3. Membership Guidelines

- Yearly membership shall be from May 1 through April 30.
- Any person who is at least 21 years of age who is interested in the purpose of this organization shall be considered for adult membership.
- Families may join as a single unit with a Family Membership. The membership would include household adults and anyone younger than 21 years of age.
- Membership is required for participation in all overnight club sponsored trips.

Exception: In a situation where CVSC collaborates with other ski clubs, participants may be a member of the collaborating clubs.

## ARTICLE VII - DUES

## Section 1. Annual Dues

- The annual dues will be determined by the Executive Committee.
- Members will be notified about membership renewal and dues annually.
- Dues are for the fiscal year of May 1 - April 30 of the following year and shall be payable within 30 days after formal notification.
- Each year the Executive Committee will review dues and make decisions about any late fees to be assessed.


## Section 2. Non-Members Fees

- Non-members will be charged a fee for any CVSC activity in which CVSC provides monetary assistance. The Board will determine an appropriate fee.


## ARTICLE VIII - OFFICERS AND ELECTIONS

## Section 1. Officers

- The officers of this club shall consist of a President, Vice President, Secretary and Treasurer.
- The officers shall perform the duties prescribed for them according to the Duties of CVSC Officers, included as Addendum V to these By-Laws.
- No member shall hold more than one office at any one time.
- The term of office shall be for two years, from June 1 - May 31, two years hence.
- No elected officer shall hold the same office for more than two consecutive years. Exception: If there are no qualified candidates an officer's tenure may be extended for more than two years by agreement of that officer and by consensus of the Board. After agreement to continue to serve, that officer shall then recuse themself from the Board's decision-making process concerning tenure.


## Section 2. Nominating Committee

- A nominating committee shall be appointed by the Executive Committee during the month of February. The nominating committee shall be comprised of the acting President, Vice President, the immediate past President and two members in good standing.
- Members wishing to nominate an officer or members wishing to seek a position as an officer shall be invited to make their suggestions and/or interest known to the Nominating Committee during this time.
- During the spring, a slate of more than one candidate for each office, if possible, shall be presented to the membership.
- The Candidates: The Presidential nominee must have served as a Board member for at least one year. The slate shall not contain two or more members of the same household.


## Section 3. Voting

- Every member of the club age 21 years or older shall have the right to vote.
- Election of new officers shall be held during the spring.
- A simple majority of votes cast shall elect new officers. If a majority is not received by one candidate, the person receiving the lowest number of votes for that office shall be automatically dropped from the succeeding ballots and the vote repeated. This process shall continue until one person has received a majority of votes cast. In case of a tie the Executive Committee shall cast the deciding vote.


## ARTICLE IX - EXECUTIVE COMMITTEE

## Section 1. Members of the Executive Committee

- The club shall be governed by an Executive Committee which shall consist of the President, Vice President, Secretary and Treasurer, and a fifth voting member.
- The fifth voting member of the Executive Committee shall be the previous year's President, Vice President, Secretary, or Treasurer, in that order, depending on availability. If those previous officers are not available, the Executive Committee may assign a more distant officer to the position.


## Section 2. Executive Committee Guiding Principles

- The Executive Committee shall implement the decisions of the Board and may act on behalf of the Board.
- Executive Committee approval shall be defined as a simple majority vote of the members of the Executive Committee.
- Meetings of the Executive Committee shall be called by the President, or upon the request of three members of the Executive Committee.
- Vacancies in any executive office shall be filled by appointment by the Executive Committee for the interval until the next annual election.
- A member of the Executive Committee shall be the official representative of this club in matters pertaining to club activities. Exception: By consensus of the Executive Committee, under appropriate circumstances, a Board member may be chosen as the representative.
- Upon installation in office, the President will review the Standing Committees and the Chairpersons. The President, with the approval of the Executive Committee, shall appoint committee chairpersons for the Standing Committees as well as any chairpersons deemed necessary for carrying on the work of the organization.
- The President and Executive Committee shall review committees and chairpersons, make adjustments, create new positions, and assign new Board members as the need arises.


## ARTICLE X - BOARD OF DIRECTORS

## Section 1. Members of the Board of Directors

- The Club shall have a Board of Directors to oversee its activities. The Board shall consist of the Executive Committee (elected officers) and Standing Committee Chairpersons as well as any other Appointees deemed necessary by the Executive Committee, for carrying on the work of the organization.
- All members of the Board should be active club members in good standing.
- Chairpersons of the Standing Committees (more or less permanent committees) shall be members of the Board and help manage club business. Some of the Standing Committees, by tradition, have been: Membership; Social Activities; Day Ski Trips; Extended Ski Trips; Cleveland Metro Ski Council Liaison; Website; Newsletter; and Sunshine Committee (reaching out to members in a time of need).
- Vacancies on the Board shall be filled by appointment by the Executive Committee for the interval until the annual election.


## Section 2. Guiding Principles of the Board

- Key decisions for the club shall come from the consensus of the Board or a simple majority vote of Board members and will ensure that objectives are met to benefit CVSC. In case of a tie the Executive Committee shall cast the deciding vote.
- Meetings of the Board shall be called by the President, or upon the request of three members of the Board and shall take place no less than four times a year.


## Section 3. Club Publications and Communications

- CVSC publications and public communications will be subject to review and editing at the discretion of the Board.


## ARTICLE XI - MEETINGS

## Section 1. Annual Spring Meeting

There shall be an annual Spring Meeting to attend to any CVSC business that needs attention by the Membership as determined by the Board, such as business related to the election of new officers, or business pertaining to the By-Laws. In addition, the Spring Meeting is traditionally the time to introduce ski trips and other planned activities for the upcoming year, and to recognize member(s) contributions over the previous year. The Spring meeting also provides an opportunity to enjoy friendships forged through CVSC.

## Section 2. Meetings

- In addition to the Spring meeting, other meetings shall be held at the discretion of the Executive Committee or upon request of the majority of the membership.
- Thirty-three percent of the members shall constitute a quorum at any meeting of the organization.


## ARTICLE XII - EXPENDITURES

## Section 1. Budgets

- Committee chairmen shall submit budgets to the Executive Committee for approval at the beginning of each term, or prior to any activity, as applicable.
- All expenditures in excess of the approved budget require prior approval of the Executive Committee.
- Expenditures shall be presented and reviewed routinely at Board meetings.


## Section 2. Treasurer's Report

- The Treasurer will maintain club finances.
- The Treasure shall make periodic reports to the Board on the financial status of the club.


## ARTICLE XIII - AMENDMENTS

## Section 1. Amendments to the By-Laws

- Members of the Board and any CVSC member may propose Amendments to the ByLaws any time during the year.
- All proposals must be submitted to the Board and shall be reviewed by the Board in a timely manner. The Board shall approve or reject all proposals. Proposals that receive Board approval must be presented to the Membership for a vote.


## Section 2. By-Laws Amendment(s) Vote

- If a proposed Amendment(s) to the By-Laws is approved by the Board for a Membership vote, notice of the proposed Amendment(s) must be given to each member at least five days in advance of a vote.
- A simple majority is needed to accept an Amendment provided that the affirmative vote is not less than 33 percent of the total membership.
- In case of a tie the Executive Committee shall cast the deciding vote.


## ARTICLE XIV - DISBURSEMENT OF REMAINING FUNDS IF CVSC DISSOLVES

In the event that CVSC dissolves, for whatever reason, if funds remain in the treasury after all bills are settled, those remining funds will be donated to a charitable organization or organizations that uphold the spirit of CVSC. The charitable organization(s) will be chosen by the CVSC Board.

## ADDENDUMS

The following Addendums may be updated or adjusted by consensus of the Executive Committee, without a formal By-Laws Amendment and Membership vote. These Addendums include important current information about CVSC legal and business matters that can change with time and are not contradictory to the principles laid out in the ByLaws. The purpose of these Addendums is to ensure the smooth management of CVSC business especially during times of transition of leadership.

## ADDENDUM I

Updated 5/2022

## UNICORPORATED NONPROFIT ASSOCIATION

STATE OF O H I O CERTIF IC A T E Ohio
Secretary of State, Frank LaRose


United States of America State of Ohio
Office of the Secretary of State
Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 9th day of July, A.D. 2020.

Ohio Secretary of State

To maintain status as an unincorporated nonprofit organization, filing a Statement of Continued Existence form (with fee) with the State of Ohio is required every five years and should include the name of the organization's Statutory Agent (see information in ADDENDUM II). To file a Statement of Continued Existence:
https://www.ohiosos.gov/globalassets/business/forms/522.pdf

## ADDENDUM II

Updated 5/2022

## STATUTORY AGENT

In United States business law, a Statutory Agent, or Registered Agent, is a business or individual designated to receive service of process when a business entity is a party in a legal action such as a lawsuit or summons. An unincorporated non-profit organization is required to have a Statutory Agent.

CVSC Statutory Agent shall be the CVSC Treasurer and provide a legal address of business for CVSC.

Statements of Continued Existence should include the name of the current Statutory Agent. To file for a Statutory Agent resignation and a for a new Statutory Agent, an Ohio State Update Form (with fee) must be filed: https://www.ohiosos.gov/globalassets/business/forms/521.pdf

ADDENDUM III
Updated 5/2022

## EIN: EMPLOYER IDENTIFICATION NUMBER

The EIN or Employer Identification Number, also known as a Federal Tax Identification Number, is an ID given by the Internal Revenue Service to an entity for the purpose of filing taxes. The CVSC EIN number and CVSC yearly tax filings shall be held by the current CVSC Treasurer.

## ADDENDUM IV <br> Updated 5/2022

## BANKING

CVSC Banking Institution:
Key Bank
24600 Chagrin Boulevard
Beachwood Ohio 44122
The CVSC Key Bank account number, passwords, and/or other required identity for Key Bank or any other established financial accounts, such as PayPal, shall be held by the CVSC Treasurer and another CVSC officer. By consensus of the Executive Committee, other CVSC members may be issued debit cards/credit cards from CVSC bank accounts in order to conduct CVSC business.

## ADDENDUM V

Updated 5/2022

## RELEASE AND WAIVER OF LIABILITY

## Release and Waiver of Liability For Chagrin Valley Ski Club Members and Guests Assumption of Risk and Indemnity Agreement

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## 1. I ACKNOWLEDGE AND AGREE THAT I DO UNDERSTAND THE NATURE OF ACTIVITIES AND MODES OF TRANSPORTATION.

I understand the nature of Activities that might include but are not restricted to skiing, hiking, biking, kayaking; and might be conducted on but not restricted to ski slopes, hiking trails, bike tails, waterways, public roads, and facilities open to the public; herein referred to as "Activities." I understand the nature of transportation that might be contracted by CVSC to and from such Activities and might include but is not restricted to transportation by bus, air and train; herein referred to as "Transportation."

## 2. I DECALRE THAT I AM QUALIFIED, IN GOOD HEALTH, AND IN PROPER PHYSICAL CONDITION TO PARTICIPATE IN THE AFOREMENTIONED ACTIVITIES AND MODES OF TRANSPORTATION.

## 3. I FULLY UNDERSTAND THAT PARTICIPATION MAY INVOLVE RISKS.

I fully understand that participation in Activities and Transportation may involve risks and dangers that include but are not restricted to serious bodily injury including permanent disability, paralysis, exposure to bacteria, viruses, Covid-19 and other communicable diseases, and death; herein referred to as "Risks." I further agree and warrant that if, at any time, I believe conditions to be unsafe, I will immediately discontinue further participation.

## 4. I ASSUME ALL RESPONSIBILITY FOR RISKS AND FOR LOSSES, COSTS, AND DAMAGES THAT I MAY incur that can arise as a result of my Willing participation in cVSC activities.

I assume responsibility for Risks and understand that these Risks may be caused by my own actions or inactions, the actions or inactions of others participating in Activities or Transportation, or the conditions in which Activities or Transportation take place. I understand that for CVSC sponsored Activities that include Transportation, CVSC is an independent contractor acting as the participants' agent. I will not hold responsible CVSC and its respective administrators, agents, directors, employees, officers, members, and volunteers, or other participants; herein referred to as "Releasees" for any Risks associated with participation in Activities or for any bodily harm or loss and / or damages to personal baggage or belongings associated with Transportation. I understand that there may be other risks and social or economic losses either not known to me or not readily foreseeable at this time and for which I assume all responsibility.

## 5. I HEREBY COVENANT NOT TO SUE CVSC AND RELEASEES, AND TO EXEMPT THEM FROM ALL LIABILITY.

I hereby covenant not to sue CVSC and Releasees and to exempt them from all liability for any expenses incurred as a result of a CVSC sponsored activity. Expenses can include but are not limited to: attorney's fees; reasonable investigative and discovery costs; court costs; medical fees for treatment of personal injury or disability; damage or loss of baggage or property; and all other economic losses or sums; herein referred to as "EXPENSES". If, despite my agreement to this Waiver of Liability, anyone makes a claim on my behalf, I will nonetheless indemnify and hold harmless CVSC and Releasees from any Expenses.

## 6. EMAIL POLICY

Participants in CVSC sponsored activities acknowledge that their email addresses will be used by CVSC to communicate information about activities, club events, news, and the like, extending beyond the specific activity in which a person might participate.

## 7. PHOTO RELEASE

I grant CVSC and its members the right to take photographs of me and my property in connection with CVSC activities. I authorize CVSC and its representatives to copyright, use and publish the same in print and/or electronic format. I agree such photographs, with or without identifying information such as my name, may be used for any lawful purposes such as publicity, illustration, advertising, and Web content. I waive any claim for damages or loss of privacy and consent to lawful use of any photographs.

## 8. FUEL CHARGES

This relates to extended trips: I understand that CVSC may incur additional charges to the contracted transportation at any time before trip departure. It will be the responsibility of the participant to pay any such increases.

## FOR ALL PARTICIPANTS

I understand the terms of this agreement and that I am giving up substantial rights by signing it. I have signed this agreement voluntarily without inducement of any nature. I intend this agreement to be a complete and unconditional release of all liability of CVSC to the greatest extent allowed by law and if any portion of this agreement is held to be invalid, the balance, notwithstanding, shall continue in full force and effect.

## FOR MINOR PARTICIPANTS

If participant is a minor (younger than 18 years old), a responsible adult must explain the Assumption of Risk and Indemnity Agreement to the minor, and sign as the responsible adult for the participating minor. An Adult Signature indicates consent for the minor to participate and agreement to terms of waiver on behalf of the participating minor.

## THE PARTICIPATING MINOR MUST ALSO SIGN THE AGREEMENT

A Minor's Signature indicates the minor has been informed of the Assumption of Risk and Indemnity Agreement, understands the Agreement, and willingly agrees to the terms of this waiver of liability.

## ACTIVITY \& DATES

Date(s) (inclusive):
Activity / Location:

## I WILLINGLY AGREE TO THE TERMS OF THIS

 ASSUMPTION OF RISKS AND INDEMNITY AGREEMENTDate $\qquad$

| Name |  |
| :--- | :--- |
| Minor Name | Signature |
|  |  |
| ADDENDUM VI |  |
| Updated 5/2022 |  |

## Duties of the President

- Prepare agendas and lead Executive Committee and Board meetings.
- Lead the Executive Committee and the Board in upholding the purposes of the club, implementing decisions made of the Executive Committee and the Board, and evaluating the success of stated goals.
- Be a spokesperson for the club, along with the other club officers.
- Cooperate with the other officers to address a variety of issues, including but not limited to:

Membership issues
Expenditures

Support for chairpersons of committees
Assist officers who may be unable to perform their duties on an interim basis
Review the By-Laws and help draft amendments when needed
Nominate new officers when appropriate

## Duties of the Vice President

- Attend Executive Committee and Board meetings.
- Help in upholding the purposes of the club, implementing decisions of the Executive Committee and the Board, and evaluating the success of stated goals.
- Be a spokesperson for the club, along with the other club officers.
- Cooperate with the other officers to address a variety of issues, including but not limited to:

Membership issues
Expenditures
Support for chairpersons of committees
Assist officers who may be unable to perform their duties on an interim basis
Review the by-laws and help draft amendments when needed
Nominate new officers when appropriate

- During an absence of the president, or if the president is unable to perform the presidential duties, the vice president will assume the president's duties, such as preparing agendas and chairing Executive Committee and Board meetings and performing any other presidential administrative responsibilities as needed.


## Duties of the Treasurer

- Attend Executive Committee and Board meetings.
- Maintain club finances, including but not limited to:

Process deposits and payments on a timely basis
Provide payments due and approved to vendors or club members
Research and follow up on expenses as necessary
Reconcile current membership data with membership committee
Reconcile current membership data with event chairpersons
Reconcile bank statements each month

- Act as steward of CVSC and the members' resources.
- Provide the board with timely and accurate financial reporting.
- Provide financial data as requested and as needed by Board and Executive Committee members.


## Duties of the Secretary

- Attend Executive Committee and Board meetings.
- Take Minutes at Executive Committee and Board meetings.
- Provide Minutes to club president and Board.
- Check back in Minutes to answer questions or clarify debates as needed.


## Duties of the Fifth Member of the Executive Committee

- Attend Executive Committee and Board meetings.
- Share personal experience and expertise in managing CVSC business.
- Vote on all CVSC key issues and decisions.
- Manage a variety of CVSC business, as assigned by the Executive Committee.
- Help in upholding the purposes of the club, implementing decisions of the Executive Committee and the Board, and evaluating the success of stated goals.


## ADDENDUM VII

Updated 5/2022

## DUTIES of CVSC STANDING COMMITTEES CHAIRPERSONS

## Duties of the Cleveland Metro Ski Council (CMSC) Representative

- Attend CVSC Board meeting.
- Attend CMSC meetings as scheduled and report back to CVSC.
- Communicate with CMSC about CVSC activities at CMSC meetings.
- Submit announcements about CVSC activities for publication in CMSC newsletter.
- Provide CMSC with contact information updates concerning new CVSC officers when needed.
- Help facilitate CVSC Treasurer payment of membership dues to CMSC.


## Duties of the Day Ski Trip Chairperson

- Attend CVSC Board meetings.
- Organize and lead bus trips to Holiday Valley
- Coordinate with other trip leaders to pick non-conflicting dates for trips, if possible.
- Contract with Tour companies to secure buses for appropriate dates.
- Work with Holiday Valley group sales to obtain left tickets; rentals forms; extra discounts if possible.
- Communicate with trip participants on all details concerning bus trips.
- Maintain a spread sheet of all participants, including contact information, costs, payments, etc.
- Collect payment, purchase lift tickets, and reconcile funds with club treasurer.
- Take lead on the bus trips for all issues and organization including procurement and disbursement of lift tickets on-site; payment to Tour company, and driver tips.
- Post events to the CVSC Facebook group page and contribute trip information to the CVSC newsletter writer.
- Communicate with the Board and Membership Chairperson about prospective members and provide their contact information.


## Duties of the Extended Ski Trip Chairperson

- Attend CVSC Board meetings.
- Plan and organize extended overnight ski trips. These responsibilities include, but are not limited to:
- Keep abreast of changes in the resorts, the trends in airline group desk procedures and group flying procedures.
- Put together a series of RFP's (Request For Proposals) each year; send them to the appropriate players and track the bidding.
- Decide upcoming club trips based on returned bids with CVSC Board approval.
- Organize, plan, and coordinate with venue/caterer of midweek clubsponsored events or dinners. This includes negotiating and executing contracts with the necessary parties (including the caterer for the midweek party and any add-ons).
- Stay aware of cancellation dates to avoid penalties. .
- Market the trips that are planned.
- Create a data base of participants and potential participants.
- Communicate pertinent information on timely bases.
- Conduct a pre-trip meeting for participants for the purpose of orientation, answering questions, addressing participants' needs, and encouraging participants to get to know each other.
- Accommodate whenever possible special needs (travel, food, etc.) of individuals.
- Coordinate Air Travel and other Transportation
- Create/submit a flight manifest ensuring names and other information; match ID used by attendees to fly.
- Know the check-in process for each airline.
- Monitor flight status; check the group in online, if appropriate, coordinate departure process.
- Deal with and resolve unexpected problems and changes in air/ground transportation.
- Monitor and supervise ground transportation progress for arrival at the resort.
- Coordinate with Resort regarding arrival and check-in process.
- Manage Financial Aspects of trips:
- Work closely and in collaboration with the club treasurer to reconcile the finances T
- Collect fees and payments from participants.
- Keep accurate track payments from participants or oversee the consolidator doing this.
- Make timely payment on contracted services, insuring payment to vendors.
- Monitor the contracts to ensure that all parties are fulfilling their obligations.
- Provide receipts as needed and compensation to individuals for out of pocke $\dagger$ expenses
- Be available on-call throughout the trip to deal with any questions, problems or crises.


## Duties of the Membership Chairperson

- Attend CVSC Board meetings.
- Maintain an up-to-date membership spreadsheet.
- Communicate with Treasurer about membership dues/payments.
- Provide membership information to the Executive Committee and Board members as needed.


## Duties of the Newsletter Chairpersons

- Attend CVSC Board meetings.
- Write a fun and informative newsletter for periodic distribution to members and affiliates.
- Edit and distribute the newsletter during seasons when published.


## Duties of the Social Chairperson

- Attend CVSC Board meetings.
- Organize non-ski, activities for the club and assist and coordinate with others who are organizing activities, such as:
- Spring, Summer, and Holiday Dinner parties
- Monthly Bike the Trail, Ride the Rail and Lunch at the Lizard events (April October)
- Kayak trips.
- Hikes.
- X-country skiing.
- Promote the club in the community.


## Duties of the e-Ski Chairperson

- Attend CVSC Board meetings.
- Create and maintain CVSC on-line presence and potential.
- Maintain and update club website.
- Manage website associated finances in coordination with the Treasurer.
- Create and manage online processes to facilitate club business. This could include but is not limited to online voting capabilities; online payments of funds for membership and activities; online surveys; etc.
- Create and maintain secure online folder where important club documents and information pertinent to club business and management can be stored.
- Make secure files available to the Executive Committee and Board as needed.
- Attend Executive Committee meetings.


## Duties of the y-Ski Chairperson

- Attend CVSC Board meetings.
- Be creative in promoting and developing the club and its membership by supporting club social activities, creating virtual events, engaging in community liaisons; and other methods that would contribute to keeping the club a viable, interesting and exciting organization.


## Duties of the Sunshine Committee Chairperson

- Attend CVSC Board meetings.
- Reach out to members and their families in need, with appropriate communication or other action that befits the member or family or misfortune.
- Obtain approval by the CVSC Board for any charitable donations or expenses.


[^0]:    In consideration of being permitted to participate in sponsored activities of the Chagrin Valley Ski Club; herein referred to as "CVSC", I, for myself, my personal representatives, assigns, heirs, and next of kin do attest:

