

Schussboomer

Onondaga Ski Club will hold its annual meeting on Tuesday, April 9, at the Maplewood Suites, 400 Seventh North Street, Liverpool, NY. Doors open at 7 PM; formal meeting begins at 7:30 PM. We will vote on proposed changes to bylaws and articles of incorporation. We will elect officers and directors. The names and statements of the nominees were included in the [March 2019 Schussboomer](#).

Amendments to Bylaws and Articles of Incorporation

The Bylaws team revised the 2011 bylaws into a 2019 version. Key changes to the way we operate include: strengthening Treasury Controls with the introduction of a more formal Auditor function; replacing the Nominating Committee by a Governance Committee; and making Governance Committee responsible for review of the Bylaws and Code of Conduct as well as nominations. In addition, the bylaws reduce the number of Vice Presidents from two to one, and the number of Directors from thirteen to at least six and not more than nine. The goal shall be to elect three Directors each year at the Annual Meeting. The Bylaws were extensively edited for clarity.

If we change the number of Board Members, we must also amend our Articles of Incorporation.

Acceptance of changes in the bylaws and Articles of Incorporation requires two thirds vote by show of hands at the Annual meeting.

Thanks go to Neville Sachs, Chair; Peggy Hotaling, Advisor; and committee members Bruce Kaiser, Chris Keller and Jack Lancette for taking on this task.

Website Summary

Log onto the web site and follow these links to [current bylaws](#), [proposed bylaws](#), and [detailed explanation](#) of bylaws changes.

Proposed Amendments

See below for text of any section for which an amendment is being proposed, the text of the proposed amendment and overview of the proposed changes.

Proposed Changes: Bylaws

Mission Statement

Streamlined!

Current

Although the Onondaga Ski Club was formed in the early 1950s in Syracuse, New York, for the purpose of bringing skiers together and promoting the fun of skiing, it has expanded and become a club for many activities, covering all four seasons. In addition to cross country and downhill skiing, the club is active in boarding, biking, tennis, golf, bowling, camping, hiking, reading, ski racing, canoeing and kayaking, etc. The club's social activities and parties are frequent throughout the year at restaurants in and around Syracuse and at our lodge in central Vermont. Reflecting the club's varied activities, the club's mission is:

"Onondaga Ski Club organizes and facilitates year-round outdoor activities and social gatherings for a membership based in Central New York."

Proposed

CLUB MISSION STATEMENT:

"Onondaga Ski Club organizes and facilitates year-round outdoor activities and social gatherings for a membership based in Central New York."

Scope of Activities:

Onondaga Ski Club was formed in the early 1950's in Syracuse, New York, to bring skiers together and promote the fun of skiing. It has expanded and become a Club for many activities, covering all four seasons. The Club's social activities are frequent throughout the year in and around Syracuse and at our lodge in Vermont.

Article I - Membership

Members must also agree to abide by Code of Conduct. Deletes Associate Membership.

Current

ARTICLE I – MEMBERSHIP

Sec. 1 ELIGIBILITY - Membership shall be open to individuals who are skiers or who are interested in the purpose and projects of the Club.

Sec. 2 APPLICATION - Application for membership shall be made in writing, in such form as from time to time may be approved by the Board of Directors.

Sec. 3 APPROVAL - The Membership Committee Chairperson, designated on the

membership application form, shall approve applications for membership. Upon payment of dues, as hereinafter prescribed, such member shall be entitled to all of the rights and privileges of membership thereunto pertaining.

Sec. 4 TYPES OF MEMBERSHIP - Every member shall be in one of the following categories:

Adult membership shall be held by a person who has reached eighteen (18) years of age.

Junior membership may be held by anyone under 18 years of age for the sole purpose of affording access to club discounts unless otherwise excepted by the Board of Directors. A junior member joining the Onondaga Ski Club must be sponsored by a parent, grandparent or legal guardian who is a Club member.

An Associate Member shall be a member in good standing of an Affiliated Club. An Affiliated Club is an organization with interests and goals that are compatible with those of the Onondaga Ski Club and shall be afforded that status by the Board of Directors upon a reciprocal relationship being approved by the governing bodies of both clubs. The dues for an Associate Member shall be established by the governing bodies and approved by their memberships. An Associate Member shall be afforded all the rights, privileges, and responsibilities of membership in the OSC.

Sec. 5 RESIGNATION - Resignation of membership shall be made to the Membership Committee Chairperson in writing. Such resignation will not cancel any debts of the member owed to the Club. Nonpayment of dues shall also constitute resignation.

Sec. 6 SUSPENSION - A member may be suspended for a period or expelled for cause such as violation of any of the By-Laws or for conduct prejudicial to the best interests of the Club. Such suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at the member's last recorded address at least fifteen (15) days before final action is taken thereon; this statement shall be accompanied by a notice of the time and place the Board of Directors is to take action. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

Proposed

ARTICLE I – MEMBERSHIP

Sec. 1 ELIGIBILITY - Membership shall be open to individuals who are skiers or who are interested in other Club activities.

Sec 2. APPLICATION - Application for membership shall be made in writing. The Membership Committee Chairperson shall approve applications for

membership

Sec 3. RESPONSIBILITY - All members agree to abide by all of our Bylaws and the Code of Conduct. Members also agree to maintain their current contact information.

Sec. 4 TYPES OF MEMBERSHIP - Every member shall be in one of the following categories:

1. Adult membership shall be held by a person who is at least 18 years old.
2. Junior membership may be held by anyone under 18 years of age for the sole purpose of affording access to Club discounts unless otherwise excepted by the Board of Directors. A junior member joining the Onondaga Ski Club must be sponsored by a parent, grandparent or legal guardian who is a Club member.

Sec. 5 RESIGNATION - Resignation of membership shall be made in writing to the

Membership Committee Chairperson. Such resignation will not cancel any debts the

member owed to the Club. Nonpayment of dues shall also constitute resignation.

Sec. 6 SUSPENSION -

1. A member may be suspended for a period or expelled for cause such as violation of any of the Bylaws or the Code of Conduct.
2. A statement of charges shall be sent by registered mail to the member's last known address at least fifteen (15) days before final action is taken by the Board.
3. This statement shall include (a) an invitation for the member to present a defense prior to any vote and (b) a time and place when the Board has scheduled the suspension/expulsion review and vote.
4. Any suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Directors at the suspension review meeting

Article II- Dues

Sets 90 day grace period for renewing dues. After 90 days, former member must pay new member rate. Section on taxes on membership dues is moved to Article VII, Committees, Section 8, Membership Committee.

Current

ARTICLE II - DUES

Sec. 1 TERM of MEMBERSHIP - The initial term of membership shall be twelve (12) months extending from the date a person's application is originally approved. Each subsequent renewal shall be for an additional twelve (12) months.

Sec. 2 DUE DATE – The annual dues for membership shall be payable by the end of the twelfth month of the aforementioned term. Any member whose annual dues are not paid by that date shall be dropped automatically from the membership roll.

A billing notice for annual dues for the following year shall be sent to each person whose membership is about to expire.

Sec. 3 AMOUNTS – Annual dues will be recommended by the Board of Directors and approved by a majority vote of the members present at the Annual Meeting or at a Special Meeting called for that purpose.

Sec. 4 NON-PRORATION OF DUES – The annual dues for any new member or for any former member dropped from the membership roll for non-payment of dues shall not be reduced or increased in consideration of the date he or she becomes a member.

Sec. 5 INITIATION FEE – There shall be a one-time initiation fee for each new adult member in the amount of \$4.63.

Sec.6 Taxes - All dues amounts shall be subject to applicable taxes.

Proposed

ARTICLE II - DUES

Sec. 1 TERM of MEMBERSHIP - The initial term of membership shall be twelve (12) months extending from the date a person's application is originally approved. Each subsequent renewal shall be for an additional twelve (12) months.

Sec. 2 DUE DATE –

1. Dues for new members are to be paid upon first joining the Club. Dues for renewing members are due at the end of their twelve-month term.
2. An annual dues billing notice for the following year shall be sent to each person whose membership is about to expire.
3. Any member whose annual dues are not paid within 90 days after their twelvemonth term shall be dropped automatically from the membership roll.

Sec. 3 AMOUNTS –

1. Annual dues will be recommended by the Board of Directors and approved by a majority vote of the members present at the Annual Meeting or at a Special Meeting called for that purpose.
2. Junior membership dues shall be a lesser amount.
3. An initiation fee will be assessed for each new adult member and any returning member whose annual dues are not paid within 90 days after their twelve-month term. (See Article II Sec. 2, #3 above.)

Sec. 4 NON-PRORATED DUES – The annual dues for any new member or for any former member dropped from the membership roll for non-payment of dues shall not be reduced or increased in consideration of the date he or she becomes a member.

Article III-Meetings

Streamlined!. No changes in Sections 2, 3, 4 and 5.

Current

ARTICLE III – MEETINGS

Sec. 1 ANNUAL MEETING – There shall be an annual meeting of the Club on a date between the 1st of April and the 30th of April in each year for the election of officers and members of the Board of Directors whose terms will expire on the next 30th day of April, and for receiving the annual reports from the officers, directors and committees, and for the transaction of other business. Notice of the meetings shall be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member at least 10 days and not more than 40 days before the time appointed for the meeting. Such notice shall set forth the place, date, time and purpose of the meeting. Notice of the meetings shall be posted in the Calendar section of the OSC (Onondaga Ski Club) web site and in the Calendar section of the Schussboomer, providing at least 10 days notice to members.

No changes in Sections 2, 3, 4, 5

—
Sec. 6 VOTING – Each adult member shall have one (1) vote. Junior members shall not be entitled to vote. All questions shall be decided by a majority vote of the members present and voting or voting by absentee ballot. Absentee ballots shall be accepted solely for the purpose of electing Officers and Directors.

Absentee ballots, for members who will be unable to attend the election in person, shall be available on request from the Membership Chairperson. Only current members in good standing shall be eligible to receive absentee ballots.

Applications for absentee ballots shall be made in person or in writing, signed by the eligible applicant, and received by the Membership Chairperson at least 15 days prior to the election.

The Membership Chairperson, or his designee, shall mail an absentee ballot package to the requesting member at the requested address.

Absentee ballots shall be completed, signed, mailed or delivered, and received by the Membership Chairperson, or his designee, by 3 PM of the Election Day.

The Membership Chairperson, or his designee, shall provide a list of the members who submitted absentee ballots along with the absentee ballots themselves to the Inspectors of Election prior to the tabulation of the election results. The specific

procedure for administering the absentee ballot process is explained in Absentee Ballot Procedure which may be revised from time to time by the Board of Directors. Said procedural changes shall be promptly published in the Schussboomer.

Sec. 7 ORDER OF BUSINESS – The order of business shall be as follows at all meetings of the Club and of the Board of Directors:

Determine that a quorum exists.

1. Proof
of
notice
of
meeting
2. Reading
of
the
minutes
3. Receiving
of
communications
4. Election
of
inspectors
of
election
5. Reports
of
officers

6. Reports of committees

1. Unfinished
business
2. Election
of
officers
and
new
members
of
the
Board
of
Directors
3. New
business
The
order
of
business

may
be
altered
or
abbreviated
at
the
discretion
of
the
President
or
acting
President.

Proposed

ARTICLE III – MEETINGS

Sec. 1 ANNUAL MEETING – There shall be an annual meeting of the Club in April each year for the election of Officers and members of the Board of Directors whose terms will expire on the 30th day of that April, and for the transaction of other business.

1. Notice of the meeting, including the time, date, and place shall be sent to the email address of each member at least 10 days and not more than 40 days before the meeting.
2. Members not having an electronic address may request the notice be conveyed to them by US mail.
3. Notice of the meeting shall be posted in the Calendar section of the OSC web site and in the Schussboomer, providing at least 10 days' notice to members.

Sec.1.1 ORDER OF BUSINESS – The order of business shall be as follows at the annual meeting:

1. Determine
that
a
quorum
exists
2. Proof
of
notice
of
meeting
3. Election
of
inspectors
of
election
4. Report
of

- Treasurer
5. Other business as required
 6. Election of Officers and new members of the Board of Directors

No changes in Sections 2, 3, 4, 5

Sec. 6 VOTING – Each adult member shall have one (1) vote. All questions, unless otherwise stated in these bylaws, shall be decided by a majority of the voting members present and those voting by absentee ballot. Absentee ballots shall be accepted solely for the purpose of electing Officers and Directors. (Refer to the OSC Absentee Ballot Procedure)-

Article IV - DIRECTORS

Reduces number of directors from 13 to at least 6 and not more than 9 directors. Board meetings are open to all club members. If a non-Board members wishes to speak at a Board Meeting, they must give the President at least 5 days notice before the meeting. The President may only vote to break a tie.

Current

ARTICLE IV – DIRECTORS

Sec. 1 NUMBER – The Board of Directors shall consist of the officers of the Club and thirteen (13) directors.

Sec. 2 ELIGIBILITY – To be eligible for a directorship of the Club, one must have been an adult member of the Club for at least one (1) year immediately preceding his/her election and to maintain his/her membership in good standing throughout his/her term of office.

Sec. 3 ELECTION OF DIRECTORS AND TERM – Nominations for directors shall

be made by a Nominating Committee and as otherwise provided pursuant to Article VII, Section 3 of these By-Laws. At each annual meeting of the Club a number of directors equal to the number of directors whose terms will expire on the next 30th of April shall be elected for a term of three (3) years, except that additional directors shall be elected to fill the un-expired terms of any vacancies under Article IV, Section 9. Any director may be reelected but not to exceed two (2) consecutive full terms. The members of the Board shall continue in office until their successors shall be duly elected and qualified. The immediate Past President shall automatically become a member of the Board of Directors.

Sec. 4 DUTIES OF DIRECTORS – The Board of Directors shall:

Hold Board meetings;

Admit members and suspend or expel them;

Approve the establishment of committees and appointment of committee chairpersons chosen from the membership of the Club;

Review and approve the budget, audit bills and disbursement of the funds of the Club;

Employ servants and agents;

Devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Club and to best protect the interest and welfare of the members;

Serve on committees as appointed by the President;

Fill vacancies on the Board of Directors in accordance with Article IV, Section 9.

Approve the purchase or sale of real property for the use and benefit of the Club.

Any purchase or sale of real property requires ratification by the membership at a membership meeting.

Sec. 5 MEETINGS OF THE BOARD – There shall be at least one meeting of the Board of Directors each month. Notice of meetings of the Board shall be posted at least 10 days prior such meeting in the Calendar section of the OSC website and shall set forth the place, date and time of the meeting. The President may, when he or she deems it necessary, or the Corresponding Secretary shall at the request in writing of five (5) members of the Board, issue a notice of special meeting of the Board. The Corresponding Secretary shall thereupon transmit in person or by telephone or by electronic mail a notice of the special meeting at least two (2) days before the special meeting date to each Officer and Board member.

SPECIAL ELECTRONIC MEETINGS OF THE BOARD – In the event that a matter is so urgent that it must be considered by the Board before the next regular Board Meeting an Electronic Meeting may be held, the following conditions must be met:

The meeting must be called by the President or First or Second Vice President;

The notice must contain the full text of any motion being proposed;

A quorum must respond agreeing to the meeting and vote on the matter;

The vote cannot be considered official until 72 hours after the notice was first sent;

Should five or more Board members object to this meeting prior to the votes being tabulated the results shall not be official;

The electronic technologies being used shall be established in advance of any such meeting(s), and modified from time to time as needed, by the Board of Directors.

Sec. 6 QUORUM – Ten (10) members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose an acting president for the meeting. If a quorum is not present at the scheduled meeting, no business may be acted upon. If pending business requires action, the President may reschedule the meeting. The Corresponding Secretary shall thereupon transmit in person or by telephone or by electronic mail a notice of the rescheduled meeting at least two (2) days before the rescheduled meeting date to each Officer and Board member.

Sec. 7 VOTING – Each director shall have one (1) vote. All questions shall be decided by a majority vote of the directors present in person unless otherwise herein prescribed.

Sec. 8 ABSENCE – Should any member of the Board of Directors be absent from three (3) meetings of the Board in a single year (fiscal) without a reasonable excuse therefore, and without sending a communication to the President or Recording Secretary stating the reason for such absences, and if said member's excuse should not be accepted by the Board, that seat on the Board may be declared vacant, and the Board of Directors may forthwith proceed to fill the vacancy, as provided under Section 9.

Sec. 9 VACANCIES – Whenever any vacancy occurs on the Board of Directors by death, resignation, or otherwise, it shall be filled by a majority vote by ballot of the remaining members of the Board at the next regular meeting of the Board. The person so chosen shall hold office until the next 30th of April.

Sec. 10 REMOVAL OF DIRECTORS – Any one or more of the directors may be removed by:

- a) A vote of two-thirds (2/3) of the members of the Club present at a special meeting of the Club called for that purpose; or
- b) A vote of three-fourths (3/4) of the directors present at a meeting of the Board of Directors called for that purpose.

Sec. 11 COMPENSATION OF DIRECTORS – Directors shall serve without compensation from the Club, but may be reimbursed for expenses.

Proposed

ARTICLE IV – DIRECTORS

Sec. 1 NUMBER –

1. The Board of Directors shall consist of the Officers of the Club, immediate Past President, with at least 6, and not more than 9 Directors.
2. The membership goal shall be to elect three Directors each year at the Annual meeting.

Sec. 2 ELIGIBILITY – To be eligible for a directorship of the Club, one must have been a voting member of the Club for at least one (1) year immediately preceding their election and must have maintained their membership in good standing throughout their term of office.

Sec. 3 ELECTION OF DIRECTORS AND TERM – Nominations for Directors shall be made by the Governance Committee and as otherwise provided pursuant to Article VII, Section 3 of these By-Laws.

1. At each annual meeting of the Club a number of Directors shall be elected for a term of three (3) years.
2. Any director may be re-elected, but not to exceed two (2) consecutive full terms.
3. The members of the Board shall continue in office until their successors shall be duly elected and qualified.
4. The immediate Past President shall become a voting member of the Board of Directors for a period of two years.
5. Directors shall be elected by plurality of the votes cast.

Sec. 4 DUTIES OF DIRECTORS – The Board of Directors (BOD) shall:

1. Hold Board meetings
2. Admit members and suspend or expel them
3. Approve the establishment of committees and the appointment of committee chairpersons chosen from the membership of the Club
4. Review and approve the budget and disbursement of the funds of the Club
5. Devise and carry into execution such measures as they deem proper and expedient to promote the Club's goals and to best protect the interest and welfare of the members
6. Serve on committees as appointed by the President
7. Fill vacancies on the Board of Directors in accordance with Article IV, Section 10
8. Approve the purchase or sale of real property for the use and benefit of the Club. Any purchase or sale of real property requires ratification by the membership at a membership meeting.

Sec. 5 MEETINGS OF THE BOARD – There shall be at least one Board of Directors

meeting each month.

1. Notice of meetings of the Board shall be posted at least 10 days prior in the Calendar section of the OSC website and shall set forth the place, date and time of the meeting.
2. The President may, when they deem it necessary, or the Corresponding Secretary shall at the request in writing of five (5) members of the Board, issue a notice of special meeting of the Board.
3. The Corresponding Secretary shall thereupon transmit in person or by electronic mail a notice of the special meeting at least two (2) days before the special meeting date to each Officer and Board member.
4. Board meetings are open to all members of the Club.
5. If a non-Board member wishes to speak at a BOD meeting, they must notify the President regarding their topic at least five days before the meeting.

Sec. 6 SPECIAL ELECTRONIC MEETINGS OF THE BOARD – If a matter is so urgent

that it must be considered by the Board before the next regular Board meeting, an Electronic Meeting may be held providing the following conditions are met:

1. The meeting shall be called by the President or Vice President.
2. The notice must contain the full text of any motion being proposed.
3. A quorum must respond agreeing to the meeting and vote on the matter.
4. The vote cannot be considered official until 72 hours after the notice was first sent.
5. Should five or more Board members object to this meeting prior to the votes being tabulated the results shall not be official.
6. The electronic technologies being used shall be established in advance of any such meeting(s), and modified from time to time as needed, by the Board of Directors.

Sec. 7 QUORUM – A majority of the members of the Officers and Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose an acting President for the meeting. If a quorum is not present at the scheduled meeting, no business may be acted upon. If pending business requires action, the President may reschedule the meeting. The Corresponding Secretary shall thereupon transmit in person or by electronic mail a notice of the rescheduled meeting at least two (2) days before the rescheduled meeting date to each Officer and Director.

Sec. 8 VOTING – Each Officer and Director shall have one (1) vote. The President may only vote to break a tie. All questions shall be decided by a majority vote of the BOD members present unless otherwise herein prescribed.

Sec. 9 ABSENCE – Should any member of the Board of Directors be absent from

three

(3) meetings of the Board in a single year (fiscal) without a reasonable excuse, and without sending a communication to the President or Recording Secretary stating the reason for such absences, and if said member's excuse should not be accepted by the Board, that seat on the Board may be declared vacant, and the Board of Directors may fill the vacancy, as provided under Section 10.

Sec. 10 VACANCIES – Whenever any vacancy occurs on the Board of Directors it shall be filled by a majority vote of the remaining members of the Board at the next regular meeting of the Board. The person so chosen shall hold office until the next 30th of April.

Sec. 11 REMOVAL OF DIRECTORS – Any one or more of the Directors may be removed by:

1. A vote of two-thirds (2/3) of the members of the Club present at a special meeting of the Club called for that purpose; or
2. A vote of three-fourths (3/4) of the Officers and Directors present at a meeting of the Officers and Directors called for that purpose.

Sec. 12 COMPENSATION OF DIRECTORS – They shall serve without compensation from the Club, but may be reimbursed for approved expenses supporting Club activities.

Article V - OFFICERS

Reduces number of Vice Presidents from two to one. Increases financial oversight by requiring Treasurer to provide monthly financial records to new position of Auditor. The Governance Committee appoints the Auditor.

Current

ARTICLE V – OFFICERS

Sec. 1 DESIGNATION – The officers of the Club shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Sec. 2 METHOD OF ELECTION – The members of the Club at the annual meeting shall elect all officers for a term of two (2) years, per Article V, Sec. 4. Officers shall be elected by a plurality of the votes cast for each office.

Sec. 3 ELIGIBILITY – To be eligible for the office of President, First Vice President, Second Vice President, and Treasurer, a nominee must have been an adult member of the Club for at least two (2) of the immediate preceding years. To be eligible for the office of Corresponding Secretary and the office of Recording Secretary, a nominee must have been an adult member of the Club for one (1) year IMMEDIATELY PRECEEDING. No officer shall hold any one office for more than two (2) consecutive terms.

Sec. 4 TERM OF OFFICE – The term of office of the officers shall be for two (2) years, with the President, Second Vice President, and Recording Secretary elected on the even year and the First Vice President, Treasurer, and Corresponding Secretary elected on the odd year, extended from the first day of May to the thirtieth day of April of the designated year.

Sec. 5 DUTIES OF THE OFFICERS – The duties and powers of the officers of the Club shall be as follows:

a) PRESIDENT – The President shall preside at the meetings of the Club and of the Board of Directors and shall be a member ex-officio, of all committees except the Nominating Committee. The President shall also, at the annual meeting of the Club and at such other times as the President deems proper, communicate to the Club or to the Board of Directors such matters and make suggestions as may tend to promote the best interests of the Club and its purposes, and shall perform such other duties as are necessarily incident to the office of President of the Club. The President shall appoint such committees as deemed necessary to carry out the work of the Club. Such appointments made by the President shall be subject to consent of the Board of Directors.

b) VICE PRESIDENTS -

The First Vice President shall assume all duties of the President in his/her absence or disability. He/she shall be responsible for the functioning and proper coordination of all committees.

The Second Vice President shall assist the First Vice President in the function of his/her duties and assume the duties of the First Vice President in his /her absence.

c) RECORDING SECRETARY – It shall be the duty of the Recording Secretary to keep a record of all meeting of the Club and of the Board of Directors; to notify the officers and directors of the Club of their election, and to notify members of their appointment to committees. The Recording Secretary shall be the keeper of the Seal of the Club.

d) CORRESPONDING SECRETARY – It shall be the duty of the Corresponding Secretary to conduct all correspondence directed by the officers of the Board of Directors and to give written notice of all meetings of the Board of Directors at least ten (10) days prior to the meeting date and to notify all members of the Club of

special meetings as specified elsewhere herein.

e) TREASURER – It shall be the duty of the Treasurer to

Receive and be custodian of all funds of the Club

Deposit all sums received in a bank or banks, approved by the Board of Directors

Disburse the funds of the Club upon the authorization of the Board of Directors

Keep an account of all monies received and expended

Make a report at the Annual Meeting or when called upon by the President or Board of Directors.

And serve as a chairperson of the Finance Committee.

Sec. 6 TREASURY CONTROL AND RECORDS – Funds in excess of twenty five hundred dollars (\$2,500.00) may be withdrawn from any account only upon the signature of both the Treasurer and the First Vice President or President. The funds, books and vouchers in the Treasurer's hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control or such inspection and as it may direct. At the expiration of the term of office the Treasurer shall deliver over to the Treasurer-elect all books, monies and other property, or, in the absence of the Treasurer elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro-tem.

Sec. 7 BOND OF TREASURER – The Treasurer shall, if required by the Board of Directors, give to the Club such security for the faithful discharge of duties as the Board may direct, but the expense of such security shall be borne by the Club.

Sec. 8 REMOVAL OF OFFICERS – Any one or more of the officers may be removed by a vote of three fourths (3/4) of the Directors present at a special meeting the Board of Directors call for that purpose. Alternatively, any one or more of the officers may be removed by a vote of two thirds (2/3) of the members of the Club present at special meeting of the Club called for that purpose.

Sec. 9 VACANCIES – All vacancies in any office, except the Presidency, shall be filled by the Board of Directors without undue delay, at its regular meeting or at a meeting specially called for that purpose.

Sec. 10 COMPENSATION OF OFFICERS – Officers shall serve without compensation from the Club, but may be reimbursed for expenses.

Proposed

ARTICLE V – OFFICERS

Sec. 1 DESIGNATION – The Officers of the Club shall be: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

Sec. 2 METHOD OF ELECTION – The members of the Club at the annual meeting shall elect the Officers per Article V, Sec. 4. Officers shall be elected by a plurality of the votes cast for each office.

Sec. 3 ELIGIBILITY – To be eligible for the office of President, Vice President, and Treasurer, a nominee must have been a voting member of the Club for at least two (2) of the immediately preceding years. To be eligible for the office of Corresponding Secretary and the office of Recording Secretary, a nominee must have been a voting member of the Club for one (1) year immediately preceding. No Officer shall hold any one office for more than two (2) consecutive terms.

Sec. 4 TERM OF OFFICE – The term of office of the Officers shall be for two (2) years.

1. The President and Recording Secretary shall be elected in even years.
2. The Vice President, Corresponding Secretary, and Treasurer shall be elected in odd years.

Sec. 5 DUTIES OF THE OFFICERS – The duties and powers of the Officers of the Club shall be as follows:

a) PRESIDENT – The President shall preside at the meetings of the Club and of the

Officers and Directors and shall be a member ex-officio of all committees except the Governance Committee.

1. The President shall also, at the annual meeting of the Club and at such other times as the President deems proper, communicate to the Club or to the Board of Directors such matters and make suggestions as may tend to promote the best interests of the Club

and
its
purposes,
and
shall
perform
such
other
duties
as
are
necessarily
incident
to
the
office
of
President
of
the
Club.

2. The
President
shall
appoint
such
committees
and
the
committee
chairperson(s),
as
deemed
necessary
to
carry
out
the
work
of
the
Club.
Committee
members
serve
at
the
pleasure
of
President.

3. Appointments

of
the
committee
chairpersons
and
members
made
by
the
President
shall
be
subject
to
consent
of
the
Board
of
Directors.

b) VICE PRESIDENT - The Vice President shall work cooperatively with the President and assume all duties of the President in their absence

c) RECORDING SECRETARY – It shall be the duty of the Recording Secretary to:

1. Keep
a
record
of
all
meetings
of
the
Club
and
of
the
Board
of
Directors
2. To
notify
the
Officers
and
Directors
of
the
Club

of
their
election.

d) CORRESPONDING SECRETARY – It shall be the duty of the Corresponding Secretary to conduct all correspondence directed by the Officers of the Board of Directors and to give notice of all meetings of the Board of Directors at least ten (10) days prior to the meeting date and to notify all members of the Club of special meetings as specified elsewhere herein.

e) TREASURER – It shall be the duty of the Treasurer to

1. Receive
and
be
custodian
of
all
funds
of
the
Club
2. Deposit
all
sums
received
in
a
bank
or
banks
approved
by
the
Board
of
Directors
3. Disburse
the
funds
of
the
Club
upon
the
authorization
of
the

Board
of
Directors

4. Keep
an
account
of
all
monies
received
and
expended
5. Make
a
report
at
the
Annual
Meeting
or
when
called
upon
by
the
President
or
Board
of
Directors
6. Serve
as
a
chairperson
of
the
Finance
Committee
and
schedule
quarterly
meetings
7. Provide
financial
records
to
the
Auditor
as
defined
in

Sec
6
Treasury
Control
and
Records
section
below

Sec. 6 TREASURY CONTROL AND RECORDS –

1. Funds in excess of twenty-five hundred dollars (\$2,500) may be withdrawn from any account only upon the signature of two of the following Officers: Treasurer, Vice President or Recording Secretary.
2. The funds, books and vouchers kept by the in the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control as it may direct.
3. The Governance Committee shall appoint a non-BOD member as an Auditor. It shall be the duty of the Auditor to:
 - a. Review the Club's financial records monthly as provided by the Treasurer
 - b. Report the results to the President (and a copy to the Treasurer)
 - c. Provide Treasurer backup support in case of absence or disability of the Treasurer
4. The Treasurer shall submit to the Auditor monthly, with copies to the President, detailed financial statements, current bank and investment statements, reconciliations, copies of quarterly and annual tax returns, and other financial documentation as requested by the Auditor.
5. At the expiration of the term of office, the Treasurer shall deliver to the Treasurer-elect or, in the absence of the Treasurer elect, to the President, all books, monies and other property.
6. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro-tem.

Sec. 7 BOND OF TREASURER – The Treasurer shall, if required by the Board of Directors, give to the Club such security for the faithful discharge of duties as the Board may direct, but the expense of such security shall be borne by the Club.

Sec. 8 REMOVAL OF OFFICERS – Any one or more of the Officers may be removed
by:

1. A vote of two-thirds (2/3) of the members of the Club present at a special meeting of the Club called for that purpose; or

2. A vote of three-fourths (3/4) of the Officers and Directors present at a meeting of the Officers and Directors called for that purpose.

Sec. 9 VACANCIES – All vacancies in any office, except the Presidency, shall be filled by the Board of Directors at its regular meeting or at a meeting specially called for that purpose.

Sec. 10 COMPENSATION OF OFFICERS – They shall serve without compensation from the Club, but may be reimbursed for approved expenses supporting Club activities.

Article VI -GOVERNANCE

No changes to Section 1 or 2. Responsibility of member to maintain contact information moved from Article VI, Section 3 to Article I, Section 3.

Current

Sec. 3 PUBLICATION(s) – The “Schussboomer”, in various forms, shall be the official publication of the Club. These forms shall include, but not be limited to, printed and mailed or hand delivered; incorporated into the Club web site; and/or e-mail. It shall be the responsibility of each member to keep their contact information up to date with the Membership Committee.

Proposed

Sec. 3 PUBLICATION(s) – The “Schussboomer”, in various forms, shall be the official publication of the Club. These forms shall include, but not be limited to, printed and mailed or hand delivered; incorporated into the Club web site and/or e-mail.

Article VII - COMMITTEES

Each Board member shall serve on at least one committee. Governance Committee is established. It takes over duties of former Nominating Committee. It is also responsible for conducting orientation of new board members, selecting Board Auditor, and recommending changes to Bylaws and Code of Conduct. Marketing Committee and Membership Committee are added to Bylaws.

Current

Sec. 1 POLICY – It shall be the policy of the Club that projects be carried out by committees of the members who shall operate by holding meetings and arriving at decisions by agreement of a majority of the committee. It shall be contrary to the

policy of the Club for Club projects to be carried out by one member. Regular reports of committees shall be made by the chairperson of each committee to and for the consideration of the Board of Directors. Each committee shall have a chairperson. The President shall appoint the members of the committee.

Sec. 2 COMPENSATION – Any person who serves on a committee shall do so without compensation from the Club, but may be reimbursed for expenses.

Sec. 3 THE NOMINATING COMMITTEE -

a) A Nominating Committee shall be appointed by the Board of Directors at their meeting in January of each year.

b) The Nominating Committee shall consist of at least five (5) members whose names shall be made public in the next Schussboomer following their appointment.

c) The Nominating Committee shall nominate one or more candidates for each office and for each directorship to be filled.

d) A written petition designating a person as a candidate for an office or directorship signed by no less than five (5) members shall be sufficient to nominate such person subject to the provisions of sub-section (f) below. Such petitions shall be invited from the membership by the Nominating Committee in the same issue of the Schussboomer in which the names of the Nominating Committee are made public. Such petitions must be submitted to the Nominating Committee no later than fifteen (15) days prior to the election.

e) Written notice of the names of those nominated by the Nominating Committee shall be posted on the OSC website and listed in the Schussboomer at least thirty (30) days prior to the election.

f) All persons nominated must agree to serve if elected.

Sec. 4 THE FINANCE COMMITTEE -

The Finance Committee shall recommend an annual budget to the Board of Directors and at each meeting of the Board of Directors advise the Board as to the financial conditions of the Club. The Treasurer shall serve as Chair of the Finance Committee.

Sec. 5 THE TRIP COMMITTEE -

a) The Trip Committee shall be comprised of at least two members of the Board of Directors and such other members as approved by the President.

b) The Trip Committee shall be responsible for reviewing and approving or denying

all proposals for Club-sponsored trips requiring the use of or advancement of funds from the Club.

c) The Trip Committee has the authority to approve the advance of Club funds to reserve a Club-sponsored trip up to two thousand dollars (\$2000.00) per trip, up to an aggregate limit as set by the Board of Directors in its annual budget. Funds advanced by the Club are to be repaid to the Club by those members participating in such Club-sponsored trip. Nothing in this section is intended to effect or impair the requirement of co-signators necessary to withdraw funds as provided in Article V Section 6, but the approval of the Trip Committee for the advancement of funds shall suffice in lieu of approval by the Board of Directors.

Sec. 6 THE LODGE COMMITTEE -

a) The Lodge Committee shall be comprised of at least two members of the Board of Directors and such other members as approved by the President.

b) The Lodge Committee shall be responsible for insuring, maintaining, repairing, improving and renting the Lodge, the real property upon which it sits, and all appurtenances.

c) The Lodge Committee shall have the authority to approve, in lieu of approval by the Board of Directors, an expenditure of Club funds as necessary for maintenance, operation, repairs or capital improvements to the Lodge up to the amount as established by the Board for such purpose in its annual budget. Expenditures of any greater amount require the approval of the Board of Directors, unless covered by insurance on the premises. Nothing in this section is intended to effect or impair the requirement of co-signators necessary to withdraw funds as provided in Article V Section 6.

d) Rates for the Lodge shall be established by the Board of Directors upon considering recommendations from the Lodge Committee and the Finance Committee.

Proposed

ARTICLE VII – COMMITTEES

Sec. 1 POLICY – It shall be the policy of the Club that projects be carried out by committees. It shall be contrary to the policy of the Club for Club projects to be carried out by only one member. Each committee chairperson shall submit a committee report for consideration at the monthly Board of Directors meeting. Each Board member shall serve on at least one committee.

Sec. 2 COMPENSATION – Committee members shall serve without compensation from the Club, but may be reimbursed for approved expenses supporting Club activities.

Sec. 3 GOVERNANCE COMMITTEE - A Governance Committee shall be appointed by the Board of Directors during the first quarter of each fiscal year. The appointments shall be listed in the next issue of the Schussboomer and the members shall serve until they are replaced in the first quarter of the next year.

1. The committee shall consist of a chairperson and at least four (4) members. All the members must have been on the Board within the previous five years, but not more than two (2) of them can be current board

members.

2. The duties of the Governance Committee shall be:

a. Direct the annual nominating process for Officers and Directors and:

i. Strive to nominate one or more candidates for each open Officer or Director's seat

ii. Allow nominations from the members for Officers and Directors by inviting written petitions designating a person as a candidate for an office or Directorship signed by no less than five (5) members. This petition shall be sufficient to nominate the person subject to the provision of sub-section (iv.) below. Such petitions must be submitted to the Governance Committee no later than fifteen (15) days prior to the election.

iii. All names of those nominated by this committee shall be posted on the OSC website and included in the Schussboomer not less than thirty (30) days prior to the election.

iv. The invitation will be in the same issue of the Schussboomer in which the names of the Governance Committee are published.

v. All nominated persons must agree to serve if elected

b. Conduct the orientation of each new Board member (Officers and Directors) as needed so they understand their responsibilities to help ensure the Club's continued prosperity

c. Select and recommend to the Board, a Club member (not a BOD member) or external contracted entity to be appointed Auditor (see the Auditor's responsibilities in the "Treasury Control and Records"; Article V, section 6 above)

d. Review these Bylaws and recommend any changes to the Board when deemed necessary

e. Review the Code of Conduct and recommend any changes to the Board when deemed necessary

Sec. 4 FINANCE COMMITTEE - The Finance Committee shall recommend an annual

budget to the Board of Directors. The Treasurer, at each meeting of the Board of Directors, shall advise the Board as to the financial conditions of the Club. The committee shall meet quarterly as scheduled by the Treasurer.

Sec. 5 TRIP COMMITTEE -

1. The
Trip
Committee
shall
be
comprised
of
at
least
two
members
of
the
Board
of
Directors
and
such
other
members
as
approved
by
the
President.
2. The
Trip
Committee
shall
be
responsible
for
reviewing
and
approving
or
denying
all
proposals
for
Club-
sponsored
trips
requiring
the
use
of
or
advancement

of
funds
from
the
Club.

3. The
Trip
Committee
has
the
authority
to
approve
the
advance
of
Club
funds
to
reserve
a
Club-
sponsored
trip
up
to
two
thousand
dollars
(\$2,000)
per
trip,
up
to
an
aggregate
limit
as
set
by
the
Board
of
Directors
in
its
annual
budget.
Funds
advanced
by

the
Club
are
to
be
repaid
to
the
Club
by
those
members
participating
in
such
Club-
sponsored
trips.

4. Nothing
in
this
section
is
intended
to
affect
or
impair
the
requirement
of
cosigners
necessary
to
withdraw
funds
as
provided
in
Article
V
Section
6,
but
the
approval
of
the
Trip
Committee
for

the
advancement
of
funds
shall
suffice
in
lieu
of
approval
by
the
Board
of
Directors.

Sec. 6 LODGE COMMITTEE -

1. The
Lodge
Committee
shall
be
comprised
of
at
least
two
members
of
the
Board
of
Directors
and
such
other
members
as
approved
by
the
President.
2. The
Lodge
Committee
shall
be
responsible
for
insuring,

maintaining,
repairing,
improving
and
renting
the
Lodge,
the
real
property
upon
which
it
sits,
and
all
appurtenances.

3. The
Lodge
Committee
shall
have
the
authority
to
approve,
in
lieu
of
approval
by
the
Board
of
Directors,
an
expenditure
of
Club
funds
as
necessary
for
maintenance,
operation,
repairs
or
capital
improvements
to
the

Lodge
up
to
the
amount
as
established
by
the
Board
for
such
purpose
in
its
annual
budget.
Expenditures
of
any
greater
amount
require
the
approval
of
the
Board
of
Directors,
unless
covered
by
insurance
on
the
premises.
Nothing
in
this
section
is
intended
to
effect
or
impair
the
requirement
of
cosigners
necessary

to
withdraw
funds
as
provided
in
Article
V
Section
6.

4. Rates
for
the
Lodge
shall
be
established
by
the
Board
of
Directors
upon
considering
recommendations
from
the
Lodge
Committee
and
the
Finance
Committee.

Sec. 7 MARKETING COMMITTEE - The Marketing Committee shall include at least one member of the Board of Directors. The Committee's responsibilities include:

1. Assisting
in
activities
and
projects
to
promote
public
awareness
of
OSC
2. Working
with
the

Membership
Committee
to
increase
the
number
of
new
members
and
retain
the
current
ones

3. Soliciting
new
advertising
and
maintaining
the
relationship
with
the
advertiser
4. Promoting
Club
patronage
of
sponsors
and
advertisers

Sec. 8 MEMBERSHIP COMMITTEE - The Membership Committee shall include the Chairperson serving as Membership Registrar. This committee's responsibilities include:

1. Processing
membership
applications
and
maintaining
the
membership
records
2. Collecting
dues
and
taxes
when
members
enroll

or
renew
in
person
and
submitting
those
dues
and
taxes
promptly
to
the
treasurer
or
depositing
monies
to
the
Club's
bank
account
and
promptly
provide
the
Treasurer
with
accompanying
receipts

3. Distributing
membership
cards
to
members
as
deemed
appropriate

4. Maintaining
contact
and
working
with
a
selected
regional
ski
council

5. Providing
the
official

membership
list
to
the
Governance
Committee
for
the
election
of
Officers
and
Directors

ARTICLE VIII – AMENDMENTS

Governance Committee may propose amendment to bylaws or Certificate of Incorporation. Enumerated Section 1 for clarity.

Current

ARTICLE VIII – AMENDMENTS

Sec. 1 NOTICE – These By-Laws and the Certificate of Incorporation may be amended at the annual or at a special meeting. The meeting shall conform to the Article III of this document. Notice of By-Laws Amendments Proposal shall contain the text of any section for which an amendment is being proposed, the text of the proposed amendment, and the description of the purpose of the proposed amendment. The amendment proposal shall be posted on the OSC website and in the Schussboomer at least 10 days prior to the meeting for voting. Adoption of the proposed amendment shall require two thirds (2/3) vote of the members present and voting.

Sec. 2 INITIATION – An amendment of these By-Laws or the Certificate of Incorporation may be proposed by the Board of Directors or by a petition signed by at least fifteen (15) Club members.

Proposed

Sec. 1 NOTICE –

1. These bylaws and the Certificate of Incorporation may be amended at the annual or at a special meeting. The meeting shall conform to the Article III of this document.

2. Notice of Amendments to the Bylaws shall contain the text of any section for which an amendment is being proposed, the text of the proposed amendment, and the description of the purpose of the proposed amendment.

3. The amendment proposal shall be posted on the OSC website and in the Schussboomer at least 10 days prior to the meeting for voting.
4. Adoption of the proposed amendment shall require two thirds (2/3) vote of the members present and voting by a show of hands.

Sec. 2 INITIATION – An amendment of these bylaws or the Certificate of Incorporation may be proposed by the Board of Directors, by the Governance Committee, or by a petition signed by at least fifteen (15) Club members.

Proposed Change: Articles of Incorporation

Update and clarify Point 5. to reflect change in number of board members.

Current Point 5.

The number of its directors is to be not less than eighteen (18) and not more than twenty (20).

Proposed Point 5.

The Board of Directors shall consist of the Officers of the Club, immediate Past President, with at least 6, and not more than 9 Directors.

Schussboomer is published monthly. Members may run free Classified Ads, 30 words or less, for 2 months. Copy deadline is last Tuesday of preceding month. Send content and comments to Mary Begley, editor, at mphb@aol.com. Include Schussboomer in e-mail header.

Members may also post more detailed classified ads on the web site's [classified forum](#)

OSC Governance "About Us" tab at top of [home](#) web site page leads to information on the people, policies and procedures that keep OSC going. Here's link to [OSC Officers and Board](#). Here's link to approved [Board Meeting minutes](#). Please take time to review our [Code of Conduct](#). It applies at all Club events.

Mission Statement: Onondaga Ski Club's mission is to organize and facilitate year-round outdoor activities and social gatherings for an adult membership based in Central New York. Although OSC is a not-for-profit 501 (c) (7) corporation, donations to Onondaga Ski Club are not tax deductible as charitable contributions. Our Vermont Room Tax Identification number is 23-7161255. As required by the IRS, our last three years of Form 990, Return of Organization Exempt From Income Tax, are available upon request. Submit requests to the Treasurer, Mary Begley, at treasurer.onondagaskiclub@gmail.com.

Follow this link to visit us online and learn how to [join](#).

©2019 Onondaga Ski Club | PO Box 8025 Teal Station, Syracuse, NY 13217

[Web Version](#)

[Preferences](#)

[Forward](#)

[Unsubscribe](#)

Powered by **Mad Mimi**®
A GoDaddy® company