

METROPOLITAN DETROIT SKI COUNCIL, INC.

By-Laws

By-Laws revision as approved at the September 7, 2010 meeting

ARTICLE B1: MEETINGS

Section 1: Regular Meetings

- a) Regular meetings of the Council shall be held on the first Tuesday of each month, January through June, and August through December.
- b) A Board of Directors, consisting of MDSC officers and other Directors shall conduct MDSC business. Actions taken by the Board are subject to approval of the Board of Delegates at its regular meetings.

Section 2: Procedure

Meetings will be conducted in accordance with parliamentary procedure as defined by "Roberts Rules of Order." Clarification and interpretation of "Roberts Rules of Order" will be made by the Parliamentarian.

Section 3: Notice

The Board of Delegates will be given notice via email at least ten (10) days in advance of any special meeting or meetings at which the following are scheduled for consideration: (a) Elections; (b) a vote on proposed changes to the Constitution or By-Laws.

Section 4: Attendance Register

A record of attendance will be taken at each meeting as provided by the Constitution.

Section 5: Order of Business

The order of business at each regular meeting of the Board of Delegates will be as follows:

- a) Roll call.

- b) Reading of minutes of the last preceding meeting, which may be waived by the presiding officers in the absence of any objections.
- c) Reports of officers and directors.
- d) Transaction of any other business brought before the Board of Delegates.
- e) Adjournment.

Section 6: Special Meetings

A special meeting of the Board of Delegates may be called at any time by the President or by a number equal to 20% of the Board of Delegates. Notice of the meeting, its date and purpose, shall be provided by email to each member of the Board of Delegates and each Council Officer by the persons calling the meeting. Notice must be emailed ten (10) days in advance of the date of the proposed meeting. Action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 7: Notices

All notices required to be given by a provision of these By-Laws shall be deemed duly served when the same has been emailed to the sendee at his, or her, or its last email address appearing upon the membership record of this corporation. All MDSC notices will also reside on the MDSC website.

Section 8: Waiver of Notices

Notice of the time, place and purpose of any meeting of the Board of Delegates may be waived by any form of writing howsoever received or by appearance at the meeting. Written notice shall be valid whether received before, during or after such meeting has been held.

ARTICLE B2: ATTENDANCE AT MEETINGS

Section 1: Regular Member Clubs

As a commitment of membership, Regular Member clubs shall not miss four (4) consecutive meetings or seven (7) total meetings during the course of a calendar year. A calendar year is January through December inclusive. Failure to comply with the above shall constitute removal of the club from Council membership.

Section 2: Associate Member Clubs

As a commitment of membership, Associate Member clubs are required to attend at least two (2) meetings per calendar year. This requirement is waived for clubs located in Ontario Canada or those over 75 miles away from the meeting location.

Section 3: Racing Clubs

As a commitment of membership, Racing clubs are required to attend at least one (1) meeting per quarter each calendar year.

ARTICLE B3: QUORUM

A majority (51%) of the Regular & Associate Member club delegates must be present at a meeting to constitute a quorum for the transaction of business. The acts of the present clubs, including the associate clubs, shall be the acts of the Council.

ARTICLE B4: VOTING, ELECTIONS AND PROXIES

Section 1: Voting

Each member club shall have one (1) vote vested in the delegate, or in his/her absence, the alternate delegate, club President or qualified club representative. There will be (1) vote per club.

Section 2: Inspectors

At a meeting of the Board of Delegates called to elect officers, the president shall appoint not more than three (3) inspectors. The inspectors shall receive and count the votes and shall determine the result. Their certificate of any vote shall be accepted as evidence thereof. If the right of any person to vote for officers at such meeting shall be challenged, the inspector shall determine such right.

Section 3: Tiebreakers

Whenever a tabulation of the votes on any matter, except the election of officers, reveals that there is a tie, the President shall cast his vote to break the tie. In the matter of the Election of Officers, the President will cast his vote along with the ballots of the Board of Delegates, but it will be isolated, only to be used in the event of a tie.

Section 4: Proxies

Proxy votes shall not be allowed.

Section 5: Election of Officers

The election of officers shall take place at the first meeting in April. New officers shall take office at the next scheduled meeting.

Section 6: Eligibility of Officers

Candidates for an office in the MDSC must possess at least one (1) of the following qualifications:

- a) The President of a MDSC club within the past three (3) years.
- b) A MDSC delegate within the past three (3) years.
- c) A MDSC officer within the past three (3) years who has not served more than the past two (2) terms as the holder of the office for which he is a candidate.
- d) A MDSC director or committee chairperson within the past three (3) years.
- e) A member of a MDSC club, of at least three (3) years standing.

Any questions of eligibility shall be resolved by the Board of Inspectors.

ARTICLE B5: GOVERNMENT AND MANAGEMENT

Section 1: Government and Business of the Council

The government and business of the Council shall be directed by the Board of Delegates and managed by its Board of Directors. The Boards shall possess such powers and authority, in addition to the powers and authority herein specifically prescribed, as may be necessary for the complete execution of the purpose of this Council, as limited by the By-Laws and Constitution duly made. The Council Fiscal Year (FY) shall be from April 1 to March 31.

Section 2: Composition of Board of Delegates

The Board of Delegates shall consist of one delegate from each member club. In the absence of a delegate, the alternate delegate or club President for that member club shall have his powers.

- a) In order to qualify as a delegate or alternate delegate, that person must present to the MDSC Secretary, a statement signed by their club Secretary stating that they are the appointed delegate or alternate delegate of the member club.
- b) The manner of the election or appointment of the delegate and alternate delegate shall rest with the member club.
- c) Any delegate or alternate delegate may be removed by a majority vote of the whole Board of Delegates. Written notice of such proposed action must be forwarded to the delegate and to the member club at least thirty (30) days before such action shall be taken. A fair opportunity to be heard shall be afforded the member.
- d) A delegate or alternate delegate is automatically removed from the Board of Delegates when the member club, which they represent, is no longer in good standing.

Section 3: Removal by Member Clubs

Member clubs shall have the right to remove their delegate and/or alternate delegate.

ARTICLE B6: MEMBERSHIP AND DUES

Section 1: Club Membership

Any eligible club, after having complied with the rules of the membership as stated in the Constitution, may be elected to membership in the Council by a majority vote of the delegates at any meeting at which a quorum is present.

Section 3: Business Membership

Businesses who have shown a desire to become members of the Council, and who have met the requirements for membership stated in the Constitution, may be elected to non-voting membership by a majority vote of the delegates at any meeting at which a quorum is present.

Section 5: Membership Dues

a) The dues of all members shall be payable annually on the first Tuesday of September of each year. Annual dues shall be set by the Board of Directors with the approval of the Board of Delegates. There will be an initiation fee of \$55.00 to new clubs. The renewal fee for all clubs shall be \$40.00.

b) Any member in default of payment of dues shall be placed on probation, and if, after written notice, such default is not corrected within a period of ninety (90) days, the membership of that member shall automatically terminate.

c) Announcement of non-payment of dues at regular Council meetings shall be considered sufficient notice.

Section 6: Late Fees

Member clubs shall incur a \$15.00 late fee if dues are not paid on or before the first Council meeting, the 1st Tuesday in October. For each subsequent month that dues are not received, an additional \$15.00 fee shall be assessed, up to a maximum fee of \$45.00.

Section 7: Membership Entitlement

Ski trips and activities that are advertised or sponsored through the MDSC will be open to any eligible MDSC club member at the same cost as the sponsoring club(s).

ARTICLE B7: POWERS

Section 1: Power to Make By-Laws

The Board of Delegates shall have power to make and alter any By-Law or By-Laws, including the fixing and altering of the number of delegates, provided that the Board of Delegates shall not make or alter any By-Laws fixing the qualifications, classifications or term of office of any member of the then existing Board of Delegates.

Section 2: Power to Appoint Directors

The President shall have power to appoint such Directors, as he/she may deem necessary for transaction of the business of the Council. Appointments shall not be effective until they have been approved by a majority vote of the delegates at a meeting at which a quorum is present.

Section 3: Removal of Directors

Any appointed Director may be removed by the President, when in the judgment of the President, the business interest of the Council has been served. Such removal shall not be effective until it has been approved by a majority vote of the delegates at a meeting at which a quorum is present.

Section 4: Power to Require Bonds

The Board of Delegates may require any officer, director or any person acting as an agent for the Council, to file with the Council a satisfactory bond conditioned for faithful performance of his duties. Costs of said bond are to be borne by the Council.

Section 5: Removal of Elected Officers

Any elected officer may be removed from office by a two-thirds (2/3) vote of all the delegates. Grounds for removal shall be failure to perform duties in accordance with the Constitution and/or its By-Laws and failure to act in a manner in conformity with the best interests and ideals of the Council.

The officer shall be notified in writing of the charges made against him/her. Said notice shall be signed by a minimal number equal to 20% of the Board of Delegates.

Every opportunity shall be given that officer to clear charges made against him/her.

Said notice shall be made available to each member club and sufficient time shall be given for full consideration before the issue is brought to a vote. Sufficient time shall be a minimum of two (2) meetings after formal notification of each member club.

ARTICLE B8: EXECUTIVE OF INSTRUMENTS

Section 1: Checks, Drafts and Orders for Payment of Money

Check requests are to be submitted in writing and require the approval by a board member. Two (2) board members' approval are required if the amount is over \$1500

All checks, drafts, and orders for payment of money shall be signed in the name of the Council by its Treasurer OR by one other officer.

Section 2: Contracts, Conveyances, etc.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or Vice President and the Secretary may execute the same in the name and behalf of the Council. The President, subject to the approval of the Board of Delegates, shall have power to designate the officers, directors and agents who shall have authority to execute any instrument on behalf of the Council.

ARTICLE B9: DUTIES OF OFFICERS

Section 1: President

The President shall supervise the Council business, is Chairman of the Board of Delegates, preside at all regular and special meetings and shall have a deciding vote in case of a tie. In the absence of the President, the Vice President Administration, Vice President Activities, Secretary and Treasurer, in that order, shall discharge the duties of the President. In the absence of the President, Vice Presidents, Secretary or Treasurer from any Board of Delegates meeting, the board shall elect a chairman pro-tem.

Section 2: Vice President Administration

The Vice President Administration shall preside at all regular and special meetings of the Council in the absence of the President. He/she shall be responsible to the President and the Board of Delegates for those activities that normally include social, community relations, ski show and publications. This list is not intended to be mutually exclusive. The President, with the consent of the Board of Delegates, shall have the right to amend those duties.

Section 3: Vice President Activities

The Vice President Activities shall preside at all regular and special meetings of the Council in the absence of the President and Vice President Administration. He/she shall be responsible to the President and the Board of Delegates for those activities that normally include Travel, Travel Roundup, Carnival, USSA and the Michigan Alpine Competition Committee. This list is not intended to be mutually exclusive. The President, with the consent of the Board of Delegates, shall have the right to amend those duties.

Section 4: Secretary

The Secretary shall be responsible for the taking and preserving of minutes of all meetings of the Board of Delegates, the correspondence of the Council and attend to such other business, as may be incidental to the Office of Secretary. The Secretary shall also receive and transmit communications to Council officers and affiliated clubs.

Section 5: Treasurer

The Treasurer shall have the custody of Council funds and be responsible for same. No one shall incur bills without necessary authorization as specified in the By-Laws. The Treasurer shall secure complete and proper vouchers thereof. The Treasurer shall receive all money due the Council or contributed thereto and give full receipt therefore. The Treasurer shall keep full and accurate financial accounts, make an annual report in writing and make such reports as the Board of Delegates may request. Financial transactions shall be conducted in conformity with rules set by the Board of Delegates.

The Treasurer MAY maintain a petty cash fund not to exceed \$100 with expenditures for same being accounted to the President.

ARTICLE B10: DUTIES OF DIRECTORS

Section 1: Past President

The immediate Past President shall serve as a member of the Board of Directors for one (1) year after the election of his/her successor. He/she shall advise and assist the officers when requested.

Section 2: Parliamentarian

The Parliamentarian shall be appointed by the President with the approval of the Board of Delegates. He/she shall clarify and interpret the rules of order under which meetings are conducted. He/she shall also clarify and interpret the Constitution and By-Laws of the Council.

ARTICLE B11: STANDING AND OTHER COMMITTEES

The President shall appoint standing and/or special committees as may be necessary for good Council government. These committees shall investigate such matters as may be submitted to them and shall make reports and necessary recommendations to the Board of Delegates.

ARTICLE B12: GENDER CLAUSE

Wherever the masculine has been used in the Constitution and its By-Laws, such use must be interpreted to mean either male or female as if stated in that manner.

ARTICLE B13: AUDIT

Section 1:

On or before June 1 of each calendar year, two (2) representatives of the Council Board of Delegates, elected by said Board, shall audit the prior FY financial records of the Council and shall present a report to the Board of Delegates.

Section 2:

In addition to the regular committee chairman reports and any other reports requested by the Board of Delegates, any standing committee of the Council which maintains its own financial accounts in its own name and not under the direct control of the Treasurer of the MDSC, shall provide the following written reports to the Board of Delegates to be included in the Board minutes:

a) At the beginning of each committee season, but no later than the first meeting of October:

1) A report of the budgeted revenues and expenditures for the forthcoming year;

2) A report of goals of the committee to further the Council purposes under Article 2 of the Constitution;

b) At the end of the committee season, but no later than the first meeting of the Board of Delegates in May unless extended by the Board of Delegates:

1) A report of actual revenues and expenditures for the completed season or the season to that date;

2) A report of activities accomplished furthering the Council purposes under Article 2 of the Constitution.

If the Board rejects, for any reason, the reports of its committees, the Board shall then direct the committee as to what action it shall take to have an acceptable report.

* * END OF MDSC BY-LAWS * * *
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