

OHIO VALLEY SKI COUNCIL BYLAWS

ARTICLE I. OFFICERS AND COMMITTEES

SECTION 1. NOMINATION, ELECTION, TERMS, REMOVAL AND REPLACEMENT OF OFFICERS:

A. Nominations:

(1) A written request for nominations for President, Vice President, Secretary, and Treasurer will go out from the OVSC President to all constituent Clubs' boards prior to the OVSC Board meeting immediately preceding the Annual OVSC Board meeting. The slate of nominations will be prepared at the OVSC Board meeting immediately preceding the Annual OVSC Board meeting by nominations from individual club representatives.

(2) A written request for nominations for Racing Director, North American Trip Director, International/Summer Trip Director, and Weekend Trip Director will go out from the OVSC President to all constituent Clubs' boards prior to the Annual OVSC Board meeting. The slate of nominations will be prepared at the Annual OVSC Board meeting by nominations from individual club representatives.

(3) Nominations for a particular office will be closed at the OVSC Board meeting at which the slate for that office is prepared, unless there are no nominations for that office at that time, in which case nominations will be permitted up to the time of election.

B. Elections:

(1) The election of President, Vice President, Secretary, and Treasurer shall take place at the Annual OVSC Board meeting. Balloting will be in the following order: President, Vice-President, Secretary, and Treasurer.

(2) The election of Racing Director, North American Trip Director, International/Summer Trip Director, and Weekend Trip Director shall take place at the meeting following the Annual OVSC Board meeting. Balloting will be in the following order: Racing Director, North American Trip Director, International/Summer Trip Director, and Weekend Trip Director.

(3) Officers will be elected by a majority vote of constituent club representatives. If after three ballots (to be taken during the same board meeting) no candidate for a particular office has received a majority vote, a run-off election shall be held at the same board meeting between the two candidates receiving the greatest number of votes on the last ballot.

(4) Voting will be by open ballot for uncontested offices and by closed ballot for contested offices.

C. Terms of Office:

(1) The terms of office of the President, Vice President, Secretary, and Treasurer shall commence at the conclusion of the Annual OVSC Board meeting, at which such elections take place, and each shall continue to serve through the next Annual OVSC Board meeting or until his or her successor is duly elected and begins to serve.

(2) The terms of office of the Racing Director, North American Trip Director, International/Summer Trip Director, and Weekend Trip Director shall commence at the conclusion of the OVSC Board meeting at which such elections take place and shall continue through the next OVSC Board meeting at which such elections take place or until his or her successor is duly elected and begins to serve.

(3) The International/Summer Trip Director and North American Trip Director terms shall each be for two years. The International/Summer Trip Director election will take place on the even years, and the North American Trip Director election shall take place on the odd years.

(4) Each outgoing officer will be responsible for overseeing and fulfilling all duties provided for in the OVSC Constitution for any activities approved but not yet completed, despite the election of a successor.

D. Removal from Office:

An officer may be removed from office by the OVSC Board for failing to fulfill his or her duties or for other just cause. Any OVSC officer or Board Member may initiate removal proceedings by delivering a written request, specifying the grounds asserted for removal, to the President and Secretary of the OVSC. The President shall circulate such charges to all OVSC officers and Board members, along with a notice of the time and place of the meeting of the OVSC Board at which such charges shall be considered, which meeting shall not be sooner than 15 days after the date of such notice. The officer charged shall be entitled to speak on his or her behalf at such meeting, but if such officer is also a Board member, he or she shall not cast the vote of his or her club on the issue. Removal of an officer requires a 3/4 vote of constituent club representatives present and voting.

E. Vacancies:

If an office becomes vacant for any reason, the President shall in writing notify each constituent club's board of the vacancy and call for nominations for a permanent replacement. Nominations for the permanent replacement shall remain open until the next OVSC Board meeting and shall be made by constituent club representatives. At such meeting the OVSC Board shall elect a permanent replacement according to the procedures set forth for regular elections. The term of office of the permanent replacement shall commence immediately upon his or her election, and shall continue through the next OVSC Board meeting at which a regular election for that office is scheduled to occur, or until his or her successor is duly elected and begins to serve. The President, to ensure completion of on going events, may appoint an interim officer to

serve until a permanent replacement is elected. This appointment shall be made by written notice to all constituent clubs' boards.

SECTION 2. COMMITTEES:

A. Racing Committee:

The Racing Committee shall consist of the elected Racing Director and committee members, one designated from each club participating in the OVSC racing program. The responsibilities of the committee shall include, but not be limited to: establishment of racing rules and procedures; development of the racing schedule; preparation of an annual racing budget; providing racing results to the publicity chairperson for distribution; and such other duties as may be specified by the OVSC Board. All aspects of the OVSC racing program are subject to OVSC Board approval.

B. Publicity Committee:

The President shall recommend a chairperson for this committee with the approval of the Board. The responsibility of this committee shall include, but not be limited to, dissemination of information on Board and other OVSC activities to the clubs' newsletter editors for inclusion in club newsletters and web sites, when directed by the Board or the President to do so.

C. Special Committees:

With the approval of the Board, the President may form committees and appoint members and chairpersons not otherwise provided for in these By-Laws.

ARTICLE II. FINANCES

SECTION 1. BANKING AND RESERVES:

All funds not needed for immediate cash flow shall be deposited in a federally insured account bearing interest from time of deposit to time of withdrawal. This financial institution shall be selected by the Treasurer and approved by the Board. All interest income received shall be used as income for the administrative operating budget. The OVSC shall maintain a reserve level equal to three (3) years of the annual budget.

SECTION 2. BUDGET AND EXPENDITURES:

A. Financial Philosophy:

The OVSC shall operate with a balanced budget and all activities will be self-sustaining. Administrative expenses of all activities are to be included in the annual budget. Non-administrative expenses for activities may be raised in any of these three ways: by club participation; by individual participation; or by contribution through sponsorship. The

decision for which method to be used for a particular activity will be made by the Board.

B. Budget Items:

The financial assets and resources of the OVSC shall be devoted only to the specifically delegated duties and responsibilities of the OVSC listed below, except as may be provided elsewhere in these bylaws:

(1) administrative expenses of operating the OVSC, such as circulating notices, agendas, minutes, and reports; correspondence, postage and shipping charges; official fees and assessments; bank charges; necessary office supplies and services; fidelity bonding; legal and accounting fees.

(2) administrative expenses of conducting seminars and leadership conferences for the exchange of information among ski clubs, not to include travel expenses.

(3) administrative expenses of promoting ski trips, without obligating the OVSC as the sponsoring or chartering agent and without expense or risk to OVSC.

(4) administration of inter-ski club racing program. (The OVSC Racing Director and an assistant in charge of data entry shall be reimbursed for half the cost of reasonable and customary lodging plus half the current IRS approved mileage rate for attendance at local OVSC races. Reasonable and customary lodging costs shall be jointly determined by the Racing Director and Treasurer, with disputes being resolved by the President.

(5) administrative expenses of the encouragement of skiing and snowboarding through the sponsorship of OVSC activities.

(6) administrative expenses of promoting non-skiing activities such as tennis, softball, etc., among member clubs.

(7) conducting the annual OVSC Summit.

C. Budget Approval:

The proposed annual budget will be prepared by the OVSC Treasurer in consultation with the other officers and chairpersons. The budget will be submitted for review to all constituent clubs' Boards before the Annual OVSC Board meeting, and will be acted upon at the Annual OVSC Board meeting. In the event that there is a challenge to the legitimacy of any budget item by at least two (2) Board members, the Board may delete such item by majority vote. The budget must be passed by a 2/3 vote of constituent club representative present and voting.

D. Expenditure Approval:

All expenditures that are not within the budget categories listed above require advance

approval by a 3/4 vote of constituent club representatives present and voting.

SECTION 3. DUES:

A. Assessment:

The Board of Directors shall have the authority to assess dues on its constituent clubs for each fiscal year, in amounts reasonably necessary to cover approved budgets and required reserves. Dues shall be assessed on a per capita basis, with the membership of each club for this purpose to be determined as the number of individual members of that club that are 21 years of age or older at the time of assessment.

B. Collection:

Dues will be collected from the constituent clubs in two installments. The first installment shall reflect the clubs' memberships as of November 1, and shall be payable by December 1. The second installment shall reflect the clubs' memberships as of March 1, and shall be payable by April 1.

ARTICLE III. TRIPS AND ACTIVITIES

SECTION 1. OVSC SPONSORED ACTIVITIES:

A. Trip Promotion

(1) The OVSC may promote trips and activities that member clubs cannot or do not undertake. The President, with the approval of the Board, shall appoint a chairperson for each such activity that does not fall under an elected position. Individual clubs may participate in these activities at their own discretion. Participation in all OVSC sponsored activities is open to all members of the constituent ski clubs in the OVSC, unless otherwise specified in these Bylaws. Programs and rules for each activity must be submitted to the Board for approval prior to the event.

B. Non-Adult Participants

(1) Any deviation from the standard room arrangement has to be accepted by every paying occupant. This includes children, any increase above double or maximum occupancy, i.e., non-paying person(s) and couch sleepers

SECTION 2. CLUB SPONSORED TRIPS OPEN TO OVSC:

Members of any OVSC constituent club are eligible to participate in the trips, activities and events sponsored by other OVSC member clubs in accordance with the specific protocol of each club with regard to signing up and/or making reservations.

Each member club shall be totally responsible for its own, independent trips, activities, and events. The OVSC shall assume no financial or legal obligation or responsibility associated with such. Each club shall notify the OVSC Vice President of the club's trips and major activities and events as soon as such are firmly established, and the OVSC Vice President shall make the information available to all member clubs in a timely manner. For any trip, activity, or event, any unanticipated charges, fees, or compensation ('comp') distribution shall be assessed or distributed equitably among all participants without regard for club affiliation.

SECTION 3. COMPLIMENTARY AND FAMILIARIZATION TRIPS:

A. Complimentary Trip Policy

(1) The OVSC Trip Director responsible for each trip (or the individual designated by the Board to be responsible) shall receive a full package for earned comp trip components. If not taken care of directly by the tour company or resort, then the tour company or resort shall deduct the double occupancy cost of the OVSC representative's trip from the earned comp amounts before comp payments are made to the OVSC.

(2) The remaining monetary value of all comps shall be divided among all participating clubs in proportion to their contributions to the earned comp totals amounts.

B. Familiarization Trip Policy:

Reduced-cost or complementary familiarization ("Fam") trips offered to the OVSC shall be distributed based on the following policy:

(1) The first Fam space will go to the appropriate OVSC trip director, i.e., North American, International/Summer or Weekend, based on the destination and purpose of the ultimate trip(s) being targeted by the tour operator or resort area.

(2) Additional Fam spaces will be distributed among the member clubs, in proportion to their past history of participation in the program area involved (to the extent possible), or in proportion to their actual/expected participation, if that is known. Further, the member clubs shall be given sufficient notice to properly choose their representatives for this Fam trip.

(3) OVSC officers and Board Members are eligible to represent their member clubs on Fam trips.

(4) In cases where there are Fam spaces exceeding the number required to satisfy subparts (1) and (2) of this policy, then the OVSC Board may select additional participants. However, no OVSC officer or Board member (except for the Trip Director directly involved) may receive more than one Fam space each fiscal year, unless all other eligible candidates decline.

Anyone participating in a Fam trip is required to submit a written report to the Board covering what he or she learned on the trip.

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