

CONSTITUTION OF THE OHIO VALLEY SKI COUNCIL, INC.

ARTICLE I. Name:

The name of this corporation shall be the Ohio Valley Ski Council, Inc. The corporation may be known and referred to as the “OVSC” or the “Council.”

ARTICLE II. Purpose:

The purpose of the Ohio Valley Ski Council is to promote skiing, snowboarding, and other recreational activities by undertaking programs and services for the benefit of its constituent ski clubs and their members.

ARTICLE III. Membership:

Section 1. The Ohio Valley Ski Council shall be composed of ski clubs that meet qualifications set forth in this Constitution, that have been duly admitted to membership in the Council, and that have not resigned or been expelled from the Council as set forth in this Constitution. The constituent clubs shall be identified on a roster attached to this Constitution, which shall be revised by the Board of Directors as necessary from time to time. The members of the constituent ski clubs shall also be considered members of the Council for purposes of participation in trips and activities sponsored by the Council.

Section 2. Each constituent ski club shall be a nonprofit corporation in good standing in the state of its incorporation. Each constituent ski club shall have purposes compatible with the Council and the other constituent ski clubs. Each constituent ski club shall keep in compliance with applicable laws and regulations. A ski club shall have been in existence for at least one year before becoming a part of the Council.

ARTICLE IV. Governance:

Section 1. The Ohio Valley Ski Council shall be governed by a Board of Directors composed of representatives from the constituent ski clubs. Each constituent ski club shall have one vote on the Board. Each constituent ski club shall determine the number of representatives it sends to Board meetings and the manner in which such representatives shall vote on behalf of the club. The provisions of Article VII of this Constitution shall regulate the meetings of the Board of Directors.

Section 2. The business of the Council shall be performed by the following Officers: President, Vice President, Secretary, Treasurer, Racing Director, North American Trip Director, International/Summer Trip Director, and Weekend Trip Director. The authorities and duties of the Officers shall be set forth in Article V of this Constitution,

and the manner of their appointment shall be set forth in the Bylaws of the Council. All officers shall be at least twenty-one years of age and a member in good standing of a constituent ski club.

ARTICLE V. Duties of Representatives and Officers:

Section 1. The **Representatives** from each club shall attend Board meetings, cast votes, report the activities of the Council to their clubs, secure workers for Council projects from their clubs, and encourage the participation of their clubs members in Council functions.

Section 2. The **President** shall preside at all meetings of the Board of Directors. He or she shall, in general, act as chief executive officer of the Council, subject at all times to the directions of the Board. He or she shall appoint chairs of all committees, subject to ratification by the Board, and shall be an ex-officio member of all committees. He or she shall perform all duties delegated by the Board of Directors and other duties incident to the office of President.

Section 3. The **Vice President** shall perform the duties of the President in his or her absence. He or she shall perform all duties delegated by the President or the Board of Directors and other duties incident to the office.

Section 4. The **Secretary** shall keep accurate and complete minutes of all meetings of the Board of Directors; shall distribute the minutes within two weeks of the meeting, including all handouts; shall notify the Representatives and other persons designated by the President of all Board meetings; shall have charge of all correspondence; and shall perform all duties delegated by the President or the Board of Directors and other duties incident to the office.

Section 5. The **Treasurer** shall handle the funds of the Council; prepare an annual budget; make disbursements as authorized by the Board of Directors; shall make monthly, year-end and such other financial reports as required by the Board; and shall perform all duties delegated by the President or the Board of Directors and other duties incident to the office.

Section 6. The **Racing Director** shall head the Race Committee, composed of the Racing Directors from each club participating in the OVSC Racing Program. The Racing Director will report decisions made by the Race Committee to the OVSC Board.

Section 7. The **North American Trip Director** shall propose destinations to the Board of Directors for North American trips; solicit and assemble bids for trips to destinations approved by the Board (from more than one operator when reasonably possible); and shall recommend particular schedules and operators to the Board for approved North American Trips. The North American Trip Director shall oversee the trips, providing

leadership and guidance to the Trip Leaders of the participating clubs and to the participants, both during sign-up times and on actual trips. The North American Trip Director shall provide the Board with regular status reports on all trips, and shall keep records of all meetings, communications, and expenditures. The North American Trip Director shall submit a report, including finances, to the Board at the completion of each trip

Section 8. The International/Summer Trip Director shall propose destinations to the Board of Directors for international and summer trips (whether skiing or non-skiing); solicit and assemble bids for trips to destinations approved by the Board (from more than one operator when reasonably possible); and shall recommend particular schedules and operators to the Board for approved International and Summer Trips. The International Trip Director shall oversee the trips, providing leadership and guidance to the Trip Leaders of the participating clubs and to the participants, both during sign-up times and on actual trips. The International Trip Director shall provide the Board with regular status reports on all trips, and shall keep records of all meetings, communications, and expenditures. The International Trip Director shall submit a report, including finances, to the Board at the completion of each trip.

Section 9. The Weekend Trip Director shall propose destinations to the Board of Directors for Weekend Trips (whether skiing or non-skiing); shall solicit and assemble bids for trips to destinations approved by the Board (from more than one operator when reasonably possible); and shall recommend particular schedules and operators to the Board for approved Weekend Trips. The Weekend Trip Director shall oversee the trips, providing leadership and guidance to the Trip Leaders of the participating clubs and to the participants, both during sign-up times and on actual trips. The Weekend Trip Director shall provide the Board with regular status reports on all trips, and shall keep records of all meetings, communications, and expenditures. The Weekend Trip Director shall submit a report, including finances, to the Board at the completion of each trip.

ARTICLE VI. Finances and Indemnification:

Section 1. The Ohio Valley Ski Council shall be a nonprofit corporation. No proceeds or funds shall be distributed or otherwise inure to the benefit of any individual, except that officers, representatives, and any other persons performing authorized Council business may be reimbursed for reasonable and necessary out-of-pocket expenses upon approval of the Board. The fiscal year of the Council shall be July 1 to June 30. The Council may at its discretion assess and collect dues in a manner set forth in the Bylaws.

Section 2. Both the President and Treasurer shall be authorized to sign checks and both shall perform periodic and separate oversight of the bank account(s) using current, available methods.

Section 3. The Board shall provide for an audit annually at the end of the fiscal year.

Such audit shall be performed within 30 days of that date. Such audit shall be presented in writing to all representatives and club presidents. This audit shall be performed in a manner agreeable to the Board.

Section 4. Both the President and the Treasurer shall be bonded in an amount to be determined by the Board.

Section 5. No Board member, officer, committee member, chairperson, representative or member of the Council or a constituent ski club will be personally or otherwise liable for his or her duly authorized acts or omissions when acting on behalf of the Council. The Council shall indemnify every Board member, officer, committee member, chairperson, representative and member, to the extent permitted by law, with respect to acts and omissions reasonably taken on behalf of and with the authority of the Council.

ARTICLE VII. Meetings:

Section 1. The annual meeting of the Council and the Board shall be in May or June of each year on a date determined by the Board. Other meetings may be scheduled by the Board as it deems necessary. All meetings shall be open to all members of the constituent ski clubs. A quorum shall consist of representation from a majority of constituent clubs. Unless provided otherwise in this Constitution or the Bylaws, action by the Board shall be determined by a majority vote of representatives when a quorum is present. In case of a tie vote, the President may cast the deciding vote.

Section 2. In the event of a known absence, the club representative may send his/her vote via electronic or postal means to both the President and Secretary, prior to the start of the meeting as (a) to whom they are giving their voting proxy, and (b) in all known votes/elections, how to cast that club's vote.

Section 3. In the event that an emergency or last-minute, unavoidable situation prevents a board member from attending a meeting, that member shall be deemed present for the purpose of voting if they are directly connected to the meeting by cell phone or other electronic means.

Section 4. The Board may conduct meetings other than the annual meeting by telephone or internet and may take action by written communication, as permitted by law. All action taken at telephonic or internet meetings, or by written communication, shall be effective immediately, but shall be ratified at the next regular board meeting.

Section 5. Robert's Rules of Order shall control meeting procedures, unless otherwise provided in this Constitution or ratified Bylaws.

ARTICLE VIII. Addition of New Clubs:

Section 1. A ski club that meets the qualifications set forth in this Constitution may

apply for membership in the Council. An application shall be in writing, shall be signed by the president or board chair of the club, shall recite the commitment of the club to abide by the Constitution and Bylaws of the Council, and shall be attested by a second officer or director of the club. The application must be endorsed by a club that is already part of the Council, and must be presented by the representatives of that club for consideration at a meeting of the Board of Directors of the Council. The application shall be approved upon receiving the affirmative vote of two-thirds of the entire Board.

Section 2. An applicant shall become a constituent of the Council upon approval of its application and upon payment to the Council of a fee to be assessed by the Board. Such fee shall not exceed the net worth of the Council as of the time of approval of the application, divided by the total number of individual members already in the Council.

Section 3. Representatives of applicants may attend and observe meetings of the Council and the Board, in each case at the presiding officer's discretion.

ARTICLE IX. Expulsion or Resignation of Clubs:

Section 1. The Ohio Valley Ski Council may expel any constituent ski club for violation of this Constitution or any duly enacted Bylaw, for failure to have a representative attend three consecutive Board meetings, or for such other good cause shown which is contrary to the purpose of the Ohio Valley Ski Council.

Section 2. Proceedings for expulsion of a constituent ski club shall be initiated by presentation to the President and Secretary of the Council of a written complaint, signed by at least two separate officers or representatives, specifying the reasons for which expulsion is proposed. The President shall place the matter on the agenda of a Board meeting that is at least 30 days after receipt of the complaint, and shall forward a copy of the complaint to the president of the club whose expulsion is sought, along with a notice of the date, time and place of the Board meeting at which the complaint will be heard. Such constituent ski club shall have an opportunity at such meeting to be heard in its own defense. The Board shall first vote upon the validity of the complaint. The complaint shall be considered valid upon receiving the affirmative vote of three-fourths of the entire Board. If the complaint is found to be valid, the Board shall then consider the matter of penalty. The penalty of expulsion shall be imposed only upon receiving the affirmative vote of three-fourths of the entire Board. Lesser sanctions may be imposed by a majority vote of the entire Board. An expelled club shall have no claim to any Ohio Valley Ski Council funds or assets.

Section 3. A constituent ski club may at its discretion resign from the Ohio Valley Ski Council. Such resignation shall be effective immediately upon receipt by the Council President of written notice.

Section 4. Any expelled or resigned club may reapply for membership after one year.

ARTICLE X. Bylaws: Amendments: Adoption.

The Council shall have the power to adopt and revise Bylaws for the more detailed organization and operation of the Council. Amendments to the Bylaws and to this Constitution must be submitted in writing to the member clubs' Boards not less than thirty days prior to the OVSC Board meeting at which approval will be sought. Such notification must include the specific language of the proposed amendments and the exact date, time, and location of the meeting at which the vote will be taken. Amendments to the Bylaws and to this Constitution shall become effective upon approval by three-fourths of the entire Board.

ARTICLE XI. Dissolution.

Upon inactivity of the Council for a one-year period or upon a 3/4 (three-fourths) vote of the Board, the Ohio Valley Ski Council shall be dissolved. All just debts shall be paid and all assets converted to cash as soon as practical. If there exists a surplus of assets over liabilities, such surplus shall be divided among the existing constituent ski clubs according to the formula described in Article VIII, Section 2 of this Constitution, or otherwise distributed as required by law.

ARTICLE XII. Principal Place of Business.

The principal place of business of this corporation for the purposes of the Ohio Revised Code Section 1702.06 shall be Columbus, Franklin County, Ohio.

Amended and updated 1995; 2002; 2006; 2010; 2012