



## CONSTITUTION OF TIMKEN SKI CLUB

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*This Constitution, a complete revision of the previous one, is effective at midnight on February 17, 2009.*

## **ARTICLE I** **NAME AND PURPOSE**

### **Section A: Name**

The official name of this organization is “Timken Ski Club” hereinafter referred to as the “*Club*”. The *Club* is an active non-profit organization of unpaid members and volunteer workers. We have no employees.

### **Section B: Purpose**

The purpose of the *Club* is to be an active non-profit organization of unpaid, non-compensated volunteers organized together to promote snow sports, recreational activities and social functions consistent with the desires of the active membership. These activities may include but are not limited to:

- (i) To sponsor sports activities
- (ii) To promote, sponsor and/or support charitable purposes and charitable activities
- (iii) To provide education and training in sports activities and sports safety
- (iv) To provide sport, educational and social activities for the benefit and enjoyment of members
- (v) To support other similar organizations when in the best interests of the *Club*

## **ARTICLE II** **DEFINITIONS AND CONVENTIONS**

### **Section A: Member**

Membership shall be open to Timken Company employees, their families and the public. Membership in the *Club* shall be limited to those persons eighteen (18) years of age or older. Persons under the age of 18 shall have the signed consent and be accompanied by a parent or guardian as a prerequisite to participate in any *Club* activity.

### **Section B: Board of Directors**

The “Board of Directors” hereinafter referred to as the “*Board*” shall consist of the current officers, the previous two presidents and current committee chairs. The purpose of the *Board* shall be to provide continuity and longevity to the Club, be responsible for the proper execution of the Constitution, and to recommend certain matters which are not normal day-to-day affairs. Only Executive Committee Members have voting rights on all issues before the *Board*.

**Section C: Chairperson of the Board of Directors**

The current *Club* President is automatically the Chairperson of the *Board*.

**Section D: Quorum**

The *Board* may conduct business when a majority of its members are present physically or electronically as determined by the Chairperson.

**Section E: Officers**

President, Vice President, Secretary and Treasurer elected by the membership body from nominations of the membership or from nominations of the *Board*.

**Section F: Executive Committee**

The “Executive Committee” hereinafter referred to as the “*Ex. Comm.*” is a permanent and standing sub-committee of the *Board*. The *Ex. Comm.* shall consist of the Current Officers and previous two presidents. All members have a committee vote. Actions require a quorum of three (3) and a majority vote of these present. Voting by e-mail is permitted.

**Section G: Membership Committee**

The President may appoint a Membership Chairperson. That chairperson may enlist other members for the work of retaining, documenting and expanding the *Club’s* membership. The Membership Committee is also responsible for bringing to the attention of the *Board* all individuals who have not renewed their memberships by November 1<sup>st</sup> of any year.

**Section H: Fiscal Year**

Begins on June 1<sup>st</sup> and ends on May 31<sup>st</sup>.

**Section I: Membership Year**

Begins on November 1<sup>st</sup> and ends on October 31<sup>st</sup>.

**Section J: Addresses of Record**

Refers to electronic as well as domicile address. These are the most recent of the addresses furnished on a membership application, published in the On-Line Membership Directory or communicated to the Secretary, the member publishing the Directory or the member maintaining the electronic mailing list.

**Section K: Communication Conventions**

The term mail may mean either electronic or postal mail. The preferred and official method of communication to members shall be electronic notification that the *Club’s* newsletter is available on the *Club’s* website. An email that is sent to a member’s email Address of Record is considered as received if it is not returned as undeliverable by that member’s Internet Service Provider. Members are responsible for notifying the *Club* of any changes of addresses.

Other methods of communication, although unofficial, are by posting on the *Club's* Website or through written or oral communication at a General Membership Meeting or *Club* event. The *Board* reserves the right to charge members for mailings outside the normal conventions at a price to be determined by the *Board*.

**Section L: Voting Conventions**

No proxy votes will be permitted. A quorum, when required by this Constitution, must be present or connected electronically for all votes.

The terms elect or vote mean a simple majority unless a 2/3 majority is specifically required by the *Board* or by this Constitution.

**Section M: Website**

<http://timkenskiclub.com>

**Section N: Newsletter**

“Tips & Tails” is the *Club's* electronic publication and is the *Club's* preferred and official communication to its membership. E-mail notification of the Newsletter’s availability will occur around the first of each month. A member may request postal mailing of Tips & Tails as long as the *Board* wishes to continue this practice. The *Board* reserves the right to charge members for mailings outside the normal conventions at a price to be determined by the *Board*.

**Section O: Board Meetings**

The President may schedule *Board* meetings as needed by announcement to all *Board* members and to the General Membership at least five (5) days in advance. Any member may attend a *Board* meeting but may only speak if recognized by the Chairperson.

**Section P: Cleveland Metro Ski Council**

The Cleveland Metro Ski Council is an umbrella organization of ski clubs primarily located in the northeastern Ohio region. Timken Ski Club is a member and participates by having a member, traditionally a Committee Chairperson whose title is CMSC Delegate, attend their Board meetings.

**ARTICLE III**  
**MEMBERSHIP**

**Section A: Membership Requirements**

**Section A-1 (Age):**

Membership shall be open to Timken Company employees, their families and the public.

Membership in the *Club* shall be limited to those persons eighteen (18) years of age or older. Persons under the age of 18 shall have the signed consent and be accompanied by a parent or guardian as a prerequisite to participate in any *Club* activity.

**Section A-2 (New):**

Prospective New Members must fill out, sign and return their application for membership to the Membership Committee with appropriate payment. The Membership Committee is responsible for the review and approval of prospective members.

**Section A-3 (Renewal):**

Membership applications/renewals will be made available to members via the Tips & Tails Newsletter. Renewal dues are payable to the Membership Committee November 1<sup>st</sup>. The Membership Year begins on November 1<sup>st</sup> and ends on October 31<sup>st</sup>. Membership renewal is conditioned upon the timely return of an application and the payment of membership dues. If renewal of membership is not received by November 1<sup>st</sup>, the membership will be considered new and appropriate fees will apply.

**Section A-4 (Dues):**

- (i) The *Board* shall vote on the schedule of dues for each type of membership as proposed by the Membership Committee before August 1<sup>st</sup> of each year.
- (ii) The current year's *Board* shall receive a year's free membership at the first renewal date following their appointment.
- (iii) The current year's editor, web director, circulation person, CMSC delegate and other individuals as deemed by the *Ex. Comm.* to provide a beneficial service shall receive a year's free membership at the first renewal date following their appointment.
- (iv) Past Presidents shall receive two (2) years of free dues immediately following their term.

**Section A-5 (Application):**

Membership shall be by application, together with the appropriate fee and signed liability waiver. Membership shall become invalid when a member no longer meets these requirements. The Membership Committee is responsible for updating the application form annually with a current dues schedule incorporated and publishing it on the Website and in the Newsletter on or before August 1<sup>st</sup> of each year.

**Section B: Types of Memberships**

**Section B-1 (Voting):**

The following types of memberships are voting members of the *Club*:

- (i) Single Members = One person
- (ii) Couple = Husband & Wife or Partners sharing a single address
- (iii) Family = Couple or Parents and children who are under 18 or are full time students

**Section B-2 (Non-voting):**

Non-voting members are Family members who are under the age of 18. Non-voting members may not be nominated for or elected to the *Board*.

**Section B-3 (Trips and Activities):**

Non-members participating in any *Club* trip or activity must sign a *Club* liability release form and abide by the *Club's* Constitution and Regulations. They must pay additional non-member fees for the trips or activities as determined by the *Ex. Comm.*

**Section B-4 (Other):**

The *Board* may create other types of voting and non-voting memberships.

**Section C: Rights of Members**

**Section C-1 (Voting):**

A voting member of the *Club* is entitled to rights and privileges as listed in this Section or elsewhere in this Constitution. The voting member is entitled to attend *Board* meetings, to view a copy of the *Club* Constitution, By-Laws or Policies and an annual report of the *Club's* financial condition, and to receive notification of *Club* activities via the Newsletter, mail or website updates.

**Section C-2 (Non-voting):**

A non-voting member has lesser rights and privileges as determined by the *Board*.

**Section D: Membership Revocation**

**Section D-1 (Revocation):**

Any member in arrears for dues or other indebtedness to the *Club* may be denied the rights of a member or have their membership revoked.

**Section D-2 (Detrimental Conduct):**

The *Ex. Comm.* may revoke the membership of any member who has engaged in behavior or conduct detrimental to the *Club*.

**Section D-3 (Conduct):**

Members should adhere to local laws concerning smoking wherever the *Club* is having an event. Beyond the law, there shall be no smoking or use of illegal drugs on any bus or at any club meeting of the Timken Ski Club. Smoking members should be courteous in regards to smoking, even outdoors when non-smoking members are present.

## ARTICLE IV GOVERNMENT

### Section A: Board of Directors

#### **Section A-1 (Directors):**

- (i) The government of this *Club* will be vested in the *Board*.
- (ii) The functions of the *Board* are to conduct business on behalf of the *Club*, set policy, nominate Officers and govern the *Club* in accordance with this Constitution and its Policies. The *Board* shall also provide continuity and longevity to the *Club* and recommend certain matters which are not in the normal day-to-day affairs. The *Board* is responsible to the membership. Only the *Ex. Comm.* members have voting rights on all issues before the *Board*.
- (iii) The *Board* shall consist of the current officers, the previous two presidents and current committee chairs. There are no staggered terms. All have equal voting rights.
- (iv) If a *Board* member resigns or is recalled by the *Club* members, their replacement will be elected by the *Board* from the pool of voting members at large.
- (v) Recall of a *Board* member including the Chairperson must be made by a two-thirds (2/3) majority of the *Club's* voting members present at a General Business Meeting. Notice of a recall must appear in the Newsletter at least ten (10) days prior to the date of the recall vote.

#### **Section A-2 (Board Meeting):**

- (i) A quorum is present and the *Board* may conduct business when a majority of Directors are present physically or electronically as determined by the Chairperson at any *Board* meeting.
- (ii) The Chairperson must schedule *Board* meetings as needed by announcement to all *Board* members at least five (5) days in advance. A majority of *Board* members may schedule a *Board* meeting if necessary.
- (iii) Any member may attend a *Board* meeting. They may address the *Board* only if recognized by the Chairperson.

#### **Section A-3 (Minutes):**

A summary of the minutes of a *Board* meeting may be included in the Newsletter by the Secretary. The President may also include a summary in his oral report at the general business meetings. Personal details may be excluded, but the names of Directors who voted for or against issues should be included in the official minutes. The purpose is to inform the membership of issues discussed by the *Board* and the actions taken.

#### **Section A-4 (Director Attendance):**

If a Director is unable to attend any scheduled *Board* meeting, he must notify the Chairperson, President or Secretary before the meeting is convened with his reason for non-attendance. The Chairperson determines whether a Director's absence is excused or unexcused.

**Section A-5 (Conflict of Interest):**

- (i) *Board* members have a fiduciary relationship and owe a fiduciary duty to the *Board* and the *Club*. A breach of that duty is a conflict of interest. *Board* members have a duty to avoid those activities and actions which create a conflict between their *Board* obligations and the *Board* member's own interests. *Board* members should avoid even the appearance of impropriety or conflict of interest.
- (ii) A conflict of interest might exist when:
  - a. A *Board* member converts *Club* funds, surplus from a *Club* event or assets to his own use.
  - b. A *Board* member uses privileged *Club* information, such as costs, pricing or mailing list for his own direct or indirect advantage.
  - c. A *Board* member, to the disadvantage of the *Club*, chooses to favor or fulfill an obligation to an employer, business associate or organization competing with the *Club*.
  - d. A *Board* member, after the *Board* has voted to run or participate in a certain event, discourages others from participating or encourages others to participate in a conflicting event.
- (iii) Disputes or questions as to the existence of a conflict of interest should be discussed and, if at all possible, resolved by the *Board*. *Board* members in doubt as to whether an act might constitute a conflict of interest are free to raise the issue, in confidence, at any *Board* meeting. A charge or accusation of conflict of interest against a *Board* member should be a last resort after discussion has failed to resolve the issue.
- (iv) Notwithstanding, the remedy within this subsection, the *Board* may take other actions or pursue other remedies that it deems appropriate.

**Section A-7 (Executive Sessions):**

The *Board* and/or *Ex. Comm.* may vote to go into Confidential Executive Session to address sensitive, confidential or legal matters. The use of Executive Sessions should be very limited in order for club operations to be transparent to the membership.

**Section B: Executive Committee**

**Section B-1 (Members):**

The *Ex. Comm.* is a permanent and standing committee of the *Club* consisting of the current officers and the previous two presidents.

**Section B-2 (Actions):**

The function of the *Ex. Comm.* is to conduct business on behalf of the *Board* in accordance with *Board* guidelines and authorization and in accordance with this Constitution and *Club* Policies. The *Ex. Comm.* shall also provide continuity and longevity to the *Club* by deciding matters which are not normal day-to-day affairs. Committee actions require a quorum of three and a majority vote of those present. Voting by email is permitted.

**Section B-3 (Reporting):**

If before a next *Board* meeting the *Ex. Comm.* has met or taken action, the President or other attending member of that Committee will report on such action to the *Board*.

**Section B-4 (Budget):**

The *Ex. Comm.*'s initial responsibility each fiscal year is to discuss and/or prepare an annual budget and present it to the *Board* for approval.

**Section C: Duties of Officers**

**Section C-1 (President):**

- (i) The President's duties are to include but not be limited to:
  - a. Enforcing the provisions of and directing the *Club* in accordance with this Constitution
  - b. Meeting the deadlines within this Constitution
  - c. Adhering to and following the policies of the *Club*
  - d. Organizing and managing the Board Meetings and General Business Meetings
  - e. Acts as the spokesperson for the *Club* for any dealings with the Timken Company and outside organizations
  - f. Supervises and manages the operations and activities of the *Club*, its Vice President, Secretary, Treasurer, Committee Chairperson and other appointed positions. Should the President be absent the Vice President will perform his/her duties
  - g. Appoints *Club* member(s) or an organization to audit the Treasurer's records and other *Club* accounts at least once per year
  - h. Negotiating contracts and obtaining multiple quotes for trips to be sponsored by the *Club*. Only the President has the authority to sign contracts binding the *Club*
  
- (ii) The President, with the approval of the *Ex. Comm.*, has the authority to form and appoint committees not otherwise required by this Constitution (including the chair of the committee), such as are necessary to carry out the operations and activities of the *Club*. The President may, at his/her option, be an ex-officio member of any such committees. Regardless of whether or not the President is an ex-officio member of a committee, he/she shall be notified of all committee meetings and may, at his/her option, attend those meetings or ask another Director to attend in his/her place.

**Section C-2 (Vice President):**

- (i) The Vice President's duties are to include but not be limited to:
  - a. Assisting the President in carrying out the duties of the office of President
  - b. Presiding at General Meetings in the absence of the President
  - c. Acts as the publicity chairperson for the *Club*
  - d. Generally promotes the name and goodwill of the *Club*

**Section C-3 (Secretary):**

- (i) The Secretary's duties are to include but not be limited to:
  - a. Recording/preparing the minutes of all Board and General Business meetings

- b. Keeping the Constitution and all official records of the *Club*
- c. Advising the *Ex. Comm.* and members of any acts in conflict with the Constitution and Supervises the Newsletter distribution
- d. Preparing letters for general *Club* business and maintains a file of important correspondence
- e. Presiding at General Meetings in the absence of both the President and Vice President

**Section C-4 (Treasurer):**

- (i) The Treasurer's duties are to include but not be limited to:
  - a. Accounting for accurate and current financial records
  - b. Reconciling of the *Club* bank statement monthly
  - c. Receiving monies from membership and committee chairs paid to the *Club* for participation in activities
  - d. Depositing all funds received and handles all transactions related thereto
  - e. Preparing monthly reports of receipts and expenditures
  - f. Keeping all financial records and maintaining an inventory of all *Club* financial property for a minimum of seven (7) years.
  - g. In a timely manner, preparing and filing all required Federal, State, local tax and information returns
  
- (ii) The President may appoint *Club* member(s) or an organization to audit the Treasurer's records and other *Club* accounts at least once per year. The Treasurer shall cooperate with this audit.
  
- (iii) Notwithstanding anything to the contrary the past or departing Treasurer continues as Treasurer during the appropriate transition period.
  - a. The past Treasurer will coordinate the new bank signature card and mailing address change.
  - b. There should be three check signers from amongst the Officers, two of them must be the Treasurer and the President.

**Section C-5 (Combinations):**

Officers may not hold more than one office at the same time. Officers, including the President and Vice President, may hold the same office in consecutive terms. The President and Vice President offices are limited to two consecutive terms.

**Section D: Trip/Activity Leaders**

- (i) Trip/Activity leaders shall be responsible for facilitating the trip on behalf of the *Club* and conducting business in a manner that is professional and in the best interests of the *Club* and its members. Trip/Activity leaders must abide by trip leader guidelines as established by the *Club*.
- (ii) Trip/Activity leaders for ski trips included in the official *Club* schedule shall receive a free lift ticket(s) for the length of the ski trip; e.g. one-day lift ticket on a one-day trip,

- two-day lift tickets for a two day trip, etc. If the lift ticket for the trip leader is not provided by the host facility, the lift ticket shall be paid for by the *Club*.
- (iii) Trip/Activity leaders for non-ski trips included in the official *Club* schedule shall receive free admission to the event, if applicable. If free admission of the trip leader is not provided by the host facility, the admission shall be paid by the *Club*.
  - (iv) Trip/Activity leaders should pay, in full, for their entire trip. Reimbursement for lift tickets and other approved expenditures will be made after all trip receipts/disbursements have been accounted for.

## **Section E: Indemnification**

### **Section E-1 (Coverage):**

No Officers, Directors, Committee Chairpersons, Trip/Activity Leaders or other members of the *Club* will be personally or otherwise liable for their duly authorized actions or omissions when acting on or in behalf of the Timken Ski Club.

## **Section F: Distribution of Assets**

### **Section F-1 (Liquidation):**

- (i) In the event of dissolution of the Timken Ski Club, liquidation of assets and distribution of any funds remaining in the treasury shall be made as follows:
  - a. Elimination of Outstanding Debt: All outstanding debts owed to any/all legitimate creditors shall be paid from the funds remaining in the *Club* treasury.
  - b. Liquidation of Physical Assets: All physical assets shall be collected and auctioned off during a regularly scheduled or special called meeting for the purpose of disposing of the same. Proceeds from such auction shall be deposited into the *Club* treasury. Any items not sold shall be donated to the Goodwill Industries or similar charity organization.
  - c. Liquidation of Liquid Assets: On dissolution, the assets of the *Club* shall be distributed to one or more regularly organized, qualified charity organizations(s) to be selected by the *Board*. The charitable organization should meet the criteria of a charitable entity as defined by the Internal Revenue Code.

## **ARTICLE V** **ELECTIONS**

## **Section A: Requirements**

### **Section A-1 (Eligibility):**

- (i) The President is responsible for the nomination process and overall supervision of the election. The President may form a nominating committee not to exceed three

- (3) members. The President may designate the Chairperson of the Nominating Committee to conduct the election.
- (ii) The election of officers shall be held annually in April at the General Business meeting.
  - (iii) Contested races shall be voted on by a secret ballot.
  - (iv) The elective officers of the *Club* shall consist of a President, Vice President, Treasurer and Secretary.
  - (v) The President plus one of the other three officers must be an active Timken Company employee.
  - (vi) The term of office for the Officers shall be June 1<sup>st</sup> through May 31<sup>st</sup>.
  - (vii) Officers, including the President and Vice President may hold the same office in consecutive terms. The President and Vice President offices are each limited to two consecutive terms.
  - (viii) The Treasurer and Secretary may serve consecutive terms in the same office.
  - (ix) No officer shall hold more than one office at a time.

## **ARTICLE VI**

### **GENERAL BUSINESS MEETINGS**

#### **Section A: When Held**

General business meetings are normally held once per month or as scheduled as needed by the *Board*. Guests are welcome. An announcement of the meeting shall be made to the Membership at least five (5) days in advance. The President will preside over the meetings, which must include information as to *Club* activities and important decisions of the Board regarding *Club* policies. The meeting place for general business meetings shall be selected so as to incur minimum cost to the *Club* and to be convenient for the members.

#### **Section B: Who May Attend**

##### **Section B-1 (Under Age 18):**

No one under 18 years of age may be admitted to a General Business Meeting or event of the *Club*, unless accompanied by a parent or guardian.

#### **Section C: Quorum**

A quorum of the Membership for conducting *Club* business shall consist of the number of members present at the meeting.

#### **Section D: Business Conduct**

Robert's Rules of Order shall be followed to conduct all *Club* Meetings. The presiding officer may appoint a parliamentarian at his/her discretion.

## **ARTICLE VII** **RECORDS**

All minutes, financial records, accounts, membership information and other pertinent data will be maintained for a minimum period of seven (7) years or other reasonable period of time.

## **ARTICLE VIII** **AMENDMENTS**

### **Section A: Amending**

- (i) Proposed amendments must be presented in writing to the *Board* or to the General Membership at a General Business Meeting.
- (ii) Proposed amendments must be presented by a voting member at least one (1) month prior to the vote for consideration by the *Board* and General Membership.
- (iii) Amendments to this Constitution can be adopted at any scheduled meeting of the *Club* Membership by a two-thirds (2/3) affirmative vote of membership.
- (iv) Upon an affirmative vote of two-thirds of the membership present at the designated meeting, the proposed amendment shall be incorporated into the Constitution.