

# Constitution of the Cleveland Fagowees, Inc.

(Revised April 2009)

## ARTICLE I - NAME

The name of this club shall be Fagowees International, also known as the Cleveland Fagowees.

## ARTICLE II - PURPOSE

A.) To promote organized ski trips, social functions and other group activities on a non-profit basis, consistent with the desires of the active membership.

B.) To form and operate a non-profit incorporated association of individuals for the purpose of engaging in: inter- and intra-ski club activities and inter- and intra-ski council activities, social programs and trips, to advance organized skiing; to promote ski safety, skill, and education; to encourage ski patrolling; to support other non-profit ski organizations, including Cleveland Metro Ski Council (CMSC); to assist and support charitable organizations, including handicapped skiers.

## ARTICLE III - MEMBERSHIP

### Section I - Eligibility Requirements

To be considered, an individual must submit a completed membership application, and membership fee to the Membership Committee. Individuals must be at least 21 years of age although individuals who are 18, 19, or 20 years old may be considered for limited memberships as defined in sections II and III. The Trustees have the right to review, accept, or decline any membership application.

### Section II - Name and Duration of Applicant Status

Applicants that are 21 years old or older shall be known as a member upon the fulfillment of the Membership Committee's requirements, and be accepted as a member from the date of application. Applicants that are 18, 19, or 20 years old shall be known as a "limited member" upon the fulfillment of the Membership Committee's requirements, and be accepted as a limited member from the date of the application.

### Section III - Member Rights

A member shall be eligible for Fagowees International sponsored events at member costs and may compete for the Club in all areas of inter- and intra-club activities. The member in good standing may also vote in all Club elections, hold an appointed or elected office, attend meetings at member costs, and receive The Happening and member name tags. The member shall also receive copies of this Constitution and its By-Laws. A member's rights may be limited by Section VI and the Responsibility Code under the By-Laws.

Limited members may compete for the Club in all areas of inter- and intra-club activities sponsored by Cleveland Metropolitan Ski Council, Inc. (CMSC) and any of its affiliated members and receive The Happening. Limited members shall also receive copies of this Constitution and its By-Laws. A limited member cannot vote in any Club election or hold an appointed or elected office or be issued a member name tag. Limited members may not attend Fagowees International sponsored events or meetings. The Executive Board may allow limited members to attend a specific Fagowees International sponsored event or meeting, and in that case, the limited member will be eligible for the event at member costs. A limited member's rights may be limited by Section VI and the Responsibility Code under the By-Laws.

A limited member will automatically become a member on his/her 21st birthday and shall be issued a member name tag.

#### Section IV - Non-Cleveland Fagowees

A member of another Fagowees International Branch may, upon the submission of a membership application and renewal dues to the Membership Committee, become a member immediately.

#### Section V - Spouse of a Member

The spouse of a member may obtain member status upon submission of a membership application and membership fees to the Membership Committee.

#### Section VI - Removal and Probation Period

Any member whose personal behavior brings disgrace upon the Club or shows disregard for this Constitution, its By-Laws, or the Code of Conduct will be subject to probation or removal from the Club by action of the Trustees. The disciplined member shall have the right to appeal their punishment to the Executive Board. The final decision and judgment will be made by the Executive Board by secret ballot.

#### Section VII - Dues

The new member fee shall be, at least, equal to the single or couple member renewal dues. Failure of a member to pay renewal dues between October 1st and October 31st shall require re-application for membership.

### ARTICLE IV – GOVERNMENT

#### Section I - Executive Board

The government of this Club shall be vested in the Executive Board of five (5) Trustees, eight (8) elected officers, and eight (8) appointed Chairmen. A quorum shall consist of sixty percent or more the Executive Board. The Executive Board shall meet monthly or more often as necessary. The President shall call all meetings of the Executive Board and members of the Executive Board shall be notified by the Club's Secretary. Members of the Executive Board, excluding Trustees and Treasurer, shall take turns working the door at meetings. The By-Laws are established by a quorum vote of the Executive Board and are subject to change by any such quorum vote.

#### Section II – Finances

The President and Treasurer-elect and Out-going President, Vice President, and Treasurer shall prepare and have approved by the Out-going Trustees at the Executive Board Meeting in May of each year, an annual club budget which shall be published in The Happening's July issue.

#### Section III - Removal from Office

A member of the Executive Board may be removed from office for the remainder of his term of office by an Executive Board vote of sixty percent or more of those attending an Executive Board meeting. Notification of the intended action must be given to each member of the Executive Board thirty days prior to any vote.

#### Section IV - Officers Absence

A member of the Executive Board may be removed from office, in accordance with Article IV, Section III, if he or she misses more than three (3) Executive Board Meetings in one (1) year of office (June 1 to May 31).

### ARTICLE V - DUTIES OF ELECTED OFFICERS

## Section I - General

The term of elected officers shall be from June 1 through May 31 of the following year unless otherwise noted. Assistant Chairmen, where authorized, shall be approved by the Trustees and will be a member of the Executive Board, but shall vote only in the absence of the elected Chairman that they assist. The term of office of an Assistant Chairman shall be concurrent with that of the Chairman who appoints him.

## Section II - President

The President has authority concerning the administration of the Club. The President shall preside over all meetings of the Club and be Chairman of the Executive Board. He shall appoint chairmen annually or as required in certain positions. The President will co-sign all club checks. The President shall, with approval of the Trustees, appoint a member to fill a vacancy of any unexpired term of any elected officer, excluding the President and the Trustees. A vacancy in the office of President or any of the Trustees shall be filled by a special election. The President must be a member in good standing and have served on the Executive Board.

## Section III - Vice President

The Vice President shall perform the duties of the President in his absence and shall assume such duties as may be delegated to him by the President. The Vice President will be the alternate CMSC delegate. The Vice President shall be responsible for all activities pertaining to the meetings including the acquisition of entertainment, equipment, refreshments, and supplies for the Club and for the safety of the meeting hall and the members attending all meetings.

## Section IV - Secretary

The Secretary shall take minutes of all Executive Board meetings and business meetings of the Club. The Secretary shall be responsible for maintenance and retention of all business correspondences, minutes of all past Executive Board meetings, and maintain accurate records as indicated in the By-Laws.

## Section V - Treasurer

The treasurer shall have the responsibility of all club funds. The Treasurer shall co-sign club checks. The Treasurer shall maintain accurate records of all disbursements from and credits to the club checking account and maintain control over all such activity. The Treasurer shall present a current statement of income and disbursement at each Executive Board Meeting. The Treasurer must be a member in good standing for at least nine months and have bookkeeping type experience, or have the approval of the Election Chairman. The Treasurer may appoint an Assistant. The Assistant Treasurer, where authorized, shall be approved by the Trustees.

## Section VI - Auditor

The Auditor shall have access to the checkbook records of the Treasurer and shall submit a statement of income and disbursements, assets and liabilities quarterly to the members of the Club. In the absence of the Treasurer, the Auditor shall perform all duties normally associated with the treasury, including the co-signing of club checks. The Auditor shall keep a record of tangible equipment, to be updated quarterly. The Auditor shall prepare and file the club's yearly tax return.

## Section VII - Seasonal Social Chairmen

There shall be two seasonal chairmen who will be responsible for the planning of the Fagowees social functions that pertain to their respective seasons. The Winter Social Chairman shall be responsible for planning the period from November 1 to April 30. The Winter Social Chairman shall appoint trip leaders with the approval of the Trustees. The Winter Social Chairman shall prepare trip proposals for presentation to the Executive Board for approval at board meetings. The Winter Social Chairman will be responsible for keeping trips, events and news current in all Fagowees media outlets. The Winter

Social Chairman will also be responsible for reviewing trip reports with the trip leaders before they are handed in to the Auditor. The Winter Social Chairman will also keep a file on all trips for future use. The Winter Social Chairman will assist the Merchandise Chairman as needed and help in his absence with the sale of all items being sold by the club during his off season. The Summer Social Chairman shall serve from November 1 through October 31 and shall be responsible for planning the period from May 1 through October 31. The duties of the Summer Social Chairman shall parallel those of the Winter Social Chairman. Each seasonal Social Chairman may appoint an Assistant Chairman. Upon election the incoming Social Chairman may begin performing their planning duties for their respective season.

#### Section VIII - Membership Chairman

The Membership Chairman shall be responsible for all administrative matters pertaining to Fagowees members. The Membership Chairman shall be responsible for all activities concerning renewal of members. The Membership Chairman is responsible for maintaining a Membership Directory. The Membership Chairman may appoint an assistant.

### ARTICLE VI - TRUSTEES

The five (5) Trustees shall serve staggered two-year terms. The Head Trustee shall be elected by the current Trustees from among the second-year Trustees. If there are no second-year trustees among the current Trustees, the current Head Trustee shall appoint the future Head Trustee, from the first-year Trustees, to succeed the current Head Trustee. Their responsibility shall be the general welfare of the Club. The Trustees shall be the guardians of this Constitution and shall be responsible to the Executive Board to ensure that all articles and sections of this governing document are followed. The Trustees shall approve the annual Club Budget. The Trustees shall approve all Non-elected Board Positions. The Trustees shall approve all Trip Leaders and Assistant Trip Leaders. The Trustees shall be responsible for serving refreshments and cleaning up at Club meetings. A trustee must be a member in good standing for at least 18 months prior to being elected.

### ARTICLE VII - DUTIES OF APPOINTED CHAIRMEN

#### Section I - General

The following chairmen shall be appointed by the President and approved by the Trustees, and shall serve from June 1 through May 31 of the following year unless otherwise noted. Assistant Chairmen, where authorized, shall be approved by the Trustees and will be members of the Executive Board, but shall vote only in the absence of the appointed Chairmen that they assist. The term of the office of an Assistant Chairman shall be concurrent with that of the Chairman who appoints him.

#### Section II - Publications Chairman

The Publications Chairman shall serve as editor of the Club newsletter, known as The Happening, and shall be responsible for mailing The Happening. The Publications Chairman may appoint an assistant.

#### Section III - Race Chairman

The Race Chairman shall attend all CMSC race committee meetings and report to the Executive Board and membership items of interest. The Race Chairman shall be responsible for registration of members for all CMSC Races, keeping of race records, helping to organize race clinics for interested members, and safeguarding all Fagowees skiing equipment. He shall be responsible for keeping race events and news current in all Fagowees media outlets. The Race Chairman shall promote all aspects of skiing, especially for novice and competitive skiers. The Race Chairman may appoint assistant(s) as needed.

#### Section IV - CMSC Delegate

The CMSC Delegate shall attend CMSC meetings. He shall be responsible for keeping events and news current in The Happening and CMSC publications.

## Section V - International Representative

The International Representative will be appointed to serve a two-year term commencing during the second year of the Fagowees International President's term. His duties shall include corresponding with the International Board and other branches, informing the Cleveland Board of such communication, acting as the club Historian, and keeping and updating the scrap books. The International Representative shall attend the annual International Board meeting. The International Representative will be responsible for keeping all club trophies.

## Section VI - Election Chairman

The Election Chairman shall serve from December 1 through November 30 of the following year. The Election Chairman shall be responsible for taking all nominations and shall screen and rule on each candidate's eligibility. He shall tabulate the results of any regular or special election and shall release the winners names as soon as possible. The Election Chairman shall not be eligible to run for any elected office. The Election Chairman shall see that Article V and VI are published in The Happening one month prior to any election.

## Section VII - Publicity Chairman

The Publicity Chairman shall promote the Club via various means of media outlets and to develop creative means to bring new members into the Club. The Publicity Chair shall also work with other Board members such as Membership, Publications, and Website to further enhance public awareness. The Publicity Chairperson may appoint an assistant as needed.

## Section VIII - Merchandise Chairman

The Merchandise Chairman will be responsible for maintaining inventory and selling of items, such as T-shirts, sweatshirts, boot bags, etc., which bear the Fagowees logo as well as having "Fagowees" imprinted thereon. These items will be displayed in the Fagowees General Store and sold at all general meetings. The Merchandise Chairman will be responsible for contacting vendors, getting bids and prices for items, and act as liaison between the club and the vendors. All proposed items and pricing must be presented to the Executive Board for approval prior to ordering. Any items used for promotion or for trip prizes must be reported to the Executive Board. The Merchandise Chairman may appoint an assistant.

## Section IX - Website Chairman

The Website Chairman shall serve as editor and caretaker of the Club's website(s) and registered domain(s). The Website Chairman shall be responsible for maintaining the website(s) and keeping all information posted on the web up-to-date and relevant. The Website Chairman shall be responsible for maintaining the registration of our domain names, and securing adequate and reasonable web hosting services for the web site. The Website Chairman may appoint an assistant.

# ARTICLE VIII - ELECTIONS

## Section I - Eligibility

Any member in good standing can accept nomination for elected office. A member may only run for one elected office in any election.

## Section II - Dates and Times of Elections

Elections will be held at the first meeting of April and the last meeting of October. The Election Chairman will advertise the Board approved election polling timeframe. Ballots will be counted immediately after close of polling and results announced as soon as possible. Ballots must be maintained until after the following Executive Board Meeting, after which they may be destroyed.

### Section III - Nominations

Only a member in good standing can nominate a Club member for an elected office. Nominations shall occur in the two meetings prior to any Election. Nominees will be reviewed and verified using Board approved Eligibility Guidelines.

### Section IV - Absentee Ballots

Absentee ballots may be obtained from the Election Chairman upon written request; one ballot per member. These ballots will be numbered and those numbers will be checked upon their return by the Election Chairman. These ballots are to be received by the Election Chairman twenty-four (24) hours before the close of the polls. Absentee ballots can also be made via e-mail and all ballots must be printed and on hand at the election.

## ARTICLE IX -INDEMNIFICATION

No office, appointed chairman, trustee, trip leader, or member will be personally responsible or otherwise liable for their duly authorized acts or omissions when acting on the behalf of Fagowees International, also known as Cleveland Fagowees.

## ARTICLE X - AMENDMENTS

An Amendment to this Constitution may be adopted at a regularly scheduled election (see Article VIII – Section II) by a two-thirds affirmative vote of all members voting. The proposed amendment and notification of the amendment vote must appear in the Happening mailed one month prior to the meeting in which the Elections will take place.

## ARTICLE XI - DISSOLUTION OF THE CLUB

In the event that Club membership drops below fifty members, a vote of dissolution shall take place. All current members shall be eligible to vote and the Club shall be dissolved if two-thirds of all members voting so choose. When dissolution occurs, all assets shall be liquidated with the proceeds to be divided equally among all current paid members up to the cost of their previous membership fee or twenty dollars, whichever is less. Any surplus shall be donated to the March of Dimes, Juvenile Diabetes Foundation, and the American Red Cross.

## ARTICLE XII - TRIP DEPOSIT FUND

A trip deposit/advance fund shall be created. A trip is defined as a Fagowees sponsored and funded event. This fund is to be segregated from the General Fund. This fund will be a budgeted line item. It may not be used for any general expenses or to cover deficiencies or losses in the general treasury. The fund is to be reimbursed at the earliest available point that monies become available from the trip that has used this fund for an advance to secure needed prepayments or deposits. A vote of the Executive Board is required to remove monies from this fund. The fund will be used only when the general fund cannot support the amount that is required. In case of a loss on a trip the loss is to be suffered by the general treasury. The amount of the deposit fund may be added to by a vote of the Executive Board.

Any other use of this fund except for prepayments and deposits must meet the following four (4) requirements:

1. The general treasury must be depleted where bill paying powers are impaired and;
2. At a regularly scheduled meeting of the general membership a two thirds (2/3) affirmative vote of those present and voting is required to remove monies from this fund;
3. The amount to be used and the reasons for its use must appear in The Happening one month previous to the meeting in which voting will take place.
4. A minimum of one-third (1/3) of the surplus of Fagowees trips will be used to reimburse the fund until it has reached the value previous to the vote.