

Constitution and By-Laws of the Grumman Ski Club, Inc.

CONSTITUTION

ARTICLE I - NAME

This organization shall be known as the Grumman Ski Club, Inc.

ARTICLE II - OBJECTIVES

Section 1 - Promote the sport of organized skiing through cooperation with the highest standards of our affiliated organizations, including: the United States Ski Association, regional, state and local ski clubs.

Section 2 - To pledge itself to observe and be governed by the rules of the United States Ski Association and to uphold the name and dignity of the former Grumman Corporation.

Section 3 - Promote good fellowship among skiers and Club members in conformity with the highest ideals of this sport through the cooperating efforts of the Officers, Directors and Members.

Section 4 - Provide through Club effort the maximum opportunity to engage in the sport of skiing at the minimum individual cost consistent with any particular situation, condition or event.

Section 5 - This organization will be a nonprofit and nonsectarian association.

Section 6 - At all times the club shall be directed in such a manner as to benefit the majority of its members, and avoid the influence of any special interest group that is contrary to the objectives defined above.

ARTICLE III - MEMBERSHIP

Section 1 - Membership in the Grumman Ski Club shall be open to all individuals 21 years of age or older with no restrictions as to employment affiliation. Such individuals must be interested in recreational and/or competition skiing, support the Club's Constitution and By-Laws, and meet the qualifications for membership.

Section 2 - Individuals interested in membership in the Grumman Ski Club must be sponsored by a club member in good standing. The sponsor must be present and sign the application at the time the prospective member applies for membership.

Section 3 - Honorary membership, as defined in the By-Laws of this organization, may occasionally be instituted by the membership upon recommendation by, and a majority vote of, the Board of Directors.

Section 4 - Children of members in good standing who reach the age of 21 before the beginning of the membership year, and spouses of members in good standing who were married during the year prior to the membership year, will be eligible for enrollment for membership during the period beginning September 1 and extending until either the membership cap is reached, or October 31st, whichever comes first during that membership year. This option must be exercised during the first year of eligibility.

ARTICLE IV - GOVERNMENT

Section 1 - Officers

The Principal Officers of the Club which constitute the Executive Committee consist of:

President	Vice-President	Treasurer
Recording Secretary	Corresponding Secretary	

Section 2 - Board of Directors

The management of this club shall be vested in a Board of Directors which shall consist of the Principal Officers, the Immediate Past President, and Chairpersons of each Standing Committee. The President shall be Chairman of the Board of Directors. No person shall be permitted to hold more than one Board position concurrently.

Section 3 - Voting

Elections shall be conducted by closed ballot in accordance with procedures as defined in the By-Laws of this Constitution.

Section 4 - Terms of Office

All Officers and Committee Chairpersons shall serve for a period of two years. Installation of Officers and Chairpersons will take place at the last General Membership Meeting of the fiscal year (May 1st of one year to April 30th of the following year). Officers will be elected in even numbered years. Chairpersons will be elected in odd numbered years.

Section 5 - Re-Election

All Officers and Committee Chairpersons shall be eligible for two (2) consecutive elected terms in the same office.

Section 6 - Vacancies

In the event of a vacancy in the office of President, the Vice-President will assume the office of President. Vacancies which occur in other offices of this organization shall be filled for the remainder of that term of office by Board appointment. The appointee will have all rights, privileges and responsibilities of that position.

Section 7 - Termination of Positions

Officers and Committee Chairpersons whose positions are eliminated by Constitution and By-Laws amendment will complete their elected term of office, and shall retain all responsibilities and privileges associated with that term of office, until the end of that elected or appointed term.

ARTICLE V - TERMINATION OF THE ORGANIZATION

Section 1 - This organization can be terminated only upon recommendation of the Board of Directors. Such recommendations must be presented to the General Membership for a minimum of two, but not more than four regularly scheduled General Membership meetings for discussion, prior to a vote by the members. Termination shall require a three-fourths vote of the total membership then in good standing. Disposal of the club assets, in the event of termination, shall be administered by an impartial attorney selected by the Board of Directors, and in accordance with the laws of the States of Vermont and New York. After all outstanding debts are paid, each living Full member then in good standing shall receive an equal share of the remaining proceeds.

Section 2 - Disposal of the Grumman Ski Lodge cannot be accomplished unless a three-fourths vote of the total membership then in good standing approves. The membership shall have the right of first refusal to buy.

ARTICLE VI - AMENDMENTS

This Constitution and its By-Laws may be amended as required. Proposed amendments may be submitted to the Board of Directors by any member in good standing. The Board of Directors shall present proposed amendments in writing to each member then in good standing at least two weeks prior to the next regularly scheduled meeting. The proposed amendment(s) will be read and discussed at that membership meeting. A vote will be taken on the amendment, utilizing a closed ballot, at a subsequent, designated, membership meeting, not less than two weeks after the reading and discussion meeting. A two-thirds vote of the members in good standing voting, provided there is a quorum, shall be required for approval. Absentee ballots will be made available in the Newsletter, or may be obtained from the Membership Chairperson upon request. These closed ballots shall be returned to the Membership Chairperson prior to the election meeting. The Membership Chairperson shall deliver the closed absentee ballots to the tally committee for counting at the election meeting.

BY-LAWS

ARTICLE I - EXECUTIVE COMMITTEE

Section 1 - The Executive Committee is responsible for the administration of the Club. This committee has the authority to rule on procedure, finances, discipline and other matters within the framework of the Constitution. This committee shall meet at the discretion of the President, but not less than once a month.

ARTICLE II - BOARD OF DIRECTORS

Section 1 - The Board of Directors is the operating group of the organization. All members of the Board of Directors must be Full members of the Club. The President is the Chairperson of the Board of Directors. The Board of Directors shall prepare budgets and recommend revisions, as considered necessary, for the well-being of the club. They shall have the power to appropriate available funds for emergency purposes within the limits of this Constitution and shall meet whenever necessary to fulfill their Constitutional responsibilities. A majority vote of the Board of Directors is necessary in all matters under consideration, except as specified in Article II, Section 2 of the By-Laws. The budget and major revisions shall be approved by the majority of the members then in good standing present at the time of the voting, but only if there is a quorum present. The budget will be presented to the membership for approval by the second regularly scheduled meeting in the fall.

Section 2 - Suspension of a Member of the Board of Directors. The Board of Directors shall have the right to suspend any member from the Board of Directors. In addition, the General Membership may petition the Board for suspension of a Board member. A three-fourths vote of the Board of Directors is necessary to enact such suspension. A suspended Officer or Committee Chairperson will not lose his/her position as a member in good standing unless enacted through the provisions of Article VI, Section 14 of the By-Laws. A suspended member of the Board of Directors shall be entitled to appeal such suspension directly to the Board of Directors, or to the General Membership at a regularly scheduled meeting. If the suspension is brought before the General Membership, a two-thirds vote of the members present in good standing shall be required to overturn the suspension. The suspension shall be effective for the remainder of the elected or appointed term.

ARTICLE III - OFFICERS AND THEIR DUTIES

Section 1 - President

The President is the Chairperson of the Executive Committee and the Board of Directors. He/she shall have executive power vested in him/her to direct all activities and preside over all General Membership meetings.

Section 2 - Vice-President

In the absence of the President, the Vice-President shall assume the Presidential duties. In the event of the absence of both the President and Vice-President, the Treasurer shall assume the Presidential duties. In the event that all are temporarily absent, the Board of Directors shall elect a Chairperson pro Tempore. In the event that the President, Vice-President and Treasurer are concurrently and permanently unable to fulfill their duties, temporary appointments will be made by the remaining Board to fill these positions. The Board will notify the membership of these appointments and schedule elections for permanent replacement officers within two weeks. This election will occur within two months of this notification and be carried out in accordance with the normal procedures for election to this office.

Section 3 - Recording Secretary

The Recording Secretary shall maintain minutes of General Membership, Executive Committee and Board of Director meetings. He/

she shall distribute the minutes to the Officers and the Board of Directors. A copy of the minutes of all meetings will be made available to the general membership at membership meetings.

Section 4 - Treasurer

The Treasurer shall maintain a record of all membership dues and initiation fees. He/she shall maintain financial records and submit a report at each General Membership meeting. He/she shall deposit all funds in an approved banking institution and execute payment of all authorized bills with co-signature of either the President or the Vice-President. The Treasurer is responsible for the execution and filing of all financial and tax documents required to comply with Federal, State and local laws and regulations. In the absence of the Treasurer, the President and Vice-President shall execute payment of bills as defined in Article XI, Expenditures, of the By-Laws of this Constitution.

Section 5 - Corresponding Secretary

The Corresponding Secretary shall transmit all club correspondence and carry out other duties that may be required in the performance of his/her office. He/she shall maintain a correct mailing list of all members.

Section 6 - Member-At-Large

The duty of the Member-At-Large shall be to insure a continuing policy in keeping with the original aims and goals of the Grumman Ski Club. To qualify for election as Member-At-Large, the individual must have been a member in good standing for a minimum of five (5) years, and have been a member of the Board of Directors for a minimum of two (2) years. The Member-At-Large shall have the same rights to discussion and vote as any other Board member during the Board of Directors meeting. In those instances where past actions and events will affect the making of club policy, it shall be the duty of the Member-At-Large to advise the Board of Directors of the results of those past events and actions and their impact on the Grumman Ski Club.

ARTICLE IV - COMMITTEES

Each committee shall be presided over by a Chairperson who shall be nominated and elected by the membership in the same manner as the Executive Committee. The Chairpersons shall organize the committee. Each committee will meet at the discretion of the Committee Chairperson. Each Committee Chairperson may, at the discretion of the Chairperson, appoint an Assistant Chairperson. The activities of all committees must be in keeping with the Constitution and By-Laws of the Grumman Ski Club, Inc.

Section 1 - Lodging Reservation Committee

The Lodging Reservation Chairperson shall be responsible for coordinating reservations and payments for activities at the Grumman Ski Lodge. The committee shall prepare a Lodge reservation policy and present it to the Board of Directors for approval. Neither the Lodging Reservation Committee, nor the Board of Directors, shall promulgate rules that prohibit access to the common areas of the Lodge by members in good standing, when the Lodge is otherwise available.

Section 2 - Entertainment Committee

The Entertainment Chairperson shall be responsible for social and fund-raising activities supplemental to those of the Lodging Reservation Committee. The activities of this committee shall further, rather than be, the purpose of the Club. The Entertainment Committee will be supported by the Club with the intention that their activities will benefit the organization.

Section 3 - Publicity Committee

The Publicity Chairperson shall be responsible for preparation,

publication and distribution of the Membership Handbook and information relative to club activities, items of interest and other responsibilities designated by the Board of Directors.

Section 4 - Race Committee

The Race Chairperson shall be responsible for the organization of the racing activities and promoting the competitive sport of racing in keeping with Club rules and regulations.

Section 5 - Membership Committee

The Membership Chairperson shall be responsible for keeping and preserving all membership files, records, attendance of general meetings, trips to the Grumman Ski Lodge and other membership fulfillment related functions and shall be responsible for the orientation of new members. He/she shall be responsible for taking attendance, greeting guests at meetings and other club functions. He/she shall collect dues and initiation fees within the By-Laws of this club. He/she shall indicate to the Board of Directors those members that are not in good standing. Further action shall be the duty of the Executive Committee and not solely the Chairperson of this committee.

Section 6 - Lodge Committee

The Lodge Chairperson shall be responsible for the maintenance and upkeep of the Lodge. The committee shall determine what is required to be accomplished, prepare for those requirements and present the budget to the Board of Directors for approval. The lodge budget will be incorporated into the general budget.

Section 7 - Special Committees

If at any time the need arises for a Special Committee, the President shall appoint one, with the approval of the Board of Directors. Chairpersons of Special Committees do not have voting power on the Board of Directors.

ARTICLE V - ELECTION OF OFFICERS AND COMMITTEE CHAIRPERSONS

Section 1 - Eligibility

Only members in good standing are eligible to hold office on the Executive Board and Committees. All nominees must be in their second year of membership to be eligible for nomination to the Board of Directors. In addition, the nominees for the offices of President, Vice-President, Treasurer, and Lodge Reservation Chairperson must be members in good standing for at least two years and have held a previous elected position on the Board of Directors for at least one year.

Section 2 - Nominations

Nominations shall be open for two meetings prior to elections. Any member in good standing may make nominations.

Section 3 - Voting

Only members in good standing are eligible to vote. Voting shall be done via closed ballot at the election meeting. Absentee ballots will be made available in the Newsletter, prior to the vote, or may be obtained from the Membership Chairperson upon request. These closed ballots shall be returned to the Membership Chairperson prior to the election meeting. The Membership Chairperson shall deliver the closed absentee ballots to the tally committee for counting at the election meeting.

Section 4 - Time of Election

Elections shall be held one meeting prior to the last regularly scheduled meeting of the fiscal year.

Section 5 - Election Results

The results, including the final tally, shall be announced on the night of the elections for the Executive Committee and Committee Chair-

persons respectively. All results, including the final tally, will be published in the next Newsletter.

ARTICLE VI - MEMBERSHIP

Section 1 - Charter Membership

A Charter Member is a member that was accepted into the Club in the first year of organization prior to installation of initiation fees.

Section 2 - General Membership

General Membership shall consist of Charter, Honorary, Full and Associate members in good standing.

Section 3 - Family Membership

Family Membership shall be limited to husband and wife only.

Section 4 - Honorary Membership

An Honorary Member must be a past member of the Grumman Ski Club and will enjoy full membership privileges equivalent to a paid member without paying dues or being required to fulfill the activities listed in Section 9 of this article.

Section 5 - Full Membership

A Full member is an owner/member of the Grumman Ski Club Lodge. He/she has unlimited use of the Lodge as outlined in the Lodge Reservation Policy, pays regular fees, has voting privileges, is allowed to bring guests to the Lodge and sponsor new members each year as specified by Board policy .

Section 6 - Associate Membership

Associate Members must be 21 years of age or older and be sponsored by a Grumman Ski Club Full member in good standing. Associate Members have no voting privileges, must pay guest fees, cannot sponsor new members and have limited access to the Grumman Ski Club Lodge as specified by Board policy. An Associate member must fulfill one (1) of the membership requirements of a Full member as referred to in Article VI, Membership, Section 9 "Retention of Membership" to be in good standing. Associate members are eligible to race for the Grumman Ski Club. Associate membership does not confer any privilege of conversion to Full membership. To convert to Full Membership, an Associate Member must have been a member for a minimum of 10 months and fulfill a minimum of three (3) of the seven (7) requirements for member-in-good-standing (given in Article VI, Section 9) in this timeframe before applying for Full Membership. The Board of Directors will review all applications for conversion to Full Membership and vote to accept the applicant based on the number of Club activities the applicant has demonstrated. If there are more conversion applicants than Full membership positions available, the applicants with the most activities will be accepted.

Section 7 - Acceptance Requirements

A prospective member must have been an Associate member in good standing for a minimum of 10 months before applying for Full membership. Any person desiring membership in this organization must attend two (2) regularly scheduled general membership meetings, during the desired membership year, before a membership application will be accepted. The individual must be at least 21 years of age. The sponsor of an applicant must have been a Full member in good standing for two years, have paid his/her current dues, and be present at the time the application is presented to the Membership Chairperson in order to sign the application form. A current member in good standing may sponsor Associate members during the membership year as specified by Board policy. After the prospective membership application is reviewed by the Board of Directors, the individual will be accepted as an Associate member on probation. The probationary period for new members must be a minimum of ten (10) months and will end on 8/31 of the membership year. At the end of the probationary period the Board of Directors

reserves the right to refuse acceptance of a new Associate member into the general membership. If the new Associate member has not fulfilled the requirements of Article VI, Section 9 of the By-Laws, his/her membership will be terminated.

Section 8 - Guest Participation

Guests may participate in ski club trips and activities as specified in the current Constitution, By-Laws and Lodging Reservation Committee policies. A guest may use the Grumman Ski Club Lodge two (2) visits per season.

Section 9 - Retention of Membership

To retain membership in good standing, a Full member must have abided by the Constitution and By-Laws of this organization, paid dues, and fulfilled 3 of the following 7 activities:

- 1) Attend two (2) general membership meetings,
- 2) Attend one (1) club activity originated or designated by the Board of Directors and published in the calendar,
- 3) Spend two (2) nights at the Grumman Ski Club Lodge during the ski season,
- 4) Participate in one (1) club sponsored ski trip during the ski season,
- 5) Participate in one (1) work weekend at the Grumman Ski Club Lodge,
- 6) Participate in organized race activities for the Grumman Ski Club as designated by the Race Chairman,
- and 7) Special work for the Grumman Ski Club as approved by the Board of Directors.

No single activity shall count for two functions. These requirements must be completed during the membership year (see By-Laws, Article XIV, Membership Year). Otherwise, the member will be classified as a member not in good standing. The Executive Committee may adjust the above requirements on an individual basis in extenuating circumstances. Any member who fails to regain membership in good standing after being a member not in good standing for a period of one club membership year shall automatically forfeit his/her membership.

Section 10 - Members Entering the Armed Service

Any member prior to entering the Armed Services of the United States may request, in writing, to be retained as an inactive member for the duration of their time in service. The existing membership status will be retained for that period. During this period, all membership requirements will be waived.

Section 11 - Inactive Membership

Any member in good standing desiring to attain inactive status must submit a letter to the Executive Committee for approval. If approved, he/she may retain this status for a maximum period of three fiscal years, providing he/she notifies the Executive Committee on a yearly basis. During this period, all membership requirements shall be waived and privileges forfeited. A member may be carried in this status for one period only.

Section 12 - Members in Good Standing

A member in good standing is a member who has abided by Article VI, Section 10 of the By-Laws. In order for a member not in good standing to re-establish membership in good standing, he/she must fulfill 3 of the 7 categories necessary for member in good standing.

Section 13- Expulsion of Members

A member or group of members that exhibits conduct that tends to discredit the Club and/or its membership, or violates the Club's Constitution, By-Laws, rules or regulations, shall be subject to expulsion. Expulsion shall be determined by the Board of Directors. The disciplined member may appeal to the General Membership at a regularly scheduled meeting. Members will be notified of the appeal by announcement in the Newsletter at least two weeks prior to the voting date. Absentee ballots will be made available in the

Newsletter and through the Membership Chairperson prior to the vote. A vote of two-thirds of the members in good standing, present and by absentee ballots, shall be required to overturn disciplinary action. A member once expelled shall not again be eligible for membership.

ARTICLE VII - DUES AND INITIATION FEES

The amount of dues and initiation fees shall be established by the Board of Directors prior to the first fall meeting of the fiscal year. The dues will be held to a minimum consistent with the objectives of the Club. Dues for family membership shall be determined by the Board of Directors with a full initiation fee required for each individual.

ARTICLE VIII - MEMBERSHIP MEETINGS

Meetings shall be held throughout the fiscal year on a periodic basis. The Board of Directors shall institute the date and time of said meetings. A majority vote of those members in good standing