

**CENTRAL JERSEY SKI CLUB  
CONSTITUTION  
May 1, 1984**

**REVISED: July 1995, March 2002, October 2009, March 2010, August 2022**

**ARTICLE 1 – NAME AND OBJECT; NOTIFICATION OF MEMBERS**

Section 1. This organization shall be known as the Central Jersey Ski Club, a NJ not-for-profit corporation organized and existing under the laws of NJ, hereinafter referred to as the “Club”.

Section 2. The purpose of the Club shall be to provide a means for its members to join together in skiing and snowboarding, and other social activities thereby gaining the benefits of group participation.

Section 3. “Written Notification” to Club members prior to a vote to be taken pursuant to Article II Section 5, Article III Section 7, Article VII Section 2, or Article VIII Section 1, shall be sent by e-mail. Written Notification shall be given on the date that the e-mail is sent. Written Notification may be included in a regular monthly newsletter, or by a separate notice to the members.

**ARTICLE II – MEMBERSHIP**

Section 1. Membership in the Club shall be open to anyone at least twenty-one (21) years of age.

Section 2. It is a member’s duty to pay dues and any fees assessed by the Board of Directors. Failure to comply will result in termination of membership.

Section 3. Each member of the Club shall be required to abide by the Constitution and By-Laws of the Club. Members who violate the provisions of these documents shall be subject to discipline by the Board; said discipline may include termination of membership. All members shall be notified on their membership forms that the Constitution and Bylaws are available for their review on the Club’s website, and that they are responsible to familiarize themselves with these provisions.

Section 4. Voting privileges shall be extended to members only. Votes on constitutional amendments, expenditures over approved amount and elections for Board of Directors can be made by absentee ballot if the member cannot physically attend the Club meeting. Absentee ballots must be received at the place, in the manner and within the time frame as prescribed herein.

Section 5. The Club reserves the right to limit its membership.

- A. The limit is to be proposed by the Board of Directors;
- B. The limit must be approved by the simple majority of the Club’s membership at a regularly scheduled meeting. The membership will be sent Written Notification outlining the proposal and the date of the vote, at least twelve (12) business days prior to the vote.

**ARTICLE III – GOVERNMENT**

Section 1. The Club shall be governed by a Board of Directors, nominated and elected by the membership.

- A. An election committee shall be formed each year. At the first general meeting in January, the presiding officer shall ask for volunteers to serve, who will not be running for a Board position. At the second general meeting in January, the President shall appoint 3 committee members and 2 alternates. The election committee shall oversee the nomination and election of the next Board of Directors, in accordance with this Article III.
- B. All nominations shall take place at the first and second general meetings in February.
- C. Nominees must be current members.
- D. Absentee ballots will be available via e-mail from the election committee.
- E. Election of the Board by the membership shall take place at the first general meeting in March. In order to be counted, absentee ballots must be received by the election committee not later than 4:00 p.m. on the day of the election.
- F. In the event of a tie for the last Board position(s), the tied individuals’ names will be placed into a hat and the presiding officer shall draw names until the remaining positions are filled. The remaining tied names will be drawn to determine their order of finish.

Section 2. The Board of Directors will take office at the first meeting in April. The Board of Directors shall consist of thirteen (13) members of which the officers (President, Vice President, Treasurer and Secretary) may carry over from the previous Board, subject to the following provisions:

- A. The term “carry over” means to serve a subsequent one-year term on the Board without standing for re-election by the members. No officer may carry over more than two consecutive years. After their second carry over, they must again be nominated and elected by the general membership.
- B. If an officer carries over once, he or she may only carry over a second consecutive time if serving as an officer during the first carry over year.
- C. An officer who carries over does not necessarily retain their officer position during the carry over year. Rather, they are subject to the Board vote for all positions that is provided for in Section 3 below.

Section 3. After the election of the Board of Directors but prior to the first meeting in April the newly elected Board will hold a joint meeting with the outgoing Board, and the new Board will vote among themselves and elect the following officers: President, Vice President, Treasurer and Secretary. They will also vote among themselves and elect all the Standing Committee Chairs or Co-Chairs.

Section 4. In the event that any officer cannot perform the functions of their office for any reason, the Board will vote among themselves to fill the vacancy. Committee chair vacancies will be filled by the next nominee with the highest number of votes from the previous board election. This procedure will be continued until the position is filled. If no additional nominees are available, the Board will solicit and nominate a Club member to fill the vacancy and upon that member's acceptance of the position, a voice vote of the majority of general members present at the meeting will be taken for confirmation.

Section 5. Any Board member who is absent for more than two regularly-scheduled consecutive Board meetings and/or three regularly scheduled general Club meetings in any three month period may, by a vote of the Board, be replaced. The Secretary shall be responsible for notifying the Board as the situations occur. The vacancy will be filled following the procedure outline in Section 4 above.

Section 6. Special committees may be established and terminated at the discretion of the President subject to the approval of the Board of Directors. If a special committee carries over to a new Board, it shall be subject to reaffirmation by the new President and Board of Directors.

Section 7. Any expenditure under \$2,500.00 can be approved by a simple majority of the Board. Expenditures over \$2,500.00 require an affirmative vote of two-thirds of the full Board. All votes are to be taken at a regularly scheduled Board or Club meeting. Any expenditure over \$10,000.00 must be approved by a simple majority of the Club's membership at a regularly scheduled meeting. The membership will be sent Written Notification outlining the expenditures to be voted upon and the date of the meeting at which the vote will be taken, at least twelve (12) business days prior to the vote.

Section 8. Exclusions from Section 7 are expenditures for taxes, insurance and any emergency repair required to keep the lodge operational. Emergency repair expenditures are to be brought before the Board as soon as possible.

Section 9. Lodge Capital Improvement Fund

- A. A portion of the balance of the CJSC operating fund shall be allotted to the Lodge Capital Improvement Fund. The purpose of this fund is to provide for the replacement of capital items associated with the CJSC-owned lodge in Rochester, VT, of which a list shall be maintained by the Lodge Director and reviewed and approved by the CJSC Board annually.
- B. Allotment to this fund shall be made annually after the June Board of Directors meeting (Lodge Directors Report) and prior to the July Board of Directors meeting. At no time shall such annual allotments to the fund be less than 10% of the operating fund as determined by the Treasurer at the time of the June Board of Directors meeting. The Board of Directors may elect to contribute more than the minimum 10% at the annual Lodge Director Report in June.
- C. Only in an emergency and with specific approval of a special Board of Directors meeting shall monies be taken from the Lodge Capital Improvement Fund for any purpose other than the replacement of said capital items.

## **ARTICLE IV – OFFICERS**

Section 1. The President of the Board shall be the executive officer of the Club and shall preside at all meetings of the Club and of the Board of Directors. The President shall enforce the provisions of the constitution. The President is responsible for setting the Board Meeting Agenda and working with the Board for a mutually convenient date, time, and venue for monthly Board meetings. The President or his/her designee shall be responsible for distributing the mail, and for the coordination with standing committee Chairpersons regarding committee functions. The President shall be responsible for reviewing the deposits monthly with the permanent receipt records or digital records. The President will not cast a vote on matters on which the Board of Directors votes unless the President's vote is necessary to break a tie.

Section 2. The Vice President shall assist the President and assume the President's duties when the President is absent. The Vice President shall assist the President in the coordination with standing committee Chairpersons regarding the committee functions, and distributing the mail. The Vice President shall represent the Club at the New Jersey Ski Council, and shall handle the purchase and sale of ski area vouchers through the Ski Council.

Section 3. The Treasurer shall maintain and reconcile club treasury records monthly using basic accounting software, and export for annual review with a professional accountant. The Treasurer coordinates with other board positions to provide financial information as requested. The Treasurer pays all vendor invoices for club operational and lodge expenses, and coordinates filing with the State of NJ of the club's corporate annual report.

Section 4. The Secretary shall maintain Club records. The Secretary shall be responsible for taking attendance and minutes of the Board of Directors and Club meetings, keep a file of all Club correspondence, maintain a record of all votes, both Board and general membership, and maintain the currently published Constitution and Bylaws. The secretary shall notify the Board of absenteeism of the Directors in accordance with Article III, Section 5.

## **ARTICLE V – COMMITTEES**

Section 1. The standing committees will be chaired by Board members, other than the officers, and these Directors shall be elected by the Board of Directors. Each Committee Chair shall work with the President and Vice President to encourage the active functioning of their committees.

- A. Hospitality – Attendance at meetings early to list the names of guests and introduce the guests to the members. Dispense information concerning club related matters via flyers, the monthly newsletter and email blasts. Responds to questions from social media channels. Sends get well and sympathy cards when appropriate. Organizes welcome committee for social events. Coordinates Club participation at NJ Ski Council events.
- B. Lodge Manager – Approves all bills for payment related to Lodge operations. Oversees use, maintenance, upkeep of Lodge, Lodge supplies, special projects and capital improvements. Organizes work weekends as necessary.
- C. Membership – Keeps current & past lists of Lodge and Club membership. Maintains email list & provides copies as requested by Board members. Provides membership list to the trip captains on the bus trip sign-up nights. Checks and responds to Club e-mail.
- D. Social – coordinates all non-skiing activities for members throughout the year. This shall include any additional activities that would follow the business portion of the regular Club meeting. This also includes the Club’s usual parties and gatherings such as the “beginning” and “ending” season and “meet the Board” parties. This Committee is Co-chaired by three (3) Board Members.
- E. Publicity – Responsible for distribution of Club publicity. Prepares and electronically distributes a monthly newsletter, special events, and email blasts. Oversees website, and helps coordinate any public facing social media with other board or committee chairpersons. Publishes to website, and distributes (electronically) the winter schedule on or about November 2 with information provided by committee Chairpersons. Contracts for printing as necessary.
- F. Trip Coordinator – Organizes bus trip schedule including bus company contracts, trip captains, dates and destinations. Maintains the trip captain guide. Coordinates any other special ski trips. Organizes and runs Trip Captains’ meeting. Reviews trip finances with the Treasurer.
- G. Lodge Reservations – Records and collects fees for all Lodge reservations. Maintains lock combinations. Makes decisions regarding the allowance of more than one guest per member at any given time. Presents any requests for special use of the lodge to the Board for decision.

Section 2. At the discretion of the Board a single standing committee may be chaired by two Board members and conversely, two standing committees may be chaired by a single Board member.

Section 3. Special committees will be headed by Director(s) appointed by the President and approved by the Board. Openings for Special Committee members must be announced at Club Meetings by the Chairpersons. The Director(s) are solely responsible for choosing the committee members from those who have expressed an interest. If a special committee carries over to a new Board, it should be subject to reaffirmation by the new President and Board of Directors.

## **ARTICLE VI – MEETINGS**

Section 1. Except as adjusted for Holidays and special occasions, meetings of the Club shall be held as follows:

- A. Beginning the first week in October, at least 2 meetings per month on a week night and ending the first week in April.
- B. Social Meetings to be set yearly at least two meetings per month from May through September.
- C. Meetings may be designated as social functions or suspended for holiday observances or other suitable reasons.
- D. Meetings may be in-person or virtual.

Section 2. Meetings of the Board of Directors shall be held monthly and at the discretion of the President. A simple majority of the Board shall constitute a quorum for the transaction of business. Meetings may be in-person or virtual.

Section 3. Special meetings may be called by the President of the Board.

Section 4. The presiding officer shall have the sole responsibility for determining what rules of order will be followed at a meeting.

Section 5. The presiding officer shall be:

- 1. President      2. Vice President
- 3. Treasurer     4. Secretary

If none of the officers are present, the remaining Board members shall decide among themselves who will preside.

## **ARTICLE VII – AMENDMENTS**

Section 1. Amendments to this constitution may be proposed by the Board of Directors or by written petition of either twenty-five percent (25%) of the membership or 35 or more members, whichever is greater.

Section 2. Amendments to the Constitution may be adopted by the general membership if the following conditions are met:

- A. The amendment is read and discussed at two regularly scheduled meetings and;

- B. Written Notification is given to all Club members not less than twenty-one (21) calendar days prior to a vote, enumerating the proposed amendment and indicating the date of final disposition and the availability of absentee ballots. Absentee ballots will be handled by a designated Board member or appointed Club member, generally in the same fashion as for elections.
- C. Not less than twenty-five percent (25%) of the membership must vote on an amendment (by regular or absentee ballot).
- D. Seventy-five (75%) percent of the members who vote must approve the amendments.

Section 3. Notification of members for a vote to be taken in accordance with Section 2, above, must include members of record from the previous fiscal year if the vote occurs in November or December. This is due to the fact that membership expires on November 1. However, only current Club members in good standing can actually vote.

#### **ARTICLE VIII – DISSOLUTION**

Section 1. In the event the Board of Directors is presented with the necessity of dissolving the Club, a vote of the membership must be taken to confirm the resolution. The vote shall be taken in the same manner as outlined under Article VII, Sections 2 and 3.

Section 2. Upon dissolution of the Club, all assets are to be liquidated, liabilities settled and the remaining Club funds from all sources donated to charity.

Section 3. The Board at its discretion may appoint an outside Administrator to oversee the dissolution.

- A. Administrator cannot be or ever have been a Club member, related to a past or present member, nor have any past or present affiliation with the Club.
- B. Compensation to the Administrator will be provided from Club funds.

Section 4. The Charities that will receive the contribution(s) will be determined by a simple majority of the Board.

Section 5. All contributions shall be presented in the name of the membership of Central Jersey Ski Club.

#### **ARTICLE IX – BYLAWS**

Section 1. The Club reserves the right to establish Bylaws by which the Club is run. These Bylaws cannot contradict any article or section of the Club's Constitution.

Section 2. Bylaws shall be established by the Board of Directors with an affirmative vote of seven or more Board members. The Bylaws will be published in the next newsletter and on the website.

Section 3. The general membership may overturn or establish a Bylaw by a simple majority vote of either twenty-five percent (25%) of the membership or 35 or more members, whichever is greater. The result is to be published in the next newsletter.

#### **ARTICLE X – OTHER**

Section 1. The Officers shall be responsible for maintaining all vital Club and corporate documents, and passing them on to their successors.

Section 2. Any one of the Club officers are authorized to sign Club checks.

Section 3. The fiscal year of the Club shall be from November 1 through October 31.

Section 4. In the event there is a question about the constitutionality of something, the Board is the final arbiter.