

Enterprise Recreation Clubs and Programs

CONSTITUTION AND BY - LAWS

OF

The Boeing Employees' Ski Club-St. Louis

Amended 13 December 2016

Preamble: We the members of the Boeing Employees' Ski Club-St. Louis do organize for the mutual recreation and pleasure in snow sports.

CONSTITUTION

ARTICLE I NAME

Section 1 We shall be known as Boeing Employees' Ski Club - St. Louis.

ARTICLE II MEMBERSHIP

Section 1 Membership shall be open to the following without regard to race, color, religion, national origin, gender, sexual orientation, gender identity, age, physical or mental disability, or veteran status.

- a. Boeing employees and retirees.
- b. Spouse and eligible dependent children (as defined by Boeing benefit guidelines) and domestic partners as defined by The Boeing Company of Boeing employees and Boeing retirees.
- c. Government, customer, vendor and contract personnel stationed at or exclusively serving The Boeing Company, their spouse and dependents.
- d. Certain limitations may be imposed by the company on participation for other than company employees based on available staff, facilities and budgets.

Section 2 Annual dues shall be established by the Executive Board on a year-to-year basis and subject to approval by the membership.

ARTICLE III OFFICERS

Section 1 The officers of the Boeing Employees' Ski Club-St. Louis shall consist of a President, Vice President, Secretary and Treasurer. The Treasurer of the club's executive board must be an active Boeing employee. Eligible candidates for President, Vice President, and Secretary of the executive board may be an active Boeing employee or a retiree of The Boeing Company.

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ARTICLE IV DUTIES OF OFFICERS

Section 1 President shall:

- a. Preside at all business meetings.
- b. Be chairperson of the Executive Board and Board of Directors.
- c. Call extra business meetings, appoint committees not otherwise provided for and fill pro tem vacancies as specified.
- d. Perform such other duties as the office may require.
- e. Perform the duties of the Vice President in his/her absence.

Section 2 Vice President shall:

- a. Oversee and coordinate the efforts of all major committees.
- b. Perform the duties of the President in his/her absence.

Section 3 Secretary shall:

- a. Keep minutes of all Executive Board, Board of Directors and other business meetings.
- b. Maintain an up-to-date roster of members.
- c. Notify members of all club meetings as specified.
- d. Maintain all required documents of the club.

Section 4 Treasurer shall:

- a. Keep an accurate account of all financial transactions of the organization.
- b. Be responsible for all funds of the organization and receive and disburse all money subject to the will of the Executive Board and Board of Directors.
- c. Disbursements shall be made by check only. A checking account will be set up and no check presented to the bank for payment unless signed as described in the Treasurer's Operating Procedure.
- d. Maintain accounts and render monthly financial statements of the organization.
- e. Review the monthly bank statement with the Executive Board and Board of Directors.
- f. Review the financial records with an officer, board of director member, or club member upon request.

Section 5 The Boeing Company provides Recreation Advisors who will provide administrative support and oversight as required to the Executive Board.

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ARTICLE V ELECTION OF OFFICERS

- Section 1 The offices of President, Executive Vice President, Secretary, and Treasurer shall be filled by election at the first regular meeting as defined in the club's operational procedures.
- Section 2 Nominations for officers of the organization shall be made by a three-person Nominating Committee appointed by the President at the April meeting. They shall present a list of nominations to the organization to be voted upon at the first regular meeting in May.
- Section 3 No person is eligible to hold office that is not a dues paying member of the organization.
- Section 4 No member is eligible to hold more than one elective office at a time or be retained in office more than two successive term limits. The length of a term is defined as four years.
- Section 5 Only one member of a family, the active Boeing employee or Boeing retiree at a time, is eligible to hold the office of President, Vice-President, Secretary, or Treasurer. This also applies to appointed voting members of the executive board.
- Section 6 All elections shall be by secret ballot.
- Section 7 Office vacancies of the President, Vice-President, Secretary and Treasurer must be filled within 60 days of vacancy either by appointment by the Board of Directors or special election.
- Section 8 No officer or trustee shall receive any salary or wages by reason of office.

ARTICLE VI COMMITTEES AND BOARDS

- Section 1 There shall be an Executive Board and a Board of Directors,
- Section 2 Executive Board
- a. The President, Vice President, Secretary, Treasurer shall constitute the Executive Board.
 - b. The Executive Board shall meet according to the schedule defined in the club's operating procedures.
 - c. The Executive Board shall select the committee heads and two to six Directors at Large who may vote on all matters before the board, be members or chairs of committees, and perform other duties as the President may direct. Directors at Large must be active participants of Boeing Employees' Ski Club-St. Louis. The Executive Board may solicit the club or any Boeing Ski Club-St. Louis participant may volunteer to be a Director at Large.

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Section 3 Board of Directors

- a. The President, Vice President, Secretary, Treasurer, the appointed committee heads and the appointed Directors at Large shall constitute the members of the Board of Directors.
- b. The Board of Directors shall meet according to the schedule defined in the club's operating procedures.
- c. The Board of Directors shall decide on all expenditures, promotion of activities and the general government of the organization.

Section 4 Committees

- a. The Boeing Employees' Ski Club-St. Louis committees shall be the Trip Committee, Activity Committee, Membership Committee, Race Committee and any other appointed committees.
- b. The Trip Committee shall arrange for selection of snow sport trips. It shall consist of the Chairperson known as the "Vice President of Trips" and club members appointed by the Chairperson.
- c. The Activity Committee shall plan the club social activities. It shall consist of a Chairperson and club members appointed by the Chairperson.
- d. The Membership Committee shall maintain membership records and provide electronic communication with the membership. It shall consist of the Secretary, a Membership Chairperson and club members appointed by the Chairperson.
- e. The Race Committee shall maintain club race records, arrange race awards, and maintain the club race rules. It shall consist of a Chairperson and club members appointed by the Chairperson.
- f. Sub-committees to the committees may be formed at any time to carry out the various phases of the club activities.

ARTICLE VII MEETINGS

Section 1 Regular meetings shall be held according to the schedule defined in the club's operating procedures.

Section 2 Special meetings may be called at any time as determined by the Executive Board.

Section 3 All meetings will be conducted in compliance with Roberts Rules of Order.

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ARTICLE VIII AMENDMENTS

- Section 1 This constitution and by-laws may be amended by submission in writing of a proposed amendment at any regular or special meeting of the Board of Directors. The proposal shall be received and acted upon at the next succeeding regular meeting of the organization at which there shall be a quorum present (present is defined as in person, or via virtual meeting method).
- Section 2 Amendments shall be acted upon at the announced meeting or by mail ballot. Two - thirds majority of the club members present at the meeting or responding by mail ballot shall be required to adopt an amendment. Club membership has final approval of any amendments.
- Section 3 Written notice of the meeting shall be given three weeks prior to the meeting at which the amendment is voted upon.
- Section 4 All proposed amendments to this constitution and by-laws shall be submitted to Boeing Recreation for clearance before a vote by the membership.

BY-LAWS


ARTICLE I QUORUM

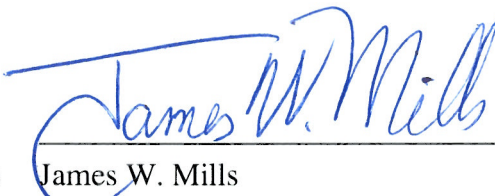
- Section 1 A quorum shall consist of 30% of the membership.

ARTICLE II GENERAL PROVISIONS

- Section 1 Property and Equipment - Property or equipment purchased by Boeing Employees' Ski Club-St. Louis with Boeing Employees' Ski Club-St. Louis funds shall be considered club property and not the property of any individual member or group of members.
- Section 2 Club Fiscal Year - The fiscal year for Boeing Employees' Ski Club-St. Louis shall be from June 1 to May 31, inclusive. All budgeting and financial accounting shall be rendered on this basis.

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Signature  Date 12/13/2016
Printed Name Evelyn L. Alexander
Title Recreation Staff
The Boeing Company

Signature  Date 3/13/2017
Printed Name James W. Mills
Title President
Boeing Employees' Ski Club - St. Louis

The President hereby certifies that the Membership's approval was obtained.