

# **BYLAWS OF MEISSNER NORDIC**

## **ARTICLE I – Name and Mission**

Section 1. Name. This organization shall be known as Meissner Nordic, a chapter of the Oregon Nordic Club. The initial mailing address is: PO Box 2032, Bend, OR 97709-2032. The address may be changed from time to time by the Board of Directors.

Section 2. Registered Office. The registered office shall be located in Deschutes County, Oregon. Such location may be changed from time to time by the Board of Directors.

Section 3. Identity Statement. Meissner Nordic is a congenial group bound together by their love of Nordic skiing.

Section 4. Mission Statement. Meissner Nordic promotes cross-country skiing for the health and enjoyment of individuals, families, and the community.

Section 5. Focus. The focus of the club shall be on: providing groomed trails for community use and education on using groomed trails; facilitating access to the sport of cross-country skiing; conducting social and skiing activities for club members; and supporting and cooperating with the Central Oregon Nordic Club, the Oregon Nordic Club, and other organizations sharing the TLC mission.

## **ARTICLE II - Membership and Dues**

Section 1. Membership shall be granted to any individual who pays the annual dues, supports the purposes as set forth in the Articles of incorporation, the Bylaws and the Standing Rules.

Section 2. Types of Membership and Dues. There shall be two types of membership: Individual and Family. The annual dues for each type of membership shall be established by the Board of Directors in accordance with the duly approved budget and shall run from November 1st to October 31st of that budget year.

## **ARTICLE III - Meetings**

Section 1. Two general membership meetings shall be held annually: the first on the second or third Saturday of April and the second on the second or third Saturday of October, at such time and place as may be selected by the Board of Directors. The purpose of the April meeting will be election of Directors; the purpose of the second will be presentation of the annual budget for membership approval. Changes in the Bylaws of the organization may be presented for approval at either meeting. If the annual meeting can not be held on one of the days designated, it shall be rescheduled by the Board of Directors as a special meeting of the membership as soon thereafter as possible.

Section 2. Special meetings of the membership may be called by the Board of Directors or by petition of 25% of the current membership.

Section 3. Notification of the annual meetings shall be posted in the club's media from three to six

weeks prior to the meeting. Notification of special meetings of the membership shall be posted in the club's media at least two weeks prior to the meeting.

Section 4. The Board of Directors shall meet monthly unless otherwise determined by the Board of Directors; and notice of such regular meetings and their time and location shall be posted in the club's media. Emergency meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors.

Section 5. Quorums. At any annual meeting of the membership a quorum shall be not less than 15% of the eligible voters, and a majority of those eligible voters present shall be necessary to pass a motion or resolution; except that if a quorum is not present for the annual meeting, nor at the special meeting called subsequently, those present at the subsequent meeting shall constitute a quorum. At all other special meetings a quorum shall be those eligible voters present. At all Board of Directors meetings a quorum shall be not less than five directors present or represented by proxy.

Section 6. The conduct of all business at any membership or Board of Directors meeting shall be in accordance with the latest edition of Robert's Rules of Order.

#### **ARTICLE IV - Voting, Nominations, Elections and Amendments**

Section 1. The right to vote in club affairs shall be vested in members of good standing as set forth in Article II, Section 1. Each individual membership shall have one vote and each family membership shall have two votes.

Section 2. Nominations for the election of directors shall be made by a nominating committee appointed by the President. The committee shall consist of three members who shall not take office as directors for the following year. A brief biographical sketch of each nominee may appear in the club media prior to the annual membership meeting. Nominations from the floor may be made at the annual membership meeting.

Section 3. The election of directors shall occur at the annual membership meeting or the subsequent special meeting if a quorum was not present at the annual membership meeting.

Section 4. Resolutions or motions shall be passed by a simple majority at any legally constituted meeting, except for amendments to the Articles of Incorporation or the Bylaws.

Section 5. Amendments. Articles of Incorporation or the Bylaws may be amended by a majority of not less than one-fourth of the eligible votes. Notice of the change(s) shall be published in the club's media prior to the meeting on which they are to be voted. Amendments shall be in effect immediately upon ratification.

Section 6. Absentee Vote. By resolution of a majority of the Board of Directors, voting by mail shall be permitted, and such votes may be used to establish a quorum. Mail in ballots shall be sent to the Secretary at the club address and e-mail ballots shall be sent to a designated e-mail address.

Section 7. Method of Voting. All voting for directors or amendments shall be by written or e-mail ballot. For all other motions or resolutions the President has the discretion of using a written ballot, show of hands or voice vote.

#### **Article V - Rules, Regulations, Removal, Termination and Vacancies**

Section 1. Standing Rules and Regulations of the Club may be instituted, amended, repealed or suspended by either the membership or the Board of Directors at any regular, special or Board of Directors meeting and the Secretary shall keep a record of such.

Section 2. Any Director may be removed from office by a majority vote of one-fourth of the membership. The privileges of any member may be restricted or the member may be terminated from membership by a majority vote of one-fourth of the membership.

Section 3. Vacancies on the Board of Directors during the serving term shall be filled by presidential appointment approved by a majority of the Board of Directors and shall be for the balance of that club year. Any remaining time shall be completed by a Director elected to fulfill the balance at the annual membership meeting.

#### **ARTICLE VI - Management**

Section 1. The management and general direction of the affairs of the Club shall be committed to a Board of Directors and such other persons as may be appointed by the Board of Directors to perform the necessary functions within the scope of the Mission and Focus of the Club as stated in Article I, Sections 3 and 4. An annual management calendar shall be provided in the Standing Rules of the Club.

Section 2. The Board of Directors shall consist of nine directors who shall elect a President, Vice President, Secretary and Treasurer from their ranks to serve for that club year.

Section 3. Term of Office. Upon approval of these amended Bylaws there shall be three Directors elected for one year terms, three Directors elected for two year terms and three Directors elected for three year terms. At each subsequent annual meeting there shall be three Directors elected for three year terms.

Section 4. Duties of Officers. The duties of the Officers of the Club shall be listed in the Standing Rules of the Club.

#### **ARTICLE VII - Standing Committees**

Section 1. The Chairpersons of all Standing Committees and Activity Managers within Standing Committees shall be by presidential appointment approved by a majority of the Board of Directors.

Section 2. All committees, their duties and responsibilities shall be listed and specified in the Standing Rules of the Club.

#### **ARTICLE VIII - Powers, Administration and Financial Provisions**

Section 1. Powers. The Club shall have such additional powers as may be authorized or permitted by law, provided, however, no power shall be adopted or exercised which would disqualify the Club from status as a tax exempt organization.

Section 2. Corporate Seal. Meissner Nordic shall not have a corporate seal.

Section 3. Fiscal Year. The accounting year for the Club shall end on September 30th. There shall be an annual accounting of the Club's financial books and records after the closing of each fiscal year and such accounting shall be available to the membership at the annual meeting.

Section 4. Rules. Certain rules, procedures and policies not contained in the Bylaws or Articles of Incorporation and consistent with them may be instituted by the Board of Directors as Standing Rules.

Section 5. Loans. No loans shall be made by Meissner Nordic to any entity.

Section 6. Employment. No Director of this Club may be employed by this Club, nor participate in the profits of any contract with this Club, nor vote on the matter of a contract with this Club if he or she is the owner, member, officer, director or shareholder of the contracting company or corporation.

Section 7. Representation. No member may act or purport to represent the Club without

permission of the Board of Directors.

#### **ARTICLE IX - Distribution of Assets Upon Dissolution**

Section 1. Should this Club be dissolved, all of the assets remaining after payment of all just debts, costs and expenses shall be distributed to similar organization's which have qualified for exemptions under Section 501 of the Internal Revenue Code and none of the assets shall be distributed to any member, officer or trustee of the Club.

These Bylaws were adopted by action of the Board of Directors on the 5th day of November, 1996.

President

Secretary

Amended October 18, 1997

Amended October 17, 1998

Amended April 21, 2003

Amended April 9, 2011 to reflect:

- name change to Meissner Nordic
- updated address

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## **STANDING RULES OF MEISSNER NORDIC**

The Standing Rules of the Club are authorized in Article V, Section 1 of the Bylaws.

S. R. #1 Duties of Officers. As authorized in Article VI, Section 4, the following are the duties of the Officers of the Club:

**The Duties of the President are:**

- (1) Be aware of factors affecting the Club's interest and communicate pertinent information to Board members, committee chairs, and activity managers, and the club membership as appropriate.
- (2) Enforce due observance of the Articles of Incorporation, the Bylaws, and the Standing Rules of the Club.
- (3) Schedule and preside over all meetings of the membership and the Board of Directors, including emergency meetings when necessary.

- (4) Ensure a full slate of candidates for Board member elections and lead recruitment of Committee Chairpersons, and Activity Managers.
- (5) Orient new Board members and committee chairs as to their responsibilities, timelines, and resources; and ensure appropriate performance of their duties.
- (6) Appoint all committees for which no provision has been made.
- (7) Serve ex-officio on all committees and help coordinate their work .
- (8) Preside over the annual updating and implementation of the TLC Long Range Plan and Current Year Priorities and activities.
- (9) Speak at Club potlucks and other social functions, welcoming members and visitors, honoring actions of members on behalf of the Club, and communicating information as necessary.
- (10) Ensure that TLC is represented at all meetings of the Oregon Nordic Club (September, December, January, and March) and that pertinent information is shared with TLC Board.
- (11) Act as spokesperson for the Club with external entities as necessary.
- (12) Ensure the annual Meissner Grooming Agreement with the USFS is developed and signed.
- (13) Be responsive to the Board of Directors and the general membership of the Club.
- (14) Ensure that the Club remains solvent; ensure that hard copies of appropriate fiscal and historic records are maintained.

**The Duties of the Vice-President are:**

- (1) Perform the duties of the President in the President's absence.
- (2) Assist the President in all functions and responsibilities.
- (3) Guide the annual evaluation of current year activities, processes, and progress on long-range goals and current priorities and activities.
- (4) Provide special assistance to Board Officers, Committee Chairs, and Activity Managers as necessary.

**The Duties of the Secretary are:**

- (1) Record the minutes of all regular and special meetings of the membership and all meetings of the Board of Directors. Send minutes to Board members.
- (2) Handle all official correspondence of the Club.
- (3) Draft the annual activity calendar of the club from information provided by Chairpersons and Activity Managers.
- (4) Maintain a hard copy file of the Bylaws and amendments thereto, all Standing Rules and revisions thereto, the Annual Calendar of Activities, and all historic records including committee memberships, annual reports, and transition materials; make such available to the membership upon request.
- (5) Maintain a membership list of all members for general and voting use.
- (6) Prepare and disseminate ballots and verify results of all voting.

**The Duties of the Treasurer are:**

- (1) Collect all dues and funds of the Club and deposit same in the Club's accounts.
- (2) Pay all bills or demands against the Club that have been approved by the Board of Directors.
- (3) Keep an accurate accounting of all receipts and disbursements and conduct such other financial transactions as may be prescribed by the Board of Directors.
- (4) Prepare current financial statement reports for the Board of Director's meetings and a fiscal report for the membership at the annual membership meeting.
- (5) Make available all books and records as required by the Bylaws.

S. R. #2 Standing Committees and Their Duties. As authorized in Article VII, Section 2 of the Bylaws the following are the Standing Committees, their duties and responsibilities:

**All Committees Shall:**

- (1) Begin their annual activities with a review of committee files of previous

years' reports, and the recruitment and orientation of Activity Managers as to their responsibilities, timelines, and resources, as necessary to perform committee responsibilities.

- (2) Outline their activities for the year.
- (3) Summarize their resource needs for committee activities including volunteers and budget funds by May, and present the same to the Board.
- (4) Utilize the Board as a resource as necessary for review of plans, actions, publications, etc.
- (5) Maintain volunteer list and phone numbers as needed.
- (6) Promote membership through committee activities as appropriate.
- (7) Prepare an annual report evaluating committee activities, processes, and progress on current year goals, as well as suggestions for possible long-range goals, and submit it to the Vice President by March 1.

**Fundraising Committee:**

- (1) Follow the guidelines for all committees, above.
- (2) Develop a fundraising plan for the fiscal year as necessary to support current year priorities and activities.
- (3) Create and/or monitor Activity Managers for executing each fundraising event such as the Garage Sale.
- (4) Develop and maintain a long-range fundraising outline to support the Club's mission, focus, and long-range plan.

**Grooming Committee:**

- (1) Follow the guidelines for all committees, above.
- (2) Develop and implement an annual Meissner Sno-park grooming plan and schedule.
- (3) Present projected new equipment needs and purchase recommendations to Board.
- (4) Work with TLC President to obtain annual grooming agreement with USFS.
- (5) Coordinate other communications and needed action with the Forest Service.
- (6) Recruit and train grooming personnel in use of grooming implements. Operators should be familiar with snowmobiles and be able to perform simple maintenance tasks such as changing spark plugs, checking fluid levels and track tension, changing drive belts, and providing regular preventative maintenance.
- (7) Have equipment moved to and from Meissner Sno-park, including storage unit, snowmobiles, and grooming implements.
- (8) Be responsible for maintenance and safe-keeping of all equipment and facilities involved with the grooming program.
- (9) Transport equipment to dealer or Bend Parks and Recreation if a mechanic is required.
- (10) Cooperate with other committees and groups for grooming of special events including High School races, and the Great Nordeen and John Craig events.
- (11) Coordinate grooming for Skyliner Park and Shevlin Park with Bend Parks and Recreation.
- (12) Make arrangements for the storage of grooming equipment at Bend Parks and Recreation on Simpson Street, during the off season. Perform other off season work including making sure any required dealer maintenance is up to date, lubricating equipment, checking gas stabilizers, and covering grooming implements.
- (13) Be responsible for coordination of off season trail maintenance and development with the USFS.
- (14) Track volunteer hours and submit annually to USFS.
- (15) Coordinate with the Meissner Committee in the development and implementation of a long-range plan for improved trails, grooming and facilities at Meissner Sno-Park and other areas the Club is involved with for grooming purposes.

**Social Committee:**

- (1) Follow the guidelines for all committees, above.

- (2) Organize the social calendar for the upcoming year.
- (3) Develop and execute potlucks and other social activities to encourage participation by all sub-groups within the membership.
- (4) Contact volunteers for each social activity
- (5) Reserve social event sites and coordinate entertainment/program.
- (6) Cooperate with the Fundraising Committee and Activity Managers on joint events.
- (7) Maintain list of event site contacts and rates if applicable
- (8) Oversee potluck supplies and their maintenance
- (9) Work with Communication Committee to market social functions

**Communications Committee:**

- (1) Follow the guidelines for all committees, above.
- (2) Develop/Update club information documents.
- (3) Recruit and monitor Activity Managers and sub-committee members, as necessary, for executing each of the following committee responsibilities.
- (4) Produce monthly newsletters, September – May providing information on all major TLC activities and other important cross-country skiing-related events and information.
- (5) Operate a Club website, providing historic and current, usable information to members and other site visitors.
- (6) Communicate with the Membership Committee to utilize e-mail for timely distribution of special cross-country skiing news bulletins.
- (7) Coordinate if/when it is determined to be useful, the development, production, and distribution of news releases and of other publications in collaboration with appropriate committees and outside organizations.
- (8) Otherwise keep club membership and the community informed about the club and club activities.
- (9) Annually review advertising policies for the newsletter and website and present them to the Board of Directors for approval.

**Membership Committee:**

- (1) Follow the guidelines for all committees, above.
- (2) Maintain the Club Post Office Box: collect & distribute mail at least weekly; pay mail box rent.
- (3) Produce and distribute annual membership form for membership enrollment, donations, and volunteers.
- (4) Lead member and volunteer recruitment planning and activities.
- (5) Coordinate volunteers with Committee Chairs and Activity Managers.
- (6) Create and maintain the membership database; supply membership list to the Secretary.
- (7) Create and maintain e-mail distribution list; send news bulletins to membership relevant to the mission of TLC.
- (8) Develop and implement a long-range plan for member recruitment.

**Winter Activities Committee:**

- (1) Follow the guidelines for all committees, above.
- (2) Develop an annual activities schedule and recruit and orient Activity Managers for each (such as the Paulina Lake Dinner and Ski Tours, Ochoco Weekend, Ski Tour de Luminarias, possible ski trips, club exchanges, and other activities).
- (3) Cooperate with other ONC chapters and Nordic organizations to avoid conflicts in scheduling when possible.
- (4) Cooperate with the Social and other committees when necessary.
- (5) Develop policy and guidelines as necessary for Activity Managers and participants to promote safe and enjoyable activities.
- (6) Work with Communication Committee to market winter activities.

**Ski Education Committee:**

- (1) Follow the guidelines for all committees, above.
- (2) Schedule and conduct clinics for members and the community.

- (3) Maintain TLC's participation in the middle school Sunday Afternoon Club in collaboration with other community organizations. (Participation may include administrative assistance, recruiting volunteer coaches, acquiring equipment, and other roles.)
- (4) Cooperate with Nordic Alliance in conducting coaches/instructors clinics and other activities related to Ski Education.

**Community Relations Committee:**

- (1) Follow the guidelines for all committees, above.
- (2) Be responsible for working with public agencies and personnel on issues affecting the Nordic Community and facility improvement and expansion. (This may involve coordinating actions involving the Meissner, Grooming and other TLC Committees.)
- (3) Facilitate annual spring and fall information-sharing meetings of the Nordic  
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(4) Ensure TLC representation at the USFS Trail Users Group meetings and reporting back of pertinent information to the Board.
- (5) Ensure coordination of TLC community projects as may be developed, with other appropriate groups.

**Meissner Committee:**

- (1) Follow the guidelines for all committees, above.
- (2) Design and oversee implementation of action plan for development/enhancement of the skiing experience at Meissner.
- (3) Conduct the Meissner hosting program.
- (4) Maintain contact with other user groups (ex: HS racing program) regarding special events, group donations for grooming, etc.

S.R. #3 Board Annual Operating Calendar. As authorized in Article VI Section 1, following is the Board Annual Planning and Management Calendar.

Month	Activity Summary	When/Where	Responsible Officer
February	Prepare reports evaluating current year's activities, processes, and progress on goals; Propose activity dates for next year	Behind the scenes	Vice President, Committee Chairs, and Activity Managers

<p>March</p>	<p>P r e s e n t</p> <p>R e p o r t s</p> <p>· U p d a t e L o n g R a n g e P l a n ;</p> <p>Identify Club Activity Priorities for following year &amp; develop proposed activity calendar. Develop slate of potential new Board Members &amp; Chairs - send to membership 2 we eks bef ore Ap ril ele ctio n</p>	<p>March Board Meeting</p> <p>Behind the scenes;</p>	<p>Chairs &amp; Activ. Managers President</p> <p>President ; 3 member nominating committee</p>
<p>April</p>	<p>Celebrate season, acknowledge volunteers and contributors; &amp; club successes. Elect new Board Members. Present proposed activity calendar for next year.</p>	<p>At General Mem. Meeting (Wine Tasting Potluck).</p>	<p>President</p>

May	Elect Board Officers; appoint/recruit/orient committee Chairs & Activity Managers; Develop activity plans and budget proposals.	Board Meeting (New & old Board members present) & behind scenes	President & Committees  Chairs & Activity Managers
June--Aug			
September	Development of budget and fund-raising goals; Board Approval of proposed budget. Membership & Volunteer recruitment kick-off Fund-raising kick-off	Behind the scenes Board Meeting Behind the scenes	Treasurer, Chairs, & Activity Managers  Membership Manager Fund-raising Manager
October	Membership approval of budget. Presentation of Activity Calendar Volunteer recruitment continued	TLC General Membership meeting & behind scenes	President Secretary Chairs & Activity Managers
Nov-spring	Activity Implementation		Chairs & Activity Managers