



News Letter

MIAMI SKI CLUB INC. P.O. BOX 560943 PINECREST, FL 33256-0943

JANUARY 2002

Happy Hours

January 4, 6 PM

Doc Dammers Bar and Grill
180 Aragon Ave.
Coral Gables (305) 569-6511

January 11, 6 PM

Tobacco Road
626 South Miami Ave.
Downtown Miami (305) 374-1198

January 18, 6 PM

Bimini Boat Yard
1555 SE 17th Street Causeway
Ft. Lauderdale (954) 525-7400

January 25, 6 PM

Paulo Luigi's
3324 Virginia Street
Coconut Grove (305) 445-9000

Dine-a-round

Tuesday, January 29, 6:30 PM

Cafe Buongiorno

2271 Ponce de Leon Blvd. Coral Gables, FL 33134

Appetizer: Mixed salad

Choice of main course served with pasta and vegetables:

Chicken with marsala mushrooms
or: Fish of the day with white wine lemon sauce
1 glass of wine

Dessert: Tiramisu; Coffee

Join us for a wonderful dinner in this charming, intimate restaurant in the heart of Coral Gables. Please make your reservations by contacting **Michelle Dunaj** at (305) 445-6701. Members \$32, guests \$35. Please make checks payable to Miami Ski Club and mail to Michelle Dunaj, 1224 Castille Ave. Coral Gables, FL 33134.

Theatre Night

Wednesday, January 9, 8:00 PM show

Coconut Grove Playhouse, 3500 Main Highway, Coconut Grove, (305) 442-4000 (Box office)

The play:

I'am Not Rappaport! by Herb Gardner

Don't miss Judd Hirsch as he reprises his Tony Award winning performance in the Tony Award winning comedy, I'm Not Rappaport! You might think that time spent with two octogenarians in Central Park is bound to be boring. But you would be wrong. Not when the two octogenarians are Nat and Midge. Nat (played by Judd Hirsch) is a Jewish New Yorker who is eccentric, garrulous, witty and full of tall tales. In stark contrast is Midge, a down-to-earth black man who is very wary of the oddball Nat. But over time, as circumstances pull them together and Nat's big mouth gets them in trouble, a bond of friendship is formed. And as the two take on punks, drug dealers, angry daughters and even a former boss, their lives are enriched for it. And fortunately, so are ours.

Tickets are **\$27** per person for members, \$32 for guests (regular tickets are \$40). For reservations please call **Sabina Van Tuyn** at (305) 888-SNOW or e-mail LadyCrane@aol.com. Please make checks payable to Miami Ski Club and mail to Sabina Van Tuyn, P.O. Box 0757, Miami Springs, FL33266. For more information, please visit www.CGPlayhouse.com.

*Happy
New Year*



Letter from the Prez...

Hi! Listening to adults talk, even as a small child, I knew that time flies. But as I am starting to grow up a little myself now, I realize that we are talking supersonic speeds here. I mean, where did the whole year go so quickly? We have just barely started into this process, and here we are, our two year term almost over. In many respects, there are so many things that still need getting done, so many ideas that had no time to come to fruition. But at the same time, we have just completed the much needed revisions to our Bylaws, which I am very pleased with. It was a task considerably more

involved than we anticipated, but things have a tendency to get complicated when you have three layers involved! (Of course, you know that I am just kidding, don't you?)

As mentioned before, we were operating under Bylaws, which in some cases said something entirely different from our Articles of Incorporation, which as it happens take precedence over the Bylaws. In short, we were doing some things all wrong. There were also a lot of holes and inconsistencies, so for the most part, we started with a clean sheet of paper. Our objective was to look at our operations in a practical sense, go back and see where we had problems in the past and learn from some of the hard lessons we were taught over the years. The new document should be considerably more streamlined, practical, and more flexible. At the same time, the Articles of Incorporation were also changed, so we now have completely consistent governing documents. The Bylaws should be viewed as our Constitution - a document which provides the framework, while leaving some specific operational issues open. This arrangement should make the need for future Bylaw changes a lot less frequent. But we will have a third document, called the Operating Guidelines, which will spell out many specifics of the day-to-day operations of the Club.

Another major goal was to allow the Membership to influence the workings of the Club, and to have enough checks and balances, which would make it difficult for a small group to assume control and keep others out. This effort is reflected in our new system of removing an Officer, should such an action become necessary. It is now a process which can be initiated at any level of the Club, to fairly represent the Membership, without being so cumbersome, as to become totally impractical. At the same time, we have attempted to spell out requirements for Executive Committee positions, to assure that newly elected Officers will be qualified for their positions. So pick up a copy of the Bylaws next month and judge for yourself!

George Ondricek
golitarts@aol.com
(305) 234-7344

Don't forget to look up the latest information on our web site: miamiskiclub.com

JEAN L. TRECOTT, Ph.D., R.N., P.A.

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New Bylaws

As you know, about a year ago, a Bylaws Committee was appointed. As mentioned in the last few issues of the Newsletter, our Articles of Incorporation and the Bylaws had substantial inconsistencies, which in many cases resulted in direct contradictions. This made it at times difficult for the Club to operate efficiently and effectively. After many months of hard work, at the November Board Meeting, the Bylaws Committee (thanks for the hard work!) presented and recommended the adoption of Amended and Restated Articles of Incorporation and Amended and Restated Bylaws for the Club. We are pleased to announce that by a unanimous vote of the Board of Directors, these were adopted on November 30, 2001.

Contrary to common belief, the old Articles of Incorporation required only a majority vote by the Board to approve any Bylaw changes - the membership was not involved in the process at all. By contrast, under the new Articles and Bylaws, any change will require a 75% vote of the Directors and ratification by the general Membership. Copies of the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws will be made available to every Member of the Club. Members may pick up their copies at the various Club events (i.e., happy hours and dine-arounds) beginning in January.

The Amended and Restated Bylaws, among other things, clarify the rights and responsibilities of the Members of the Club, establish minimum qualifications of persons applying for a position on the Executive Committee, and provide guidelines by which the Officers and Directors of the Club are to govern the affairs of the Club. Most of the changes

made to the Bylaws center around making the governance of the Club inclusive. For example, there is no longer a Nominating Committee, which used to choose no more than two candidates for each office. Under the new Bylaws, there is an Election Committee, whose function is to solicit qualified Members to run for the elected positions and to review and confirm the accuracy of such candidates qualifications. The Election Committee can not prevent any qualified Member from running for any elected office and will not endorse any particular candidate. The selection of the elected officers is left solely to the Members.

Another key change is in the job description of the Past President, who will now function as bid director of trips, working with the Vice President. Under the old Bylaws, the Past President had no specific duties, yet they called for two Vice Presidents, making for a larger Executive Committee, while leaving one person without defined responsibilities.

But to really understand the operations of the Club, we encourage you to pick up your copy of the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws once they become available and review them yourself.

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friecj@hotmail.com



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Address correction requested
TIME DATED MATERIAL

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January 2002		1	2	3	4	5
		<i>New Year's Day</i>			6 pm DOC DAMMER'S Coral Gables	
6	7	8 <i>Board meeting</i>	9 8:00 pm THEATRE NIGHT	10	11 6 pm TOBACCO ROAD Miami	12 <i>Steamboat trip departs</i>
13	14	15	16	17	18 6 pm BIMINI BOAT YARD Ft. Lauderdale	19 <i>Vail trip departs</i>
20	21 <i>Martin Luther King Day</i>	22	23 <i>Venice & Cortina trip departs</i>	24	25 6 pm PAULO LUIGI'S Coconut Grove	26
27	28	29 6:30 pm Cafe Buon Giorno Coral Gables	30	31		