

**BYLAWS OF THE
PROFESSIONAL SKI INSTRUCTORS OF AMERICA-
WESTERN DIVISION (PSIA-W)**

a non-profit corporation also doing business as the
American Association of Snowboard Instructors-Western Division (AASI-W)

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ARTICLE I

NAME, PURPOSE, JURISDICTION

SECTION 1.1 NAME. The name of the corporation shall be Professional Ski Instructors of America - Western Division (PSIA-W) and shall also do business as the American Association of Snowboard Instructors-Western Division. (AASI-W), collectively referred to herein as "PSIA/AASI-W."

SECTION 1.2 MISSION STATEMENT. The mission statement of the organization shall be consistent with the national American Snowsports Education Association: To support our members as a part of the snowsport industry and help them to: Develop personally and professionally; create positive learning experiences; and have more fun.

SECTION 1.3 TERRITORIAL JURISDICTION. The territorial jurisdiction of the Association shall include the States of California and Nevada and any other territories assigned by the national American Snowsport Education Association, hereinafter referred to as "ASEA."

SECTION 1.4 MEMBERS. Any person of good moral character who, at the time of his/her application, has an interest in snowsport education, is employed as a snowsport educator, or intends to seek employment as a snowsport educator or is otherwise employed by a snowsport related organization which provides education, may apply for membership as set forth in Article III. The term snowsports shall include all Alpine, Nordic, Snowboard and any other related disciplines accepted by the ASEA and this Division for membership.

ARTICLE II

CODE OF ETHICS

SECTION 2.1 APPLICATION. This Code of Ethics shall apply to all members, educational staff members, employees, officers and directors at all times they are involved in any way with Association activities or in a position to effect the Association's standing or regard within the snowsport industry. Any reference to "member" in this Article includes individual members, member schools, members of educational staff, employees, officers and directors unless otherwise specified.

SECTION 2.2 CODE OF ETHICS. No member shall conduct himself/herself in a manner which would bring discredit to this Association. Members shall adhere to high standards of ethical and moral behavior including self-control and responsible behavior. Members shall refrain from discrimination on the basis of race, gender, age, national origin, sexual orientation, religion or ethnicity. No member shall issue threats to or against or harass any resort guest, employee, another member or professional staff of the Association. No member shall:

- A. Allow the use of his/her name or likeness in such a manner as to misrepresent snowsport merchandise or otherwise mislead the public concerning a product.
- B. Abuse any privilege that he/she may be extended as a result of his/her membership in this Association from such sources as snowsports management, manufacturers, merchandisers or other professional groups.
- C. Misrepresent his/her professional status, competence, or experience in applying for or maintaining an employment position where such background is a factor.
- D. Misrepresent himself/herself in anyway to this Association.

SECTION 2.3 VIOLATION OF CODE OF ETHICS. Any complaint that a member has violated the Code

of Ethics shall be reported to the Board of Directors for action commensurate with these bylaws and any **policies and procedures** implemented by the Board and published to the membership. Such complaints may be made by any person, member or nonmember.

ARTICLE III

MEMBERSHIP

SECTION 3.1. CLASSES OF MEMBERS. The Association shall have the following three classes of membership: A. Registered; B. Certified; C. Alumni, as more fully defined by these bylaws. Except as specifically set forth below, additions, deletions and changes in the classes of membership may occur from time to time and this section of the bylaws amended from time to time upon the action of the Board of Directors to make this section consistent with the classifications of membership announced by ASEA; provided, however, that no such change shall effect any benefits accruing to any member prior to such changes absent a change effected by a general membership vote.

SECTION 3.2. CLASSIFICATION OF MEMBERS. Qualified persons may be admitted to and classified for membership in good standing in accordance with the terms of this section.

- A. Registered: Any individual who has paid ASEA and PSIA/AASI-W dues, is in good standing with both ASEA and PSIA/AASI-W, is at least 16 years old.
- B. Certified: Any individual who meets all the requirements of a Registered member, has also been Certified as a Level 1, 2 or 3 by any division of ASEA in a recognized discipline and has met all continuing educational requirements of ASEA and PSIA/AASI-W.
- C. Alumni: A member who is defined consistent with any classification established by ASEA, if any, to provide membership to individuals who are inactive members and desire to received limited benefits for less dues.

SECTION 3.3. ADMISSION OF MEMBERS. Members shall be admitted as members upon completing a written application form, turning it into the PSIA/AASI-W business office and upon payment of all required fees and dues as established by the Board of Directors and more specifically identified in the **Policies and Procedures Manual**.

SECTION 3.4 CHANGING MEMBERSHIP CLASS. A member in good standing may change his/her membership class by meeting the requirements of a different class of membership and complying with the policies and procedures established by the Board of Directors and contained in the **Policies and Procedures Manual**.

SECTION 3.5 MEMBER SCHOOL RECOGNITION.

Certified Members Schools and Registered Member Schools, as defined by ASEA, are recognized by the Division with all benefits accruing to them, subject to any policies and procedures established by the Board of Directors as set forth in the **Policies and Procedures Manual**.

ARTICLE IV

PRIVILEGES OF MEMBERSHIP

SECTION 4.1 General Privileges. All members shall have the right to receive notices; to attend meetings; to speak; to resign if all obligations to the Association have been fulfilled; to have a hearing before any expulsion is effected; to insist on the enforcement of the rules of the Association and the rules

of parliamentary procedure; and to exercise any other right specifically permitted by the Bylaws of the Association.

SECTION 4.2 Good Standing. The privileges of membership shall accrue to the benefit of only those members in good standing. Members in good standing refer to members who are current with payment of all dues, fees and assessments, and have fulfilled required educational requirements, and have fulfilled any other obligation required by the Association.

SECTION 4.3 Holding Office. Except as otherwise provided by the bylaws, only Certified Level I, Certified Level II and Certified Level III members in good standing shall be entitled to hold office or be a member of the Board of Directors.

SECTION 4.4 Voting Rights. Only Members in good standing shall be entitled to vote, to sign petitions, to present motions or resolutions, to nominate or conduct business at membership meetings of the Association.

SECTION 4.5 Certificates, Badges and Membership Cards.

- A. All members in good standing shall receive an annual membership card indicating the class of membership and expiration date.
- B. All members in good standing, upon achieving the respective level of certification shall receive a certificate and badge/pin commensurate with the level of certification achieved, subject to any conditions set forth in the **Policies and Procedures Manual**. All Certified Members in good standing shall qualify to replace or purchase additional badges/pins commensurate with his/her level of certification achieved.

SECTION 4.6 Educational Materials. All members shall have access to available educational materials and educational events at member prices from PSIA/AASI-W.

ARTICLE V

OBLIGATIONS OF MEMBERSHIP

SECTION 5.1 General Obligations. Each member shall be responsible for:

- A. Being and staying informed regarding all rules, regulations and procedures of the Association;
- B. Reporting to the principal business office of the Association all changes of address within one month after such change; including but not limited to sharing the member's email address with the Association for the purpose of receiving notices and information that are published in electronic form.
- C. Maintaining membership status by complying with all regulations and meeting all obligations either specifically stated in the bylaws or in the **Policies and Procedures Manual**.

SECTION 5.2 Educational Requirements.

- A. Education Required. Certified Members shall be required to attend educational functions of this Association. Educational functions that may qualify to fulfill this obligation shall be specified by the Education Committee or such other committee as the Board of Directors establishes from time to time. Requirements to fulfill education shall be set out more fully

in the **Policies and Procedures Manual**.

- B. Alumni Reinstatement. Any Alumni member who seeks reinstatement to Registered or Certified Membership must comply with educational requirements and procedures as set forth in these bylaws and the **Policies and Procedures Manual**.
- C. Exceptions. The Board of Directors, at its discretion, may entertain any petition from a member seeking an exception from compliance with the educational requirements and may authorize such exception on a showing of bona fide cause for noncompliance. The Board of Directors' ruling on such a petition shall be final.

SECTION 5.3 Penalties

- A. Education. A failure by any Certified member to maintain current educational requirements constitutes a failure to maintain the standard of the certification classification. In such an event, the member shall remain on the membership roll as a Registered Member and lose Certification Classification without further notice and any published list of members shall so indicate. If the member desires to reinstate his/her Certification Classification, the member will be required to comply with the requirements for reinstatement in the **Policies and Procedures Manual** as established by the Board of Directors, from time to time.
- B. Payment of Fees. Failure to pay penalty fees, late fees or other assessed fees within 30 days of notice thereof constitutes a delinquency and the member will not be a member in good standing so long as such fees remain unpaid. At time of membership renewal, no membership shall be renewed unless all fees are paid in full.

ARTICLE VI

CENSURE AND EXPULSION

SECTION 6.1 Definitions

- A. Censure is a reprimand which may be public or private. A private censure may not be announced to the general membership or the general public. The Board of Directors may effect a private censure without notice and hearing and the charged member may appeal the decision directly to the Board of Directors. A private censure shall not effect any of the member's membership privileges or obligations. A public censure requires notice and a hearing and appeal must be to the General Membership.
- B. Expulsion is termination of membership.

SECTION 6.2 Violations That May Result in Censure or Expulsion. A member may be subject to censure or expulsion under any one of the following provisions:

- A. Refusal or neglect on the part of any member to comply with the provisions of the bylaws of the Association; provided, however, a delinquency in the payment of dues shall be governed by Article IX;
- B. Refusal or neglect by the member to comply with the policies and procedures established by the Board of Directors;
- C. For such other cause as may be deemed by the Board of Directors to constitute conduct or activity inconsistent with membership in the Association.

SECTION 6.3 Procedure to Invoke Censure or Expulsion.

- A. Any member of the organization may initiate censure or expulsion proceedings by submitting in writing the allegations and charges which constitute a violation subject to censure or expulsion consistent with this Article to the Board of Directors.
- B. The Board of Directors shall consider the allegations and/or charges and if, in its discretion, determines that the allegations are sufficient to warrant action, the Board of Directors shall notify the charged member of all allegations and charges, any preliminary findings, the intended consequence with notice of the date and time of a hearing, if required, on the allegations and charges. The date of the hearing shall be no less than 30 days from the date of notice.
- C. If the member fails to appear at the date and time stated in the notice of hearing, without having previously sought a continuance for good cause, the scheduled hearing shall take place without the member's presence.
- D. A hearing on all allegations and charges shall be held before the Board of Directors before any action is taken in connection therewith. The charged member shall be given the opportunity to appear at the hearing to answer all allegations and charges, to testify and to present witnesses on his or her behalf.
- E. After the hearing, the Board of Directors, in a closed session, shall determine whether censure or expulsion is warranted and notify the charged member of its decision, in writing of its findings and action to be taken against the charged member, along with the member's right to appeal. Except for violations of the Code of Ethics, the decision shall state how the member may avoid expulsion or what actions must be taken to reinstate membership.

SECTION 6.4 Method of Appeal.

- A. In the event of a private censure, the charged member may make direct appeal to the Board of Directors by submitting a request to appeal within 30 days of notice of private censure. The Board of Directors will convene a special meeting within 30 days of the request and shall allow the member to be heard and the Board of Directors may reconsider its decision. The decision after appeal shall be final.
- B. In the event of public censure or expulsion, the charged member shall have the right to appeal to the General Membership at any general membership meeting, provided such appeal is endorsed by twenty-five voting members and presented in writing to the President. A two-thirds vote of a quorum of the voting members in attendance may overrule and reverse the action taken by the Board of Directors.

SECTION 6.4 Reinstatement.

- A. Members expelled pursuant to this Article for Code of Ethics may seek reinstatement of his or her membership after a period of two years from date of expulsion and must meet all other membership eligibility requirements of these bylaws and the then existing **Policies and Procedures Manual**.
- B. Members who have been expelled for any reason other than a Code of Ethics violation may reinstate membership by fulfilling the omissions stated in the Board of Directors' decision to expel.

ARTICLE VII

TRANSFER OF MEMBERSHIP

SECTION 7.1 Transfer to and from Other Division of ASEA. Any member of this Association desiring to transfer to a different instructor association may obtain validation of the membership and certification status from the Association and have the validation sent directly to the business office of the transferee association. Members of recognized instructor associations in the United States desirous of joining this Association and transferring the certification level from another association to this Association shall be admitted subject to fulfilling requirements as set forth in the **Policies and Procedures Manual**, established by the Board of Directors.

SECTION 7.2 Transfer from Foreign Countries. Instructors with certified credentials from an ISIA recognized foreign body may join the Association as Registered members, and have the right to petition the Board of Directors to forego complying with the PSIA-AASI-W or ASEA certification examinations commensurate with his/her foreign certification level, in accordance with the requirements and procedures outlined in the **Policies and Procedures Manual**.

ARTICLE VIII

MEMBERSHIP MEETINGS

SECTION 8.1 Annual Membership Meeting and Convention.

- A. A General Membership meeting shall be held annually no later than June 1 of each fiscal year.
- B. The organization and planning of the Association's annual Convention, including the authority to hold and cancel same, shall be the responsibility of the Board of Directors and Officers of the Association.
- C. When the annual meeting is held in conjunction with the annual Convention, its agenda shall be made available to the members in attendance on the day prior to the meeting.
- D. When the annual Membership Meeting is held separately from, or in lieu of, the annual Convention, the agenda shall be published and circulated to the General Membership at least ten days prior to the meeting date.
- E. An annual Membership Meeting shall be scheduled each year. Items to be placed on the agenda must be submitted to the Association principal business office at least 20 days prior to the established date of the meeting. No business other than that published on the agenda shall be transacted at the meeting.

SECTION 8.2 Place of Meeting. Meetings of members shall be held at such place or places and such time as may be designated from time to time by the Board of Directors.

SECTION 8.3 Special Meetings. Any fifty voting members of the Association, under special and unusual circumstances requiring prompt action, may request a special meeting of the membership provided notice of such meeting shall be mailed to each member at least seven days prior to the date thereof.

SECTION 8.5 Notice of Meetings. Whenever members are required to attend or permitted to take action at a meeting, a written notice of the meeting, sent by first class registered or

certified mail shall be given not less than 10 days and not more than 90 days before the date of the meeting to each member who, on the date of the notice, is entitled to vote; provided, however, if the notice is by regular mail, that notice shall be not less than 20 days and not more than 90 days before the meeting.

SECTION 8.6 Quorum. At all meetings of the membership, a quorum shall consist of no less than 100 voting members. Every act or decision done or made by a majority of the voting members present at a duly held meeting at which a quorum is present is an act of the members, unless the law, the Articles of Incorporation or bylaws require a greater number.

SECTION 8.7 Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting:

- A. Removal of a director without cause;
- B. Filling of vacancies on the Board by members;
- C. Amending the Articles of Incorporation; and
- D. An election to voluntarily windup and dissolve the corporation.

ARTICLE IX

ANNUAL DUES, VIOLATIONS AND PENALTIES

SECTION 9.1 Annual Dues. The Board of Directors shall establish the amount of annual dues and set forth the dues payable by each member in the **Policies and Procedures Manual**.

SECTION 9.2 Dues Schedule. All dues are due and payable in advance for an entire year. Timing of payments of the dues shall be established by the Board of Directors and set forth in the **Policies and Procedures Manual**.

SECTION 9.3 Violations and Penalties. Failure to timely pay dues by the established due date constitutes a delinquency. However the member will be carried on the Association's books as in good standing for a period of six months after the due date and may pay dues and added penalty, which penalty amount shall be determined by the Board of Directors and set forth the **Policies and Procedures Manual** within that six-month period. If a delinquent member has not remitted dues and/or penalties within that six-month period, he/she shall be dropped from the membership roll without further notice. Upon being dropped from the membership roll, the member will be required to submit a new application form, pay such fees, penalties and fines and meet such other requirements that the Board of Directors may, from time to time, establish and set forth in the **Policies and Procedures Manual** to reinstate membership.

ARTICLE X

BOARD OF DIRECTORS

SECTION 10.1 Powers of the Board of Directors. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitation in the Articles of Incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors.

SECTION 10.2 Duties of the Board of Directors. It shall be the duty of the directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these bylaws;
- B. To elect annually from its number all officers of the Association with the exception of the Immediate (last living) President and to supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- C. Meet at such times and places as required by these bylaws;
- D. To take, hold and administer all funds, properties, securities, materials or objects that may, at any time, be given, aided, devised, bequeathed, transferred, contributed, or in any manner and in any extent, entrusted to the Association for its purposes;
- E. To appoint or hire such agents or employees, including an Administrative Director of the Association, as it deems necessary or convenient to carry on the affairs of the Association with such powers and salaries or other remuneration as the board may deem proper;
- F. To formulate and recommend the amendment, repeal, or adoption of bylaws, to adopt and prescribe such rules and regulations as it may deem necessary or convenient;
- G. To deal with and expend the income of the Association in such a manner and for such objects as, in its judgment, will best promote the interests of the Association;
- H. To approve certification examination and accreditation procedures as they relate to conduct of membership qualification and testing for all membership on an annual basis;

SECTION 10.3 Number of Directors. The Board of Directors shall consist of twelve persons and the immediate past president (as needed). Furthermore the Board will elect Officers to form a five person Executive Committee as outlined in the bylaws. Any Certified Level I, II, or III member of the Association in good standing shall be eligible and qualified for election to the Board of Directors.

SECTION 10.4 Term of Office of Directors. The term of office for Directors shall be three years or until their successors are elected and qualified, so arranged that approximately one third of the Directors shall be eligible for re-election each year on a rotating basis.

SECTION 10.5 Meetings. The Board of Directors shall meet as many times as necessary within the course of the year in order to conduct the business of operating the Association. Special meetings shall be held whenever called by the President or requested by a majority of the directors. Meetings may also be conducted through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting. All meetings of the Board of Directors shall be open to the membership unless otherwise specified. Minutes of all open meetings shall be made available to the membership upon request to the principal place of business established for the Association. The Board of Directors shall meet on the following occasions:

- A. The Annual Board of Directors Meeting shall be held on the 3rd Thursday of April, subject to change by the Board of Directors, but prior to the annual Membership Meeting, but no later than the end of the fiscal year, for the purpose of electing officers and inducting new directors. The meeting shall be presided over by the incumbent President; the incumbent Past President may participate. All new incoming Board members plus those continuing terms of office into the next year shall attend.

SECTION 10.6 Notice of Meetings.

- A. Notice of meetings shall be made in a manner reasonably calculated to give notice to each member of the Board of Directors and may be held no less than 10 days after notice is given in writing and no less than 48 hours if notice is delivered personally, telephonically or telegraphically. Written notice may be in the form of mail or email.
- B. The Notice shall include the day, hour and place of meeting. The purpose of the meeting need not be specified.

SECTION 10.7 Quorum. Nine members of the Board of Directors shall constitute a quorum at any regular or special meetings for the Board. No business shall be conducted unless a quorum is present. The vote of the majority, unless otherwise required by the bylaws, of those directors present shall constitute an act of the Board, unless the Articles of Incorporation, bylaws of the corporation or the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a material financial interest and indemnification of directors, require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 10.8 Waiver of Notice and Consent to Hold Meetings. Any transaction of any meeting of the Board, however called, noticed or wherever held, are as valid as though the meeting was duly called and noticed, provided a quorum is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made part of the minutes of the meeting.

SECTION 10.9 Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually and collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 10.10 Voting by Mail or Email. The Board of Directors may be polled by the President or at the request of any Board member. A ballot may be prepared stating the nature of the business, which shall be limited to matters permitting a "yes" or "no" vote and mailed or emailed to each board member. Such ballots must be returned within ten days of sending. The results of the poll shall be tabulated, listing each member's vote by name and the Board of Director members shall be informed of the result. A vote of the majority of the Board of Directors shall be necessary for passing any motion or business conducted via mail or email. If no protest is made, the action shall become final and made part of the record. If a protest is made, the entire Board of Directors shall be advised immediately as to the nature of such protest and the matter shall be held in abeyance until the next Board meeting.

SECTION 10.11 Nomination and Election of Directors. Members of the Board shall be elected by the Members of the Association who vote in an annual ballot. Any Certified Level I, II or III member desirous of serving in the Association's Board of Directors shall provide such information as requested by the Executive Committee. Submittal of such information shall constitute nomination of candidacy for the Board of Directors. Upon receipt of candidate information, the Administrative Director shall publish a summary of personal information received, accompanied by a ballot containing all official candidates' names, without duplication of names. The General Membership shall receive the subject ballot or have access to vote electronically by which the members may indicate their choices for the Board of Directors

commensurate with the openings available in any given election year. The ballot shall clearly state the number of Board of Directors openings to be filled in the current election. A plurality of votes received, in descending order, shall indicate a choice for the Board of Directors. In the event that different lengths of terms are to be filled, in any election process, the highest plurality of votes shall elect the longest term and so forth in descending order.

SECTION 10.12 Vacancies on the Board.

- A. Filling Vacancy. In the event of a vacancy due to the death, disability, resignation or another cause affecting a member of the Board, a new member of the Board may be appointed by a majority vote of the remaining Board of Directors.
- B. Term of Office of Replacement. In the case of vacancy for any cause, the person elected to fill such vacancy shall serve on the Board for the unexpired portion of such term and, if such unexpired portion shall amount to one calendar year or more, such person may serve no more than two subsequent, successive years, except as noted in Article XI, Section 11.2.

SECTION 10.13 Order of Succession. In the event that the incumbent President is re-elected to a subsequent term as President, the incumbent Immediate (latest living) Past President will serve as a member of the Board of Directors for an additional term.

SECTION 10.14 Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

ARTICLE XI

OFFICERS

SECTION 11.1 Officers. The officers of the corporation shall consist of a President, an Executive Vice-President, an Alpine Vice-President, a Snowboard Vice-President, and an ASEA National Board Representative for the Division.

SECTION 11.2 Term of Office. The term of office for all officers shall be two years except that the ASEA National Board Representative shall serve for three years or until their successors are elected and qualified. Officers shall be eligible for re-election or re-appointment. All officers must serve as members of the Board of Directors during their term of office; provided, however, the Board may elect a non-board member to serve as an officer when no member of the Board qualifies for the office, but such officer shall not have voting rights on the Board of Directors. The President must also serve as a member of the Board of Directors and the Executive Committee for one year following the expiration of his/her term of office.

SECTION 11.3 Nomination and Election Process. When the term of office has expired for any officer, at the annual meeting, the Board of Directors shall nominated a member of the Board to be President, Executive Vice-President, Alpine Vice-President, Snowboard Vice-President and the ASEA National Representative, as necessary. A majority vote of the Board shall constitute a choice.

SECTION 11.4 Officer's Duties. The Board of Directors shall prescribe the duties of the officers, which shall include, without being limited to, the following:

- A. President. The President shall preside at all meetings of the Association, Board of Directors and Executive Committee and shall have the usual powers and duties of such office. He/she shall be a member ex-officio of all committees. In all voting, either by

members of the Board of Directors or members of the Association, a tie vote shall be resolved by the vote of the President. The President may recommend an Administrative Director, subject to the approval of the Board of Directors.

- B. Executive Vice-President. In the event of resignation or inability of the President to serve, the Executive Vice-President shall act as President of the Association. He/she shall serve as Director of all of the Association's standing committees and perform such other duties as delegated him or her by the Board of Directors.
- C. Alpine Vice-President. The Alpine Vice-President shall be responsible for publication and maintenance of the technical standards of all phases of snowsport/ski instruction. He/she will schedule/conduct clinics as appropriate. The Alpine Vice-President shall plan, staff, and implement the several levels of examinations for member qualification and proficiency. He/she shall coordinate the conduct of clinics as they relate to the preparation of both examiners and candidates for such examinations. He/she shall provide technical guidance to the ASEA/PSIA-W Technical Team and Education Core as required and perform such other duties as delegated him/her by the Board of Directors.
- D. Snowboard Vice-President. The Snowboard Vice-President shall be responsible for publication and maintenance of the technical standards of all phases of snowboard instruction. He/she will schedule/conduct clinics as appropriate. The Snowboard Vice-President shall plan, staff, and implement the several levels of examinations for member qualification and proficiency. He/she shall coordinate the conduct of clinics as they relate to the preparation of both examiners and candidates for such examinations. He/she shall provide technical guidance to the ASEA/AASI-W Technical Team and Education Core as required and perform such other duties as delegated him/her by the Board of Directors.
- E. ASEA National Board Representative. The ASEA National Board Representative shall be the official Association delegate to the National Board and in that capacity shall serve on their Board of Directors. His/her actions thereon shall be binding upon the Association. The ASEA National Representative is responsible for attending the ASEA National Meeting as a representative for the Western Division. He/she will be responsible for the dissemination of the minutes from each annual meeting and shall regularly report pertinent information and events of the ASEA Board to the members of the Association. Similarly, he/she shall regularly report happenings of the Association to the ASEA National Board. He/she shall perform such other duties as delegated by the Board of Directors.

SECTION 11.5 Administrative Director. The Board of Directors shall employ an Administrative Director. The Administrative Director is not a voting officer and does not have a vote on the Executive Committee but shall assume and perform the role and duties of Secretary and Treasurer to include, but not limited to, the following:

- A. Issue notices and reports of meetings of the Association
- B. Keep a written record of each meeting of the Board of Directors or of the Executive Committee, such record to be approved by the members present and thereafter shall be made available to all members of the Association.
- C. Transact such part of the correspondence relating to the Association and the Board and shall perform other duties as the Board of Directors may direct.
- D. Execute all contracts, jointly with the President and any other instrument on behalf of the Association whenever authorized to do so by the Board of Directors.

- E. Have custody of the Corporate Seal, and when so ordered by the Board of Directors, shall affix the seal to documents or instruments in the name and on behalf of the Association. In the absence of the Administrative Director, a Director-at-Large appointed by the President shall become the custodian of the Corporate Seal and undertake the duties of Secretary.
- F. Issue membership cards and certificates.
- G. Receive, collect, subject to approval by the Board of Directors, and have custody of all funds and evidence of property belonging to the Association.
- H. Pay all bills or accounts as ordered by the Board of Directors.
- I. Keep all monies and securities in his/her charge in banks or trust companies approved by the Board of Directors.
- J. Keep and maintain adequate and correct accounts of the properties and business transactions of this Association, such books of account to be opened to inspection at all reasonable times by a Director or by a member at the Annual Convention.
- K. Be required to secure annual audits with appropriate balance sheets, revenue & expense accounts, and profit & loss statement upon request by the Board of Directors, by either a Certified Public Accountant or auditing committee appointed by the Board of Directors. If the Board shall direct, the Administrative Director shall post a bond, in such sum and with such sureties as the Board may, from time to time order; the premium on such bond shall be an expense of the Association.

SECTION 11.6 Expenditures. Except as provided in Article XII, no expenditures shall be made without the authority of the Board of Directors. No contract executed by any officer shall be valid or binding upon the Association unless authorized or ratified by the Board of Directors or the Executive Committee.

ARTICLE XII

COMMITTEES

SECTION 12.1 THE EXECUTIVE COMMITTEE

- A. Members. There shall be an Executive Committee, composed of five persons who are the Officers of the Association plus the latest living Past President. Four members of the Executive Committee shall constitute a quorum. In the event that the Board of Directors elects the Immediate Past President to one of the offices of the corporation, the vacancy so created on the Executive Committee shall be filled by an election conducted by a majority vote of the Board of Directors.
- B. Powers. The Executive Committee shall, unless otherwise provided by the Board, have all the powers of the Board, in the interim between meetings of the Board of Directors, except the following powers:
 - 1. To amend or revoke the Articles of Incorporation or Bylaws;
 - 2. To fill vacancies on the Board or Executive Committee;
 - 3. To amend or repeal any resolution of the Board of Directors;

4. To make or approve expenditures in an amount not to exceed the amount established by the Board of Directors and set forth in the **Policies and Procedures Manual**;
 5. To hold hearings on ethics violations or hearings that might give rise to censure or expulsion.
- C. **Board Powers.** By a majority vote of its members then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below two the number of its members, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 12.2 OTHER COMMITTEES. The Association shall have the following standing committees:

- The Executive Committee
- The Rules and Procedures Committee
- The Member School Management Committee
- The Alpine Committee
- The Snowboard Committee
- The Adaptive Committee
- The Nordic Committee
- The Education Committee
- The Children's Committee
- The Convention Committee
- The Publicity Committee
- The Senior Committee

SECTION 12.3 Ad Hoc / Special Committees. The Association shall have such special committees as the President and/or Board of Directors may establish from time to time.

SECTION 12.4 MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or the committee. The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings of the committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws and those rules and regulations may be set forth in the **Policies and Procedures Manual**.

ARTICLE XIII

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 13.1 MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office in the State of California the following:

- A. Minutes of all meetings of directors, committees of the board, membership meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- B. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A record of its members indicating the names and addresses, the class of membership held by each member and the termination date of any membership;
- D. A copy of the corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 13.2 CORPORATE SEAL. The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 13.3 DIRECTORS' INSPECTION RIGHTS. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 13.4 MEMBERS' INSPECTION RIGHTS. Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- A. To inspect and copy the record of all member's name, addresses and voting rights, at reasonable times, upon seven business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- B. To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of names, addresses and voting rights of members entitled to vote for election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- C. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board of committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interest as a member
- D. If a member is denied inspection rights because the intended purpose is not reasonably related to the person's interest at a member, the member may appeal to the Board of Directors by submitting the appeal in writing. The decision of the Board of Directors on such appeal shall be final.

SECTION 13.5 RIGHT TO COPY AND MAKE EXTRACTS. Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 13.6 ANNUAL REPORT. The Board shall cause an annual report to be furnished no later than 120 days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including any trust funds, of the corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds if any, during the fiscal year;
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses and disbursement of the corporation, for both general and restricted purposes, during the fiscal year;
- E. Any information required by Section 13.7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

In lieu of printing and providing copies of the Annual Report to the directors or to any member who requests it in writing, the Board of Directors may elect, by majority vote, to post the Annual Report on the website to satisfy the requirements of this Section; provided, however, that the Board shall cause notice of the posting to be sent via mail or email to each director and every member who has requested a copy of the report in writing.

SECTION 13.7 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS. This corporation shall mail or deliver to all directors and any and all members a statement within 120 days after the close of the fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of any transaction in which the corporation was a party and in which either a director or officer of the corporation had a material financial interest.

In lieu of printing and providing copies of the Annual Statement to the directors or to any and all members, the Board of Directors may elect, by majority vote, to post the Annual Statement on the website to satisfy the requirements of this Section; provided, however, that the Board shall cause notice of the posting to be sent via mail or email to each director and every member. This Statement, if required, may be made part of the Annual Report described in Section 13.6 so long as a notice is sent to every member of the posting of the Annual Report and Annual Statement on the website.

ARTICLE XIV

AMENDMENT OF BYLAWS

SECTION 14.1 Amendment by Membership. The voting members of the Association may alter, amend or repeal the bylaws as follows:

- A. At the annual Membership Meeting or at a special meeting provided that notice in writing of such proposed action be given at least one full day prior to voting, and provided that at least two-third of the quorum approve the proposed changes.
- B. By mail or electronic ballot provided that a quorum of members respond to a mail or electronic ballot and two-thirds of the quorum approve the proposed changes; provided, however, when electronic means are used, notice of the proposed changes must be made at least 10 days before voting begins.

SECTION 14.2 Amendment by the Board of Directors. The Board of Directors may amend the bylaws subject to the following terms and conditions:

- A. No portion of the bylaws that effect a member's rights and privileges afforded by membership in the Association may be modified except by Membership vote;
- B. No amendment shall be effective except upon a two-thirds of the Board of Directors voting in favor of the amendment.
- C. Voting by the Board may be at a regular or special meeting.
- D. All amendments made by the Board of Directors shall be published and made available to the Membership.

ARTICLE XV

AMENDMENT OF ARTICLES OF INCORPORATION

SECTION 15.1 AMENDMENT OF ARTICLES OF INCORPORATION. Amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors and by approval by the Members of the corporation.

SECTION 15.2 CERTAIN AMENDMENTS. Notwithstanding the above section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement of Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XVI

MISCELLANEOUS

SECTION 16.1 Fiscal Year. The fiscal year of the Association shall commence on the first day of July and end on the 30th day of June.

SECTION 16.2 Principal Office. The principal office of the Association shall be the office of the Administrative Director. The location shall be approved and managed as needed by the Board of Directors.

SECTION 16.3 Electronic Notices and Voting.

- A. Electronic Notices. The Board of Directors and the Administrative Director are authorized to use electronic means including the use of a website to publish notices and information for the benefit of the general membership. The Board of Directors may establish a procedure in its **Policies and Procedures Manual** that outlines the process by which electronic means, email and web-based means are used for providing notices and disseminating information that is reasonably likely to give notice to as many members as possible.
- B. Online Voting. Electronic voting, email voting, online voting and secure web-based voting may be permitted by the Board of Directors to conduct business as well as for conducting General Membership voting so long as:

1. Any discussion or information relating to the subject placed for vote has been adequately disseminated to the Board or Membership, as the case may be, and discussion has been permitted.
2. In an electronic, email, online or secure web-based vote, the vote must be either "yes" or "no."
3. In an electronic, email, online or secure web-based vote, the voting page or document must clearly state the topic for the vote and contain an identification number for each member to prevent duplicate voting.
4. If a mail-in ballot has been disseminated, no vote using electronic voting, email, online or secure web-based voting shall take place.
5. The details of how electronic voting, email voting, online voting and/or secure web-based voting may be outlined in the **Policies and Procedures Manual**. In any event, such procedures shall comply with any laws governing electronic, email, online voting and secure web-based voting as set forth in the laws of the State of California.

SECTION 16.4 Policies and Procedures Manual. The Board of Directors is authorized to establish a Policies and Procedures Manual which shall contain the details, procedures, regulations and rules by which various activities shall be governed. The Policies and Procedures Manual shall include, but not be limited to, all items identified in these bylaws relegated to the Policies and Procedures Manual. In the event of conflict between these bylaws and the Policies and Procedures Manual, the bylaws shall govern. The Policies and Procedures Manual may be modified or revoked by a majority vote by the Board of Directors.

SECTION 16.5 Parliamentary Procedure. In all matters not covered by the bylaws, the organization shall be governed by Robert's Rules of Order at its current revision level.

APPROVED BY THE BOARD OF DIRECTORS
on _____.

APPROVED BY THE GENERAL MEMBERSHIP
on _____.

I, the acting Secretary for the organization hereby attest that the foregoing document has been approved and recommended by the Board of Directors and duly approved by the Members upon a vote by two-thirds of a quorum at a duly called Membership Meeting on _____.

Dated: _____.

MITCH DION
Secretary