

BYLAWS

NORTHERN DIVISION AMATEUR SKI EDUCATION FOUNDATION

ARTICLE I

Name and Non-Profit Status

The name of this foundation shall be Northern Division Amateur Ski Education Foundation hereinafter “Northern Division” or “Foundation” and it shall be recognized as an affiliated entity by the U.S. Ski & Snowboard (formerly “USSA”), the National Governing Body, recognized by the United States Olympic Committee and International Ski Federation, as the governing body for skiing and snowboarding in the United States of America.

The Northern Division shall be incorporated under the laws of the state of Montana as a not-for-profit Corporation and it shall be organized so as to qualify as a non profit, charitable, tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

Office

The principal office of the Northern Division shall be located at such location as approved by the Board of Directors of the Northern Division. (Hereinafter “the Board”).

ARTICLE III

Vision, Mission and Objectives

A. The **vision** of the Northern Division is to support U.S. Ski & Snowboard’s vision of making the United States of America the best in the world in Olympic skiing and snowboarding.

B. The **mission** of the Northern Division is to support the mission, vision and values of U.S. Ski & Snowboard by Northern Division.

C. The objectives through which the Northern Division shall accomplish its mission shall include the following:

1. Disseminating education, training, and supporting U.S. Ski & Snowboard members in their goal to achieve sustained success in all levels of ski and snowboard competition; and by helping members to use ski and snowboard competition to develop to their highest athletic and personal potential;
2. Achieving and maintaining long-term financial stability;
3. Administering and coordinating programs which provide competitive opportunities in skiing and snowboarding and establishing a clear path for athletic progression for U.S. Ski & Snowboard members;
4. Establishing a race calendar and entry criteria for those races consistent with U.S. Ski & Snowboard, USOC and FIS rules;
5. Establishing local rules and policies consistent with U.S. Ski & Snowboard rules and policies that facilitate excellence in competition and athletic development.
6. Fostering and encouraging interest and participation in U.S. Ski & Snowboard sanctioned skiing and snowboarding.
7. Assisting the U.S. Ski & Snowboard Alpine Sport Committee (“ASC”) in the implementation of its mission to make recommendations to the U.S. Ski & Snowboard Board and implementing the directives of the U.S. Ski & Snowboard Board.
8. Disseminating SafeSport and Anti-doping resources at the request of U.S. Ski & Snowboard.

ARTICLE IV

U.S. Ski & Snowboard, USOC and FIS Compliance

In compliance with the requirements of the FIS and USOC, the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, and the U.S. Ski & Snowboard Bylaws, the Northern Division shall:

- A. Keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding;
- B. Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without

discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;

C. Ensure that its Board of Directors and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;

D. Ensure that its Board of Directors and any other committees with governance responsibilities include membership and voting strength of eligible athletes to be not less than twenty percent (20%). Athlete eligibility shall be defined as those individuals who have held a USSS or U.S. Ski & Snowboard competitor license and have competed in USSS or U.S. Ski & Snowboard competition (non-masters level) within the past 10 years.

E. Provide procedures for the prompt and equitable resolution of grievances of its members;

F. Submit to binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of the U.S. Ski & Snowboard as an NGB with respect to any component or discipline of skiing or snowboarding, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;

G. Provide U.S. Ski & Snowboard access to Northern Division books and records in order to permit U.S. Ski & Snowboard to ensure compliance with the above.

ARTICLE V

Voting Rights, Affiliation and Membership

A. The Northern Division shall be a non-profit organization open to all regardless of race, creed, color, or sex, and who pay such membership fees as the U.S. Ski & Snowboard Board shall approve from time to time.

B. All members of Northern Division must be members of U.S. Ski & Snowboard.

C. Each Affiliated ski club in the Northern Division shall be entitled to one membership, with the club appointing their own designated representative.

D. The members of the ACC of the Northern Division shall collectively be entitled to one membership, and that membership will be represented by the ACC Chair.

ARTICLE VI

Government and Operation

The Northern Division shall have a Board of Directors (“the Board”) which shall lead the Northern Division in the pursuit of the realization of its vision and the fulfillment of its Mission.

1. The Board shall be comprised of members in good standing of the U.S. Ski & Snowboard. Every member of the Board shall be entitled to vote in person on Board business unless the member is designated below as a non-voting *ex officio* member or is ineligible under the U.S. Ski & Snowboard’s conflict of interest policies.
2. Voting by proxy shall not be permitted and each member of the Board shall have one (1) vote regardless of how many offices that person may hold.
3. The Board shall provide for staggering Officer position elections biannually, so that at least half of the board remains unchanged over a two-year period and President and Vice-President Board Members are not vacated simultaneously. Election for the President and Secretary positions will occur in even years. The Vice- President and Treasurer will be elected in odd years. At its sole discretion, the sitting Board may include the Immediate Past President as a member of the Board. Should this occur, the term of the Immediate Past President shall be concurrent with that of the sitting President, or until such time as the Immediate Past President no longer chooses to or is able to serve. In the event that the Immediate Past President’s seat is vacated, it shall not be refilled until a new president is elected.
4. Any director may be removed for cause by the Board by the affirmative vote of two-thirds (2/3) of all other members of the Board, after due notice to and opportunity to respond by the respective director.
5. The Board shall provide a reasonable opportunity during the annual meeting of members for members to comment upon the actions and policies of the Board.
6. All meetings of the Board shall be open to attendance by any interested

member in good standing of the U.S. Ski & Snowboard, except that the Board may close such meetings for discussion of matters of a legally sensitive nature.

ARTICLE VII

Meetings

- A. Meetings of the Northern Division shall be held annually at such time and place as the Board of Directors may decide. Notice of each annual meeting shall be sent to each affiliated ski club at least 15 days prior thereto.
- B. Special meetings of the Northern Division shall be called by the President at any time, either upon the order of the Board of Directors or the President, or upon the written request of any three memberships. Notice of each such meeting, stating its purpose, shall be sent to each membership at least 15 days prior thereto.
- C. Any membership of the Northern Division whose dues and assessments have been paid in full may be represented at any meeting by any number of duly appointed delegates. No membership shall be entitled to more than one vote, which shall be cast by one of the delegates duly authorized by such membership to cast the vote. In the absence of specific authority granted to a particular delegate, such membership's vote shall be cast by a majority of the delegates present representing the membership.
- D. One-third of the membership of the Northern Division entitled to vote shall constitute a quorum at any meeting of the foundation, and, except as otherwise specifically provided herein, any action shall be effective and valid if taken or authorized by at least a majority of all votes cast at a meeting.
- E. The Board of Directors shall meet annually. Regular meetings of the Board of Directors shall be held at least once every six months and shall be called by the President. Notice of each meeting shall be sent to each Director at least seven days prior thereto.
- F. The President may call special meetings of the Board of Directors at any time, either upon the President's order or upon the written request of any three Directors. Notice of such meeting, stating its purpose, shall be sent to each Director at least three days prior thereto.

G. It shall not be requisite to the validity of any meeting of the Northern Division or of the Board of Directors that notice thereof shall have been given to any member of the Board of Directors or to any membership who shall attend such meeting, or who, if absent, waives notice thereof in writing either before or after it is held.

H. Meetings of the Board of Directors or the Alpine Competition Committee (ACC) may be held through the use of a conference telephone or similar communications equipment such as email, instant messaging or similar communications so long as all members participating in such meetings can communicate with one another at the time of such meeting. Participation in such a meeting constitutes presence in person at such meeting. Each person participating in the meeting shall sign the minutes thereof, which may be in counterparts. Approval of said meeting may be accomplished via email or fax.

ARTICLE VIII

Officers

The officers of the Foundation shall consist of a President, President Emeritus for one year following end of term if applicable, Vice President, Secretary, Treasurer, Division Manager, and one Athlete Representative all of whom shall be officers, directors, employees or members of affiliated ski clubs or of the coaches group. At their sole discretion, the sitting board may include the immediate past president Officers shall be elected at the Fall meeting of the Northern Division based on the voting cycle below and shall serve until their successors have been elected and qualified. The offices of Secretary and Treasurer may be held by the same person. The duties of the officers shall be as follows:

1. The President shall be the chief executive officer. He/she shall, when present, preside at all meetings of the Northern Division and the Board of Directors, and shall, in general, perform all duties incidental to the office of president of similar organizations, and such other duties as the Board of Directors may assign to them.
2. The Vice President shall perform the duties of the President in his absence or disability and shall perform such other duties as the Board of Directors may assign to them.
3. The Treasurer shall oversee the Division Manager's management of Northern Division's finances including depositing all of the Foundation's funds in such

depositories as the Board of Directors may select, pay all of the Foundation's bills, collect all moneys due the Foundation, and keep full and accurate books of account of all moneys received and paid out for the Foundation. Such books and accounts shall be constantly open to the inspection of each officer and Director. The Treasurer and Division Manager shall upon request of the Board of Directors, and in any event at least once in each year, render to the Board of Directors and the Foundation a complete statement of the Foundation's financial position. In addition, the Treasurer shall perform all other duties incidental to the office of treasurer of similar organizations, and all duties that the Board of Directors may assign to them. The Treasurer shall give a bond for the faithful discharge of his duties if and when the Board of Directors so requires.

4. The Secretary shall attend all meetings of the Board of Directors and the Foundation, shall keep full and accurate records of all proceedings at such meetings, and shall perform all other duties incidental to the office of secretary of similar organizations and all duties which the Board of Directors may assign to them. They shall have custody of the Foundation's record books, and shall give notice of all meetings of the Foundation and the Directors in the manner prescribed by these Bylaws.

5. The Division Manager shall organize and manage the Northern Division. The Manager will build a system and structure that is both sustainable and easily understood. The Manager will develop and manage high quality programs for athletes, coaches, and parents in the Northern Division. Additional duties will include coordinating activities with U.S. Ski & Snowboard and with Western Region; shall keep track of competitors rankings in the division; confirm and post division teams to regional and national competitions; coordinate with the ACC Chair for selection of division coaches to regional and national competitions; work with Treasurer to manage finances of Northern Division; and all duties described in cooperation with the Board of Directors.

ARTICLE IX

Board of Directors

The Board of Directors shall consist of the elected officers of the Foundation. No membership shall have more than two representatives on the Board of Directors. The Directors shall serve for a term of two years or until they are re-elected or their successors are elected. Election for the President and Secretary positions will occur in even years. The Vice President and Treasurer will be elected in odd years. The Board of Directors shall have supervision of the affairs and interests of the Foundation and shall

perform such duties as may from time to time be referred to it. The Board of Directors may fill the vacancies caused by the death or resignations of ineligibility of any officer or director. Any such substitute appointee shall serve for the unexpired term. A majority of the Board of Directors shall constitute a quorum.

ARTICLE X

COMMITTEES

There shall be a standing committee of the Foundation called the Alpine Competition Committee (ACC) consisting of nine members including one athlete and one master voting representative from the Foundation's membership. The Foundation President and the Division Manager shall be included as ACC non-voting members. The Northern Division Board of Directors shall select the membership representatives to serve on the Alpine Committee, provided, however, that no Northern Division club shall have more than one representative on the committee. The ACC members shall serve for a term of three years or until their successors are appointed.

The ACC Chair shall be appointed by the Board of Directors after recommendation from the ACC.

There shall be such other committees as the Board of Directors shall from time to time determine to be desirable in the operation of the Foundation. Such committees shall serve for a term of three years or until they are re-appointed or their successors are appointed. Such committees shall have such duties and responsibilities as the Board of Directors may assign to them and shall make reports at least annually at the meeting of the Foundation.

ARTICLE XI

Dues

The Board of Directors shall determine annual dues payable by memberships and may, in its discretion, exempt certain memberships from the payment of annual dues.

ARTICLE XII

Fiscal Year

The fiscal year of the Foundation shall commence on July 1 and end on June 30 of each

year.

ARTICLE XIII

Conflict of Interest and Ethical Practices

The Board shall adopt U.S. Ski & Snowboard's code of conduct and U.S. Ski & Snowboard's conflict of interest and ethics policies.

ARTICLE XIV

Grievances, Suspensions and Appeals

Grievances. Every member of the Northern Division shall have the right to pursue written grievances concerning actions by the Board, any of its committees, or any of their members acting in their official capacities in accordance with the procedures set forth below:

1. A grievance shall be defined as an allegation by a member that the Board, any of its committees or any member while acting in an official capacity has violated these bylaws or has failed to discharge its obligations under the U.S. Ski & Snowboard Bylaws, USOC Bylaws or the Ted Stevens Olympic and Amateur Sports Act.
2. A complainant may initiate the grievance process by filing a written complaint with the principal office of Northern Division. The Complaint shall include the following:
 - (a) The identity of the complainant;
 - (b) The identity of the member(s), Board(s), or committee(s) of the Northern Division against whom the grievance is directed (hereinafter collectively the "Respondents");
 - (c) A short and plain statement of the facts giving rise to the grievance, including the action at issue, Bylaws or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought;
 - (d) The signature of the complainant (and the signature of his/her parent or legal guardian if he/she is under eighteen (18) years of age); and
 - (e) Any reasonable filing fee adopted in advance by the Board.

3. Within ten (10) days of receiving the Complaint, the Board shall refer the matter to U.S. Ski & Snowboard for disposition pursuant to Article IX of the U.S. Ski & Snowboard Bylaws.

ARTICLE XV

Amendments

These Bylaws may be amended at any meeting of the Foundation by a two thirds vote of the memberships represented at the meeting, provided that an explanation of the proposed amendment shall have been included in the notice of the meeting.

Any amendment of these bylaws shall become effective forty-five (45) days from the date of approval by the Board of the Northern Division and by the USSS Board.

ARTICLE XVI

Dissolution

The Northern Division may dissolve only by an affirmative vote of the Board in the manner and proportions described below. Each member of the Board shall be given notice of a special meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three-quarters (3/4) of all then current directors must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of Northern Division shall devolve upon the Board.

Revised: November, 2023 (Adopted, February 2024)