

Amended and Restated

Bylaws

of

Far West Skiing, Inc.,

A California Public Benefit Corporation

Adopted

September 11, 2015

ARTICLE 1 OFFICES .....	4
PRINCIPAL OFFICE .....	4
ARTICLE 2 PURPOSES.....	4
OBJECTIVES AND PURPOSES .....	4
ARTICLE 3 MEMBERSHIP .....	5
ARTICLE 4 DIRECTORS .....	5
SECTION 1. NUMBER .....	6
SECTION 2. POWERS.....	6
SECTION 3. DUTIES .....	6
SECTION 4. SELECTION AND TERMS OF OFFICE .....	6
SECTION 5. COMPENSATION .....	7
SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS.....	7
SECTION 7. PLACE OF MEETINGS.....	7
SECTION 8. REGULAR AND ANNUAL MEETINGS.....	8
SECTION 9. SPECIAL MEETINGS .....	8
SECTION 10. NOTICE OF MEETINGS.....	8
SECTION 11. CONTENTS OF NOTICE .....	8
SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS.....	9
SECTION 13. QUORUM FOR MEETINGS.....	9
SECTION 14. MAJORITY ACTION AS BOARD ACTION .....	9
SECTION 15. CONDUCT OF MEETINGS.....	9
SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING .....	10
SECTION 17. VACANCIES.....	10
SECTION 18. STANDARD OF CARE.....	11
SECTION 19. INSPECTION .....	12
SECTION 20. NONLIABILITY OF DIRECTORS.....	12
SECTION 21. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS.....	12
SECTION 22. INSURANCE FOR CORPORATE AGENTS.....	12
ARTICLE 5 OFFICERS.....	12
SECTION 1. NUMBER OF OFFICERS.....	12
SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE .....	13
SECTION 3. SUBORDINATE OFFICERS .....	13
SECTION 4. REMOVAL AND RESIGNATION .....	13
SECTION 5. VACANCIES.....	13
SECTION 6. DUTIES OF PRESIDENT.....	13
SECTION 7. DUTIES OF VICE PRESIDENT .....	2
SECTION 8. DUTIES OF SECRETARY .....	2
SECTION 9. DUTIES OF TREASURER .....	2
ARTICLE 6 COMMITTEES .....	2
SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD .....	2
SECTION 2. THE ALPINE COMPETITION COMMITTEE.....	3
SECTION 3. THE DIRECTOR NOMINATING COMMITTEE.....	4
SECTION 4. OTHER BOARD COMMITTEES .....	4
SECTION 5. ADVISORY COMMITTEES.....	4
SECTION 6. MEETINGS AND ACTION OF COMMITTEES .....	4
ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS.....	5
SECTION 1. EXECUTION OF INSTRUMENTS .....	5
SECTION 2. CHECKS AND NOTES .....	5
SECTION 3. DEPOSITS .....	5
SECTION 4. GIFTS.....	5

ARTICLE 8 CORPORATE RECORDS, REPORTS, AND SEAL .....	5
SECTION 1. MAINTENANCE OF CORPORATE RECORDS .....	5
SECTION 2. CORPORATE SEAL .....	6
SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS .....	6
SECTION 4. ANNUAL REPORT .....	6
SECTION 5. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS .....	7
ARTICLE 9 FISCAL YEAR .....	7
ARTICLE 10 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES .....	7
SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY .....	7
SECTION 2. DEFINITIONS .....	8
SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES .....	8
SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS .....	9
SECTION 5. COMPENSATION APPROVAL POLICIES .....	9
SECTION 6. ANNUAL STATEMENTS .....	10
SECTION 7. PERIODIC REVIEWS .....	11
SECTION 8. USE OF OUTSIDE EXPERTS .....	11
ARTICLE 11 AMENDMENT OF BYLAWS .....	11
ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS .....	11

## **ARTICLE 1 OFFICES**

### **PRINCIPAL OFFICE**

The principal office of Far West Skiing, Inc. (“FWS”) for the transaction of its business is located in [Nevada] County, California, or such other county as shall be designated by the board of directors from time to time.

## **ARTICLE 2 PURPOSES**

### **OBJECTIVES AND PURPOSES**

This corporation is a nonprofit public benefit corporation and is not organized for the private benefit of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the state of California for charitable purposes.

The specific and primary purposes and activities for which the corporation is organized are as follows:

1. Act in its capacity as the principal affiliate representing the Far West (California, Hawaii, and Nevada, except for Elko, Eureka, and White Pine counties) for the United States Ski and Snowboard Association (USSA), the recognized National Governing Body for the sport of skiing in the United States. FWS shall assist USSA and in the organization, regulation, and advancement of amateur athletic competition in the sport of snow skiing and related activities (skisport) in the United States, as recognized by and in affiliation with the International Ski Federation (FIS) and the United States Olympic Committee (USOC), and in conformity with the requirements and provisions of the FIS, USOC, and the Amateur Sports Act of 1978. FWS shall provide membership and technical services and such other assistance as the board of directors of USSA may from time to time request.
2. Promote the skiing development of young athletes from all clubs in the Far West with the objective of placing elite competitors onto the US Ski Team; and to support USSA’s vision of making the United States of America the best in the world in competitive skiing. “Alpine Athlete Competencies” as developed by USSA will be used as a guideline.
3. Promote alpine competition in the Far West from entry level, club level, and elite level.
4. Provide financial support to athletes, coaches, and development projects.

5. Maintain a structure that will support the needs of Far West clubs, athletes, coaches, and general membership.
6. Develop, revise as appropriate, promulgate, implement, and enforce a comprehensive body of competition rules for each skiing discipline, including rules of athletic eligibility, in conformity with or supplementary to FIS, USOC, and USSA rules, and the Amateur Sports Act of 1978.
7. Annually schedule, conduct, and maintain quality control of a comprehensive program of ski competition in each skiing discipline, including entry level, junior and masters competitions, regional championships, and FIS sanctioned competitions as are annually awarded to the United States.
8. Foster and encourage interest and participation in the sport of snow skiing by both competitive and recreational skiers.
9. Serve as the regional spokesperson for the sport of skiing representing the legitimate interests of all skiers as a consumer group within the region.
10. Disseminate education, training, and support Far West members in their goal to achieve sustained success in all levels of ski competition; and by helping members to use ski competition to develop to their highest athletic and personal potential.
11. Achieve and maintain long-term financial stability.
12. Assist the USSA Alpine Sport Committee (“ASC”) in the implementation of its mission to make recommendations to the USSA Board and implement the directives of the USSA Board.
13. Disseminate SafeSport and Anti-doping resources at the request of USSA.

The corporation will not discriminate on the basis of any race, color, national and ethnic origin, gender, or religion in terms of the rights, privileges, programs, and activities generally accorded or made available to eligible participants in any of the programs it may operate. It will not discriminate on the basis of race, color, national and ethnic origin, gender, religion or sexual orientation in administration or its policies, scholarship and loan programs, and athletic and other administered programs.

### **ARTICLE 3 MEMBERSHIP**

This corporation shall have no members with legal membership rights under the Nonprofit Public Benefit Corporation law. All rights which would vest in members under the Nonprofit Public Benefit Corporation Law instead shall vest in the board of directors. No group or individuals associated or affiliated with the corporation, including Far West members, contributors, or other supporters or affiliates of the corporation, shall have legal membership rights under the California Nonprofit Public Benefit Corporation law. The corporation shall be a non-profit organization open to all regardless of race, creed, color, or sex, and who pay such membership fees as the Board of corporation and the USSA Board shall approve from time to time. All members of Far West Skiing must be members of USSA.

## **ARTICLE 4**

### **SECTION 1. NUMBER**

The number of directors shall be not less than 5 nor more than 18, with the exact number of authorized directors to be fixed from time to time by resolution of the board of directors.

### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

In addition, whenever it is provided in the bylaws of USSA that they have authority or responsibility with respect to matters affecting FWS, the board of directors of FWS shall ratify and confirm such actions taken by USSA, if necessary to give full force and effect to such action, unless the board of directors of FWS deems such action to be contrary to the best interests of FWS. The bylaws of USSA specifying actions to be taken by FWS on behalf of USSA are hereby incorporated by this reference.

### **SECTION 3. DUTIES**

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) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **SECTION 4. SELECTION AND TERMS OF OFFICE**

Each director elected to office shall be elected for a term of [two] years, and shall hold office until a successor has been elected.

- (a) All directors must be members in good standing of FWS and USSA.
- (b) The composition of the board, including how various constituents are represented on the board, shall be determined by resolution of the board of directors. ]

- (c) Nominations for directors shall be made by the Nominating Committee as set forth in Article 6 of these bylaws.
- (d) Any such nomination shall be done in accordance with any other rules or guidelines relating to director nominations established by resolution of the board of directors.

### **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they may be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

### **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at such place as shall be designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting shall be valid only if all board members have been given written notice of the meeting, including its location, in accordance with these bylaws or upon the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;

b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, vote, or to interpose an objection to, a specific action to be taken by the corporation; and

c) This corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the board meeting as a director, or by invitation of the board or otherwise, and (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

## **SECTION 8. REGULAR AND ANNUAL MEETINGS**

Meetings of the board of directors shall be held [at least four times] a year.

The annual meeting shall be called by the board chair or any two directors, and noticed in accordance with these bylaws. At the annual meeting, directors shall be elected by the board of directors in accordance with this section. Cumulative voting by directors is not permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the board of directors may be called by the President or any [five] directors, and noticed in accordance with these bylaws.

## **SECTION 10. NOTICE OF MEETINGS**

Notice of the annual meeting and any regular or special meetings of the board of directors shall be given to each director at least ten days before any such meeting if given by first-class mail or forty-eight hours, confirmation required, before any such meeting if given personally or by telephone or other electronic means, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, or electronic mail, and shall state the date, place, and time of the meeting. Notice shall be sent to each director at his or her address or contact place as shown on the books of the corporation.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **SECTION 11. CONTENTS OF NOTICE**



Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

### **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or approves the minutes of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

### **SECTION 13. QUORUM FOR MEETINGS**

A majority of the total number of directors then in office shall constitute a quorum.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the board of directors shall be presided over by the president or chairperson of the board, or, in his or her absence, by the vice president of the corporation or, in the absence of each

of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Minutes of all meetings will be distributed to all directors within 14 days of each meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

#### **SECTION 16. 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 or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. 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 certificate or other 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 17. VACANCIES**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the directors then in office.

Directors who are absent for three (3) consecutive meetings, without good cause, shall automatically be placed on "suspended" status. A director who has been suspended shall have no vote and shall no longer be considered as a director for purposes of establishing a quorum. A director on "suspended" status may only be restored to full voting rights upon submission of a written request to the board, with a valid reason for the absences and approval by a majority of the board.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this article of these bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

## **SECTION 18. STANDARD OF CARE**

(a) General. A director shall perform the duties of a director, including duties as a member of any board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) One or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) A board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 10 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this

section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

## **SECTION 19. INSPECTION**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

## **SECTION 20. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **SECTION 21. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 22. INSURANCE FOR CORPORATE AGENTS**

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

# **ARTICLE 5 OFFICERS**

## **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a president, vice president, secretary, and treasurer, as defined in the Policies and Procedures. The corporation may also have, as determined by the board of directors, a chairperson of the board. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

## **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Each officer of this corporation shall be elected annually by the board of directors. Each officer shall serve at the pleasure of the board. The term of office for all officers shall be one (1) year. No individual shall serve more than four (4) consecutive terms in any elective office, nor more than ten (10) years consecutively in any combination of the four elective offices.

## **SECTION 3. SUBORDINATE OFFICERS**

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

## **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

## **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board

of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors but shall not have any voting rights except as provided below. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

The President shall be an ex-officio member of all committees. The President will not vote on any issue at any board or committee meeting unless there is a tie vote, in which case the President will cast the deciding vote.

#### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

#### **SECTION 8. DUTIES OF SECRETARY**

The secretary shall supervise the keeping of a full and complete record of the proceedings of the board of directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and policies of this corporation, and shall have such other powers and duties as may be prescribed by law, the board, or these bylaws.

#### **SECTION 9. DUTIES OF TREASURER**

The treasurer shall perform such duties in connection with finances of the organization as may be requested by the Board, or as may be prescribed by law or these bylaws. Supplemental duties will be defined by in the Policies and Procedures and overseen by the Executive Committee.

### **ARTICLE 6 COMMITTEES**

#### **SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD**

The corporation shall have an Executive Committee which will consist of the President, Vice President, Secretary, Treasurer, the Past President (if available to serve), and the FWS

Divisional Manager who shall serve without a vote. The President will chair the Executive Committee.

The Executive Committee shall have all of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of a majority of the board of directors.
- (b) The filling of vacancies on the board or on any committee that has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of bylaws or the adoption of new bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The 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 2. THE ALPINE COMPETITION COMMITTEE**

The corporation shall have an Alpine Competition Committee which shall be responsible for the following duties:

To recommend competition policies, rules and regulations to the board for its approval; to annually organize a coherent, comprehensive schedule of competition; to regulate and resolve all intra-regional issues; to exercise operational authority and accept accountability for the conduct of all aspects of competition below Western Region team status; and to work closely with relevant staff and corresponding steering committees.

The Chairperson of the ACC will be a voting member of the board of directors and shall be selected from within the ACC by ACC members. The board will review the nomination and appoint the selected person if deemed appropriate. If the selection is rejected, the ACC will be required to submit a new candidate for approval. The term for the ACC chair will be for two (2) years and he or she may be reelected for one additional term. The appropriate organization and composition of subcommittees to accomplish various tasks and fulfill various purposes will be the primary responsibility of the ACC Chairperson in consultation with the President, with final approval coming from the board.

### **SECTION 3. THE DIRECTOR NOMINATING COMMITTEE**

The corporation shall have a Nominating Committee which shall be responsible for delivering to the board of directors a report with nominations for available director seats on or before the 1<sup>st</sup> of March each year. Its report will consist of a slate of proposed nominees for directors' positions up for election. The nominating committee shall take into account geographic diversity, understanding of FWS operations, and mature business judgment. Continuity and consistency should be sought in all positions. Any other requirements for nominees regarding representation of specific interest groups or constituencies and any other matters relating to this Committee's duties or responsibilities shall be established by resolution of the board of directors.

### **SECTION 4. OTHER BOARD COMMITTEES**

The board of directors may, by resolution adopted by a majority of the directors then in office, create any number of other board committees to serve at the pleasure of the board. The duties, powers, and responsibilities of any such committee shall be determined by and set forth in a resolution of the board.

### **SECTION 5. ADVISORY COMMITTEES**

The corporation shall have such advisory committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

### **SECTION 6. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action 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 bylaw 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 by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

### **SECTION 4. GIFTS**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 8 CORPORATE RECORDS, REPORTS, AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors and committees of the board, 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 account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its directors and officers, indicating their names and addresses;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times during office hours.

## **SECTION 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 3. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions 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 4. ANNUAL REPORT**

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, 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 or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 5 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.

## **SECTION 5. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS**

This corporation shall mail or deliver to all directors within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- (a) Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

## **ARTICLE 9 FISCAL YEAR**

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of June and end on the 31<sup>st</sup> of May in each year.

## **ARTICLE 10 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified

person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **SECTION 2. DEFINITIONS**

### **(a) Interested Person.**

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

### **(b) Financial Interest.**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES**

### **(a) Duty to Disclose.**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **(b) Determining Whether a Conflict of Interest Exists.**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **SECTION 5. COMPENSATION APPROVAL POLICIES**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- (b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  1. is not the person who is the subject of compensation arrangement, or a family member of such person;
  2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
  3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
  4. has no material financial interest affected by the compensation arrangement; and
  5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation.

## **SECTION 6. ANNUAL STATEMENTS**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **SECTION 7. PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **SECTION 8. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **SECTION 9. USSA POLICIES**

The corporation shall adopt policies consistent with USSA's code of conduct and USSA's conflict of interest and ethics policies.

## **ARTICLE 11**

### **USSA, 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 USSA Bylaws, the corporation shall:

- A. keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials and administrators in skiing;
- 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. strive to 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 USSA competitor license and have competed in USSA 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 the USSA for binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of the USSA 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; and
- G. provide USSA access to corporation's books and records in order to permit USSA to ensure compliance with the above.

## **ARTICLE 12**

### **Grievances, Suspensions and Appeals**

Grievances. Every member of the corporation 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 USSA 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 corporation. 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 corporation 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 USSA for disposition pursuant to Article IX of the USSA Bylaws.

### **ARTICLE 13 AMENDMENT OF BYLAWS**

Proposed amendments to these bylaws shall be submitted in writing to the directors at least one week in advance of any board meeting at which they will be considered for adoption. The vote of 2/3's of the directors then in office at a meeting duly called and noticed or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

### **ARTICLE 14 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from

the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All directors of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

### **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the amended and restated bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below by the vote set forth below.

Date Adopted: September 11, 2015

Vote of Board: Unanimous

Vince Sosnkowski, Secretary