

**BYLAWS OF
PACIFIC NORTHWEST SKI ASSOCIATION,**

A Non-Profit Corporation

Also known as

Pacific Northwest Division

of the United States Ski and Snowboard Association,

and as PNSA

**ARTICLE I
JURISDICTION**

Section 1. The Pacific Northwest Ski Association, also known as the Pacific Northwest Division of the United States Ski and Snowboard Association, and as PNSA, an Oregon non-profit corporation, is a member of and represents the United States Ski and Snowboard Association ("USSA") in its Pacific Northwest Division. This Association thereby pledges itself to observe and be governed by the rules of competition of this Corporation harmonized with those of the USSA, when not incompatible with the law or laws of the State of Oregon, or any other state in which this Corporation is licensed to operate.

Section 2. This Corporation shall have the power to enroll member clubs and individual members within the territory allocated to it by the USSA, adopt its own Articles of Incorporation and Bylaws, discipline its own member clubs and individual members and skiers and snowboarders connected with these clubs, sanction dates of all tournaments held within its territory, and in general administer its affairs for the good of skiing and snowboarding within the Pacific Northwest Division.

Section 3. In sanctioning tournaments, the Association shall not approve a competitive meet on a date conflicting with any national tournament, when awarded to any member club, except tournaments of types different than calendared by USSA. International and USSA rules for judging and conducting ski and snowboard competitions shall be followed.

**ARTICLE II
BOARD OF DELEGATES**

Section 1. A Board of Delegates shall be the general governing body of this Corporation. The duties of the Board of Delegates shall consist of: passing all necessary resolutions, passing amendments of the Articles of Incorporation, election of officers and election of the Board of Directors.

Section 2. An annual meeting of the Board of Delegates shall be held in, or as close as practicable to, the second (2nd) calendar quarter each year.

Section 3. A majority of the Board of Directors or the President may call special meetings of the Board of Delegates whenever urgent corporation business requires, at such time and place as they deem advisable, with proper advance written notice to delegates and their alternates.

Section 4. The order of business at the annual meeting shall be as follows with the exception that the order may be varied by the President after proper notice of an agenda to the members of the Board of Delegates and their alternates prior to the annual meeting:

- (a) Call to order;
- (b) Announcement of convention committee appointments;
- (c) Report of credentials committee;
- (d) President's address;
- (e) Minutes of last annual meeting, special meetings and directors' meetings;
- (f) Secretary's report;
- (g) Treasurer's report;
- (h) CPA audit report;
- (i) Reports and actions of standing committees;
- (j) Old business;
- (k) New business;
- (l) Election of officers and directors;

- (m) Report of Resolutions Committee;
- (n) Adjournment.

Section 5. The most current edition of Roberts Rules of Order shall govern all meetings if not inconsistent with the specific provisions of the Articles of Incorporation or Bylaws of this Corporation.

Section 6. The President, Vice President, Secretary and Treasurer shall be elected at each annual meeting by the Board of Delegates for one-year term and shall be individual members of this Corporation.

Section 7. A quorum shall constitute fifty percent of delegates registered with the Corporation at the first day of the annual convention, provided that no business shall be conducted at a meeting at which less than five delegates are present. All questions shall be decided by a simple majority of those constituting a quorum.

Section 8. Every delegate, alternate, and proxy holder shall be an individual member of this Corporation and shall continue as such as long as he or she shall be a delegate or alternate. Each delegate shall be entitled to one vote and may hold no more than two proxy votes.

Section 9. No delegate or alternate may hold more than three votes, including proxies.

Section 10. Designation of delegates, alternates and proxies must be in writing duly executed. Proxies may be issued only for a specific convention or a specific special meeting so that delegates retain their vote during the entire year. A telegram or email or other similar form of communication does not meet the requirements of execution. The proxies and designation of delegates and alternates shall be substantially in the following form:

TO: PNSA Credentials Committee

The undersigned hereby appoints _____ or his (her) nominee to represent the undersigned as a delegate at the (annual)(special) meeting of the Pacific Northwest Ski Association to be held in (city or state) on _____. This appointment (proxy) shall expire after such (annual)(special) meeting.

By _____
 (Signature of club officer or
 delegate issuing proxy)

Address _____
 Organization or Title _____

Section 11. Voting by mail at a special meeting for such business, other than elections, may be authorized as the Board of Directors may deem in the best interest of the Corporation, provided that all matters submitted to vote by mail shall be submitted so as to only provide for a "yes" or "no" vote. Ballot must state that date ballots will be counted, which shall occur not less than 30 days after ballots are mailed.

Section 12. In addition to being a member of this Corporation (Section 8), each delegate, alternate, and proxy holder must pay the registration fee as specified by the Board of Directors. This fee is not to include meals.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The Board of Directors shall manage the business affairs of the Corporation. The duties of the Board of Directors shall consist of administration of the Corporation's affairs in harmony with the Articles of Incorporation and Bylaws; hiring and engaging and dismissing all paid and professional personnel employed by this Corporation from time to time; planning and administering the fiscal policy of the Corporation; and in general, having the power to conduct and regulate Corporation affairs which are not specifically reserved to the Board of Delegates or limited by Oregon law, the Articles of Incorporation or Bylaws of this Corporation.

Section 2. Elected Directors

(a) Number: The Board of Delegates will elect at the annual convention each year four or five (alternating) directors to serve for a term of two years each, making it possible to always have on the Board of Directors, out of the nine directors elected by the Board of Delegates, four or five who have had previous experience on the Board. Consideration shall be given in nomination and election to geographical representation.

(b) Re-election: No one of the directors may serve more than four consecutive years as a director with the exclusion of any time spent as an officer or immediate past president.

(c) Vacancy: Any vacancy occurring on the Board of Directors may be filled by appointment by the remaining members of the Board and such director shall serve until the next annual meeting, at which time the Board of Delegates shall elect a director to serve for the remaining unexpired term, if any.

(d) All directors shall be or become individual members of this Corporation within thirty (30) days of their election.

Section 3. In addition to the elected directors, the officers of this Association shall serve on the Board of Directors together with the following:

- (a) The immediate past president of the Corporation;
- (b) The Vice-President of Fund Raising, who shall be named by the President of this Corporation, with the consent of the Board of Directors.
- (c) One director representing the Pacific Northwest Division of the National Ski Patrol representing the states of Oregon, Washington, and Idaho, to be elected or appointed by them, who shall be an honorary member, if not an individual member of this Corporation, during the term of office;
- (d) Up to three directors representing the Pacific Northwest Ski Areas Association, elected or appointed by them, who shall be honorary members, if they or any of them are not individual members of the Association, during their term of office; (ARTICLE V OF ARTICLES)
- (e) One director representing the Pacific Northwest Ski Instructors Association to be elected or appointed by them, who shall be an honorary member, if not an individual member, of this Corporation during the term of office;
- (f) Any PNSA member serving as an officer, director or trustee of the USSA, USSEF or USSA-FIS Representative shall be a non-voting member of the Board of Directors of this Corporation unless already a director by virtue of election;

Section 4. Seven members shall constitute a quorum, not less than four of which shall be elected officers or directors, for the transactions of business by the Board.

Section 5. The Executive Committee shall consist of at least the four officers of the corporation. The President may also appoint up to three additional board members to the Executive Committee for a maximum membership of seven (7). These additional appointments are subject to the approval by the Board of Directors. The Executive Committee is empowered to act on behalf of the Board between regular board meetings. Any reference to the Board of Directors shall also be read to mean the Executive Committee where the Executive Committee is acting in the place of the Board of Directors. The Board of Directors may from time to time, delegate to the Executive committee projects requiring frequent or special attention.

ARTICLE IV

DUTIES OF OFFICERS

Section 1. Officers serving at the opening of an annual meeting shall retain their position until the adjournment of that meeting.

Section 2. The President shall superintend the Corporation business generally, be Chairperson of the Board of Directors and the Executive Committee, preside at all meetings, shall have a deciding vote in case of a tie, and sign all the minutes of meetings. The President may be authorized to sign checks and if so, shall be bonded. The "outgoing" President shall continue such of the presidential duties as he is requested to do by the Board of Directors and/or "incoming" President for the purpose of winding up matters occurring during his/her term of office, but shall not be required to continue such duties past the end of the fiscal year.

Section 3. In the absence of the President, the Vice-President, and in the absence of both, the Secretary, and in the absence of all three, the Treasurer, shall preside at meetings and discharge the duties of the President. In the absence of all officers, the Board of Directors shall appoint a chairperson pro tem.

Section 4. The Vice-President shall discharge the duties of the President, in the President's absence, and shall perform such other duties as are delegated by the Board of Directors and/or the President.

Section 5. The Secretary shall keep minutes of the Board of Directors, the competition committees, and the Board of Delegates meetings, either by self-performance or by the supervision of assistants delegated by the Secretary to perform those duties. The Secretary shall have custody and be responsible for all agreements, documents of title, corporate seal, etc. of this Corporation, shall sign such documents as directed by the Board of Directors and shall perform such other duties as are usual for a Secretary, and as delegated by the Board of Directors.

Section 6. The Treasurer shall be the Director of Finance. The Treasurer shall keep accurate records of receipts, disbursements, appropriations, and all other monies coming into his/her possession, disburse funds as approved by the Board of Directors, sign such documents as directed by the Board of Directors and to perform such other duties as are usual for a Treasurer and as delegated by the Board of Directors. The Treasurer shall be bonded in such an amount as the Board of Directors deems necessary.

ARTICLE V

DIRECTOR APPOINTMENTS

The President of this Corporation, with the consent of the Board of Directors, may appoint members of the Corporation to the following offices, and any other office deemed necessary. Any non-member of the Board of Directors so appointed shall become a non-voting ex-officio member of the Board of Directors.

(a) Director of Officials, who shall coordinate the operation of the following standing committees: Alpine Officials and Nordic Officials, the duties of which committees shall include assignment and certification of officials for their respective events. The Director of Officials shall also be responsible for the care, purchase and transportation of any Corporation owned timing equipment.

(b) Director of Public Relations/Communications, who shall coordinate the operation of the following committees: Publicity and Local Convention Committee.

(c) Director of Membership, who shall be responsible for the operation of all committees having to do with membership, planning and promotion.

(d) Director of Competition for Alpine, who shall be charged with the administration of alpine competition and shall act as Chairperson of, and Coordinator for, the Alpine Competition Committee in accordance with Attachment A to these Bylaws (titled: Alpine Competition Committee, Committee Structure) and shall be responsible to the Board of Directors.

(e) Director of Competition for Nordic, who shall be charged with the administration of Nordic competition and shall act as Chairperson of, and Coordinator for, the Nordic Competition Committee in accordance with Attachment B to these Bylaws (titled: Nordic Competition Committee, Committee Structure) and shall be responsible directly to the Board of Directors.

(f) Director of Freestyle, who shall be charged with the administration of Freestyle competition and shall act as Chairperson of, and Coordinator for, the Freestyle Competition Committee in accordance with Attachment C to these Bylaws (titled: Freestyle Competition Committee, Committee Structure) and shall be responsible directly to the Board of Directors.

(g) Director of Snowboarding, who shall be charged with the administration of Snowboarding competition and shall act as Chairperson of, and Coordinator for, the Snowboarding Competition Committee in accordance with Attachment D to these Bylaws (titled: Snowboarding Competition Committee, Committee Structure) and shall be responsible directly to the Board of Directors.

(h) Director of Recreational Skiing and Snowboarding, who shall be charged with the duties of service to and increased benefits for the recreational skier and snowboarder.

(i) Director of Governmental Affairs/Public Lands.

(j) Director at Large.

ARTICLE VI

COMPETITION COMMITTEES

Section 1. The Alpine Competition Committee shall be composed of the persons described in Attachment A, and the ACC shall operate in accordance with the procedures described therein.

Section 2. The Nordic Competition Committee shall be composed of the persons described in Attachment B, and the NCC shall operate in accordance with the procedures described therein.

Section 3. The Freestyle Competition Committee shall be composed of the persons described in Attachment C, and the FCC shall operate in accordance with the procedures described therein.

Section 4. The Snowboard Competition Committee shall be composed of the persons described in Attachment D, and the SCC shall operate in accordance with the procedures described therein.

Section 5. The above described competition committees shall be Standing Committees and appointed each year. The Committee Chairpersons serving under the Alpine, Nordic, Freestyle and Snowboard Directors of Competition shall be appointed by those directors. Each of the geographical zones encompassed by this Association shall be represented by at least one member of the Committees.

Section 8. PNSA members serving on either the USSA National or Western Region Alpine, Nordic, Freestyle or Snowboard Competition Committee shall automatically be members of the respective PNSA Competition Committee. (ARTICLE IV; CLASS III; 2 of ARTICLES)

ARTICLE VII

SALARIED EMPLOYEES

The Board of Directors may employ salaried persons with remuneration for their services as deemed necessary and desirable to the Board of Directors. The Board of Directors shall assign titles and duties, fix terms of service and direct the work of such employees who shall be without vote on the Board of Delegates and Board of Directors and competition committees. Such employees shall be responsible to the President.

ARTICLE VIII
ASSOCIATION FINANCES

Section 1. Organization dues:

(a) Annual dues of member organizations of this Corporation shall be paid to the Treasurer by November 1 of each year in accordance with the above schedule.

(b) All organization dues are payable to the Corporation Executive Office on or before November 1 of each year. Member organizations who fail to pay current dues within sixty (60) days from that date shall be automatically dropped from membership. Organizations which are dropped from the membership roles because of failure to pay dues must reapply for membership the same as new organizations, previous outstanding obligations, other than dues to the Corporation, having been discharged. Dropped organizations will be without any vote in Association business. Dropped organizations may be subject to sanction or penalty before reinstatement, as determined by the Board of Directors.

Section 2. Individual Divisional Dues shall be established by the Board of Directors.

Section 3. Each competitor entered as a contestant in any Corporation sanctioned tournament shall pay a BASIC ENTRY FEE as listed in current Competitor Manual or other PNSA listing document.

Section 4. Any competitor unable to produce proof of a current competitor's license, issued by this Corporation or by the United States Ski and Snowboard Association or by any organization reciprocally recognized by USSA, shall not be entitled to compete, unless otherwise permitted by USSA or PNSA rules and regulations.

Section 5. The sponsoring club of any Corporation sanctioned tournament shall pay to this Corporation a specific amount out of the entry fee charged FOR EACH EVENT, as established by the Board of Directors.

Section 6. Reasonable travel expenses of members of the Board of Directors, employed personnel, officers or committee chairpersons engaged in official Corporation business shall be paid by the Corporation upon authorization of such travel by the Board of Directors, to the extent that monies are available.

Section 7. A reasonable travel and lodging allowance or expense shall be paid to members of the Board of Directors who must travel to and do attend Board of Directors meetings, to the extent that monies are available.

Section 8. All monies received shall be deposited in and disbursed from a general operating fund. Corporation funds shall be used exclusively to defray the Corporation expenses. Revolving operating accounts for specific purposes may be established as deemed advisable when approved by the Board of Directors. No one shall incur expenses for any purpose not approved by the annual budget or revisions thereto by the Board of Directors as herein provided.

Section 9. A certified public accountant may be appointed each year by the Board of Directors to audit and examine the financial records of this Corporation and make a report in writing thereon at the annual convention.

Section 10. The fiscal year of the corporation shall be established by the Board of Directors.

ARTICLE IX
OTHER STANDING COMMITTEES

Section 1. The President may appoint Chairpersons of any of the following other standing committees as the President determines are needed:

- (a) Membership
- (b) Articles and Bylaws
- (c) Recreational Skiing
- (d) Awards
- (e) Resolutions
- (f) Alpine Officials
- (g) Nordic Officials
- (h) Race Packets
- (i) Public Lands
- (j) Nominating
- (k) Local Convention
- (l) Credentials
- (m) Budget & Finance Committee
- (n) Historian
- (o) Manual Committee
- (p) Publicity
- (q) Special Tasks

Section 2. The so named committees shall be responsible to the President and Board of Directors. Such committees shall investigate such matters as may be submitted to them and make reports and necessary recommendations to the President and the Board of Directors in writing.

Section 3. The Directors of Competition may appoint chairpersons for special committees for the purpose of handling particular issues which may arise concerning competition. Chairpersons of said special committees shall be responsible to the respective Director of Competition.

Section 4. Persons appointed to such committees shall serve until the next annual meeting, for the specific term designated by the appointment, or until a successor shall have been appointed. Such committees shall meet at such times as they deem necessary, as required by the appointment, and upon call by the President.

Section 5.

Section 5. The Nominating Committee shall consist of a chairperson appointed by the President and not less than three (3) nor more than five (5) persons. Geographical locations must be considered in the selection of the committee members so that each geographical zone will be represented in said committee. The Nominating Committee shall be appointed by May 1st of each year and known to the Board of Delegates.

ARTICLE X

ACTS OF DISBARMENT

The rules of the USSA governing the conduct of member clubs of this Corporation are hereby made the rules of conduct of the Corporation, and any act of infringement thereof by any individual or a member club hereof shall be governed by the laws of the USSA with respect to disbarment or disqualification.

ARTICLE XI

DIVISIONAL TOURNAMENTS

Section 1. Divisional Championships may be calendared each year in the following types of competition:

- (a) Alpine
- (b) Nordic
- (c) Freestyle
- (d) Snowboarding

Championships may be calendared in any recognized classification for any given event.

Section 2. In addition to Divisional championships, this Corporation may calendar other tournaments within its territory.

Section 3. Competition in Corporation tournaments shall be open to all amateur skiers, whether members of clubs or not, if properly licensed.

Section 4. The club or clubs to whom any tournament is awarded shall bear and pay all expenses connected therewith.

Section 5. All tournaments held by Corporation member organizations in any type of competition must be calendared by and through the Corporation except as hereinafter provided. Clubs failing to comply with this rule may be denied calendar privileges for the succeeding season. Exceptions:

- (a) Tournaments involving only members of one club and unattached skiers.
- (b) Tournaments sponsored by high school or college athletic departments limited to high school or college skiers exclusively.

Section 6. As a condition of calendar, the Board of Directors shall provide each club with a calendar sanction agreement.

ARTICLE XII

CLASSIFICATION CARDS

All competitive skiers shall be registered and issued classification cards in conformity with the United States Ski and Snowboard Association Articles and Bylaws and the rules of this Corporation. In order to be eligible for registration, competitors must be paid-up individual members of this Corporation.

ARTICLE XIII
CHAMPIONSHIP AWARDS

This Corporation shall require the host club for each championship event each year to provide medals for the first, second and third place winners in each class of all calendared competition events. These medals shall be emblematic of the amateur championships of the Pacific Northwest or appropriate other competition event and shall be paid for by the host club. The medals shall be uniformly engraved as prescribed by the Board of Directors. These medals shall be the only award required at any PNSA competition event.

ARTICLE XIV
EXPULSION

Section 1. Any affiliate club or individual member holding membership in this Corporation may be expelled therefrom only on a two-thirds vote of the delegates present or represented by proxy at the annual meeting, a legal quorum being present and voting. Such action may be taken only in case the affiliated club or individual member deliberately failed to guide itself by Corporation regulations contained in the Articles and Bylaws or other enactments of the delegates, or has been guilty of conduct not in conformity with this or the United States Ski and Snowboard Association ideals. In such cases the Corporation's Board of Directors shall advise the club or individual member to make its or his or her answer to said charges, or prove to the delegates that the conduct will not be repeated. The Board of Directors shall notify each Corporation delegate of all the facts available in the case sufficiently in advance of the annual meeting, to allow each delegate to give full consideration to the case and be prepared to take action at the annual meeting.

ARTICLE XV
ASSESSMENTS

Section 1. No affiliated club or individual member shall be liable to this Corporation for any assessment other than prescribed dues as set forth by the Board of Directors, unless such assessments are a condition to participation in some specific Corporation activity.

ARTICLE XVI
AMENDMENTS

Section 1. Amendments to the Bylaws shall be made by the Board of Directors upon the vote of a two-thirds majority of a quorum. The Board of Directors members are to receive at least seven (7) days written notice prior to a meeting wherein a change is contemplated.

Section 2.

(a) Amendments to the Articles of Incorporation will be made in accordance with the Oregon Revised Statutes which provide that the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it shall be submitted to a vote at an annual or special meeting of the Board of Delegates.

(b) Written notices must be sent to the Board of Delegates not more than fifty (50) or less than seven (7) days before the annual or special meeting at which the amendment is to be voted upon and the proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such Board of Delegates meeting, or represented by proxy, are entitled to cast, a legal quorum being present.

ARTICLE XVII

Each printing of these Bylaws or any part thereof shall bear the date of the last amendment and date of printing.

ARTICLE XVIII

United States Ski and Snowboard Association Convention.

Section 1. Each delegate or alternate to the USSA Convention from this Division shall vote by individual ballot.

ARTICLE XIX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Derivative Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Indemnification in Certain Cases. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2 of this Article XIX, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Procedure. Any indemnification under Section 1 and 2 of this Article XIX (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such Section 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, of (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders.

Section 5. Advances for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Corporation as authorized in the Article XIX.

Section 6. Right Not-Exclusive. The indemnification provided by this Article XIX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arises out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XIX.

Section 8. Definition of Corporation. For the purposes of this Article XIX, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent

corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article XIX with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

DATE OF LAST AMENDMENT: June 4, 2016 – addition of USSA Addendum (in PDF)

Date of Last Printing: June 6, 2016

Addendum No. 1 to
BYLAWS OF
PACIFIC NORTHWEST SKI ASSOCIATION,
A Non-Profit Corporation

Re: Integrating United States Ski & Snowboard Association Bylaws

Effective June 4, 2016 the Pacific Northwest Ski Association adopts the following addendum to its Bylaws:

Association with USSA

The Pacific Northwest Ski Association, also known as the Pacific Northwest Division of the United States Ski and Snowboard Association, and as PNSA, an Oregon non-profit corporation, (PNSA) shall be recognized as an affiliated entity by the United States Ski & Snowboard Association (“USSA”), the National Governing Body, recognized by the United States Olympic Committee (“USOC”) and International Ski Federation (“FIS”), as the governing body for skiing and snowboarding in the United States of America.

Non-Discrimination

PNSA shall be open to all regardless of race, creed, color, or sex, and who pay such membership fees as the Board of PNSA may approve from time to time.

Vision, Mission, Values and Objectives

A. PNSA’s **Vision** is to be: “A leader in attracting, developing, and retaining competitive snow sport enthusiasts in the United States.” To the extent consistent with that vision, the Pacific Northwest Ski Association supports the USSA’s vision of making the United States of America the best in the world in Olympic skiing and snowboarding.

B. PNSA’s **Mission** statement is that “PNSA brings together the Pacific Northwest community to govern, administer, support, and grow competitive snow sports in a fun and learning environment.” To the extent consistent with that mission statement, the Pacific Northwest Ski Association supports the USSA’s mission, vision, and values and complies, as applicable, with FIS and USOC requirements, and complies with the Ted Stevens Olympic and Amateur Sports Act of 1998.

C. PNSA is committed to the following Values:

- **Inclusive** – Everyone has the opportunity to participate.
- **Integrity** – We strive to do the right thing every day, regardless of personal interests or outcomes.
- **Collaborative** – Foster a culture of cooperation among our resorts, clubs, coaches, athletes and officials.

- **Community** – Cultivate fellowship, unity and respect among the snow sports community.
- **Accountable** – Committed to efficiency, effectiveness and transparency in all we do.

D. The objectives through which the Pacific Northwest Ski Association supports the USSA’s mission include the following:

1. Disseminating education, training, and support to USSA members in their goal to achieve sustained success in all levels of ski and snowboard competition; and by helping members 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 USSA members;
4. Establishing a race calendar and entry criteria for those races consistent, as applicable, with USSA, USOC, and FIS rules;
5. Establishing local rules and policies consistent, as applicable, with USSA rules and policies that facilitate excellence in competition and athletic development.
6. Fostering and encouraging interest and participation in USSA sanctioned skiing and snowboarding.
7. Assisting the USSA Alpine Sport Committee (“ASC”) in the implementing its mission to make recommendations to the USSA Board and implementing the directives of the USSA Board.
8. Disseminating SafeSport and Anti-doping resources at USSA’s request.

Governance, Code of Conduct, and Ethics

All voting directors shall be PNSA/USSA members. The PNSA Board shall adopt USSA’s Code of Conduct, Conflicts of Interest, and Ethics policies.

Proxy

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.

Interpretation

PNSA intends its bylaws and this addendum to be read in harmony. PNSA's bylaws shall, however, control in the event any conflict arises between interpreting PNSA's bylaws and this addendum except the Non-discrimination and Proxy sections included in this Addendum.

Approved by the Board of Directors
June 4, 2016
Hood River, OR

Pacific Northwest Ski Association (PNSA)

Alpine Competition Committee (ACC)

Committee Structure

Revision 5, Oct, 14, 2014

Preface

In accordance with PNSA By-laws, each standing committee is to be appointed each year. As such, the following standing committees of the PNSA ACC are designed with the intention of defining the ACC's procedures and policies as well as refining the ACC's effectiveness and efficiency in serving the interests and issues of the PNSA Alpine Community.

Vision

The ACC shall represent the interests of all Alpine members, competitors, coaches and clubs within PNSA and provide direction, opportunity, and governance to the benefit and positive competition advancement of them all collectively.

ALPINE COMPETITION COMMITTEE-STRUCTURE & PROCEDURES

Composition:

Voting members of the ACC are the following:

- a) PNSA President
- b) Vice-President
- c) Director of Competition for Alpine
- d) Secretary
- e) Most recent Past ACC Chairperson
- f) each Sub-committee Chairperson
- g) plus three (3) to eight(8) additional PNSA members at large.

The Director of Competition for Alpine is the Chairperson of the ACC, but may delegate the position of Chairperson of the ACC to a PNSA member.

All appointments of Sub-committee Chairpersons are the sole responsibility of the ACC Chairperson. In regard to those appointments, it is the responsibility of the ACC Chairperson to ensure a representative composition of members from the volunteer and professional side of the Division's membership while at the same time providing for an equitable distribution of representatives from each of the three (3) PNSA geographic zones.

The ACC Chairperson is further responsible to:

- a) Communicate regularly with the Sub-committee Chairpersons on policies, procedures, and the like affecting each respective Sub-committee,
- b) Call for, schedule, arrange, facilitate, and chair all ACC meetings,
- c) Prepare and present to the Board of Directors a year-end summary report for the PNSA annual Convention,
- d) Make recommendations as needed to the Board of Directors, and
- e) Attend and Chair in the Annual PNSA Fall ACC meeting, the Annual PNSA Convention and in all other ACC meetings.

Voting procedures:

Each voting member of the ACC has one vote on any given motion, except the ACC Chairperson shall only vote in the event of a tie.

ACC motions passed by majority vote shall be brought by the ACC Chairperson to the PNSA Board of Directors as a recommendation to be either ratified, amended, tabled or rejected. It is the responsibility of the ACC Chairperson to represent to the Board of Directors the ACC's philosophies, opinions, concerns, and decisions.

A quorum for voting on an ACC motion shall constitute fifty percent of the members of the ACC as registered with the Corporation at the first day of the respective meeting. No proxies are allowed in any votes by the ACC.

Appeals:

Appeals of any ACC decision shall be to the PNSA Board of Directors.

ACC STANDING COMMITTEES

1. ACC EXECUTIVE COMMITTEE
2. U14/YSL SUB-COMMITTEE
3. U16 SUB-COMMITTEE
4. U19/21 SUB-COMMITTEE
5. COLLEGE SUB-COMMITTEE
6. MASTERS SUB-COMMITTEE
7. ATHLETE SUB-COMMITTEE
8. COACHES SUB-COMMITTEE
9. OFFICIALS SUB-COMMITTEE
10. RULES & TECHNICAL SUB-COMMITTEE
11. JUDICIAL SUB-COMMITTEE

ACC SUB-COMMITTEE PROCEDURES

Composition:

In providing rounded and balanced decision making, representing all interested and vested parties, each Sub-Committee (with the exception of the Athlete sub-committee which is described elsewhere herein) has a fixed composition of voting members as follows:

- a) Three (3) zonal representatives, one from each PNSA geographical zone,
 - i. Each of the members must hold current individual membership status with PNSA,
 - ii. In naming the zonal representatives, an effort shall be made to name at least one (1) member who is a volunteer (not a professional coach),
- b) The Chairperson of each Sub-committee shall be appointed by the ACC Chairperson,
 - i. The Chairperson of each respective Sub-committee shall then appoint the other two (2) zonal representatives,
 - ii. Each member shall represent at the respective Sub-committee meetings the philosophies, opinions, concerns, and decisions of his/her respective home zone,
- c) The ACC Chairperson is an automatic member of every Sub-committee as an ex-officio member.

Each Sub-committee is further responsible to:

- f) Communicate regularly with the zonal representatives on policies, procedures, and the like affecting the respective Sub-committee,
- g) Call for, schedule, arrange, facilitate, and chair all meetings of the respective Sub-committee,
- h) Maintain and track PNSA membership and participation related to the respective Sub-committee and provide an annual report of such to the ACC EC and ACC, with comparisons to other USSA divisions,

- i) Prepare and present to the ACC EC and ACC a year-end summary report for the PNSA annual Convention,
- j) Review the competition rules and other relative PNSA rules, regulations, policies, and procedures as related to interests of the respective Sub-committee and make recommendations as needed to the ACC EC and ACC, and
- k) Attend and participate in the Annual PNSA Fall ACC meeting, the Annual PNSA Convention and in all other meetings called by the ACC EC Chairperson or the ACC Chairperson, including representing the interests of the respective Sub-committee in each such meeting and casting votes on its behalf.

Each Zonal Representative is responsible to:

- a) Communicate regularly with all clubs located within the representative's geographic home zone to learn the philosophies, opinions, concerns, and decisions of each one of them with regard to interests affecting the respective Sub-committee,
- b) Present and represent the philosophies, opinions, concerns, and decisions of the clubs within the home zone to the respective Sub-committee, the ACC EC, and the ACC as appropriate,
- c) Report the PNSA membership and participation data for the home zone to the respective Sub-committee, ACC EC, and ACC as appropriate,
- d) Attend all Sub-committee meetings, including the Annual PNSA Fall ACC meeting, the Annual PNSA Convention and all other meetings called by the Sub-Committee Chairperson, including representing the interests of the home zone in each such meeting and casting votes on their behalf.

Voting procedures:

Within each Sub-committee, each member of the respective Sub-committee is entitled to cast one (1) vote on any given motion.

Any Sub-committee motion passed by majority vote shall be brought by the Chairperson of the respective Sub-Committee to the ACC as a recommendation to be ratified, amended, tabled or rejected.

A quorum for voting at either a Sub-committee meeting shall constitute fifty percent of members of the respective Sub-committee as registered with the Corporation at the first day of the respective meeting. No proxies are allowed in any votes by a Sub-committee.

Appeals:

Appeals of any Sub-committee decision shall be to the ACC.

1) ACC EXECUTIVE COMMITTEE

The ACC Executive Committee shall meet at every PNSA Convention, and may also meet at the Fall Meeting and the Northwest Cup Finals, and as called in between such regularly scheduled meetings by the ACC Chairperson. The ACC EC will oversee the creation of the PNSA Alpine Calendar, and all projects and issues that are proposed by the ACC Sub-committees.

The ACC EC also acts on behalf of the ACC in between ACC meetings and is empowered to act in its stead. Any reference to the ACC shall also be read to mean the ACC EC where the ACC EC is acting in the stead of the ACC.

ACC EC is comprised of:

- ACC Chairperson (acting ACC EC Chairperson)
- U14/YSL Sub-committee Chairperson
- U16 Sub-committee Chairperson
- U19/21 Sub-committee Chairperson
- College Racing Sub-committee Chairperson

Appeals:

Appeals of any ACC EC decision shall be to the ACC.

2) U14/YSLSUB-COMMITTEE

The U14/YSL Sub-committee's focus is predominately on the annual issues of competitors in the U14 age group and younger, as defined by USSA. Specifically the construction of a balanced skills building program and a competition structure including, but not limited to, the Buddy Werner Championships is of prime concern, however the methods and means for development and delivery of a consistent and quality program are equally critical. Annual tasks include:

- Review and make recommendations for change where appropriate:
 - Overall philosophy
 - Eligibility requirements / issues
 - BW Championships rules, regulations and optimum field size status determination
 - Individual and team scoring procedures
- Buddy Werner Championships date and site selection recommendation
- Insure equal opportunity for inclusion in policy discussions
- Assist in the coordination of U14 ski-up and move-up procedures and programs consistent with PNSA & USSA policies, including selection to camps and projects offered by the USSA Western Region.

The U14/YSL Sub-committee Chairperson is additionally responsible to:

- Retrieve the perpetual trophies for the Buddy Werner Championships,
- Attend the Buddy Werner Championships, and while there:
 - oversee and supervise the calculations and final tabulations for the event,
 - present the trophies and awards, and
 - chair an annual meeting of U14/YSL coaches.
- Communicate the standings and results to the membership,
- Solicit, collect, and evaluate bids for the next year Buddy Werner Championships and recommend a site and date to the ACC EC and ACC.

3) U16 SUB-COMMITTEE

The U16 Sub-committee's focus is predominately on the annual issues of competitors in the U16 age group, as defined by USSA. Specifically the construction of a balanced skills building program and a competition structure including, but not limited to the U16 events is of prime concern, however the methods and means for development and delivery of a consistent and quality program are equally critical.

Annual tasks include:

- Review and make recommendations for change where appropriate:
 - Overall philosophy
 - Eligibility requirements
 - U16-only event special rules and regulations
 - Individual and team scoring procedures
- U16 event calendar construction and event site selection recommendations
- WR U16 Junior Championships qualification procedures, process, timelines and selection
- Insure equal opportunity for inclusion in policy discussions

The U16 Sub-committee Chairperson is additionally responsible to:

- Attend the U16 Qualifiers and oversee and supervise the calculations for the individual and team standings for:
 - the selection board tabulations for the U16 Championships qualifying process,
 - the PNSA U16 Series.
- Communicate the standings as of the end of each event to the membership,

- Retrieve the perpetual trophies for the U16 Finals,
 - attend the U16 Finals, and present all trophies and awards,
- Solicit, collect, and evaluate bids for the next year U16 Qualifiers and U16 Finals and recommend sites and dates to the ACC EC and ACC.

4) **U19/21 SUB-COMMITTEE**

The U19/21 Sub-committee's focus is predominately on the annual issues of competitors in the U21 and U19 age groups, as defined by USSA. Specifically the construction of a balanced skills building program and a competition structure including, but not limited to, the Northwest Cup series is of prime concern; however the methods and means for development and delivery of a consistent and quality program are equally critical. Annual tasks include:

- Review and make recommendations for change where appropriate:
 - Overall philosophy
 - Eligibility requirements
 - NW Cup series special rules and regulations
 - Individual and team NW Cup scoring procedures
- NW Cup series calendar construction and event site selection recommendations
- Internal divisional FIS calendar construction and event site selection recommendations
- All FIS competition qualification procedures, process, timelines and selection
- WR Junior Championships qualification procedures, process, timelines and selection
- Insure equal opportunity for inclusion in policy discussions

The U19/21 Sub-committee Chairperson is additionally responsible to:

- Attend the U19/21 Qualifiers and oversee and supervise the calculations for the individual and team standings for the selection board tabulations for the U19/21 qualifying process, including:
 - WR FIS, WR Elite FIS, and WR Championship events and
 - The NWC series,
- Communicate the standings as of the end of each event to the membership,
- Retrieve the perpetual trophies for the NWC Finals,
 - attend the NWC Finals, and present all trophies and awards,
- Solicit, collect, and evaluate bids for the next year U19/21 Qualifiers and NWC Finals and recommend sites and dates to the ACC EC and ACC.

5) **COLLEGE RACING SUB-COMMITTEE**

The College Racing Sub-committee is responsible for the management of collegiate level racing within PNSA, including NWCSC and NCAA.

The College Sub-committee Chairperson is additionally responsible to:

- Attend the College Qualifiers and oversee and supervise the calculations for the individual and team standings for the selection board tabulations for the college qualifying process,
- Communicate the standings as of the end of each event to the membership,
- Retrieve the perpetual trophies for the College Finals,
 - attend the College Finals, and present all trophies and awards,
- Solicit, collect, and evaluate bids for the next year College Qualifiers and Finals and recommend sites and dates to the ACC EC and ACC.

6) MASTERS SUB-COMMITTEE

The Master's Sub-committee is responsible for the set-up, and management of master's level racing throughout PNSA. The Masters Sub-committee is further responsible to coordinate with the ACC EC to provide proper coordination of the U14/YSL, Junior, College, and Masters level competition calendars.

7) ATHLETE SUB-COMMITTEE

The Athlete Sub-committee is a co-chaired committee by one (1) male, and one (1) female athlete representative. The main focus of the committee is to offer input into policy issues and / or program content from the athlete's perspective.

8) COACHES SUB-COMMITTEE

The Coaches' Sub-committee represents the opinion and interests of the professional coaches within PNSA and is also tasked with the staff selection for each PNSA project that is designated to have a PNSA coaching staff. Such projects may include camps, competition events or otherwise as designated by the ACC. The Coaches' Sub-committee is responsible to insure that the rules and guidelines pertaining to PNSA traveling teams (coaches, athletes and chaperones (when required) are followed. Additionally, the Coaches' Sub-Committee will prepare and host an annual education symposium for the benefit of all PNSA coaches.

9) OFFICIALS' SUB-COMMITTEE

The Officials' Sub-committee oversees the education and assignment of all alpine officials within the Division. This includes, but is not limited to: scheduling, organizing, staffing, and overseeing the annual alpine officials clinics, making T.D. assignments for sanctioned scored and non-scored alpine competitions within PNSA, communication and representation with USSA's alpine officials department / committee and providing information, opportunity and support for the development of PNSA officials.

10) RULES & TECHNICAL SUB-COMMITTEE

The Rules & Technical Sub-committee task is to review all other Sub-committee and Working Group rules, policies, recommendations and the like, and advise the ACC as a whole on matters pertaining to:

- a) The creation and enforceability of rules and technical specifications created or adopted within the ACC,
- b) Compliance issues with standing Western Region and / or USSA and / or *fis* regulations, and
- c) Development and implementation of an objective competition venue assessment procedure.

Furthermore this Sub-committee is responsible to ensure accurate and timely distribution of USSA and *fis* updates, changes or modifications affecting PNSA athletes, programs clubs, and coaches.

11) JUDICIAL SUB-COMMITTEE

The Judicial Sub-committee acts as an investigative body and provides a conflict and dispute resolution procedure. Further to the decisions made or actions taken by any other Sub-committee or Working Group of the ACC, the Judicial Sub-committee will oversee and manage all issues that are not strictly covered under rules and regulations of PNSA's alpine policy or require further clarification or interpretation. This includes, but is not limited to: code of conduct issues, coaching / official / athlete ethics issues, and selection process irregularities or disputes.

Attachment B

Nordic Competition Committee (NCC)

Committee Structure

1) VISION and SCOPE

The Nordic Competition Committee (NCC) shall represent the interests of all Nordic members, competitors, coaches, and clubs within PNSA and shall provide direction, opportunity, and governance to the benefit and positive competition advancement of them all collectively.

2) COMPOSITION

Voting members of the NCC are the following:

- a) PNSA President
- b) PNSA Vice-President
- c) Director of Competition for Nordic
- d) Secretary
- e) One representative from each club or team that has paid its PNSA dues.
- f) One athlete representative

The Director of Competition for Nordic is the Chairperson of the NCC, but may delegate the position of Chairperson of the NCC to another NCC member.

The Secretary and the Athlete Representative are appointed by the NCC Chairperson in consultation with the NCC.

The NCC Chairperson is further responsible to:

- a) Communicate regularly with NCC members and subcommittee chairpersons;
- b) Call for, schedule, arrange, facilitate, and chair all NCC meetings;
- c) Prepare and present to the Board of Directors a year-end summary report for the PNSA annual Convention;
- d) Make recommendations as needed to the Board of Directors; and
- e) Attend and chair the annual PNSA fall NCC meeting, and NCC meeting at the annual PNSA Convention, and all other NCC meetings.

3) VOTING PROCEDURES

Each member of the NCC has one vote, except that the NCC Chairperson shall only vote in the event of a tie.

NCC motions passed by majority vote shall be brought by the NCC Chairperson to the PNSA Board of Directors as a recommendation to be either ratified, amended, tabled, or rejected. It is the responsibility of the NCC Chairperson to represent to the Board of Directors the NCC's philosophies, opinions, concerns, and decisions.

A quorum for voting on an NCC motions shall constitute fifty percent of the members of the NCC as registered with PNSA at the first day of the respective meeting. No proxy votes are allowed in any votes by the NCC.

4) APPEALS

Appeals of any NCC decision shall be to the PNSA board of directors.

5) SUB-COMMITTEES

The Chairperson of the NCC may appoint subcommittees and subcommittee chairs. In doing so the Chairperson will attempt to represent fairly the interests of all NCC members.

ATTACHMENT C

Freestyle Competition Committee

Committee Structure

To be added

ATTACHMENT D

Snowboard Competition Committee

Committee Structure

To be added