

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 PNW Division

ARTICLE I JURISDICTION

Section 1. The Pacific Northwest Ski Association, also known as PNSA, the PNW Division of the United States Ski and Snowboard and as PNW Division, an Oregon non-profit corporation, shall be recognized as an affiliated entity by the United States Ski and Snowboard corporation ("USSS"), the National Governing Body, United States Olympic Committee ("USOC") and International Ski Federation ("FIS"), as the governing body for skiing and snowboarding in the Pacific Northwest area of the United States of America. Division will make efforts to have rules harmonized with those of the US Ski and Snowboard, 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 US Ski and Snowboard, adopt its own Articles of Incorporation and Bylaws, discipline its own member clubs and individual members and skiers connected with these clubs, sanction dates of all tournaments held within its territory, and in general administer its affairs for the good of skiing within the Pacific Northwest Division.

Section 3. In scheduling tournaments, the Division 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 US Ski and Snowboard. International and US Ski and Snowboard rules for judging and conducting ski and snowboard competitions shall be followed.

Section 4. The PNW Division shall be open to all regardless of race, creed, color or sex, and who are members of USSS and PNW Division in good standing.

ARTICLE II BOARD OF DELEGATES

Section 1. A Board of Delegates shall be the general governing body of this Corporation as defined by the articles of incorporation. The Delegates consist of up to two (2) representatives from each club registered and in good standing with the 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. This and other meetings are recommended in person, but may be held in person, hybrid or virtual.

Section 3. A majority of the Board of Directors or the President may call special in person, hybrid or virtual meetings of the Board of Delegates whenever urgent corporation business requires, at such time and place as they deem advisable, with proper minimum of 7 day advance electronic notice with the date, time and type of meeting 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) Roll call of the delegates and their alternatives.
- (d) President's address;

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- (e) Minutes of last annual meeting, special meetings and directors' meetings;
- (f) Secretary's report;
- (g) Treasurer's report;
- (h) Reports and actions of standing committees;
- (i) Old business;
- (j) New business;
- (k) Election of officers and directors;
- (l) Report of Resolutions Committee;
- (m) 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 on 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. There is a limit of two (2) votes per club.

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 or electronic communication and 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. 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 PNW Division to be held in (city, state or electronically) 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. Electronic Voting at a special meeting in person, hybrid or virtual 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 shall be submitted 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 emailed or mailed.

Section 12. To be a member of this Corporation (Section 8), each delegate, alternate, and proxy holder must be a member of USSS and PNW Division in good standing as specified by the Board of Directors.

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 director 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 by application and approval to become members of United States Ski and Snowboard with completing back ground check and SafeSport training.

(e) All voting directors shall be USSS/PNW Division members in good standing. The PNW Division board shall adopt the USSS's Code of Conduct, Conflicts of Interest and Ethics policies.

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 President of Pacific Northwest Ski Education Foundation (PNWSEF), our fund-raising arm,

(c) One director representing the Pacific Northwest Ski Areas Association, elected or appointed by them, who shall be honorary members, if they are not individual members of the Association, during their term of office; (ARTICLE V OF ARTICLES)

(d) 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;

(e) Any PNW Division member serving as an officer, director or trustee of the US Ski and Snowboard, USSEF or US SKI AND SNOWBOARD-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 directors or officers, for the transactions of business by the Board.

Section 5. 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.

Section 6. The Executive Committee shall consist of at least 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 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 refer to 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 projects requiring frequent or special attention to the Executive committee.

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. President. 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, contracts, documents, certificates and other instruments on behalf of the Corporation as may be necessary or appropriate in the ordinary course of the Corporation's business or as directed by the Board of Directors. 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. Vice-President. A Vice-President shall assume the powers and shall perform the duties of the President in the absence of the President or in the event of the President's refusal or inability to act. The Vice-President shall also have such powers and perform such duties as may be assigned by President or the Board of Directors.

Section 4. Secretary. The Secretary shall keep, or cause to be kept, the minutes and records of all the meetings of the Board of Directors in a Board, Board of Delegates and Competition Committees either by self-performance or by the supervision of assistants delegated by the Secretary to perform those duties. The Secretary shall give notice of meetings to the Board and will perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Trustees. In the absence of the Secretary or in the event of

the Secretary's refusal or inability to act, the duties and responsibilities of the Secretary shall be assumed by a Vice-President or other person requested by the President or the Board of Directors. The Secretary shall ensure the safe keeping of all agreements, documents of title, corporate seal, etc. of this Corporation working with the employees of the Corporation.

Section 5. Treasurer. The Treasurer shall be the Director of Finance. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in books of account kept for that purpose. The Treasurer shall receive and deposit or cause to be received and deposit all monies and other assets of the Corporation in the name and to for the account of the Corporation in the accounts and depositories as may be authorized from time to time by the Board of Directors. The Treasurer shall disburse or cause the funds of the Corporation to be disbursed in accordance with the policies and directions adopted by the Board of Directors. The Treasurer shall render to the President and to the Board of Directors whenever they may request, accounts of all transactions and of the financial condition of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 6. Resignation or Removal of Officers. Any officer may resign at any time by delivering written notice of such resignation to the President or Secretary of the Corporation. The Directors, at any meeting, may remove any officer from office, with or without cause, by the vote of a majority of the Directors then in office. A vacancy in any office, for whatever reason, may be filled by the Board for the unexpired term and until a successor is elected and qualified.

Section 7. Regular and Special Meetings. The Board will endeavor to hold two electronic meetings each year and at least one annual meeting during the spring of each year on such date and at such time and place as the President may determine. Special meetings of the Board may be called by either the President or any three (3) Directors.

Section 8. Notice of Meetings. The Secretary will, at least seven (7) days prior to any meeting of the Board notify each Director by electronic notification of the date, time and type of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice.

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.

Section 1. Director of Officials, who shall coordinate the operation or committee Alpine Officials and Nordic Officials, the duties of which 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.

Section 2. 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.

Section 3. 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 to the Board of Directors.

Section 4. 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 above-described competition committees shall be Standing Committees and appointed each year. The Committee Chairpersons serving under the Alpine and Nordic Directors of Competition shall be nominated by those directors and approved by the Board of Directors. Each of the geographical zones encompassed by this Association shall be represented by at least one member of the Committees.

Section 4. PNW Division members serving on either the US Ski and Snowboard National or Western Region Alpine, or Nordic Competition Committee shall automatically be members of the respective PNW Division 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:

(b) All annual organization dues are payable to the Corporation Executive Office on or before December 1 of each year in accordance with the annual dues schedule. 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 up to a BASIC ENTRY FEE as listed in current Competition Manual or other PNW Division listing document.

Section 4. Any competitor unable to produce proof of a current competitor's license, issued by the USSS or by any organization reciprocally recognized by USSS, shall not be entitled to compete, unless otherwise permitted by USSS or PNW Division rules and regulations.

Section 5. The sponsoring club of any Corporation scheduled tournament shall pay or cause to be paid 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. 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. 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 8. A certified public accountant may be appointed each year by the Board of Directors to audit and examine the financial records of this Corporation. This may include a report in writing thereon at the annual convention.

Section 9. The fiscal year of the corporation shall be established by the Board of Directors.

ARTICLE IX

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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) Nominating and Membership
- (b) Articles and Bylaws
- (c) Awards
- (d) Resolutions
- (e) Alpine Officials
- (f) Nordic Officials
- (g) Local Convention
- (h) Budget & Finance Committee
- (i) Historian
- (j) 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 or through electronic reports.

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.

ARTICLE X

ACTS OF DISBARMENT

The rules of the US Ski and Snowboard 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 US Ski and Snowboard 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

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, Corporation members should enter a sanction agreement with US Ski and Snowboard.

ARTICLE XII

REQUIRED USSS MEMBERSHIP

All competitive skiers shall be registered and issued unincumbered membership in United States Ski and Snowboard Association. To be eligible for registration, competitors must be paid individual members of this Corporation in good standing.

ARTICLE XIII

CHAMPIONSHIP AWARDS

This Corporation requires the host club for each championship event each year to provide awards for the first, second and third place winners in each class of all calendared competition events. These awards 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.

ARTICLE XIV

EXPULSION

Section 1. Any affiliate club or individual member holding membership in this Corporation may be expelled there from 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 consider the case and be prepared to act 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 or electronic 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 or electronic 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 publishing of these Bylaws or any part thereof shall bear the date of the last amendment and date of publishing.

ARTICLE XVIII

United States Ski and Snowboard Association Convention.

Section 1. Each delegate or alternate to the US Ski and Snowboard annual 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.

Section 9. Severability If any provision of these Bylaws is found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions will not be affected.

These Bylaws were adopted by the Board of Delegates of the Corporation at their meeting on MAY 30 2026.

DATE OF LAST AMENDMENT: May 30, 2026 – addition of US SKI AND SNOWBOARD Addendum (in PDF)

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PACIFIC NORTHWEST SKI ASSOCIATION A DIVISION OF US SKI & SNOWBOARD



Attachment A

Pacific Northwest Ski Association (PNW)

Alpine Competition Committee (ACC)

Committee Structure

Revision 7.5, Spring 2026

Preface

In accordance with PNW By-laws, each standing committee is to be appointed each year. As such, the following standing committees of the PNW 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 PNW Alpine Community.

Vision

The ACC shall represent the interests of all Alpine members, competitors, coaches and clubs within PNW 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) PNW Division President
- b) PNW Division 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 PNW 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 PNW member.

All appointments of Sub-committee Chairpersons are the 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) PNW geographic zones. Final approval of the appointments rests with the PNW Division Board of Directors.

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 PNW annual Convention,
- d) Make recommendations as needed to the Board of Directors, and
- e) Attend and Chair in the Annual PNW Fall ACC meeting, the Annual PNW 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 PNW 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 PNW Board of Directors.

ACC STANDING COMMITTEES

1. ACC EXECUTIVE COMMITTEE
2. U12/YSL SUB-COMMITTEE
3. U14 SUB-COMMITTEE
4. U16 SUB-COMMITTEE
5. U18/21 SUB-COMMITTEE
6. MASTERS SUB-COMMITTEE
7. ATHLETE SUB-COMMITTEE
8. COACHES EDUCATION SUB-COMMITTEE
9. OFFICIALS, RULES AND 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) PNW members,
 - i. Each of the members must hold current individual membership status with PNW,
 - ii. In naming the sub-committee members, an effort shall be made to name one (1) member from each of the three (3) PNW zones to complete the composition.
- b) The Chairperson of each Sub-committee shall be appointed by the ACC Chairperson,
 - i. The Chairperson of each respective Sub-committee shall then work in conjunction with the ACC Chairperson for approval and appointment of the other two (2) sub-committee members,
 - 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 Chairperson is further responsible to:

- f) Communicate regularly with sub-committee members 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 PNW 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 US Ski & Snowboard divisions,
- i) Prepare and present to the ACC EC and ACC a year-end summary report for the PNW annual Convention,
- j) Review the competition rules and other relative PNW 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 PNW Fall ACC meeting, the Annual PNW 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 Sub-committee member 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 PNW 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 PNW Fall ACC meeting, the Annual PNW 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 PNW 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 PNW Alpine Calendar, and all projects and issues that are proposed by the ACC Sub-committees. The ACC EC is the Calendaring Committee by definition.

PNW Alpine Calendar Process:

In the event that the current EC does not have a voting representative from each PNW Zone, the ACC Chairperson notwithstanding, the ACC Chairperson may assign an additional representative from the zone not currently represented in the EC for the calendaring process. The Calendaring Committee takes the recommendations from the PNW ACC regarding racing blocks, which is done collaboratively with the Age Class Chairs and the entire ACC at PNW Convention. The ACC votes to accept V1 with the race blocks in place. The Calendaring Committee then accepts bids for each event. The Calendaring Committee then

meets and awards the events from the pool of bids, and presents V2 of the PNW Competition Calendar to the ACC for approval. In the event V2 is not approved, the Calendaring Committee may meet again to consider feedback and address concerns raised by the ACC, and then present a final version of the PNW Competition Calendar (V3) to the ACC for approval.

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. When the EC acts on behalf of the ACC as described above, they will work to provide transparency. This means decisions being considered will be communicated to the ACC in a timely manner. Minutes will be recorded by the ACC Secretary and published to the ACC following their vote.

ACC EC is comprised of:

- ACC Chairperson (acting ACC EC Chairperson)
- U12/YSL Sub-committee Chairperson
- U14 Sub-committee Chairperson
- U16 Sub-committee Chairperson
- U18/21 Sub-committee Chairperson

Appeals:

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

2) U12/YSL SUB-COMMITTEE

The U12/YSL Sub-Committee's focus is predominately on the annual issues of competitors in the U12 age group and younger, as defined by US Ski and Snowboard. 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; USSS Competitors Licenses
 - BW Championships rules, regulations, and optimum field size status determination
 - Individual and team scoring procedures
- Buddy Werner Championships date and site selection recommendation
- Ensure equal opportunity for inclusion in policy discussions

The U12/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, and
 - Chair an annual meeting of U12/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) U14 SUB-COMMITTEE

The U14 Sub-committee's focus is predominately on the annual issues of competitors in the U14 age group, as defined by US Ski and Snowboard. Specifically the construction of a balanced skills building program and a competition structure including, but not limited to the U14 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
 - U14-only event special rules and regulations
 - Individual and team scoring procedures
- U14 event calendar construction and event site selection recommendations

- WR U14 Junior Championships qualification procedures, process, timelines and selection
 - Selection of the PNW U14 Championship Coaching Staff
- Insure equal opportunity for inclusion in policy discussions

The U14 Sub-committee Chairperson is additionally responsible to:

- Attend the U14 Qualifiers and oversee and supervise the calculations for the individual and team standings for:
 - the selection board tabulations for the U14 Championships qualifying process,
 - the PNW U14 Series.
- Communicate the standings as of the end of each event to the membership,
- Retrieve the perpetual trophies for the U14 Finals,
 - attend the U14 Finals, and
- Solicit, collect, and evaluate bids for the next year U14 Qualifiers and U14/EGC Finals and recommend sites and dates to the ACC EC and ACC.

4) **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 US Ski and Snowboard. 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
 - Selection of the PNW U16 Championship Coaching Staff
- 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 PNW U16 Series.
- Communicate the standings as of the end of each event to the membership,
- Retrieve the perpetual trophies for the U16 Finals, and attend the U16 Finals,
- 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.

5) **U18/21 SUB-COMMITTEE**

The U18/21 Sub-committee's focus is predominantly on the annual issues of competitors in the U21 and U18 age groups, as defined by US Ski & Snowboard. 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
 - Selection of the PNW WR Junior Championship Coaching Staff

- Insure equal opportunity for inclusion in policy discussions

The U18/21 Sub-committee Chairperson is additionally responsible to:

- Attend the U18/21 Qualifiers and oversee and supervise the calculations for the individual and team standings for the selection board tabulations for the U18/21 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,
- Solicit, collect, and evaluate bids for the next year U18/21 Qualifiers and NWC 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 PNW. 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 EDUCATION SUB-COMMITTEE**

The PNW Coaches Education Subcommittee's primary goal is to support the education and development needs of PNW coaches to ensure access to education resources and relevant and meaningful opportunities for learning and professional development. The subcommittee will:

- Create learning opportunities in support of PNW coach needs, PNW strategic initiatives, and PNW club development initiatives.
- Serve as a resource to member coaches and clubs for information relevant to coaches education, including navigating the evolving USSS certification and continuing education requirements.
 - Ensure straightforward pathways for PNW coaches to meet the 10 CEU/5 hour annual requirement for active coaches.
- Serve as a forum to discuss coach education and professional development needs and opportunities.
- Guide and support PNW's strategic initiatives as they relate to coaches education and development.
- Serve as a resource to PNW member clubs in support of club development activities and staff training needs.

The Coaches Education Sub-Committee Chairperson is additionally responsible to:

- Convene two meetings each year to discuss and plan annual initiatives.
- Work with PNW staff to update the PNW website annually and as needed with links and information about coaches education and certification pathways, Continuing education requirements, training resources, and other documents.
- Communicate scheduling needs to USSS Sport Education staff and USSS National Faculty for coach certification assessments.

9) **OFFICIALS RULES & JUDICIAL SUB-COMMITTEE**

The Officials' Sub-committee oversees:

- a) 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,
- b) making T.D. assignments for sanctioned scored and non-scored alpine competitions within PNW, communication and representation with US Ski & Snowboard alpine officials department / committee and
- c) providing information, opportunity and support for the development of PNW officials.

- d) This sub-committee is responsible to ensure accurate and timely distribution of US Ski & Snowboard and *FIS* updates, changes or modifications affecting PNW athletes, programs, clubs, and coaches.
- e) This 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 PNW'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 PNW Division 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) PNW DIVISION President
- b) PNW DIVISION Vice-President
- c) Director of Competition for Nordic
- d) Secretary
- e) One representative from each club or team that has paid its PNW Division 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 PNW DIVISION annual Convention;
- d) Make recommendations as needed to the Board of Directors; and
- e) Attend and chair the annual PNW DIVISION fall NCC meeting, all other NCC meetings and when possible the annual PNW DIVISION Convention.

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 PNW DIVISION 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 PNW DIVISION 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 PNW DIVISION board of directors.

5) SUB-COMMITTEES

The Chairperson of the NCC may nominate subcommittees and subcommittee chairs. In doing so the Chairperson will attempt to represent fairly the interests of all NCC members. Final approval of these nominations shall be the PNW Division board of directors.

