

1 **BYLAWS**
2 **NORTHERN DIVISION AMATEUR SKI EDUCATION FOUNDATION**

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6 **ARTICLE I**

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8 **Name and Non-Profit Status**
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10 The name of this foundation shall be Northern Division Amateur Ski Education
11 Foundation hereinafter “Northern Division” or “Foundation” and it shall be
12 recognized as an affiliated entity by the United States Ski & Snowboard Association
13 (“USSA”), the National Governing Body, recognized by the United States Olympic
14 Committee and International Ski Federation, as the governing body for skiing and
15 snowboarding in the United States of America.
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17 The Northern Division shall be incorporated under the laws of the state of Montana
18 as a not-for-profit Corporation and it shall be organized so as to qualify as a non-
19 profit, charitable, tax-exempt organization under section 501(c)(3) of the Internal
20 Revenue Code.
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22 **ARTICLE II**

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24 **Office**
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- 26 A. The principal office of the Northern Division shall be located at such location as
27 approved by the Board of Directors of the Northern Division. (Hereinafter “the
28 Board”).
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30 **ARTICLE III**

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32 **Vision, Mission and Objectives**
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34 A. The **vision** of the Northern Division is to support USSA’s vision of making the
35 United States of America the best in the world in Olympic skiing and snowboarding.
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37 B. The **mission** of the Northern Division is to support the mission, vision and values
38 of USSA by Northern Division.
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40 C. The objectives through which the Northern Division shall accomplish its mission
41 shall include the following:

42
43 1. Disseminating education, training, and supporting USSA members in their
44 goal to achieve sustained success in all levels of ski and snowboard competition; and
45 by helping members to use ski and snowboard competition to develop to their highest
46 athletic and personal potential;

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48 2. Achieving and maintaining long-term financial stability;

49
50 3. Administering and coordinating programs which provide competitive
51 opportunities in skiing and snowboarding and establishing a clear path for athletic
52 progression for USSA members;

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54 4. Establish a race calendar and entry criteria for those races consistent with
55 USSA, USOC and FIS rules;

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57 5. Establish local rules and policies consistent with USSA rules and policies
58 that facilitate excellence in competition and athletic development.

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60 6. Fostering and encouraging interest and participation in USSA sanctioned
61 skiing and snowboarding.

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63 7. Assisting the USSA Alpine Sport Committee (“ASC”) in the
64 implementation of its mission to make recommendations to the USSA Board and
65 implementing the directives of the USSA Board.

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67 8. Disseminating SafeSport and Anti-doping resources at the request of
68 USSA.

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70 **ARTICLE IV**

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72 **USSA, USOC and FIS Compliance**

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74 In compliance with the requirements of the FIS and USOC, the provisions of the Ted
75 Stevens Olympic and Amateur Sports Act of 1998, and the USSA Bylaws, the
76 Northern Division shall:

77
78 A. Keep membership open to all individuals who are amateur athletes, coaches,
79 trainers, managers, officials, and administrators in skiing and snowboarding;

80
81 B. Provide an equal opportunity to amateur athletes, coaches, trainers, managers,

82 administrators, and officials to participate in amateur athletic competition, without
83 discrimination on the basis of race, color, religion, age, sex, or national origin, and
84 with fair notice and opportunity for a hearing before declaring any such individual
85 ineligible to participate;

86
87 C. Ensure that its Board of Directors and any other committees with governance
88 responsibilities are composed of members selected without regard to race, color,
89 religion, national origin, or sex;

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

96
97 E. Provide procedures for the prompt and equitable resolution of grievances of its
98 members;

99
100 F. Submit to binding arbitration, conducted in accordance with the commercial rules
101 of the American Arbitration Association, in any controversy involving (i) the
102 recognition of the USSA as an NGB with respect to any component or discipline of
103 skiing or snowboarding, or (ii) the opportunity of any amateur athlete, coach, trainer,
104 manager, administrator or official to participate in amateur athletic competition;

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106 G. Provide USSA access to Northern Division books and records in order to permit
107 USSA to ensure compliance with the above.

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ARTICLE V

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Voting Rights, Affiliation and Membership

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113 A. The Northern Division shall be a non-profit organization open to all regardless of
114 race, creed, color, or sex, and who pay such membership fees as the USSA Board shall
115 approve from time to time.

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117 B. All members of Northern Division must be members of USSA.

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119 C. Each Affiliated ski club in the Northern Division shall be entitled to one
120 membership.

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122 D. The coaches of the affiliated ski clubs in the Northern Division, as a group, shall
123 be entitled to one membership.
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126 **ARTICLE VI**
127 **Government and Operation**
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129 A. The Northern Division shall have a Board of Directors (“the Board”) which
130 shall lead the Northern Division in the pursuit of the realization of its vision
131 and the fulfillment of its Mission.
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- 133 1. The Board shall be comprised of members in good standing of the USSA.
134 Every member of the Board shall be entitled to vote in person on Board business
135 unless the member is designated below as a non-voting *ex officio* member or is
136 ineligible under the USSA’s conflict of interest policies.
137
- 138 2. Voting by proxy shall not be permitted and each member of the Board shall have
139 one (1) vote regardless of how many offices that person may hold.
140
- 141 3. The Board shall provide for staggering Officer position elections biannually, so
142 that at least half of the board remains unchanged over a two year period and
143 President and Vice-President Board Members are not vacated simultaneously.
144 Election for the President and Secretary positions will occur in even years. The
145 Vice- President and Treasurer will be elected in odd years.
146
- 147 4. Any director may be removed for cause by the Board by the affirmative vote of
148 two-thirds (2/3) of all other members of the Board, after due notice to and
149 opportunity to respond by the respective director.
150
- 151 5. The Board shall provide a reasonable opportunity during the annual
152 meeting of members for members to comment upon the actions and policies of the
153 Board.
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- 155 6. All meetings of the Board shall be open to attendance by any interested member
156 in good standing of the USSA, except that the Board may close such meetings for
157 discussion of matters of a legally sensitive nature.
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159 **ARTICLE VII**

160 **Meetings**
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1. Meetings of the Northern Division shall be held annually at such time and place as the Board of Directors may decide. Notice of each annual meeting shall be sent to each affiliated ski club at least 15 days prior thereto.
2. Special meetings of the Northern Division shall be called by the President at any time, either upon the order of the Board of Directors or the President, or upon the written request of any three memberships. Notice of each such meeting, stating its purpose, shall be sent to each membership at least 15 days prior thereto.
3. Any membership of the Northern Division whose dues and assessments have been paid in full may be represented at any meeting by any number of duly appointed delegates. No membership shall be entitled to more than one vote, which shall be cast by one of the delegates duly authorized by such membership to cast the vote. In the absence of specific authority granted to a particular delegate, such membership's vote shall be cast by a majority of the delegates present representing the membership.
4. One-third of the membership of the Northern Division entitled to vote shall constitute a quorum at any meeting of the foundation, and, except as otherwise specifically provided herein, any action shall be effective and valid if taken or authorized by at least a majority of all votes cast at a meeting.
5. The Board of Directors shall meet annually. Regular meetings of the Board of Directors shall be held at least once every six months and shall be called by the President. Notice of each meeting shall be sent to each Director at least seven days prior thereto.
6. The President may call special meetings of the Board of Directors at any time, either upon the President's order or upon the written request of any three Directors. Notice of such meeting, stating its purpose, shall be sent to each Director at least three days prior thereto.
7. It shall not be requisite to the validity of any meeting of the Northern Division or of the Board of Directors that notice thereof shall have been given to any member of the Board of Directors or to any membership who shall attend such meeting, or who, if absent, waives notice thereof in writing either before or after it is held.

204 **ARTICLE VIII**

205 **Officers**

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208 The officers of the Foundation shall consist of a President, Vice President,
209 Secretary, Treasurer and the Business Manager, all of whom shall be officers,
210 directors, employees or members of affiliated ski clubs or of the coaches group.
211 Officers shall be elected at the Fall meeting of the Northern Division based on
212 the voting cycle below and shall serve until their successors have been elected
213 and qualified. The offices of Secretary and Treasurer may be held by the same
214 person. The duties of the officers shall be as follows:
215

- 216 1. The President shall be the chief executive officer. He/she shall, when present,
217 preside at all meetings of the Northern Division and the Board of Directors,
218 and shall, in general, perform all duties incidental to the office of president of
219 similar organizations, and such other duties as the Board of Directors may
220 assign to him.
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- 222 2. The Vice President shall perform the duties of the President in his absence or
223 disability and shall perform such other duties as the Board of Directors may
224 assign to him. The Vice President shall be the Chairman of the Development
225 Committee.
226
- 227 3. The Treasurer, with the advice of the Business Manager, shall have charge of
228 the Foundation's corporate seal, deposit all of the Northern Division's funds in
229 such depositories as the Board of Directors may select, pay all of the
230 Foundation's bills, collect all moneys due the Foundation, and keep full and
231 accurate books of account of all moneys received and paid out for the
232 Foundation. Such books and accounts shall be constantly open to the
233 inspection of each officer and Director. The Treasurer and Business Manager
234 shall upon request of the Board of Directors, and in any event at least once in
235 each year, render to the Board of Directors and the Foundation a complete
236 statement of the Foundation's financial position. In addition, the Treasurer
237 shall perform all other duties incidental to the office of treasurer of similar
238 organizations, and all duties that the Board of Directors may assign to him.
239 The Treasurer shall give a bond for the faithful discharge of his duties if and
240 when the Board of Directors so requires.
241
- 242 4. The Secretary shall attend all meetings of the Board of Directors and the
243 Foundation, shall keep full and accurate records of all proceedings at such
244 meetings, and shall perform all other duties incidental to the office of secretary

245 of similar organizations and all duties which the Board of Directors may assign
246 to him. He shall have custody of the Foundation's record books, and shall give
247 notice of all meetings of the Foundation and the Directors in the manner
248 prescribed by these Bylaws.

- 249
- 250 5. The Business Manager shall coordinate activities among the United States Ski
251 and Snowboard Association, the division competitors and the division coaches;
252 shall keep track of competitors ranking in the division; select division teams to
253 regional and national competitions; select division coaches to regional and
254 national competitions; and all duties described in cooperation with the office of
255 Treasurer.
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259 **ARTICLE IX**

260 **Board of Directors**

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- 263 6. The Board of Directors shall consist of the elected officers of the Foundation.
264 No membership shall have more than two representatives on the Board of
265 Directors. The Directors shall serve for a term of two years or until their
266 successors are elected. Election for the President and Secretary positions will
267 occur in even years. The Vice- President and Treasurer will be elected in odd
268 years. The Board of Directors shall have supervision of the affairs and interests
269 of the Foundation and shall perform such duties as may from time to time be
270 referred to it. The Board of Directors may fill the vacancies caused by the
271 death or resignations of ineligibility of any officer or director. Any such
272 substitute appointee shall serve for the unexpired term. A majority of the
273 Board of Directors shall constitute a quorum.
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276 **ARTICLE X**

277 **COMMITTEES**

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280 There shall be a standing committee of the Foundation called the Alpine
281 Competition Committee (ACC) consisting of nine including one athlete and
282 one master voting representatives from Foundation's membership. The
283 Foundation President and the Business Manager shall be included as ACC non-
284 voting members. The Business Manager may select the membership
285 representatives to serve on the Alpine Committee, provided, however, that no

286 membership shall have more than one representative on the committee. There
287 shall be such other committees as the Board of Directors shall from time to
288 time determine to be desirable in the operation of the Foundation. Such
289 committees shall serve for one year or until their successors are appointed.
290 Such committees shall have such duties and responsibilities as the Board of
291 Directors may assign to them, and shall make reports at least annually at the
292 meeting of the Foundation.

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295 **ARTICLE XI**

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297 **Dues**

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

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304 **ARTICLE XII**

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306 **Fiscal Year**

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308 The fiscal year of the Foundation shall commence on July 1 and end on June
309 30 of each year.

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311 **ARTICLE XIII**

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313 **Conflict of Interest and Ethical Practices**

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316 A. The Board shall adopt USSA's code of conduct and USSA's conflict of interest
317 and ethics policies.

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320 **ARTICLE IX**

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322 **Grievances, Suspensions and Appeals**

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324 **A. Grievances.** Every member of the Northern Division shall have the right to
325 pursue written grievances concerning actions by the Board, any of its committees, or

326 any of their members acting in their official capacities in accordance with the
327 procedures set forth below:

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329 1. A grievance shall be defined as an allegation by a member that the Board,
330 any of its committees or any member while acting in an official capacity has violated
331 these bylaws or has failed to discharge its obligations under the USSA Bylaws, USOC
332 Bylaws or the Ted Stevens Olympic and Amateur Sports Act.

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334 2. A complainant may initiate the grievance process by filing a written
335 complaint with the principal office of Northern Division. The Complaint shall
336 include the following:

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338 (a) The identity of the complainant;

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340 (b) The identity of the member(s), Board(s), or committee(s) of the
341 Northern Division against whom the grievance is directed (hereinafter collectively the
342 “Respondents”);

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344 (c) A short and plain statement of the facts giving rise to the grievance,
345 including the action at issue, Bylaws or official written policies or procedures
346 adopted by the Board which are alleged to have been violated by the action, the
347 parties involved in the action, the harm to the complainant as a result of such
348 action, and the relief sought;

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350 (d) The signature of the complainant (and the signature of his/her parent or
351 legal guardian if he/she is under eighteen (18) years of age); and

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353 (e) Any reasonable filing fee adopted in advance by the Board.

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355 3. Within ten (10) days of receiving the Complaint, the Board shall refer the matter to
356 USSA for disposition pursuant to Article IX of the USSA Bylaws.

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358 ARTICLE X

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360 **Amendments**

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

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

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371 **ARTICLE XI**

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373 **Dissolution**

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

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385 Revised: October 2016