

# **FAR WEST SKI ASSOCIATION**

# **BYLAWS**

Adopted: June 6, 2008

Amended Article 6, June 2014

Added Article 5.6, June 2015

## 1.0. ORGANIZATION

1.1. The name of the organization shall be "FAR WEST SKI ASSOCIATION", hereafter referred to as "FWSA" and/or "ASSOCIATION".

1.2. The PURPOSE for which the Far West Ski Association was formed and is operated and conducted are exclusively charitable, educational, civic, recreational, and social; and its primary objectives are to take an active civic interest in and to encourage, develop and maintain the sport of skiing and snowboarding as healthful outdoor recreation for the whole family.

1.3. AUTONOMY. Far West Ski Association is an autonomous non-profit corporation incorporated under the laws of the State of California and operating under Section 501 (c) 7, of the IRS code.

1.4. FWSA shall restrict its membership to those geographic areas as determined by this organization.

## 2.0. MEMBERSHIP

2.1. Membership shall be open to all individuals who subscribe to the goals and purposes of this organization.

2.2. A "Member" shall be any individual who has fulfilled the requirements and application procedures for membership as prescribed by the Board of Directors and has paid the annual dues, if any, as prescribed by the organization.

2.3. Categories of Membership.

2.3.1. Club Membership.

2.3.2. Direct Member.

2.3.3. Honorary Membership.

## 3.0. FINANCE

3.1. The Association shall not be liable for any debts other than its own and shall not enter into any form of guarantees for debts of another. No property, real **of** personal, belonging to the Association shall be subject to the debts of or control from any other organization.

3.2. The fiscal year shall begin May 1 of each year.

3.3. The Board of Directors is authorized to establish appropriate fees and membership dues for any category of membership.

#### 4.0. MEETINGS

4.1. All meetings of the Association and meetings of the Board of Directors and the Board of Trustees, shall be run in accordance with Robert's Rules of Order, except where otherwise stated in these Bylaws.

4.2. An Annual Meeting of the Association shall be held between April 1 and July 1 of each year on a date determined by the Board of Directors.

4.3. Special Meetings of the Association shall be called by the President, upon the written request of a majority of the members of the Board of Directors or upon written request of one-third ( $\frac{1}{3}$ ) of the members.

4.4. Notice of all Annual or Special Meetings for the Association shall be given at least thirty (30) days prior to the date set for the meeting and shall include the important items on the agenda for the meeting.

4.5. A quorum at Annual or Special Meetings of the Association shall consist of a majority of the total number of officially registered delegates.

4.6. Voting procedures for Annual or Special Meetings of the Association.

4.6.1. A person shall be considered registered as a delegate and eligible to vote at Annual or Special Meetings of the Association after filling out the required registration form(s) and paying the required registration fee(s), if any, for such meeting.

4.6.2. The formula for calculating the number of Delegates that may be appointed by each Ski Club and the Direct Members' bloc at Annual and Special Meetings of the Association is prescribed by the Board of Directors. The number of Delegates that may be appointed by a Ski Club or Direct Members' bloc shall be determined based on the number of members of record of said Ski Club or the Direct Members' bloc as of forty-five (45) days prior to the date of each Annual or Special Meeting.

4.6.3. Any dispute concerning the number of Delegates shall be resolved by the Credentials Committee.

4.7. Meetings of the Board of Directors and Board of Trustees.

4.7.1. The Board of Directors and the Board of Trustees shall meet at least two (2) times annually.

4.7.2. A quorum consisting of a majority of the total number of Directors or the Board of Directors shall be present for the Board of Directors to take action.

4.7.3. A quorum consisting of a majority of the total number of the Board of Trustees shall be necessary for the Board of Trustees to take action.

4.7.4. The Chairman of the Board of Directors, or in his/her absence, the Chairman of the Board of Trustees, shall preside at meetings of the Board of Directors.

4.7.5. The Chairman of the Board of Trustees must be one of the elected Trustees and may not be the Association's President, Past President, or Treasurer. The Chairman of the Board of Trustees shall preside at meetings of the Board of Trustees.

## 5.0. GOVERNANCE

### 5.1. Elected Officers

5.1.1. An "Officer", sometimes referred to as an "Elected Officer", of the Association, shall be any individual elected to an office as set forth in Article 5.1.5., below.

5.1.2. The Officers of this Association shall perform such executive and administrative duties and functions as shall be within the designation of their respective offices as well as such additional duties and functions as may be assigned, from time to time, by the President of the Board of Directors.

5.1.3. The President shall have veto power of any action approved by the Board of Directors.

5.1.4. Vetoes may be overridden by the Board of Directors at or prior to its next scheduled meeting by a two-thirds ( $\frac{2}{3}$ ) majority vote of all eligible Directors.

#### 5.1.5. Titles of Elected Officers

- President
- Secretary
- Treasurer
- Vice President of Membership
- Vice President of Marketing
- Vice President of North American Travel
- Vice President of Public Affairs
- Vice President of Communications
- Vice President of Council Services
- Vice President of International Travel
- Trustee(s)

5.2. A "Director" of the Association shall be any individual who is a member of the Board of Directors, as set forth in Article 5.1.5., the President of the Far West Racing Association (FWSA Vice President of Racing), and the Council Presidents. All Directors have a fiduciary responsibility to the Association/FWSA, and so shall act in the best interests of the Association as a whole and not those confined to one of its component elements or programs.

5.2.1. The elected offices of President, Secretary, and Treasurer shall be for one year terms.

5.2.2. The remaining offices shall be for two (2) year terms and the election of those offices shall be staggered with the offices of Vice Presidents of Marketing, Membership, Communications, and International Travel being elected in alternate years for the Vice Presidents of North American Travel, Public Affairs, and Council Services.

5.2.3. The "Immediate Past President" is the individual who last completed the elected term of office of President immediately prior to the individual currently holding the office of President and shall be a member of the Board of Directors.

5.2.4. The FWSA President may authorize under circumstances of health or emergency an alternate council representative to attend any regularly scheduled meeting of the Board of Directors. The alternate representative shall be designated by the Council and approved by the FWSA President.

5.3. The Board of Trustees shall consist of the Association's President, Immediate Past President, Treasurer, and four (4) elected Trustees. The Association's Secretary shall be a non-voting member of the Board of Trustees.

5.3.1. The Board of Trustees responsibilities shall include the formulation of long-range goals and planning, evaluation of progress against plan, evaluation of program and committee performance, and definition of and compliance with policy of the Association, as well as ensuring maintenance of the Association's corporate records and timely filing of fiscal and legal documents.

5.3.2. Trustees shall be elected to two (2) **year** terms and the elections of the Trustees shall be staggered so that two (2) Trustees are elected each year.

#### 5.4. Requirements for Action

5.4.1. Action by the Board of Directors or the Board of Trustees shall require an affirmative vote of the majority of the Directors and/or Trustees present at the meeting. Such a vote shall include alternate representatives from councils as allowed in Section 5.2.4.

5.4.2. Approved actions must be documented in the meeting minutes.

5.4.3. Actions may be satisfied by electronic means.

#### 5.5. Committees

5.5.1. The Board of Directors may establish such Standing and/or Special Committees of the Association as may be necessary for the guidance, operation, or administrative of the affairs of the Association.

5.5.2. Committee persons shall act within the scope and responsibility of the committee to they are assigned.

5.5.3. The use of the Association's name or logo must be approved by the elected official to whom the committee reports.

5.6. When electing Association officers, should two candidates receive an equal number of votes a second vote will be taken. If that vote remains a tie, that tie will be broken by the flip of a standard U.S. coin. The "**Heads**" side will represent one candidate and the "**Tails**" side will represent the other candidate. The Elections Chair will conduct the coin flip.

## 6.0. AMENDMENTS TO THESE BYLAWS

6.1 Proposed amendments to these Bylaws may be initiated by the Board of Trustees or through a Voter/Delegate initiative, and will be considered and voted upon at any Annual or Special Meeting of the Association.

6.2. All proposed Amendments to these Bylaws shall be presented, in written draft form, to the Secretary or President/Chairman of the Board of Directors at least 180 days prior to the start date of the meeting at which the proposed amendment is to be considered.

6.3. Proposed amendments initiated through a Voter/Delegate initiative will be conveyed to the Association Secretary or the President, as required by Article 6.2, above, by a letter of transmittal which shall include the verifiable signatures of not less than 20 Association members. The signatory of this letter will be designated as the "Originator" of the proposal. Proposed amendments initiated by the Board of Trustees are exempt from this requirement. In the case of proposals initiated by the Board of Trustees, the "Originator" shall be the Board of Trustees Chair.

6.4. The draft form of the proposed amendment will be posted for public comment on the Association web site not less than 150 days prior to the start date of the meeting at which the proposed amendment is to be considered. The period for public comment will remain open for minimum period of 60 days. Recipients of the comments will be the Bylaws Committee Chair who will forward the comments to the Originator of the proposed amendment as soon as conveniently possible following receipt thereof.

6.5. The Originator may make changes to the draft proposed amendment based on comments coming out of the public comment period. A revised text of the proposed amendment will be returned to the Association Secretary or the President of the Board of Directors at least 75 days prior to the start date of the meeting at which the proposed amendment is to be considered. Once the proposed amendment has been submitted in accordance with this Article, no changes may be made to the text, other than to correct spelling or grammatical errors.

6.6. Not later than 60 days prior to the meeting at which a proposed amendment is to be considered, a "Proposal to Amend" will be posted to the Association web site. The "Proposal to Amend" will include a copy of the text of the proposed amendment, and the date and location at which the proposed amendment will be considered. Information pertaining to the web site posting will be communicated to each Direct Member, Council and Club President at their last known electronic mail address. A hard copy of this communication is not required.

6.7. Approval of any proposed Bylaws Amendment shall require an affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the registered Delegates at the meeting at which the Amendment is being considered. Any section numbering changes will automatically change their appropriate reference in any other section of the Bylaws.

6.8. Amendments to proposed Bylaws amendments cannot be made at an Annual or Special Meeting of the Association.

## **7.0. DISSOLUTION OF THIS ASSOCIATION**

7.1. This corporation may be dissolved only at an Annual Meeting of the Association and such dissolution shall require a three-fourths ( $\frac{3}{4}$ ) affirmative vote of all registered Delegates at said meeting.

7.2. Proposal of recommendation for dissolution shall be submitted to the Secretary of the Association or President/Chairman of the Board of Directors in the same manner as a proposed Amendment to these Bylaws.

7.3. Notice of such intended dissolution shall be given to the membership of the Association in the same manner as a proposed Amendment to these Bylaws.

7.4. It is expressly understood that this organization is a non-profit corporation, organized under the non-profit Corporation laws of the State of California, and upon dissolution, none of its assets shall inure to the benefit of any individual member but shall be distributed to the Far West Ski Foundation or to such other fund or foundation operating under Section 501(c)3, of the IRS Code and as designated by the Board of Directors, whose property is dedicated to the exempt purposes as are specified in the Revenue and Taxation Code of the State of California.