

# **BYLAWS OF THE REGION I**

## **ARTICLE I**

### **Name, Non-Profit Status, and Corporate Seal**

A. The name of this organization shall be Central Division, Region I, a Minnesota corporation (hereinafter “Region I”), and it 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 and International Ski Federation, as the governing body for skiing and snowboarding in the United States of America.

B. Region I shall be incorporated under the laws of the state of Minnesota as a not-for-profit Corporation and it shall be organized so as to qualify as a non-profit, charitable, tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.

C. Region I shall have no corporate seals.

## **ARTICLE II**

### **Offices**

A. The registered office of Region I shall be located at 8051 Prairie Trail, Rockford, Minnesota.

B. The address of the registered office may be changed from time to time by the Board of Directors.

C. The corporation may have such other offices, either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

D. The registered agent of Region I shall be the Chairman of the Board of Region I or such other person as may be approved by the Board.

## **ARTICLE III**

### **Vision, Mission and Objectives**

A. The vision of Region I is to support USSA’s vision of making the United States of America the best in the world in Olympic skiing and snowboarding.

B. The mission of Region I is to support the mission, vision and values of USSA by ensuring that alpine races are well organized and efficiently run and assisting in the development of athletes. In all substantive matters the Board shall consider input provided by all members and shall act in a way that it believes reflects the best interests of the totality of the athletes and parents in Region 1.

C. The objectives through which Region I shall accomplish its mission shall include the following:

1. Disseminating education, training, and supporting USSA members in their goal to achieve sustained success in all levels of ski and snowboard competition; and by helping members to 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. Establish a race calendar and entry criteria for those races consistent with USSA, USOC and FIS rules;
5. Establish local rules and policies consistent 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 implementation of 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 the request of USSA.

#### ARTICLE IV

##### USSA, USOC and FIS Compliance

In compliance with the requirements of the FIS and USOC, the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, and the USSA Bylaws, Region I shall:

- A. keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding;
- B. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;
- C. ensure that its Board of Directors and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;
- D. ensure that its Board of Directors and any other committees with governance responsibilities include membership and voting strength of eligible athletes to be not less than twenty percent (20%). Athlete eligibility shall be defined as those individuals who have held a USSA competitor license and have competed in USSA competition (non-masters level) within the past 10 years.

E. provide procedures for the prompt and equitable resolution of grievances of its members;

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

G. provide USSA access to Region I books and records in order to permit USSA to ensure compliance with the above.

## ARTICLE V Voting Rights and Affiliation

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

B. All members of Region I must be members of USSA.

C. Membership shall be open to all members of USSA residing in Region I, who pay the annual membership fee to Region I each year and shall include parents or guardians.

D. Unit affiliations shall be as defined in the Region I Manual.

E. The Board of Directors may determine from time to time the amount and terms of payment of the annual membership fee payable to the corporation by the members. The membership fee may be included in the annual registration fee and may be waived for a member of the Board of Directors. Payment of the annual membership fee shall entitle a person to membership for the fiscal year of the corporation in which the payment is made.

F. No member shall have any right, title, or interest in or to any property of this corporation.

G. Membership in the corporation may be terminated as follows:

1. Membership in the corporation shall terminate 90 days after the end of the fiscal year of the corporation in which a member's annual membership fee is paid.

2. Membership in the corporation may be terminated by a member at any time by submission to the corporation at its registered office of a written notice of his or her desire to withdraw from membership, specifying the date on which such termination shall become effective.

3. A former member shall be reinstated to membership upon payment of the annual membership fee for the then current fiscal year of the corporation.

ARTICLE VI  
Government and Operation

A. Region I shall have a Board of Directors (“the Board”) which shall lead the Region I in the pursuit of the realization of its vision and the fulfillment of its mission.

1. The property, business, and affairs of the corporation shall be managed by its Board of Directors.
2. The Board shall be comprised of members in good standing of the USSA (having valid USSA membership) who, except for eligible athlete representatives, shall be over twenty-one (21) years of age. Every member of the Board shall be entitled to vote in person on Board business unless the member is designated below as a non-voting *ex officio* member or is ineligible under the USSA’s conflict of interest policies.
3. 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.
4. The following Directors shall comprise the Board of Directors positions:
  - The ACC Representative
  - The President
  - The Vice President
  - The Treasurer
  - The Administrative Secretary
  - The Equipment Manager
  - The Training Coordinator
  - The Non-scored Chair
  - The Scored Chair
  - The past President is an Ex Officio member of the Board of Directors.
  - One Unit representative from each of the units, as identified in the Region I Manual. Representatives are selected by the units.
  - One Unit Athlete representative from each of the units, as identified in the Region I Manual. Representatives are selected by the units.
  - One representative from the Minnesota State High School Alpine Ski Coaches Association chosen by the Region I board.
  - One Coaches Representative, who shall be a USSA Certified coach chosen by vote of all of the Coaches registered through USSA living within Region I.
  - One Athlete Representative chosen by the vote of the Coaches registered through USSA living within Region I. The Athlete Representative shall not be from the same unit as Coaches Representative.

The following table indicates the term length in years for each board position and the number of consecutive terms a member may serve in the same position.

<u>Position</u>	<u>Term</u>	<u>Number</u>
ACC Representative	1	No Limit
President	1	2
Past President	1	2
Vice President	1	2
Treasurer	2	No Limit
Administrative Secretary	2	No Limit
Equipment Manager	2	No Limit
Training Coordinator	2	No Limit
Non-scored Chair	1	No Limit
Scored Chair	1	No Limit
Unit Representative	1	No Limit
Unit Athlete Representative	1	No Limit
Coaches Representative	2	No Limit
Athlete Representative	1	No Limit
MN State Alpine Representative	1	No Limit

a. Special Provisions for Board Member Terms and Succession.

(i) Wherever possible the ACC Representative will have been a past President of Region One or the next best qualified person.

(ii) To the extent possible the Vice President shall not stand for re-election but shall become President at the conclusion of the President's term. Wherever possible the Vice President will have served as Non-scored Chair or Scored Chair.

(iii) The positions of President and Vice President, and President and Administrative Secretary may not be held by the same person.

5. Elections of Directors will be held in May for terms beginning June 1.

6. The Board shall provide a reasonable opportunity during the annual meeting of members for members to comment upon the actions and policies of the Board.

7. A regular annual meeting of the Board of Directors shall be held each calendar year upon 20 days notice, given by mail, facsimile or e-mail. The Board of Directors may provide, by resolution, the time and place, within Region I, for the holding of additional regular meetings without other notice than such resolution.

8. Special meetings of the Board of Directors may be called by or at the request of the President or any five directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within Region 1, as the place for holding any special meeting of the Board of Directors called by them.

9. Notice of any special meeting shall be given at least ten days previously thereto by written notice delivered by U.S. Mail, facsimile or e-mail to each director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile or e-mail, such notice shall be deemed to be delivered when the facsimile or e-mail is sent. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting,

except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except when required by statute, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Whenever any notice is required to be given to any member or director of Region I under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the Minnesota Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

10. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

11. Any director may resign at any time by giving written notice to the President or the Administrative Secretary of the corporation. Any such resignation shall take effect at the time specified therein, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

12. Any director may be removed, either with or without cause, at any time, by a vote of two-thirds of the number of directors present and voting at a special meeting called for the purpose.

13. Any vacancy occurring on the Board of Directors because of death, resignation, removal, or increase in the number of directors or any other cause, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and each director so elected shall hold office for the unexpired term of his or her predecessor in office.

14. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

15. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

## ARTICLE VII

### Officers and Executive Committee

The officers of Region I shall be a President, a Vice President, an Administrative Secretary, a Treasurer, a Scored Chair and a Non-scored Chair. The President shall serve as chair of the Board of Directors.

A. The President shall:

- have general active management of the business of Region 1;
- when present, preside at all meetings of Region 1, if any;
- see that orders and resolutions of the Region I are carried into effect;
- sign and deliver in the name of Region I documents and instruments

pertaining to the business of Region I , except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or these Bylaws or by Region 1, to another officer or agent of Region I; and

- perform such other duties as prescribed by Region I. The Vice President shall assist in all areas.

B. The Administrative Secretary shall:

- attend all meetings and keep the minutes thereof in one or more books provided for that purpose or by computer;
- see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- be custodian of the corporate records;
- keep a register of the names and addresses of all members of Region I;
- maintain records of and, when necessary, certify proceedings of Region I and the members, if any; and
- in general perform all duties incident to the office of Administrative Secretary and such other duties as from time to time may be assigned to him or her by the President, Vice President, or Chair or by the Board of Directors.

C. The Treasurer shall:

- keep accurate financial records of Region I;
- upon request, provide the President and the Directors with an account of the financial condition of Region I;
- have charge and custody of and be responsible for all funds and securities of Region I, receive and give receipts for moneys due and payable to Region I from any source whatsoever, and deposit all such moneys in the name of Region I in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws
- perform such other duties as prescribed by Region I.

D. Region I may have such other officers, agents and employees as may be deemed necessary by the Board of Directors. Such other officers, agents and employees shall be appointed in such manner, have such powers and duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors. The ACC Representative, Coaches Representative and Athletes Representative shall represent Region 1 on the Central Division Alpine Competition Committee (ACC). The President will serve as the fourth ACC representative of the region. If he or she cannot attend, the Vice President, or President's designee shall attend upon approval of the Board of Directors. In the event any representative from Region 1 is unable to attend the ACC meeting, he or she may appoint an alternate upon approval from the Executive Committee.

E. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of Region I. The Board of Directors of Region I shall from time to time determine which, if any, officers of Region I shall be bonded and the amount of the bond.

F. An officer may, with the approval of Region I, delegate some of all the duties of the powers of such officer to other persons. An officer who delegates the duties or powers of an officer remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

G. The Executive Committee shall consist of the President, the Vice President, the Treasurer, the Scored Chair, the Non-Scored Chair, the Administrative Secretary, and the Coaches Representative. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers granted by the Board of Directors annually.

1. Regular minutes of the proceedings of the Executive Committee shall be kept by the Administrative Secretary in a book provided for that purpose or by computer.

2. Vacancies in the Executive Committee shall be filled by the Board of Directors.

3. A majority of the committee shall be necessary to constitute a quorum, and in every case the affirmative vote of a majority of the members of the committee present at the meeting shall be necessary for the passage of any resolution.

4. The Executive Committee may act by a written consent setting forth the action and signed by a quorum thereof although the committee has not formally convened.

5. The Executive Committee shall fix its own rules of procedure, and shall meet as provided by such rules or by resolution of the Board of Directors, and it shall also meet at the call of any member of the committee.

## ARTICLE VIII Meetings

A. A regular annual meeting of the Board shall be held each calendar year upon 20 days notice given by mail, facsimile or e-mail. The Board of Directors may provide, by resolution, the time and place, within Region 1, for the holding of additional regular meetings without other notice than such resolution.

B. Special meetings of the Board may be called by or at the request of the President or any the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within Region 1, as the place for holding any special meeting of the Board of Directors called by them.

C. All meetings of the Board shall be open to attendance by any interested member in good standing of the USSA (other guests are welcome to attend), except that the Board may close such meetings for discussion of matters of a legally sensitive nature.

D. Any action required or permitted to be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken shall be unanimously agreed to by all of the directors in office and filed with the President.

E. Any member of the Board not physically present at a meeting may participate in such meeting by the use of any telecommunications system which enables him/her to engage in



two-way communication with all of the other directors taking part in the meeting, and shall be deemed present in case of such participation.

F. At any meeting of the Board or any permanent standing committee, a quorum shall consist of a majority of all directors or members of the committee entitled to vote. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or committee members if any action taken is approved by a number which would constitute at least a majority of the required quorum; provided that the following actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of annual budgets by the Board; and (iii) such other issues as may be designated elsewhere in these bylaws as requiring a certain number of votes or attendees.

## ARTICLE IX

### Conflict of Interest and Ethical Practices

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

## ARTICLE X

### Grievances, Suspensions and Appeals

A. Every member of Region I shall have the right to pursue written grievances concerning actions by the Board, any of its committees, or any of their members acting in their official capacities (race and event related activities are governed in accordance to the USSA Alpine Competition Guide) in accordance with the procedures set forth below:

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

2. A complainant may initiate the grievance process by filing a written complaint with the principal office of Region I. The Complaint shall include the following:

(a) The identity of the complainant;

(b) The identity of the member(s), Board(s), or committee(s) of Region I against whom the grievance is directed (hereinafter collectively the "Respondents");

(c) A short and plain statement of the facts giving rise to the

grievance, including the action at issue, Bylaws or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought;

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

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

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

## ARTICLE XI Indemnification

A. The members of the Board (including any person threatened to be made a party to a proceeding by reason of the former or present official capacity of the person with Region I) as a board and individually are specifically held harmless by Region I for all actions taken in good faith on behalf of Region I, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence to the fullest extent provided by the provisions of Chapter 317, Minnesota Statutes. No indemnification will be provided where an officer, director or other member is adjudicated to be liable and a central reason for this finding is that he or she acted in bad faith. No indemnification will be provided where he or she is found to have personally and substantially benefited from his or her actions and these actions in any way injured Region I or placed it at risk of injury. Where the officer, director or member has not been adjudicated to be in bad faith and where his or her actions did not injure or threaten to injure the Region I, no indemnification will be provided to the extent that the officer or director personally profited as a result of his or her actions. No indemnification will be provided to an officer, director or member where the liability was the result of an action initiated by that person and where the initiation of the action was unauthorized by the Board or these bylaws.

## ARTICLE XII Contracts, Loans, Checks and Deposits

A. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

B. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name.

C. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

D. All funds of the corporation not otherwise employed shall be deposited from time

to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Committee and the Treasurer may select.

### ARTICLE XIII

#### Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June, next succeeding.

### ARTICLE XIV

#### Amendment

A. Amendments to these bylaws may be proposed by any member of the Board or any 5 member of Region I.

B. Unless withdrawn, proposed amendments which have been prepared less than Twenty (20) days and circulated less than thirty (15) days in advance of meetings at which such matters would otherwise be considered shall automatically be placed on the agenda for action at the next meeting of the Board which is at least thirty (30) days after the date of mailing of such proposed amendment.

C. These Bylaws and the Articles of Incorporation shall be adopted as follows:

1. By the affirmative vote of a majority of the members voting on the proposed amendment or amendments, at any regular or special meeting of the Board of Directors, as provided by law; or,

2. If the Board of Directors has been duly authorized by the members to exercise from time to time the power of amendment, by the affirmative vote of two-thirds of the directors who are present and entitled to vote on the proposed amendment or amendments, at any regular or special meeting of the Board of Directors, as provided by law.

Notice of the meeting of the Board of Directors and of the proposed amendment or amendments shall be given.

(D) Any amendment of these bylaws shall become effective forty-five (45) days from the date of approval by the Board of Region I and by the USSA Board, as required by the Affiliation Agreement signed by Region I and USSA.