

BYLAWS OF CR3 SKI RACING-2024

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ARTICLE I

Name, Non-Profit Status, and Corporate Seal

- A. The name of this organization shall be Region III Ski Racing (hereinafter "Region III"), and it shall serve as the National Governing Body, recognized by the United States Ski & Snowboard (hereinafter "USSS") Central Division, Region III, for skiing and snowboarding in the United States of America.
- B. Region III shall be incorporated under the laws of the state of Michigan as a not-for-profit organization under section 501(c)(3) of the Internal Revenue Code.
- C. Region III shall have no corporate seals unless required by the laws of the State of Michigan.

ARTICLE II

Offices and Agent

- A. The registered office of Region III shall be located at that office of the Administrator of Region III or such other location as may be approved by the Board of Directors of Region III (hereinafter the "Board").
- B. The principal office of Region III shall also be its registered office. The registered agent of Region III at such registered office shall be the Administrator of Region III or its designee as the Board sees fit.
- C. Region III may maintain other offices at such locations as may be approved from time to time by the Board.

ARTICLE III

- A. The vision of the Region III is to support USSS's vision of making the United States of America the best in the work in competitive skiing and snowboarding.
- B. The mission of Region III is to support the mission, vision and values of USSS.

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

1. Disseminating education, training, and supporting USSS 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 USSS members.

4. Establish a race calendar and entry criteria for those races consistent with USSS, USPOC and FIS rules.

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

6. Fostering and encouraging interest and participation in USSS sanctioned skiing and snowboarding.

7. Assisting the USSS Alpine Sport Committee ("ASC") in the implementation of its mission to make recommendations to the USSS Board and implementing the directives of the USSS Board.

8. Disseminating SafeSport and Anti-doping resources at the request of USSS.

ARTICLE IV

USSS, USPOC and FIS Compliance

In compliance with the requirements of the FIS and USPOC, the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, and the USSS Bylaws, Region III 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 USSS competitor license and have competed in USSS 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 USSS 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 USSS access to Region III books and records in order to permit USSS to ensure compliance with the above.

ARTICLE V

Membership Classes, Voting Rights and Affiliation

- A. Region III shall be a non-profit organization open to all regardless of race, creed, color, or sex, and who pay such membership fees as the Board of Region III and the USSS Board shall approve from time to time.
- B. All members of Region III must be members of USSS.
- C. Subject to the individual review and approval by the Region III Board, Region III shall permit and recognize all affiliated clubs which are USSS registered clubs, ski and snowboard industry trade associations and other organizations involved in skiing and snowboarding and support the purposes of Region III upon payment of an affiliated fee set from time to time by the board.
- D. Any membership or affiliation may be suspended or revoked for good cause, upon 2/3 vote of the Board, provided that such actions shall be subject to these bylaws.

ARTICLE VI

Government and Operation

A. The Region III shall have a Board of Directors ("the Board") which shall lead the Region III in the pursuit of the realization of its vision and the fulfillment of its mission.

1(a). The Board shall be comprised of members in good standing of the USSS (having valid USSS 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 USSS's conflict of interest policies.

1(b). The Board shall be comprised of twelve (12) members, comprised of the following:

(i) each of the six largest clubs shall appoint or elect a representative by a methods of its choosing. The largest clubs to be determined by the previous season's enrollment.

(ii) one representative shall be elected by the members of all the independent clubs and independent racers.

(iii) a coaches representative appointed by a majority of all coaches in region III area.

(iv) two (2) racer representatives.

(v) an Ex-Officio.

(vi) the administrative assistant.

2. 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.

3. Each member of the Board shall serve a regular two-year term, beginning with the annual Board meeting. Board terms shall be subject to the following provisions:

(a) Members of the Board may serve for a maximum of four (4) full consecutive terms, unless elected as an officer before the end of the fourth (4th) full consecutive term, in which case a member may serve on the Board until the expiration of the term of his/her office.

(b) The Board shall provide for staggering of terms on the Board by, from time to time, extending or shortening terms by up to one year. Notwithstanding anything in

these bylaws to the contrary, action to shorten or extend Board terms to provide for staggering of terms shall require a majority vote of a quorum of the Board.

(c) Any director may be removed for cause by the Board by the affirmative vote of two-thirds (2/3) of all other members of the Board, after due notice to and opportunity to respond by the respective director.

4. 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.

5. The Board shall form, from among its members, an Executive Committee which shall be empowered to act upon all matters requiring Board attention between meetings of the full Board. The Executive Committee shall have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), and during such times the Executive Committee shall possess the same powers, authority and responsibilities as the Board. The Executive Committee shall be a permanent standing committee, and shall discharge its responsibilities in accordance with the following provisions:

(a) The Executive Committee shall consist of three (3) voting members, including the Chairman; the Vice Chair; and one eligible athlete.

ARTICLE VII

Meetings

A. The annual meeting of the members may be held in the spring or summer of each fiscal year, followed by the spring or summer meeting of the Board and any committee meetings necessary. Said meeting to be set by Board of Directors and is not mandatory per year. However, in no event shall three years pass without a meeting of the membership.

B. Special meetings of the Board may be called by or at the request of the Chairman.

C. All meetings of the Board shall be open to attendance by any interested member in good standing of the USSS 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 Chairman.

E. In the event of a procedural dispute, Robert's Rules of Order, most current edition, will be consulted and will govern. In the event of any ambiguity or deficiency in these bylaws, the Board shall adopt an interpretation of the provision at issue by majority vote.

F. The Chairman shall arrange for the taking of minutes at all meetings of the Board and at the annual meeting of members and will certify that they represent an accurate meeting history. Minutes of all meetings will be distributed to all directors and will be made available upon request to all members within thirty (30) days of each meeting.

G. 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.

H. 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 director 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; (iii) such other issues as may be designated elsewhere in these bylaws as requiring a certain number of votes or attendees.

ARTICLE VIII

Conflict of Interest and Ethical Practices

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

ARTICLE IX

Grievances, Suspensions and Appeals

A. Grievances. Every member of Region III 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 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 USSS Bylaws, USPOC 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 III. 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 III 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 USSS for disposition pursuant to Article IX of USSS Bylaws.

ARTICLE X

Indemnification

A. The members of the Board, as a Board and individually, and the members of each permanent standing committee, as a committee and individually are specifically held harmless by Region III and its membership for all actions taken in good faith on behalf of region III, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case Region III shall be entitled to recover any payments, cost or expenses incurred in the defense, compromise or settlement of any claims or suits against such member prior to such finding.

B. Region III hereby indemnifies its officers, board members and Discipline Committee members, individually and in their official capacities, for any liability incurred as a result of their positions in the organization or actions taken on behalf of the organizations with the following inclusions and limitations:

1. The amount of liability for which indemnification is provided includes any amounts reasonably spent in defense of or in settling any action or proceeding, whether actual or reasonably believed to be threatened, against the officer or director.
2. The actions and proceedings to which this section applies include civil or criminal actions. However, in the case of criminal action indemnification is

- limited to the amount reasonably necessary to defend against the action or proceedings and to pay any fines that may be levied against the officer or director.
3. No indemnification will be provided where an officer, director, Discipline Committee Member or other member is adjudicated to be liable and a central reason for this finding is that he/she is found to have personal or substantially benefited from his/her actions and these actions in any way injured Region III 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/her action did not injure or threaten to injure Region III, no indemnification will be provided to the extent that the officer or director personally profited as a result of his/her actions.
 4. 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 of these bylaws.

ARTICLE XI

Amendments

- A. Amendments of these bylaws may be proposed by either (i) any three members of the Board; or (ii) written petition of a majority of the members of any Discipline Committee; or (iii) written petition signed by at least forty percent (40%) of the Board of Region III in good standing.
- B. Proposed amendments shall be presented to the then current Board and administrator of the Region III office in writing at least sixty (60) days prior to the annual meeting.
- C. Proposed amendments shall be presented as follows:
 1. State who is proposing the amendments.
 2. State in writing that portion of the existing text in its entirety, inclusive of all portions which are to be considered for change.
 3. Within the text of the above statement in 2, show any new phrases or addenda with all words to be added underlined; thus, new verbiage.
 4. Within the text of the above statement in 2, show any dropped phrases or deletions with all words to be deleted stricken through; thus, deleted verbiage.
 5. The proposed amendment must be accompanied by a brief explanation of the reasons for the proposed amendment, and the effect of the change, if adopted.

D. Amendments to these bylaws may be adopted only by a vote of two-thirds (2/3) of the Board or by two-thirds (2/3) of the general membership at its annual meeting.

E. Any amendment of these bylaws shall become effective thirty (30) days from the date of adoption by the Board.

ARTICLE XII

Dissolution

Region III may dissolve only by affirmative vote of the Board and Discipline Committees in the manner and proportions described below. Each member of the Board and each Discipline Committee shall be given notice of a special meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three -quarters (3/4) of all then current directors must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of Region III shall devolve upon the Board. No part of the assets, income or net earnings of Region III shall inure to the benefit of any Region III members or directors or any other individual. The Board may then distribute to organizations that are qualified as tax exempt under Section 501(c)(iii) of the Internal Revenue Code or the Corresponding Provisions of a Future United States Internal Revenue Law.