

BYLAWS  
OF THE  
NEW HAMPSHIRE ALPINE RACING ASSOCIATION, INC.

ARTICLE I

Articles of Association

The name, location of principal office, and purposes of the corporation shall be as set forth in the Articles of Association.

ARTICLE II

Members

Any person with a bona fide interest in alpine ski racing in New Hampshire may become a member of the Association upon submission of an application to the Executive Secretary, and payment of the annual membership dues. The dues shall be established annually by the Board of Trustees.

ARTICLE III

Annual Meeting of Members

The annual meeting of members shall be in June of each year. The purposes for which an annual meeting is to be held, in addition to those prescribed by law, by the Articles of Association and by the Bylaws, shall be specified by the President, or by a majority of the trustees then in office.

If such annual meeting is omitted on the day herein provided therefore, a special meeting of the members may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case all references in this Bylaws, except this ARTICLE III to the annual meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes thereof shall be specified in the call, as provided in ARTICLE IV.

ARTICLE IV

Special Meeting of Members

A special meeting of the members may be called at any time by the President or by a majority of the trustees then in office. A special meeting of the members shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by some other officer upon written application of one-third (1/3) or more of the members who are entitled to vote. Such call shall state the time, place and purposes of the meeting.

## ARTICLE V

### Place of Meetings of Members

The annual meeting of the members or any special meeting of the members shall be held at such place as is stated in the call. Any adjourned session of any annual or special meeting of the members shall be held at such place as is designated in the vote of adjournment.

## ARTICLE VI

### Notice of Meetings of Members

A written notice of each meeting of members stating the place, day and hour thereof and the purposes for which the meeting is to be held, shall be given at least fourteen (14) days before the meeting, to each member of record entitled to vote thereat, by posting such notice on the NHARA website. Such notice shall be given by the Secretary or in the case of the death, absence, incapacity or refusal of the Secretary, by some other officer or by a person designated either by the Secretary or by the person or persons calling the meeting or by the Board of Trustees. No notice of the time, place or purposes of any annual or special meeting of the members shall be required if every member entitled to notice thereof waves notice. It shall be the duty of every member to furnish to the Executive Secretary his mailing address and email address and to notify the Executive Secretary of any change therein.

## ARTICLE VII

### Quorum of Members

At any meeting of the members of the Association, a quorum for the election of any trustee or officer or for the consideration of any question shall consist of eight (8) members entitled to vote at such meeting, except in any case where a larger quorum is required by law, by the Articles of Association or by these Bylaws.

If a quorum is not present, such members entitled to vote thereat as are present in

person by a majority vote may adjourn the meeting from time to time without notice other than an announcement at such meeting until the requisite number of members entitled to vote shall be present. At such adjourned meeting at which the requisite number of members entitled to vote shall be present to constitute a quorum, any business may be transacted which might have been transacted if the meeting had been held as originally called. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more members so as to leave less than the required quorum.

## ARTICLE VIII

### Voting

Each member shall be entitled to one vote. Members entitled to vote shall vote in person at the meeting and not otherwise.

A plurality of the votes properly cast for any officer shall elect such officer, except where a larger vote is required by law, by the Articles of Association or by these Bylaws. When a quorum for the consideration of a question is present at any meeting, the majority of the votes properly cast upon the question shall decide the question, except in any case where a larger vote is required by law, by the Articles of Association or by these Bylaws.

The Board of Trustees may close the membership books of the Association for a period not exceeding forty-five (45) days preceding the date of any meeting of the members.

In any case in which the Board of Trustees does not provide for the closing of the membership books as aforesaid then the record date for the determination of the members entitled to notice and to vote at any meeting of members shall be the thirtieth (30<sup>th</sup>) day next preceding the date of such meeting.

## ARTICLE IX

### Board of Trustees

At the annual meeting of the Association, members shall elect the following trustees and officers: President, Vice-President, Treasurer, Secretary, and two or more at-large trustees. In addition, representatives of the following organizations and groups shall be entitled to representation on the Board of Trustees: Chairman of the Coaches Council; Chairman of the Alpine Competition Committee; Chairman of the Children's Racing Committee and two additional representatives to be appointed by that committee; a representative of the New Hampshire Ski Area Operators; and the immediate past

president of the Association. This group of trustees, at their first Board meeting, shall appoint a trustee to represent the Masters racing group, the Adaptive racing program and two other trustees to serve as Chairman of the Alpine Officials Committee, the Seed Review Committee. Further, at their first meeting, the trustees shall have the discretion to appoint additional people to the Board, provided, however, that the Board shall not exceed twenty six (26) members.

Each Board member shall serve a term of one year, or until his or her successor is elected or appointed and qualified. To be eligible to serve on the Board, a person must be a member in good standing of NHARA and of USSA/Competition Division. The Board of Trustees shall be the governing body of the Association and shall have all the powers customary and necessary to manage the affairs of the Association.

## ARTICLE X

### Meetings of the Board of Trustees

Meetings of the Board of Trustees may be called by the President or by one-third (1/3) of the trustees then in office. Such meetings shall be called by the Secretary, or in case of death, absence, incapacity or refusal of the Secretary, by one or more trustees. Such call shall state the date, time, place and purposes of the meeting, and shall be sent by email at least five (5) days before the meeting to each member of the Board of Trustees. No notice of the date, time, place or purposes of a meeting shall be required if every trustee waives notice. At any meeting of the trustees, a quorum for the consideration of any question shall consist of eight trustees, except where a larger quorum is required by law, by the Articles of Association or by these Bylaws. If a quorum is not present, such trustees as are present, by a majority vote, may adjourn the meeting from time to time without notice other than an announcement at such meeting until the requisite number of trustees shall be present. At such adjourned meetings at which a quorum is present, any business may be transacted which might have been transacted if the meeting had been held as originally called. Trustees present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more trustees so as to leave less than the required quorum.

## ARTICLE XI

### Executive Committee

The Executive Committee shall consist of the President, Past President, Vice-President, Treasurer, Secretary, Coaches Council Chairman, Alpine Competition

Committee Chairman, Alpine Officials Chairman, Children's Racing Committee Chairman, and Executive Secretary. The Executive Committee shall not be a policy-making body but shall carry out the policies formulated and approved by the Board of Trustees. The Executive Committee shall have the authority to disburse funds and shall have such other powers as may be conferred upon it by the Board of Trustees. All checks covering disbursements under \$5,000 shall be signed by any one (1) of the following: Treasurer, President. All checks covering disbursements of \$5,000 or more shall be signed by both the Treasurer and President. Any check made payable to any member of the Board of Trustees must be signed by someone other than the person to whom the check is made payable. The Executive Secretary shall periodically audit receipts and disbursements and promptly report any irregularities to the Board of Trustees.

Meetings of the Executive Committee shall be called by the President from time to time upon forty-eight hours notice, which may be in writing or otherwise, to all other members of the Executive Committee. Meetings shall be held at such places and at such times as the President determines, and such meetings may consider any matters specified by the President in a notice, and other incidental matters to come before the meeting. A vote by executive committee may be by E-mail with results reported to each member and recorded by the Secretary. A quorum shall consist of five members of the Committee.

## ARTICLE XII

### Officers and Agents

The officers of the Association shall be a President, a Vice-President, a Treasurer, a Secretary and such other officers, if any, as the Board of Trustees may in its discretion elect or appoint. The Association may also have such agents, if any, as the Board of Trustees may in its discretion appoint. All officers shall be trustees. The Secretary shall be a resident of New Hampshire. So far as is permitted by law, any two or more offices may be held by the same person.

Except as provided by law, by the Articles of Association, or by these Bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Board of Trustees may from time to time designate.

The Secretary and other officers shall hold office until the next annual meeting of the members and until his successor is elected and qualified, or until he dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Board of Trustees.

## ARTICLE XIII

### President and Vice-President

The President shall be the chief executive officer of the Association and shall have general charge and supervision of the business of the Association. The President shall preside at all meetings of the members and of the Board of Trustees and Executive Committee at which he is present.

Any Vice-President shall have such duties and powers as shall be designated from time to time by the Board of Trustees or by the President, and in any case, shall be responsible to and shall report to the President.

## ARTICLE XIV

### Treasurer

The Treasurer shall be the chief financial officer of the Association and shall be in charge of its funds and valuable papers and also shall be the chief accounting officer of the Association, in charge of its books of account and accounting records and of its accounting procedures, and shall have such other duties and powers as may be designated from time to time by the Board of Trustees or by the President. The Treasurer shall be responsible to and shall report to the Board of Trustees but in the ordinary conduct of the corporation's business shall be under the supervision of the President.

## ARTICLE XV

### Secretary

The Secretary shall keep a true record of all votes and proceedings of the members in books provided therefore, which books shall be kept in the principal office of the Association and shall be open at all reasonable times to the inspection of the members. The Secretary shall keep a true record of the proceedings of all meetings of the Board of Trustees and Executive Committee, which records shall be kept within the State of New Hampshire. In his absence from any such meeting, a Secretary pro tempore shall be chosen who shall record the proceedings thereof.

The Secretary shall procure and file in his own office copies of all papers, which the Association is required by law to file.

## ARTICLE XVI

### Executive Secretary

The Executive Secretary shall keep a membership book, which shall always be available for the inspection of the members, containing the names of the members and their places of residence. The Executive Secretary is authorized to use the organization's credit card to make purchase to support the office functions.

## ARTICLE XVII

### Resignations, Removals and Vacancies

Any trustee or officer may resign by delivering his resignation in writing to the President or Secretary or to a meeting of the Board of Trustees. The members, at any meeting called for the purpose and by vote of a majority may remove from office any trustee(s) or the Secretary, but may remove the Secretary for cause only. The Board of Trustees, by vote of a majority of its members, may remove any trustee or officer except the Secretary. The Board of Trustees may at any time by a vote of the majority of its members, terminate or modify the authority of any agent. Vacancies resulting from removal by vote of the members may be filled by the members, or in their absence, by the Board of Trustees; vacancies resulting from removal by the Board of Trustees may be filled by said Board upon majority vote.

## ARTICLE XVIII

### Standing Committees

The Board of Trustees shall establish and maintain such standing committees as are deemed necessary to promote the goals and objectives of the Association. The standing committees shall include, but not be limited to, the following:

#### Nominating Committee

This committee shall be chaired by the immediate past president or a person appointed by the President of the Association and shall propose a slate of trustees and officers to be voted on at the annual meeting.

#### Finance Committee

This committee shall be chaired by the Treasurer and shall review and oversee all financial aspects of the Association, including preparation of an annual budget.

#### Alpine Competition Committee

This committee shall be chaired by a person chosen by the committee to act as chairman, to serve as a member of the Board of Trustees and Executive Committee, and

to represent NHARA at all meetings of the USSA/Eastern Alpine Competition Committee (ACC). The committee shall include a representative from each program involving Junior I, II and Senior racers. The committee shall plan, coordinate, and administer all Junior I and II and Senior alpine competition events under the Association's sponsorship. It shall, subject to approval of the Board of Trustees, establish, administer, and review all in-state race series selection and scoring procedures and quotas. It shall establish and promote rules, policies, procedures, and guidelines to ensure uniform and equitable competition events. It shall coordinate all Association competition events with those of the USSA/Competition Division and FIS to promote an orderly progression of state, Eastern regional, national, and international competition events. It shall review the quota and selection procedures of the USSA/Competition Division, Eastern Region, to ensure that the interests of the Association and its members are fairly represented in the Eastern region.

#### Children's Racing Committee

This committee shall consist of a Chairman, a Vice-Chairman, a Secretary, the Chairman of each of the state's J III and Buddy Werner regions, three coaches (one of whom is a J I or J II coach) and two or more at-large members. The Chairman, chosen by the committee, shall also be a member of the Board of Trustees and the Executive Committee. The committee shall also appoint two additional members to represent it on the Board of Trustees. In addition, at least one committee member, to be appointed by the committee, shall be entitled to serve on the nominating, finance, racer support, and review committees. The committee shall be responsible for the planning, coordination, and administration of Junior III, IV and V (ages 14 and under) alpine competitions within the state. It shall establish, administer, and review all in-state race series selection and scoring procedures and quotas. It shall establish and promote rules, policies, procedures, and guidelines to ensure uniform and equitable competition events. It shall coordinate all Junior III, IV and V competition events and projects with those of USSA, and shall ensure that the interests of these athletes are fairly represented in the Eastern region.

#### Coaches' Council

This body shall be chaired by a coach chosen by the body, who shall also be a member of the Board of Trustees and Executive Committee. The council shall be a forum for communicating information on coaching methodology, policies, quotas, and selection



procedures of the Association and USSA/Competition Division. It shall coordinate and run coaching clinics, and shall review all Association policies and procedures and recommend changes to the Board of Trustees.

#### Alpine Officials' Committee

This committee shall assign officials at all scheduled competition events sponsored by the Association. It shall provide officiating and race organization training programs and clinics, and shall be responsible for recruiting new officials and enhancing the skills of all officials.

#### Seed Review Committee

This committee shall review all USSA/Competition Division seed lists and racer classification standings for accuracy. It shall represent the Association in resolving any errors or discrepancies with USSA/Competition Division.

#### Fencing Committee

The Vice-President shall chair this committee. This committee shall be responsible for fencing management and maintenance.

#### Racer Support Committee

The Vice-President shall chair this committee. This committee shall establish guidelines for extending financial support to NHARA racers. It shall review all requests for financial aid from racers. Decisions shall be subject to review by the Board of Trustees. The committee shall include, but not be limited to, the Treasurer, the Seed Review Chairman, a representative from the Children's Racing Committee, and a representative from the Coaches' Council.

#### Review / Appeals Committee

This committee shall review reported incidents of misconduct on the part of any NHARA racer, coach, or official, and shall recommend sanctions, as appropriate, to the Board of Trustees. The committee shall review reports of mismanagement and rules infractions at NHARA-sponsored races, and shall provide recommendations to race organizations and juries to improve the quality of NHARA-sponsored races.

The chairman of each standing committee shall be appointed by the Board of

Trustees, with the exception of the chairman of the Coaches' Council, and the Nominating, Finance, Alpine Competition, and Children's Racing committees. Committee chairmen shall appoint to their respective committee, unless otherwise provided by these Bylaws, members in good standing of the Association and USSA/Competition Division. Each committee shall be responsible to the Board of Trustees, and the chairman shall make such reports as the Board of Trustees may require.

## ARTICLE XIX

### Execution of Documents

Except where these Bylaws or the Board of Trustees authorizes the execution thereof in some other manner, all deeds, leases, transfers, contracts, goods, notes, checks, drafts, and other obligations made, accepted or endorsed by the Association shall be signed by any two of the President or Vice-President or Vice-President or Secretary.

## ARTICLE XX

### Fiscal Year

The fiscal year of the corporation shall end on December 31.

## ARTICLE XXI

### Amendment to Bylaws

These Bylaws may be amended, altered or repealed, in whole or in part, at any regular or special meeting of the members of the Association called for the purpose of amending the Bylaws and stating the general subject of the proposed amendment, alteration or repeal, and the Bylaws to be affected thereby, by a two-thirds (2/3) vote of those in attendance.

## ARTICLE XXII

### Federal Tax Status

1. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more purposes as specified in Section 501 ( c ) (3) of the Internal Revenue Code of 1986, and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501 ( c ) (3) of the Internal Revenue Code or corresponding provisions of any subsequent tax law.
2. No part of the net earnings of the organization shall inure to the benefit of any

member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on the dissolution of the organization.

3. 3. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation, (except as otherwise provided by Section 501 (h) of the Code), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. 4. In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 ( c ) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, a State, or local government for a public purpose, subject to the approval of a court of competent jurisdiction within the State of New Hampshire.
5. 5. In any taxable year in which the organization is a private foundation as described in Section 601 ( a ) of the Internal Revenue Code, the organization shall distribute its income for a said period at such time and manner as not to subject it to tax under Section 4942. Further, the organization shall not (1) engage in any act of self-dealing as defined in Section 4941 (d); (b) retain any excess business holdings as defined in Section 4943; (c) make any investments in such a manner as to subject the organization to tax under Section 4944; or (d) make any taxable expenditures as defined in Section 4945 or corresponding provisions of any subsequent tax law.

## ARTICLE XXIII

### Conflict of Interest

Any possible conflict of interest on the part of any member of the Board, office or employee of the Corporation shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors and publication in either the required newspaper or on the NHARA website is required. The minutes of the meeting shall reflect that a disclosure

was made, the abstention from voting, and the actual vote itself. Every new member of the Board shall be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.