

BYLAWS

of the

NATIONAL SKI PATROL SYSTEM, INC. SOUTHERN DIVISION

April 26, 1980

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PURPOSE

The purposes for which the Southern Division is organized are:

- (a) To promote public safety in skiing and other outdoor recreational activities in all their recreational, functional, educational, advocacy and safety aspects and to generally do all and everything necessary, suitable, useful and proper for the accomplishment of any of those purposes, or the attainment of any of the objectives or for the furtherance of any of the powers set forth herein either alone or in conjunction with other individuals or entities, and to do every act or acts, or things, incidental or pertinent to or growing out of or connected with any of the purposes, objectives and powers stated above.
- (b) To do any and all things necessary in order to realize the purposes herein set forth, which are exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, and, to the extent consistent with the preceding clause, to engage in any lawful activity or activities for which corporations may be organized under state law; and the foregoing clauses shall be construed as both objects and purposes and the

foregoing enumeration of specific objects and purposes shall not limit or restrict in any manner the objects and purposes of the Southern Division.

ARTICLE I

NAME, AUTHORITY AND TERRITORIAL LIMITS

Section 1. **NAME.** This organization shall be known as the Southern Division of the National Ski Patrol System, Inc. ("Southern Division").

Section 2. **AUTHORITY.** The Southern Division is an integral part of the National Ski Patrol System, Inc. ("NSP") operating under the Articles of Incorporation and authorized by the bylaws of the NSP embodied within the provisions of the current Policies and Procedures Manual of the NSP.

Section 3. **TERRITORIAL LIMITS.** The territorial limits of the Southern Division shall be established by the NSP.

ARTICLE II

MEMBERSHIP

Members shall include all persons registered with a patrol within the territorial limits of the Southern Division and who maintain their annual registration with NSP as set forth in the NSP Policies and Procedures Manual.

ARTICLE III

OFFICERS

Section 1. **COMPOSITION.** The officers of the Southern Division shall be as follows:

- a. **Patrol Representative:**
Leader of individual or area ski patrols.
- b. **Region Director Assistant:** At Division Director's discretion, he or she may elect to title this person as the Assistant Region Director or Section Chief. This administrative officer assists the geographical Region Director.
- c. **Region Director:**
Administrative officer in charge of two or more sections or patrols within the Southern Division.
- d. **Division Director:**
Administrative officer in charge of Southern Division.
- e. **Professional Director:**
Administrative officer representing professional patrollers.
- f. **Assistant Division Director(s):**
Administrative officer(s) assisting the Division Director in the administration of the Southern Division.
- g. **Past Division Director:**
Administrative officer serving as consultant to the Board.
- h. **Treasurer/Registration Coordinator:** Administrative officer controlling the financial matters of the Southern Division and serving as the registrar for the registration of all members and patrols of the division.
- i. **Secretary:** Administrative officer recording and maintaining the minutes of all the meetings.

Section 2. **ELIGIBILITY, QUALIFICATIONS, AND DUTIES.** The eligibility, qualifications and duties of all the officers of the Southern Division shall be those as set forth in the NSP Policies and Procedures Manual.

Section 3. **COMPENSATION.** None of the officers and the directors shall receive, directly or indirectly, any salary or other compensation from the Southern Division. Officers and directors shall be entitled to reimbursement of reasonable expenses incurred on behalf of the Southern Division. However, during any period in which the NSP may be viewed by the IRS as a private foundation as described in section 509(a) of the Internal Revenue Code, no reimbursement of expenses shall be made in any manner so as to result in the imposition of any tax or other liability under section 4941 of the Internal Revenue Code.

- Section 4. **REMOVAL.** With the exception of the Patrol Representative, any officer may be removed by the Division Director whenever, in his or her judgment, the best interests of the Southern Division will be served thereby. Any removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in itself create any contract rights.
- Section 5. **VACANCIES.** Any officer may resign at any time by giving notice to the Division Director. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 6. **SURETY BONDS.** All officers and other persons who may be authorized by the Board of Directors to receive or disburse funds of the Southern Division may be required to furnish bond for the faithful discharge of their duties, in such sums and with such surety and on such conditions as the Board of Directors shall from time to time determine or authorize. The expense of such bonds shall be borne by the Southern Division.

ARTICLE IV

BOARD OF DIRECTORS

- Section 1. **GENERAL POWERS.** The business and affairs of the Southern Division shall be managed and directed by and the control and disposal of the Southern Division's properties and funds shall be vested in its Board of Directors, except as otherwise provided in the NSP Articles of Incorporation, these Bylaws, or the NSP Policies and Procedures Manual.
- Section 2. **COMPOSITION.** The Board of Directors of the Southern Division shall consist of the Division Director who shall be Chair of the Board, together with all of the Region Directors, all the Region Director Assistants and all the Patrol Representatives within the Southern Division, up to four (4) Assistant Division Directors; the immediate Past Division Director, the Professional Director, the Treasurer, and the Secretary. The Board of Directors of the Southern Division shall have the power to determine administrative policy and take administrative action for the operation of the Southern Division.
- Section 3. **COMMITTEES OF THE BOARD**
- a. **EXECUTIVE COMMITTEE.** The Board shall have the authority to appoint an Executive Committee which term will run concurrent with the Division Director's term. Members of the Executive Committee may consist of the following: Division Director, Region Directors, up to four (4) Assistant Division Directors, immediate Past Division Director, the Professional Director, the Treasurer, and the Secretary. Additional members of the Executive Committee may be selected by the Board of Directors in its discretion. Between meetings of the Board, the Executive Committee shall exercise such powers as are delegated to it by the Board of Directors. All actions of the Executive Committee shall be subject to the approval of the Board. The Executive Committee shall meet upon call of the Division Director and a quorum shall consist of a majority of the members of that committee.
 - b. **STANDING COMMITTEES.** The Division Director, with approval and consent of the Board of Directors, may appoint or dissolve, within a reasonable time after the annual meeting, Standing Committees to oversee the program governance, finances and programs of the organization. The Standing Committees shall consist of as many members as the Division Director may deem necessary. The chair of each Standing Committee shall be a member of the Board of Directors.
 - c. **COMMITTEE RULES.** The Standing Committees shall serve until the next annual meeting of the Southern Division, until the project is completed, or until their successors are appointed.

- Section 4. **QUORUM AND VOTING.** A majority of the members of the Board entitled to vote, whether present in person or by proxy, shall constitute a quorum; but less than a quorum shall have power to adjourn from time to time until a quorum is present. Each director shall be entitled to one (1) vote and the vote of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is specifically required by these Bylaws, by the Articles of Incorporation, or by law. The Division Director shall be entitled to vote in the case of a tie.
- Section 5. **NON-VOTING MEMBERS.** The Board shall appoint additional non-voting members as needed to serve at its pleasure.
- Section 6. **ATTENDANCE.** If a director misses three (3) consecutive meetings of the Board without a suitable reason, the Southern Division Director shall write that director a letter asking if that director wishes to continue as a member of the Board or recommend a replacement. Unless there is a satisfactory reason for non-attendance, the Division Director shall actively seek a replacement if no recommendation is made.
- Section 7. **NOTICE.** Notice of all regular meetings of the Board shall be mailed via first class mail, sent via email, sent via facsimile or delivered personally to each director at least sixty (60) days before the meeting; but any meeting of the Board of Directors shall be a legal meeting without notice if each director, by a writing filed with the records of the meeting, waives such notice. 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. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting.
- Section 8. **PRESUMPTION OF ASSENT.** A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting, or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting, or unless the director forwards 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.
- Section 9. **INFORMAL ACTION.** With the exception of action to be taken under Article XI, Section 1, any action required or permitted to be taken by directors (or any committee thereof) may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all of the directors (or committee members) entitled to vote upon such action and shall be mailed via first class mail, sent via email, sent via facsimile or delivered personally to the Division Director or designee. Such consent shall have the same force and effect as a vote of the directors at a duly called meeting.
- Section 10. **ELECTRONIC MEETINGS.** Members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of the Board of Directors or of such committee by means of any electronic medium which allows participants to simultaneously send and receive audio, visual, and/or textual or graphic material, and participation by such means shall constitute presence in person at such meeting.

ARTICLE V

ELECTION OR APPOINTMENT OF OFFICERS

- Section 1. **PATROL REPRESENTATIVES.** Patrol Representatives are elected or appointed according to the method developed within the individual patrols as consistent with the general NSP Policy and Procedure Manual.

Section 2. **REGION DIRECTOR ASSISTANT.** Region Director Assistants are appointed by the Region Director and shall serve at the pleasure of the Region Director with prior consent from the Division Director. The term of office shall be two (2) years. The Region Director Assistant may be re-appointed.

Section 3. **REGION DIRECTORS.** Region Directors are appointed by the Division Director and shall serve at the pleasure of the Division Director with the concurrence of the Board of Directors. The term of office shall be two (2) years. The Region Director may be re-appointed.

Section 4. **DIVISION DIRECTOR.**

- a. **TERM.** The Division Director shall take office on April 15. The Division Director shall serve two (2) years, or until his or her resignation or removal, whichever occurs sooner. A Division Director may serve a maximum of three consecutive two-year terms. A Division Director may be removed by the affirmative vote of a two-thirds (2/3rds) majority of the Board of Directors present at any regular or any special meeting called for that purpose and for such reason as may be satisfactory to the Board of Directors. The Division Director proposed to be removed shall be entitled to at least twenty (20) days written notice of any meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. In case of the resignation, death or removal of a Division Director elected pursuant to this section, the vacancy shall be filled by the First Assistant Division Director.
- b. **QUALIFICATIONS.** A candidate for Division Director should be currently registered as a senior (Alpine, Auxillary, or Nordic), certified volunteer patroller, or Professional (paid) patroller of NSP, must have been a registered member of a patrol within Southern Division for five (5) years, and must have served in a leadership position in the Southern Division.
- c. **ELECTION.** Regular elections of the Division Director will take place during odd years. On or before November 1 of the year preceding an election, the Division Director shall appoint an election coordinator. The election coordinator receives nominations, reviews candidate qualifications, communicates with candidates and oversees the election.
 - (i) The deadline for submitting a nomination shall be no later than December 1, prior to the election year. A nomination must be accompanied by a signed acceptance of the nominee. Nominations must be accompanied by a one-page resume of the candidate's qualifications for office and may be accompanied by the candidate's platform. The platform and resume will be forwarded by the election coordinator to the Division newsletter editor for inclusion in the January/Mid-winter issue of the Southern Cross.
 - (ii) On or before December 15, the election coordinator will determine whether a candidate is eligible and submit a list of all eligible and ineligible candidates to the Division Director and to the NSP National Chair. In the event a candidate is found to be ineligible, the candidate has seven (7) days to appeal the finding to the Past Division Director. If the Past Division Director does not rule on the appeal within five (5) days after its submission, the decision of the election coordinator is deemed affirmed.
 - (iii) The NSP National Chair shall review and approve the slate of candidates prior to January 1 of the election year.
 - (iv) No later than February 1, the election coordinator shall mail, fax, deliver or email ballots, together with resumes and platforms to each of the Patrol Representatives. Each patrol shall have one vote to be cast by the Patrol Representative of record as of January 1st of election year. The ballots for each election must list the name of the eligible candidate and provide space for a write-in vote. Ballots may be returned in person, by mail, by facsimile or by email no later than February 21.

- (v) On March 1, the election coordinator shall announce the results of the election. In the event of a tie, the election coordinator shall submit ballots with the names of the tied individuals for revoting within seven (7) days to each of the Patrol Representatives. Ballots on the revoting must be returned to the election coordinator no later than March 21. On March 25, the election coordinator shall announce the results of the revoting. In the event of a further tie, the election coordinator shall submit ballots with the names of the tied individuals for voting within seven (7) days to the Executive Committee, to break the tie. If individuals are members of the Executive Committee, they will be excluded from voting on the tie. If a nominee fails to receive a majority of the vote, a second and a third vote, if necessary, will be conducted. If no nominee still is able to obtain a majority of the vote, the Executive Committee shall vote to elect the Division Director.

- Section 5. **PROFESSIONAL DIRECTOR.** The Professional Director is appointed by the Division Director and shall serve at the pleasure of the Division Director, with the concurrence of the Board of Directors. The term of office shall be two (2) years and concurrent with the term of the Division Director.
- Section 6. **ASSISTANT DIVISION DIRECTOR(S).** Assistant Division Director(s) are appointed by the Division Director and shall serve at the pleasure of the Division Director. The term of office shall be two (2) years and concurrent with the term of the Division Director.
- Section 7. **PAST DIVISION DIRECTOR.** The immediate Past Division Director shall serve for a two (2) year term concurrent with that of the Division Director. Should the Division Director be re-elected, the immediate Past Division Director shall continue in the office of immediate Past Division Director. If for any reason the Past Division Director office becomes vacant, the next available preceding Past Division Director shall serve as the Past Division Director until the current Division Director retires from office.
- Section 8. **SECRETARY.** The Secretary is appointed by the Division Director and shall serve at the pleasure of the Division Director, with the concurrence of the Board of Directors for a two (2) year term to run concurrent with that of the Division Director. The Secretary may be re-appointed.
- Section 9. **TREASURER.** The Treasurer is appointed by the Division Director and shall serve at the pleasure of the Division Director, with the concurrence of the Board of Directors for a two (2) year term to run concurrent with that of the Division Director. The Treasurer may be re-appointed.
- Section 10. **VACANCY OF OFFICE.** If for any reason an office of the Southern Division, other than Patrol Representative, shall become vacant, if there shall remain less than four (4) months time before the next scheduled selection, the next superior officer shall fill the vacancy by appointment if he shall deem it to be necessary. If more than four (4) months time remains to the next selection, then the next superior officer shall make an appointment to fill the vacancy. In the case of a Patrol Representative, the local patrol procedure shall be applicable to fill the office or the Assistant Region Director may make a temporary appointment.

ARTICLE VI

MEETINGS

It shall be expected that regular meetings shall be held at each level of the Southern Division organization as follows:

- Section 1. **LOCAL OR AREA PATROL:** That each local or area patrol shall hold a minimum of one (1) regular meeting each year. Insofar as possible, it is to be desired that this meeting be held at regular and specific dates, at a certain time and place and that each of the superior officers of the Southern Division above the patrol level be informed of the time and place.

- Section 2. **REGION:** A region meeting shall be held at the discretion of the Region Director upon advice of the Region Director Assistant in which event notice of said meeting shall be given to the ski patrols within the Region. Also, the Division Director shall be notified of said meeting.
- Section 3. **SOUTHERN DIVISION BOARD OF DIRECTORS:** The meeting of the Board of Directors of the Southern Division shall be held in the fall, usually in August or September, at the discretion of the Division Director.

ARTICLE VII

PROGRAM COORDINATORS OR ADMINISTRATORS

The Division Director shall have the authority to appoint divisional Program Coordinators or Administrators and committees as needed in accordance with the NSP Policies and Procedures Manual. All such Program Coordinators or Administrators shall serve at the pleasure of the Division Director, with the concurrence of the Board of Directors.

ARTICLE VIII

CONFLICT OF INTEREST

- Section 1. **CONFLICT DEFINED.** A conflict of interest may exist when the interests or concerns of any director, officer, or staff member may be seen as competing with the interests or concerns of the Southern Division.
- Section 2. **DISCLOSURE REQUIRED.** Any potential conflict of interest shall be disclosed to the Board of Directors by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.
- Section 3. **ABSENCE FROM DISCUSSION.** The person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.
- Section 4. **MINUTES.** The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.
- Section 5. **ANNUAL REVIEW.** A copy of this conflict of interest statement shall be furnished each director, officer, and staff member who is presently serving the Southern Division, or who may hereafter become associated with the Southern Division. This policy shall be reviewed annually for the information and guidance of directors, officers, and staff members. Any new directors, officers, or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE IX

DISSOLUTION

The Southern Division may be dissolved in accordance with the provisions of the NSP. Upon such dissolution or winding up of the affairs of the Southern Division, whether voluntary or involuntary, the assets of the Southern Division then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to the NSP, if such organization is then in existence, and if not, to such nonprofit institutions or organizations and upon such terms and conditions and in such amounts and proportions as the Board of Directors may determine and designate, to be used by such nonprofit organizations or institutions receiving the same for such similar or kindred purposes as are set forth in the Articles of Incorporation of the NSP and any and all amendments thereto; provided, however, that any such corporation or association must be exempt under section 501(c)(3) of the Internal Revenue Code, and such other and subsequent provisions of the Internal Revenue Code as may later be enacted relating to such exemptions.

ARTICLE X

CORPORATE MATTERS

- Section 1. **BANK ACCOUNTS.** All funds held or received within the territory of the Southern Division shall be deposited in banks or depositories in the name of the Southern Division upon resolution made by the Board of Directors of the Southern Division.
- Section 2. **LOANS TO DIRECTORS AND OFFICERS PROHIBITED.** No loans shall be made by the Southern Division to any of its directors or officers.
- Section 3. **NO PRIVATE INUREMENT.** The Southern Division is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the NSP Articles of Incorporation. The net earnings of the Southern Division shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No director or person of the Southern Division may receive any property or funds or shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Southern Division be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors; provided, however, that any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Southern Division.
- Section 4. **REFERENCES TO INTERNAL REVENUE CODE.** All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any future federal internal revenue laws.

ARTICLE XI

BYLAW AMENDMENTS

- Section 1. **TWO-THIRDS VOTE BY DIRECTORS.** The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the Southern Division by affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors (as contrasted to a two-thirds (2/3) majority of those present and voting) at any regular or special meeting of the Board.

- Section 2. **NOTICE.** Sixty (60) days written notice to the entire Board or to the entire registered membership shall be given prior to any vote on a proposed amendment to the Bylaws. Notice may be given by first class mail, publication in the divisional newsletter, electronic mail, or other electronic means.
- Section 3. **PROCEDURE.** Bylaws changes shall become effective upon two-thirds (2/3) vote of the Directors as set forth in Article XI, Section 1 above.
- Section 4. **SPECIFICITY REQUIRED.** Any proposed amendments to these Bylaws shall cite the article and section sought to be amended, and followed with the proposed language of the amendment on the Southern Division NSP Proposal Form.

ARTICLE XII

SEVERABILITY

Should any article, section or provision of these Bylaws be held invalid by any court of law, federal or state, or by any government, federal or state, or any subdivision thereof, or by any agency or commission of any governmental unit, such holding shall not be construed as affecting the validity of any remaining article, section or provision of these Bylaws, it being the intent of the adopters that the valid portion of these Bylaws shall stand notwithstanding the invalidity of any such article, section or provision.

ARTICLE XIII

SUPERSESION

These Bylaws as adopted and hereafter amended supersede all prior Bylaws or documents heretofore referred to as the Bylaws of this organization.