



# PSIA-AASI Northern Rockies Division Bylaws

**NRM GOVERNANCE COMMITTEE**

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# **AMENDED AND RESTATED BYLAWS**

**of the**

**PROFESSIONAL SKI INSTRUCTORS OF AMERICA-AMERICAN ASSOCIATION OF  
SNOWBOARD INSTRUCTORS-NORTHERN ROCKY MOUNTAIN**

The name of the organization shall be the PROFESSIONAL SKI INSTRUCTORS OF AMERICA-AMERICAN ASSOCIATION OF SNOWBOARD INSTRUCTORS-NORTHERN ROCKY MOUNTAIN, hereinafter referred to as PSIA-AASI-NRM (NRM)

## **ARTICLE I**

### **OBJECTIVE/PURPOSE**

PSIA-AASI-NRM, a non-profit association 501(c)(6) formed for the advancement of winter snow sports through an organization composed of professional snow sports instructors. Further, PSIA-AASI-NRM will provide for the certification of instructors and for establishing standards of instructor education. A further purpose is the operation of PSIA-AASI-NRM for the mutual and individual benefit of the membership.

### **MISSION STATEMENT**

To deliver excellence in educational programing and membership services while maintaining fiscal responsibility and promoting the professionalism of snow sport instructors to the public and the ski industry.

## **ARTICLE II**

### **MEMBERSHIP**

There shall be several categories of membership as determined by the Board of Directors, hereinafter referred to as the BOD, the Board or the Board of Directors. Membership shall include all that meet the qualifications as set forth by the BOD.

#### **1. Active Member:**

An instructor, when certified by PSIA-AASI-NRM and in good standing with the organization, shall be classified as an Active Member. The good standing of a member shall be determined in accord with requirements as established and published by the BOD.

There shall be two classes of Active Membership:

- A. Registered Instructors: A Registered Instructor is any instructor who is not certified, that may register with the Association upon payment of such fees

as established by the BOD.

- B. Certified Members: A Certified Member is any instructor who has been certified, as described in our policy and procedures by a Regional Association and is in good standing with the PSIA-AASI-NRM. A Regional Association is defined as one of the nine associations which participate with the Association of Snow Sport Educators of America (ASEA) or any nationally recognized certifying body who, at the discretion of the BOD, meet the requirements of PSIA-AASI-NRM.

The Board of Directors reserves the right to accept or reject the certification of an instructor certified outside of Northern Rocky Mountain upon such instructor's request for reciprocity.

## **2. Inactive Member:**

An Inactive Member can be an Active Member who is no longer teaching, or an Active Member in another Regional Association. Any such Active Member may apply for inactive membership in PSIA-AASI-NRM. Upon meeting the requirements as established and published by the BOD, such Member shall be granted Inactive Member status. The Inactive Member shall pay full PSIA-AASI-NRM dues, may attend educational events but may not attend certification events and shall continue to receive all Association correspondence. The good standing of an Inactive Member shall be determined in accord with the requirements as established and published by the BOD. If an Inactive Member wishes to become an Active Member, such Inactive Member must meet criteria set forth by the BOD. A member may remain inactive for an indefinite period of time.

## **3. Alumni Member:**

An Active Member, who has at least ten (10) years Active membership, is in good standing and is no longer teaching may apply for Alumni membership in PSIA-AASI-NRM. Upon meeting the requirements as established and published by the BOD such Alumni Member may pay annual dues, as determined by the BOD, may attend educational events but may not attend certification events and shall continue to receive all Association correspondence and publications. Alumni Members are not required to maintain their annual clinic attendance requirements to remain Alumni Members. If an Alumni Member desires to become active, they must present a letter of request to the BOD for their approval and must meet any and all requirements which the BOD may set forth.

## **4. Lifetime Member:**

A Member may be awarded a Lifetime Membership by the BOD if, in the opinion of the BOD, an outstanding Active Member merits special recognition. Upon presentation of such award, the requirements for maintenance of Active Membership, including dues

and continuing education requirements shall be permanently waived. See Appendix 3 for full process and recognition procedures.

## 5. Special and Honorary Members:

A Member may be classified as a Special or Honorary Member by the BOD if the BOD deems that such classification is necessary. An Active Member of PSIA-AASI-NRM that is on temporary duty with the Armed Forces of the USA may apply to be a Special Member. For Special and Honorary Members, the BOD may elect to waive membership dues and/or annual clinic attendance requirements.

## 6. Reciprocal Memberships:

The BOD may grant reciprocal membership to such qualified instructors from different Divisions Associations. Members of other Division wanting to join the PSIA-AASI-NRM shall submit written verification of the applicant's good standing within the different Regions to be considered membership reciprocity.

Upon payment of annual dues and compliance with any additional requirements as may be imposed by the BOD, the applicant shall be accepted for membership in PSIA-AASI-NRM.

# ARTICLE III

## MEETINGS OF MEMBERS

All meetings of members shall be conducted in accordance with the procedural rules set forth in the most recent edition of Roberts' Rules of Order.

1. Annual Meeting. No annual meeting of the members shall be required. However, an annual meeting of the members may be held at such time and place as shall be established by the board of directors, for electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.
2. Special Meetings. Special meetings of the membership may be called at any time by resolution of the BOD, or upon written request of ten (10) percent of the Membership ***entitled to vote***, to be held at such time and place as the BOD or membership calling such meeting, may designate.

3. Manner of Acting. If a quorum (see subsection 7, below) is present, the affirmative vote of the majority of the members at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Articles of Incorporation or these Bylaws.
4. Voting Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.
5. Voting by Ballot. Voting on any question or in any election may be done in person, by voice vote, electronic, or written ballot, or by mail with a written ballot, all in accordance with MCA 35-2-536/538 and NRM Rules and Regulations.
6. Notice and Ballots. Notice of meetings and ballots shall be posted in the biannual newsletter of the Association or on the website. Ballots shall be mailed or emailed to the last known address of each member in good standing at least thirty (30) days before any regular or special meeting of members. Such notice shall state the objective or issues to be discussed.
7. Quorum. A quorum at any meeting of the membership shall consist of 10% of the members of the Association determined as of the date of the mailing of the ballot by the Association represented either in person or by mailed ballot. Active Members in good standing may vote either in person or by a mailed ballot at any annual or special meeting of the membership. Mailed ballots must be presented for registration forty-eight (48) hours or more in advance of the time set for such annual or special meeting. All such voting shall be done on an individual basis and cumulative voting shall not be permitted. All such mailed ballots shall be signed by the member voting.
8. In the absence of a quorum at any such meeting, a majority of the members present may adjourn the meeting from time to time for a period not to exceed sixty days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, (notwithstanding the subsequent non-attendance during such meeting of that number of members whose absence would cause there to be less than a quorum.)

## ARTICLE IV

## **BOARD OF DIRECTORS**

### **1. Membership:**

The direction and management of the Association shall be vested in the Board of Directors, henceforth the BoD, who shall be Active Members in good standing. There shall be a minimum of seven (7) voting members of the BoD including the Chair and Vice Chair of the Association. To be a candidate for election to the BoD, the candidate must be actively involved in a PSIA-AASI-NRM member ski/snowboard school and be a member in good standing with PSIA-AASI-NRM.

### **2. Annual Elections.**

Elections shall be held annually, and balloting may be either in the form of a personal vote at a meeting, a signed mailed ballot, or an online ballot, at the discretion of the BOD. The membership shall be advised of the establishment and results of the above procedures in the quarterly newsletter of the Association or by mail to the last known address of each member in good standing. The ballot shall clearly state the number of Board of Directors openings to be filled in the current election. A plurality of votes received, in descending order, shall indicate a choice for the Board of Directors. In the event that different lengths of terms are to be filled, in any election process, the highest plurality of votes shall elect the longest term and so forth in descending order.

### **3. Eligible Voters.**

Members eligible to vote for the BOD shall be Active, Alumni and Lifetime Members in good standing in PSIA-AASI-NRM.

### **4. Vacancy:**

In the event of a vacancy due to death, disability, resignation or another cause affecting such representative, a new representative may be appointed by the BOD or a new election may be held, such decision to be within the sole discretion of the BOD. A new board representative filling a vacancy will serve only the remainder of the vacated term.

### **5. Sanction of Board Members by the BOD:**

A Board Member may be sanctioned by an affirmative vote of a minimum of 75% of the total number of the Board of Directors for one or more of the following reasons, at the sole discretion of the BOD:

A. For a violation of the standards of conduct as set out in MCA 35-2-441; (Montana Code Annotated 2015)

- B. For a violation of the directors' conflicting interest transaction requirements as set out in MCA 35-2-418; and,
- C. For a material violation of a written policy or rule or regulation of PSIA-AASI-NRM

Representatives with two or more absences from biannual meetings or 3 or more absences from monthly calls within a calendar year will be asked to explain the circumstances requiring each absence. If such circumstances indicate to a majority of the remaining Board members that such absent Board member is not sufficiently committed to fulfilling his or her Board attendance obligations to PSIA-AASI-NRM, the remaining members may sanction such absent Board member from the Board, in their sole discretion.

#### 6. Removal of Board Members:

A Board Member, appointed or elected by the Board of Directors may be removed by an affirmative vote of the Board of Directors in accordance with MCA 35-2-422 except that a Director elected by the Board of Directors to fill a vacancy of the director elected by the members may be removed with or without cause by the voting members and not the Board of Directors.

A Board Member, elected by the members, may be removed, with or without cause, by an affirmative vote of the members in an amount greater than the number of votes cast to elect such director held at a meeting held in accordance with MCA 35-2-421

#### 7. Meetings:

The BOD shall meet as many times as necessary within the course of the year in order to conduct the business of operating PSIA-AASI-NRM. Special BOD meetings shall be held whenever called by the Chair or requested by one-third of the directors. Meetings may also be conducted through the use of any means of electronic communication by which all persons participating in the meeting may hear each other during the meeting. All meetings of the BOD shall be open to the membership with the exception of those held under the provisions of "Executive Session." Minutes of all open meetings shall be made available to the membership upon request to the PSIA-AASI-NRM office and posted on the NRM Web Site.

If any Board members participate at a meeting by telephone or other electronic means, each Director shall clearly identify himself prior to speaking, each time he desires to be heard during such meeting. Any vote taken at such meetings shall be by roll call, with each Director first stating his name and then his vote. The minutes of the meeting shall be prepared and approved at the next regular or special meeting of the Board; copies of those minutes shall be provided on request to each Director, by mail or electronic means.

Any members of the BOD or any committee designated by such Board may participate in a meeting of the BOD or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

8. Attendance:

Each Board member is obligated to attend the meetings of the BOD. Regular attendance at the meetings is essential so that decisions made represent the opinions of the Board as a whole. In addition, regular attendance enables board members to be productive and helps ensure that issues are examined from a variety of perspectives. Appointed representatives are expected to attend Board meetings.

9. Quorum:

A quorum at any BOD meeting shall consist of a simple majority of the entire membership of the BOD. No business shall be transacted unless such a quorum of the Boards membership is in attendance. The vote of a majority of those director's present shall constitute an act of the BOD for all business except changes to the By-Laws as stipulated in Article XIV. A record of attendance shall be kept of all regular and special meetings of the BOD and made a part of the minutes of such meeting. In the absence of the required quorum, the members in attendance may re-schedule the meeting to a later date and absent BOD members shall be immediately notified of such postponement.

10. Protests:

The membership may protest any action by the BOD, by submitting a petition bearing the signatures of at least ten (10) percent of the membership, eligible to vote, of the Association to the BOD within thirty (30) days after such action is published on the web site for the Association. Such right to protest shall not affect in any manner the finality of any action by the BOD. Upon presentation of such a protest, the PSIA-AASI-NRM office shall prepare a ballot to be sent to all voting members of PSIA-AASI-NRM with instructions to return the same within a period of the (10) days from the date on which such ballot was mailed or emailed. In order to reverse the action or ruling, the total votes received must equal or exceed 10% of the members eligible to vote and a majority of such votes must be in favor of such reversal.

11. Meetings Called by Chair or Two Directors:

Meetings of the Board may be called by the Chair and shall be called by the Chair upon written request of any two (2) or more Directors. Notice of the date and time of such meetings shall be mailed or emailed to each director, at the physical address or email address shown by records of the Association within a reasonable amount of time.

12. Order of Business:

The order of business at any regular or special meeting of the Board of Directors shall be as follows:

- a) Roll Call
- b) Proof of notice of meeting
- c) Reading and disposal of any unapproved minutes
- d) Reports of officers and committees
- e) Old Business
- f) New business

13. Executive Session:

An Executive Session is a closed portion of a Board Meeting allowing the Board to discuss matters in a confidential manner, such as but not exclusively: employee performance or salaries, ethics violations or disciplinary actions, meetings with the corporation attorney concerning litigation or negotiation or legal advice, meetings required to be kept confidential by law, matters concerning trade secrets or privileged or confidential matters. During any portion of a regular or special meeting of the BOD, the Chair of the Board may call for an "Executive Session". During Executive Session, only current members of the Board of Directors, and such other persons invited by the Chair of the Board may be in attendance.

14. Resignation:

Any director of the corporation may resign at any time by giving written notice to the Chair or the Secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A director shall be deemed to have resigned if such director violates the standards of conduct as set out in MCA35-2-441, violates the directors' conflicting interest transaction requirements as set out in MCA 35-2-418, for a material violation of a written policy or rule or regulation of PSIA-AASI-NRM or has been sanctioned in accordance with the terms of Paragraph 6 and if such violation is confirmed by an affirmative vote of the Board of Directors, then such violation shall be effective as a resignation at the time of such vote of the Board of Directors.

15. Committees:

By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors or members to constitute a committee, any of which shall have such

authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Montana Code Annotated 2015.

16. Compensation:

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance at each meeting and may be paid for attendance at each meeting of the Board of Directors.

Additionally, Discipline Committee Chairs shall not be on the BOD.

17. Presumption of Assent:

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.

18. Other:

The BOD may designate additional BOD representative positions, as the need shall arise. Such representatives shall be selected by the BOD or by a process deemed appropriate by the BOD.

## ARTICLE V

### OFFICES

1. **Offices:**

The Offices of the Association (PSIA-AASI-NRM) are as follows:

- a) Chair
- b) Vice-Chair
- c) Secretary
- d) Treasurer

The Chair, Vice-Chair, Secretary and Treasurer shall be elected at the spring meeting, by and from the membership of the Board of Directors. It is a requirement for election to the executive committee that a candidate be a member of the Board for at least one year. Should no one meet that requirement, then nominations are open to any Board member. The Officers of the BOD may be increased or decreased at the sole discretion of the Board of Directors.

## **2. Term:**

The term of the Chair and Vice Chair shall be two (2) years and the terms of the Secretary and Treasurer shall be two (2) years commencing on the date of spring meeting in which (s)he was elected or otherwise designated and thereafter until his/her successor has been duly elected or otherwise designated. The Chair and Vice-Chair shall be current Board members that have been elected to their positions by the membership. If either person holding these positions are not reelected during their term, they would step down from the position at the conclusion of the spring board meeting.

## **3. Qualifications:**

All officers shall be Active Members in good standing in PSIA-AASI-NRM.

## **4. Duties:**

The BOD shall prescribe the duties of the officers, which shall include, but not limited to, the following:

### **A. Chair**

The Chair shall preside at all meetings of the BOD and the general membership, without vote unless a vote is necessary to break a "tie vote". The Chair shall be the official representative of PSIA-AASI-NRM in its relations with other organizations, corporations, associations, governmental units, and the public in general. The Chair shall further perform all duties which are authorized or required of the Chair by the BOD.

### **B. Vice-Chair**

The Vice-Chair shall assume the duties of the Chair in the absence of the Chair. The Vice-Chair shall further perform all duties which are authorized or required by the BOD or the Chair.

### **C. Secretary**

The Secretary shall be responsible for the recording of the minutes of all meetings of the BOD and of the membership. The Secretary may appoint a person to execute the above duties. The Secretary shall further be responsible for the publishing of such minutes, as well as any other material directed to be published by the BOD or the Chair.

C. Treasurer

The Treasurer shall supervise the charge and custody of all funds and securities of PSIA-AASI-NRM; and such other duties as from time to time may be assigned to him or her by the Chair or by the BOD.

D. Bonds.

If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

E. Salaries.

The officers shall serve without salary.

F. Loans to Officers.

No loans shall be made by the corporation to any officer or director of the corporation.

## ARTICLE VI

### AGENTS

#### **Chief Executive Officer:**

The Chief Executive Officer shall serve at the pleasure of the Board of Directors.

As the chief staff executive of the Association, the Chief Executive Officer shall be responsible for personnel, operations, communications, marketing, membership issues and financial matters of the Association. In addition, the Chief Executive Officer shall carry out such administrative duties as may be assigned to him (her) from time to time by the Board of Directors, as well as make and sign all contracts on behalf of the Association with approval of the Chair.

#### **Divisional Staff:**

In addition to the Chief Executive Officer, the divisional staff shall include professional and support staff as determined by the Chief Executive Officer, within the parameters established by the BOD. All Divisional Staff shall work under the direction of the Chief Executive Officer. In addition, Educational Staff employed to carry out the educational programs of NRM shall report to the Chief Executive Officer.

## ARTICLE VII

## **COMMITTEES**

### **Executive Committee:**

The Board may create from its members and define the powers and duties of an Executive Committee. The Committee shall consist of the Chair, Vice-Chair, Secretary Treasurer and National Board representative, each of whom have a vote. The committee shall have the authority as is delegated by the Board to carry on the policies of the Association between Director's meetings. Such decisions as are made by the Executive Committee shall be in accord with the general policy as stated by the Board. Decisions of the Executive Committee must be approved by the BOD.

### **Other Board Based Committees:**

The Board may create from the members of the Association, and define the powers and duties of, such standing and special committees of the Association, as the Board shall deem appropriate. The Chair shall appoint a Committee Chairperson, with the consent of the BOD, and members of said term or terms as the Chair may prescribe.

## **ARTICLE VIII**

### **CERTIFICATION**

The procedures for the establishment of standards and the supervision of the certification examination shall be determined and implemented by the Board of Directors of the Association. As directed by the Board of Directors, the Chief Executive Officer will then direct the discipline committee chair responsible for the certification process for each discipline will conduct and administer certification examinations.

## **ARTICLE IX**

### **FINANCES**

#### **1. Responsibility:**

PSIA-AASI-NRM, is a non-profit 501(c)(6) association. No expenditure of Association funds shall be made without authorization by the BOD. PSIA-AASI-NRM shall not be responsible for any unauthorized debts incurred by any member, officer, or director.

#### **2. Authority:**

Approval of the budget by the BOD shall constitute authority for the agents and officers to expend funds within the limits of the budgetary item. No one shall incur bills,

authorize disbursements or allocate resources without authorization of the Chief Executive Officer and the Board of Directors.

### **3. Dues:**

Dues amount, payment dates and procedures will be determined and approved by the Board of Directors. Members will be notified via electronic communication of when and how to submit payment and what consequences might result from late or non-payment of dues. Members of the Association will receive notice of any changes in the dues amount 6 months prior to going in to effect. In the event this board deems necessary a dues increase within the 6 month window, it is still within their power to increase dues as necessary.

### **4. Budget:**

The annual budget shall be determined by the BOD and approved annually by a 2/3rds majority of the BOD quorum. The fiscal year of the Association shall be July 1 to June 30 or as determined by the BOD. The new budget shall be set before the end of the current fiscal year or as deemed appropriate by the BOD.

### **5. Non-Budgetary Expenditures:**

Expenses in excess of 1% of the annual operating budget not provided for in the annual budget may be made when necessary upon approval and authorization by a 2/3rds majority of a quorum of the BOD.

### **6. Disposition of Assets:**

No member, officer, director, or trustee shall have any proprietary interest in the assets of the Association. In case of dissolution, the assets shall not be distributed to the members, but shall be disposed of in accord with the therein before stated objects to another non-profit organization and in accordance with the Articles of Incorporation.

## **ARTICLE X**

### **ASSOCIATION POWERS**

#### **1. Policies:**

The BOD may from time to time establish such rules and policies as may be required for the orderly conduct of the affairs of the Association, and define the respective responsibilities of the Association and the membership to each other. All such policies

or changes therein shall be valid and in force when properly passed by the BOD and upon subsequent posting to the PSIA-AASI-NRM website.

## **2. Compensation:**

No officer or member shall receive any compensation except as shall be authorized by the BOD. The BOD shall have complete discretion to retain, employ, terminate and compensate such services as may be necessary and beneficial to the Association.

## **3. Committees:**

The BOD or Chair may from time to time appoint such committees as are necessary and desirable for the Association. Committees shall be chaired by a person of appropriate experience and shall serve at the appointment of the Board of Directors.

## **4. Records:**

The official records of the Association shall be made available to any member in good standing upon proper written request at reasonable time at the offices of the Association.

## **5. Indemnity**

The Association shall indemnify any Director or officer or former Director or officer of the Association for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such Director or officer, except in relation to matters as to which he shall have been guilty of gross negligence or misconduct, with respect to the matter in which indemnity is sought, or as set forth in MCA 35-2-452.

## **6. Loans and Encumbrances:**

The Board of Directors, with the consent of 3/4 of the BOD membership, may borrow such sums of money as are necessary for the operation or advancement of PSIA-AASI-NRM.

## **7. Instruments:**

All contracts and other instruments shall be signed on behalf of the Association jointly by either the Chair or the Vice-Chair and the Chief Executive Officer when authorized by the BOD. No contract executed by any officer or officers shall be valid or binding upon the Association unless authorized or ratified by the BOD.

## **8. Procedures for Discipline of Members:**

The BOD shall have the right to revoke the certification or membership of any member who by their actions discredits the Association as outlined in Appendix I PSIA-AASI Procedure for Discipline of Members.

## **9. Code of Conduct:**

The Board of Directors may discipline members that deviate from the PSIA-AASI Code of Conduct (Appendix II)

## **10. Seal:**

The Board of Directors may, at any time, adopt, alter, or repeal a corporate seal, insignia or moniker.

## **11. Legal Opinions:**

The Chair or the BOD may, at any time, request a written opinion on any legal matter, to include an interpretation of the Articles of Incorporation and the Bylaws, from legal counsel to the Association. When any such written opinion is given, it shall be entered in the minute book of the Association. The requesting party may rely in good faith upon such written opinion.

# **ARTICLE XII**

## **AMENDMENTS**

### **1. Bylaws:**

(a) These bylaws may be amended, repealed, added to, or altered in whole or in part as follows:

1. By the vote of two thirds (2/3) of the Board of Directors.
2. By a simple majority vote of the membership either in person at an annual meeting or by mailed ballot as outlined in these bylaws.

(b) Amendments may be initiated as follows:

1. By the Board of Directors, or
2. By a resolution or petition containing the signatures of at least ten percent (10%) of the voting membership of the Association.

## **2. Procedure:**

When an amendment is to be submitted to the membership for a vote by mail, the PSIA-AASI-NRM office shall prepare ballots and mail or email them to the voting members of record of the Association. The procedure for such voting shall be as published by the BOD. The changes or amendments shall appear on the ballot in such manner that the member may vote "yes" or "no". In order for a majority of such votes to approve an amendment to the Bylaws, a minimum number of votes equal to at least ten percent (10%) of the voting membership of the Association must be received.

## **3. Articles of Incorporation:**

The Articles of Incorporation may be amended, repealed, added to, or altered in whole or in part, by a majority of the PSIA-AASI-NRM membership voting in person or by mail, electronic vote or in a general meeting or by two thirds (2/3) vote of the BOD. The procedure for submission of proposed amendments or changes shall be the same as paragraph two (2) above.

### **ARTICLE XII**

#### **IMPLEMENTATION**

These Amended and Restated bylaws shall become effective immediately upon adoption.

### **ARTICLE XIII**

#### **PARLIAMENTARY AUTHORITY**

The procedures of this Association shall be governed by these Amended and Restated Bylaws, Robert's Rules of Order as revised in all cases in which they are applicable and in which they are not in conflict with or inconsistent with the provisions of the Montana Code Annotated 2015

### **ARTICLE XIV**

#### **STANDARDS OF CONDUCT AND CONFLICT OF INTEREST**

Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the BOD and each officer with discretionary authority shall

discharge the officer's duties under that authority, at a minimum, in accordance with MCA 35-2-416.

A Director's conflict of interest is defined in MCA 35-2-418.

If any person who is a director or officer of the Association is aware that the Association is about to enter into any business transaction that creates a conflict of interest, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Association of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

PSIA/AASI-Northern Rocky Mountain (NRM) shall be the sole owner of all intellectual property created through the use of resources or facilities, supported directly or indirectly by funds administered by NRM, developed within the scope of employment by employees, and/or contract labor agreed in writing to be a specially commissioned work, or assigned in writing to NRM.

## **ARTICLE XV**

### **MISCELLANEOUS**

#### **1. Principal Office, Change of Same.**

The principal offices of the Association shall be as set forth in these Bylaws. The Executive Board, by appropriate resolution, shall have the authority to change the location of the principal offices of the Association from time to time without necessity of prior notice to the Members; provided, however, that the Association shall advise all Members of such change of principal offices at or prior to the next annual meeting of the Members.

#### **2. Seal.**

The seal of the Association, if acquired, shall bear the name of the Association and the words "Montana - Seal." The seal shall be in the custody of the secretary or the managing agent. If so directed by the Executive Board, a duplicate seal may be kept and used by the treasurer or any assistant secretary or assistant treasurer or the managing agent.

#### **3. Conflict.**

In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

#### **4. Severability.**

In the event any provision or provisions of these Bylaws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

#### **5. Waiver.**

No restriction, condition, obligation or provision of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

#### **6. Captions.**

The captions contained in these Bylaws are for convenience only and are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

#### **7. Gender, etc.**

Whenever in these Bylaws the context so requires, reference to the singular shall be deemed to include the plural and the converse, and reference to any gender shall be deemed to include all genders.

\_\_\_\_\_

The undersigned Secretary of the Association hereby certifies that the foregoing Bylaws were unanimously adopted by the Directors of the Association effective as of the \_\_\_\_\_ day of \_\_\_\_\_, 2017.

PROFESSIONAL SKI INSTRUCTORS OF AMERICA-ASSOCIATION OF SNOWBOARD  
INSTRUCTORS-NORTHERN ROCKY MOUNTAIN

By: \_\_\_\_\_  
Secretary

\_\_\_\_\_

## APPENDIX 1: PSIA-AASI CODE OF CONDUCT

The purpose of this document is to consolidate the PSIA-AASI Divisions' Codes of Conduct into a comprehensive national policy and to outline the PSIA-AASI National Code of Conduct ("Code") as a standard for member behavior. This National Code of Conduct applies to all members and volunteers, including PSIA-AASI's Division and National board members and officers (all of which are collectively referred to below as "Members") at all times that they are involved with PSIA-AASI or in a position to affect the PSIA-AASI's standing within the snowsports industry or with the general public.

- Members shall conduct themselves in a manner that is consistent with practicing safety, risk awareness, professionalism, a high standard of integrity, self-control, and responsible behavior.
- Members shall comply with all applicable rules and policies of their Division and the Association, including but not limited to their bylaws and conflict of interest policy.
- Members shall not accept any gratuity, gift, or favor that might impair or appear to influence their professional decisions or actions.
- Members shall not engage in conduct involving dishonesty, fraud, deceit, or misrepresentation.
- Members shall not engage in illegal conduct.
- Member shall not engage in harassment of any kind against a resort guest, resort employee, a member of the general public, PSIA-AASI association employees, volunteers, contractors or another member.
- Members shall not discriminate against any member or any other person on account of race, religion, age, creed, disability, gender, sexual orientation, or nationality.
- Members shall not conduct themselves in a manner which would bring discredit to the Association or any Division.
- Members shall not abuse any privilege that may be extended as a result of their membership from industry partners such as equipment manufacturers, distributors, retailers, resorts or other professional groups.
- Members shall not allow the use of their name or likeness in such manner as to misrepresent or otherwise mislead the public concerning any given product or service.
- Members shall not misrepresent themselves in any way to the organization, for instance, their professional statues, competence, or experience.

Deviation from this Code may result in disciplinary action up to and including the loss of the Member's credentials, National/Divisional membership, or position on the Board of Directors.

## APPENDIX 2: PSIA-AASI PROCEDURE FOR DISCIPLINE OF MEMBERS

The purpose of this document is to consolidate the PSIA-AASI Divisions' individual Disciplinary Policies and Procedures into a comprehensive national policy.

1. **Authority of Division to Discipline.** Article X Section 9 of Northern Rockies Division Bylaws gives the Division the authority to govern and discipline its members.
2. **General.** The following procedures have been adopted by the Board of Directors of the Division and PSIA-AASI ("National") and are designed to set forth the rules and procedures which will be followed by the Division in the discipline of members of the Division. The procedures are designed to meet the due process requirements of law.
3. **Grounds for Discipline of Members.** The following are grounds for discipline of members of the Division:
  - a. Failure to follow any material provisions of the Bylaws of the Division and other rules and regulations established by the Division for its members.
  - b. Violation of the PSIA-AASI *Code of Conduct*, as it may change from time to time.
  - c. Failure to comply with the conditions of probation established by the Board of Directors to a disciplinary or information request from the Division's applicable committee or its Board of Directors.
  - d. Conviction of a member of a felony or agreement to a plea bargain where such person admits to a felony.

The foregoing constitutes a non-exclusive list of grounds for discipline. Other acts or omissions that constitute unprofessional misconduct or that bring the Division into disrepute or impair the goodwill of the Division may also constitute grounds for discipline.

### 4. **Discipline Which May be Imposed**

- a. Letter of warning or reprimand

A letter of warning or reprimand carries with it no loss of membership or membership rights. The purpose is to place a member on notice that a particular action is not condoned and to cease the particular conduct.

- b. Probation

- 1) Probation may only be imposed by the Board of Directors.
- 2) Probation serves as warning to the member that the conduct is contrary to the Division's Bylaws, requirements of membership, or is grounds for discipline. Probation shall be conditioned on the member's future good conduct. Additional reasonable conditions may be set forth in the terms of probation.

- 3) Probation shall be imposed for a specified period of not more than one year and without loss of full membership privileges.-

c. Suspension

- 1) Suspension may only be imposed by the Board of Directors of the Division.
- 2) Suspension means all membership privileges are forfeited during the suspension period, at the end of which full membership privileges may be restored.
- 3) Suspension shall be imposed for a period of not more than one year.

d. Expulsion (termination of membership)

- 1) Expulsion may only be imposed by the Board of Directors.
- 2) Expulsion means all membership privileges are forfeited and the expelled party is no longer a member of the Division or National.

5. **Procedure.** The following procedure shall be followed by the Division in the discipline of members.

a. Complaint Process

- 1) Discipline of members by the filing of a complaint may be initiated by an officer or member of the Division, by a member of the Division staff, or by any other persons or organizations.
- 2) A complaint for discipline must be in writing, identify the complainant, and contain sufficient factual background to establish grounds for initiating disciplinary proceedings.
- 3) A complaint shall be directed to the attention of the Division's Chief Executive Officer or designated Division Staff Member. The complaint shall then be forwarded to the Board of Directors or other Board committee for investigation.

b. Investigative Process

- 1) The Chief Executive Officer or designated Division staff member shall assemble all available information and facts concerning the complaint. The Chief Executive Officers has the authority to:
  - a) Determine the merits of the complaint.
  - b) Collect facts and evidence or designate Division staff to do the same.
  - c) Dismiss the complaint or close the case, if resolved.

- d) Refer the complaint to the Division's appropriate committee or directly to the Board of Directors with a recommendation.
- 2) The Board of Directors or appropriate investigative committee has the authority to:
  - a) Interview the member and/or other witnesses.
  - b) Issue a letter of warning or a provisional penalty.
  - c) Dismiss the complaint or close the case, if resolved.
  - d) Collect additional facts and evidence, if necessary.
  - e) Recommend specific disciplinary action to the Board of Directors.
- 3) Following the investigation by the Board of Directors or other appropriate investigative committee, a summary report shall be prepared outlining the substance of the complaint, the evidence reviewed and the process of investigation. The report, with copies of all evidence and other information pertinent to the complaint, shall be made confidential and, if prepared by a committee, forwarded to the Board of Directors with a specific recommendation. The following recommendations, in addition to other actions, are open to the investigating committee:
  - a) The facts do not support the charges or the taking of disciplinary action.
  - b) The violation is a misunderstanding of the Division Bylaws or the grounds for discipline by the member and the matter has been corrected.
  - c) The violation is a serious matter and the facts justify disciplinary action as recommended by the appropriate committee.

c. Disciplinary Process

- 1) Discipline of members shall be considered by the Board of Directors only upon receipt of a written recommendation for discipline accompanied by a summary report of the investigation or facts in the case from either the Chair of the appropriate investigative committee.
- 2) Prior to the filing of a recommendation for disciplinary action, the person or committee recommending the action shall have:
  - a) satisfied themselves that there is probable cause for initiating disciplinary proceedings;
  - b) notified the member in writing of the grounds for discipline; and
  - c) offered the member the opportunity to correct the deficiency or violation within a specified period and/or offer mitigating information or factual evidence in his/her own defense.

d. **Disciplinary Action**

A recommendation for discipline other than a letter of warning, reprimand, or provisional penalty shall be reviewed by the Board of Directors. The Board shall satisfy itself as to the procedures and particulars of the case. The Board may:

- 1) request further evidence or refer the case back to the originator of the recommendation
- 2) weigh the charges against the facts and disciplinary recommendations and dismiss the matter or modify the recommendations.
- 3) accept the findings, and/or recommendations, and either close the case or take disciplinary action.

e.

6. **Disciplinary Judgment**

- a. Before a disciplinary penalty involving suspension or termination of membership becomes effective, the following procedures regarding the right to a hearing shall be followed:
  - 1) **Hearing:** The member shall be informed that the member is entitled to a hearing. During such hearings, the member shall be given the opportunity to present a defense to all charges brought against the member. Requests for hearings shall be in writing and directed to the Chair of the investigative committee or such other Division staff as the member is directed and must be received within thirty days after the member has been notified of the charges and opportunity for a hearing.
  - 2) **Notice:** The member shall be notified in writing of the charges and of the time and place of the hearing.
  - 3) **Charges:** The written charges shall include a copy of the alleged violations and/or a copy of the Bylaws alleged to have been violated.
- b. If no request for a hearing is made or if the member fails to attend the hearing within the time provided, the decision shall take effect on the date specified.

7. **Hearing and Hearing Panel**

a. **Membership**

In the event a hearing is requested by the member who is the subject of a disciplinary recommendation, the hearing shall be held not later than three (3) months after the response of the member is filed with the Division. The hearing panel shall consist of the Chair or Chair-Elect of the Division and at least three (3) other members of the Board of Directors designated by the Chair for that purpose. The Chair or Chair-Elect shall not vote in the outcome of the hearing unless he or she is the tie-breaking vote. The decision of the hearing panel may be appealed

to the full Board for final decision.

b. Proceedings and Decisions

The proceedings may be recorded. A court reporter may be provided at the member's expense. Formal rules of evidence shall not apply to the hearing. Either the Division or the member may, at their option, have legal counsel present to advise them. The hearing panel shall make a decision in writing within thirty (30) days of any such hearing with a copy of the decision being sent to the member by certified mail, return receipt requested, which decision shall set forth findings of fact and conclusions and shall, in the event discipline is decided upon, set forth specific dates, terms and conditions of such discipline.

**8. Termination of Membership in National.**

- a. Termination of a member's membership in a Division shall automatically terminate such person's membership in National.
- b. The Division shall immediately notify National in writing upon a member's termination or suspension.

## APPENDIX 3: NATIONAL LIFETIME MEMBERSHIP POLICY

The Lifetime Membership recognition is a way for PSIA-AASI to recognize members who have contributed as a volunteer or exceptional leader. This member should be known and respected throughout the division and industry for their long-term contributions in education, publication, leadership and volunteerism. These members demonstrate a lifetime of dedicated services to PSIA-AASI.

Members nominated for this recognition must be a member for a minimum of 20 years. Special circumstances will be considered by the divisional board on a case by case basis.

### **Process:**

Recognition is to be enacted at a divisional level by the divisional boards. Divisions are able to nominate 1 member per year, for multiple recommendations special circumstances will be considered by the divisional board on a case by case basis.

A formal nomination form is required to be submitted along with one recommendation letter. Additional letters of support and or additional documents are encouraged for Board review.

Divisional Boards will be accepting nominations for review on a yearly basis and finalize approvals by November 1st of each year. Final submissions will be submitted to the National board for final approval at their Winter Board Meeting.

### **Recognition:**

- National will create the members lifetime membership card and provide to the division for recognition where the division feels most appropriate for the member. Cards can also be mailed directly to the member.
- Along with membership card a Patagonia jacket will be produced with an embroidered logo signifying them as a lifetime member.
- A letter will be drafted by the National Board Chair and Divisional Chair which will be delivered at the same time as the Jacket and membership Card.
- Lifetime members will receive free dues starting the following fiscal year after the approval process is complete.