

1 **BYLAWS**
2 **NORTHERN DIVISION AMATEUR SKI EDUCATION FOUNDATION**
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6 **ARTICLE I**
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8 **NAME**
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10 The name of this foundation is Northern Division Amateur Ski Education
11 Foundation
12 (the "Foundation").
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15 **ARTICLE II**
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17 **MEMBERSHIP**
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- 19 1. Each affiliated ski club in the Northern Division of the United States Ski
20 Association shall be entitled to one membership.
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22 2. The coaches of the affiliated ski clubs in the Northern Division, as a group,
23 shall be entitled to one membership.
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26 **ARTICLE III**
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28 **MEETINGS**
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- 30 1. Meetings of the Foundation shall be held annually at such time and place as the
31 Board of Directors may decide. Notice of each annual meeting shall be sent to
32 each affiliated ski club at least 15 days prior thereto.
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34 2. Special meetings of the Foundation shall be called by the President at any time,
35 either upon the order of the Board of Directors or the President, or upon the
36 written request of any three memberships. Notice of each such meeting,
37 stating its purpose, shall be sent to each membership at least 15 days prior
38 thereto.
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40 3. Any membership of the Foundation whose dues and assessments have been
41 paid in full may be represented at any meeting by any number of duly

42 appointed delegates. No membership shall be entitled to more than one vote,
43 which shall be cast by one of the delegates duly authorized by such
44 membership to cast the vote. In the absence of specific authority granted to a
45 particular delegate, such membership's vote shall be cast by a majority of the
46 delegates present representing the membership.

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- 48 4. One-third of the membership of the Foundation entitled to vote shall
49 constitute a quorum at any meeting of the Foundation, and, except as
50 otherwise specifically provided herein, any action shall be effective and valid if
51 taken or authorized by at least a majority of all votes cast at a meeting.
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- 53 5. The Board of Directors shall meet annually. Regular meetings of the Board of
54 Directors shall be held at least once every six months and shall be called by the
55 President. Notice of each meeting shall be sent to each Director at least seven
56 days prior thereto.
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- 58 6. The President may call special meetings of the Board of Directors at any time,
59 either upon the President's order or upon the written request of any three
60 Directors. Notice of such meeting, stating its purpose, shall be sent to each
61 Director at least three days prior thereto.
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- 63 7. It shall not be requisite to the validity of any meeting of the Foundation or of
64 the Board of Directors that notice thereof shall have been given to any member
65 of the Board of Directors or to any membership who shall attend such
66 meeting, or who, if absent, waives notice thereof in writing either before or
67 after it is held.
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69 ARTICLE IV

70 **OFFICERS**

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74 The officers of the Foundation shall consist of a President, Vice President,
75 Secretary, Treasurer and ~~Alpine Director~~ the **Business Manager**, all of whom
76 shall be officers, directors, employees or members of affiliated ski clubs or of
77 the coaches group. All officers shall be elected at each annual meeting of the
78 Foundation and shall serve until their successors have been elected and
79 qualified. The offices of Secretary and Treasurer may be held by the same
80 person. The duties of the officers shall be as follows:
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- 82 1. The President shall be the chief executive officer. He/she shall, when present,
83 preside at all meetings of the Foundation and the Board of Directors, and shall,
84 in general, perform all duties incidental to the office of president of similar
85 organizations, and such other duties as the Board of Directors may assign to
86 him.
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- 88 2. The Vice President shall perform the duties of the President in his absence or
89 disability and shall perform such other duties as the Board of Directors may
90 assign to him. The Vice President shall be the Chairman of the Development
91 Team Committee.
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- 93 3. The Treasurer, with the advice of the Business Manager, shall have charge of
94 the Foundation's corporate seal, deposit all of the Foundation's funds in such
95 depositories as the Board of Directors may select, pay all of the Foundation's
96 bills, collect all moneys due the Foundation, and keep full and accurate books
97 of account of all moneys received and paid out for the Foundation. Such
98 books and accounts shall be constantly open to the inspection of each officer
99 and Director. The Treasurer and Business Manager shall upon request of the
100 Board of Directors, and in any event at least once in each year, render to the
101 Board of Directors and the Foundation a complete statement of the
102 Foundation's financial position. In addition, the Treasurer shall perform all
103 other duties incidental to the office of treasurer of similar organizations, and all
104 duties that the Board of Directors may assign to him. The Treasurer shall give
105 a bond for the faithful discharge of his duties if and when the Board of
106 Directors so requires.
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- 108 4. The Secretary shall attend all meetings of the Board of Directors and the
109 Foundation, shall keep full and accurate records of all proceedings at such
110 meetings, and shall perform all other duties incidental to the office of secretary
111 of similar organizations and all duties which the Board of Directors may assign
112 to him. He shall have custody of the Foundation's record books, and shall give
113 notice of all meetings of the Foundation and the Directors in the manner
114 prescribed by these Bylaws.
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- 116 5. The ~~Alpine Director~~ Business Manager shall coordinate activities among the
117 United States Ski Association, the division competitors and the division
118 coaches; shall keep track of competitors ranking in the division; select division
119 teams to regional and national competitions; and select division coaches to
120 regional and national competitions; and all duties described in cooperation with
121 the office of Treasurer.
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123 ARTICLE V

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125 **BOARD OF DIRECTORS**

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127 The Board of Directors shall consist of the elected officers of the Foundation.
128 No membership shall have more than two representatives on the Board of
129 Directors. The Directors shall serve for a term of one year. The Board of
130 Directors shall have supervision of the affairs and interests of the Foundation
131 and shall perform such duties as may from time to time be referred to it. The
132 Board of Directors may fill the vacancies caused by the death or resignations of
133 ineligibility of any officer or director. Any such substitute appointee shall serve
134 for the unexpired term. A majority of the Board of Directors shall constitute a
135 quorum.

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138 ARTICLE VI

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140 **COMMITTEES**

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142 There shall be a standing committee of the Foundation called the Alpine
143 **Competition** Committee (**ACC**) consisting of the ~~Alpine Director~~ **Business**
144 **Manager** and representatives from memberships of the Foundation. The ~~Alpine~~
145 ~~Director~~ **Business Manager** may select the membership representatives to serve
146 on the Alpine Committee, provided, however, that no membership shall have
147 more than one representative on the committee. There shall be such other
148 committees as the Board of Directors shall from time to time determine to be
149 desirable in the operation of the Foundation. Such committees shall serve for
150 one year or until their successors are appointed. Such committees shall have
151 such duties and responsibilities as the Board of Directors may assign to them,
152 and shall make reports at least annually at the meeting of the Foundation.

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155 ARTICLE VII

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157 **DUES**

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159 The Board of Directors shall determine annual dues payable by memberships
160 and may, in its discretion, exempt certain memberships from the payment of
161 annual dues.

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ARTICLE VIII

FISCAL YEAR

The fiscal year of the Foundation shall commence on ~~October 1~~ **July 1** and end on ~~September 30~~ **June 30** of each year.

ARTICLE X

AMMENDMENTS

These Bylaws may be amended at any meeting of the Foundation by a two-thirds vote of the memberships represented at the meeting, provided that an explanation of the proposed amendment shall have been included in the notice of the meeting.