

PSIA-NRM BYLAWS

AMENDED AND RESTATED BYLAWS OF PSIA-NRM

ARTICLE 1.0. PURPOSE OF THE ASSOCIATION

1.1. **PURPOSE.** Professional Ski Instructors of America - Northern Rocky Mountain (PSIA-NRM) is a non-profit Montana corporation and is an autonomous geographic division of the Professional Ski Instructors of America, Inc. (PSIA). PSIA-NRM is affiliated with PSIA for the purposes of establishing, educating, certifying and maintaining, through training and supervision, minimum standards of snowsports teaching and advancing the best interests of snowsports as a whole. A further purpose is the operation of PSIA-NRM for the mutual and individual benefit of the membership. All references to the "Association" in these bylaws are references to PSIA-NRM, a non-profit Montana corporation. All references to the "Rules and Regulations" (R&R) are to that document which sets forth the policies and procedures of the Association.

1.2. **DEFINITIONS.**

1. ASEA - American Snowsports Education Association
2. AASI - American Association of Snowboard Instructors
3. PSIA - Professional Ski Instructors of America
4. PSIA-NRM - The Northern Rocky Mountain Division of PSIA/AASI
5. Board - PSIA-NRM Board of Directors
6. BOD - PSIA-NRM Board of Directors
7. ExCom - The NRM BOD Executive Committee

ARTICLE 2.0. MEMBERSHIP

2.1. **CLASSES OF MEMBERSHIP.** There shall be seven (7) classifications of members of this Association:

1. Registered Members
2. Certified Members
3. Inactive Members
4. Lifetime Members
5. Alumni Members
6. Honorary Members
7. Affiliate Members

2.2. **MEMBERSHIP DISCIPLINES.** Members may practice in the following disciplines: Adaptive, Alpine, Telemark, Cross Country, Snowboard, Children, and Freestyle.

2.3. **ELIGIBILITY FOR MEMBERSHIP.** Individuals who meet the requirements under the following membership classes shall become a member of both the divisional (NRM) and national association (ASEA/PSIA/AASI); To maintain membership in good standing from year to year, the member must pay required dues to each association and not violate the Code of Ethics (Section 2.0 of R&R).

2.3.1. **REGISTERED MEMBERS.** A Registered Member is an individual who is a member in good standing of both the national and divisional associations but is not

certified by a PSIA/AASI division. A Registered Member shall not be eligible to vote, nor hold office within the Association.

2.3.2. CERTIFIED MEMBER. A Certified Member is any individual who has been certified by a PSIA/AASI divisional association, is in good standing with PSIA-NRM and is maintaining required continuing education credits.

2.3.3. INACTIVE MEMBERS. An Inactive Member is any NRM Certified Member who is temporarily not actively teaching but wishes to remain affiliated with PSIA/AASI and NRM. Inactive status may be granted to a member for a period not to exceed four seasons. Inactive members are not required to maintain continuing education credits. An inactive member may request reinstatement as an active member by contacting the NRM office and petitioning the appropriate discipline committee. If the request is approved the member will be reinstated after all reinstatement requirements are satisfied (Section 26.2.10. R&R).

2.3.4. LIFETIME MEMBERS. Lifetime Members must be approved by both the NRM and National Board of Directors. Any Registered or Certified member may be recommended for lifetime membership by the NRM Board through its National Board (ASEA) Representative. Board approval will be based upon length of active service, meritorious service, recognition of special achievement, or a combination thereof. A gold lifetime membership card will be issued to recipients by PSIA/AASI. Lifetime Members have the right to vote and hold office within the Association but are not required to maintain continuing education credits.

2.3.5. ALUMNI MEMBERS. Alumni members are NRM Certified members who will no longer be teaching, but desire to remain affiliated with NRM. Alumni members are not required to maintain continuing education credits, however, they may attend NRM functions. Alumni Members are not eligible to vote or to hold office within the Association, and are not eligible to obtain or maintain certifications.

2.3.6. HONORARY MEMBERS. Honorary membership may be granted by the Board to any person who has served PSIA-NRM in an extraordinary capacity but is not presently a member of the Association. Honorary members have no continuing educational credit obligations, and are not eligible to vote or hold office within the Association, and are not eligible to obtain or maintain certification.

2.3.7. AFFILIATE MEMBERS. An affiliate member is any person or corporation interested in supporting and promoting snowsports, snowsports instruction, and the professional snowsports teacher. Affiliate Members are not eligible to vote or to hold office within the Association and are not eligible to obtain or maintain certifications.

2.4. ALL MEMBERS OF THE ASSOCIATION. All members in good standing are entitled to all national and divisional membership mailings and admission to all meetings and clinics, provided proper application is made and fees are paid.

2.5. MEMBERSHIP INSIGNIA. Use of the PSIA/AASI logo and membership insignia shall be limited by the rules set forth by PSIA/AASI. Use of the PSIA-NRM logo and membership insignia shall be limited and controlled by the Board.

2.6. RECIPROCITY. The Board may grant reciprocal membership to any person who meets the certification requirements of PSIA-NRM, provided they are a member in good standing of the

PSIA/AASI division from which they transfer. The obligation to fulfill all requirements of active membership in PSIA-NRM commences on the date transfer is accepted.

2.7. **DISCRIMINATION.** PSIA-NRM shall not in any act, action, or activities, discriminate against any member or other person because of race, religion, age, sex, sexual preference, or national origin.

ARTICLE 3.0. FINANCES.

3.1. **FISCAL YEAR.** The fiscal year of this Association shall be July one (1) through June thirty (30).

3.2. DUES AND ASSESSMENTS.

3.2.1. **ANNUAL DUES.** The Board shall prescribe, by resolution, the annual dues of the Association. Dues resolutions shall be approved by a two-thirds vote of the Board. The Board shall establish the date when dues are due and payable. Dues not paid by this date are delinquent and membership is in jeopardy. Delinquent dues procedures are found in Sec. 26.1.2. R & Rs.

3.2.2. **ASSESSMENTS.** The Board shall prescribe, by resolution, any assessments in addition to dues necessary to insure fiscally responsible operation of the Association. Assessment resolutions shall be approved by a two-thirds vote of the membership.

3.3. FINANCIAL OPERATION.

3.3.1. **BUDGET.** The annual budget covering operating expenses shall be approved by the Board. The budget shall be approved in advance of the fiscal year. Emergency expenditures (which could not reasonably have been provided for in the annual budget) may be approved by the Board. The Board shall have discretion to make line item changes in the budget.

3.3.2. **ASSOCIATION EXPENSES.** No expenditure shall be made except by virtue of the authority of the Board and no contract executed by an officer shall be valid and binding upon the Association unless authorized and ratified by the Board.

3.3.3. **AUDITING.** Members may inspect the books of the Association at the divisional office at reasonable times upon written notice to the Executive Director. An audit will be made annually and be reviewed by the Board.

3.3.4. **NON-CORPORATE DEBT.** PSIA-NRM will not be responsible for unauthorized debts incurred by any member, director, or officer. No member, director, or officer 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 harmony with the purposes of this Association as provided for in Montana law.

ARTICLE 4.0. MEETINGS OF MEMBERS.

4.1. **ANNUAL MEETING.** An annual meeting of the members of the association may be held at such time and place within the division as the Board of Directors may determine.

4.2. OTHER MEETINGS. Special meetings of members may be called by the President as requested by a vote of two-thirds of the Board, or by request in writing of twenty (20) per cent of the members entitled to vote. The notices of special meetings shall specify the purpose thereof.

4.3. NOTICE OF MEETINGS. Notice of general and special meetings stating the time, place, and matters to come before the membership shall be posted on the website at least thirty (30) days in advance of said meeting.

4.4. QUORUM. In order to have a meeting, a quorum of twenty-five (25) per cent of the members entitled to vote shall be present in person or represented by mail ballot. If a quorum is not present, those in attendance shall have the power to adjourn the meeting. (See Art. 4.6.1.)

4.5. BUSINESS. The normal order of business at a meeting shall be determined by the Board of Directors. Robert's Rules of Order as Revised shall govern all meetings. Only such business as previously indicated by notice shall be considered at any special meeting unless concurred by a majority of members in good standing present.

4.6. VOTING BY MEMBERS. All active members in good standing shall be entitled to vote. All questions brought before the membership will be decided by a majority of the eligible members voting on the issue, except where a two-thirds vote is stipulated in these Bylaws.

4.6.1. VOTING IN PERSON. If a quorum of twenty-five (25) per cent of the total eligible voting members is present at any legal meeting, proposals from the floor may be decided by majority vote, except when a two-thirds vote and prior notice is stipulated. If such a quorum is not present, but there are at least ten (10) per cent of the total voting members, voting in person is limited to allowing unanimous proposals from the floor to be sent to the general membership for a decision by mail ballot.

4.6.2. VOTING BY MAIL. Official ballots will be posted on the website announcing the issue(s) to be decided or otherwise provided by mail. Only the votes recorded on official ballot forms will be valid. Members who do not wish to place their name and member number on any PSIA-NRM official ballot may vote confidentially in the following manner. Members may enclose their official ballot in a plain white envelope with their name and member number written on the outside. This envelope may then be placed in another for mailing to the PSIA-NRM office; or the member may write "Ballot Enclosed" on the outside of the mailing envelope insuring that the member number appears below the return name and address. Ballots received in this manner shall then be verified for member voting eligibility before the enclosed official ballot is removed.

ARTICLE 5.0. BOARD OF DIRECTORS.

The direction, control, government, and business affairs of the Association, and the management and disposal of its properties, interests, and activities shall be vested in a Board of Directors.

5.1. POWERS AND SPECIAL DUTIES.

5.1.1. POWERS. The Board shall have the authority to administer and expend all funds entrusted to the Association; which, in its judgment, will best promote the objectives of the

Association. The Rules and Regulations of the Association shall be prescribed and adopted by the Board and changes therein shall be subject to Sec. 5.10.

5.1.2. SPECIAL DUTIES:

- Appoint a registered office and registered agent as its said address for the purpose of complying with the Montana Non-profit Corporation Act.
- Appoint an Executive Director and other officers, agents or employees as it deems necessary to carry on the affairs of the Association with powers, salaries, or other remuneration set by the Board.
- Determine the principal place of business for this Association, which is not necessarily the same as the registered office.
- Elect the officers of this Association as are outlined in Article 6.

5.1.3 DUTIES OF DIRECTORS. See Appendix A.

5.2. ELIGIBILITY. Any active member residing within the division boundaries and in good standing, as determined by the Secretary for at least two (2) years prior to the date of application, may be elected to hold the office of Director.

5.3. NUMBER, ELECTION, TERM OF OFFICE. The Board shall be composed of seven (7) members, not including the president. At least two (2) of the directors shall be elected annually. Directors shall take office at the end of the agenda following the final board meeting of the fiscal year. Directors shall be elected for three (3) year terms.

5.4. QUORUM. A quorum of the Board will be a majority of Directors.

5.5. VOTING. At all meetings of the Board, all questions, except where a two-thirds vote is stipulated in these Bylaws, shall be determined by a majority of all the Directors. The President has no voting power except in the case of a tie.

5.6. VACANCIES AND REMOVAL. Any vacancies occurring in the Board shall be filled by Board appointment, or a member may be elected by a majority vote of the membership to fill the vacated term, whichever is most convenient to the annual election of Board members. Directors elected to fill vacancies serve for the remainder of that term, but may later be elected to the Board. Any Board member who misses two (2) scheduled meetings shall forfeit his/her position on the Board or be subject to reinstatement by the Board.

5.7. MEETINGS AND NOTICES THEREOF.

5.7.1. REGULAR MEETINGS. The Board shall meet in regular session at least twice each year at a place convenient to the majority of Board members.

5.7.2. SPECIAL MEETINGS. Special meetings of the Board may be called upon the written request by the President or any Board member and approval by a majority of the Board.

Special Telephone Conference and Electronic Communications Meetings. Special telephone or electronic meetings of the Board may be called by the President and shall be called by the President upon the written request of any two (2) or more Directors. Notice of the date and time of such meetings shall be mailed by certified mail or e-mailed to each

director, at the physical address or e-mail address shown by the records of the Association at least seven (7) days prior to the time of the meeting. No meeting by telephone or other electronic means shall take place unless at least seven (7) Directors are participating in said meeting at all times. A telephone conference call shall be recorded in its entirety and the tape shall be maintained at least through the next regular or special meeting of the Board. A printout record of any electronic meetings shall likewise be maintained. Each Director shall clearly identify himself prior to speaking, each time he desires to be heard during a telephone conference. 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 to each Director, by mail.

5.7.3. NOTICE FOR MEETINGS. Written notice of regular and special meetings shall be sent by mail or email to each Board member at least ten (10) days prior to the date of the meeting. Notice shall specify time, place, or instructions for teleconference meeting. The meeting and the business to be brought before the meeting shall be referenced in said notice. Notice of regular board meetings shall be posted on the website prior to said meeting.

5.7.4. MINUTES OF BOARD MEETINGS. All Board meetings shall have a complete set of minutes taken by the secretary or a scribe appointed by the Board at that meeting. Date, place, and directors present at the meeting shall be included in the minutes. These minutes shall be made available to the membership on the website.

5.7.5. NOTICE OF ELECTIONS. A notice of upcoming elections will be posted to the website prior to the election.

5.8. ACTION BY THE BOARD WITHOUT A MEETING. Board action by mail, email, or teleconference is binding and valid and subject to restrictions as stated in this article.

5.9. COMPENSATION FOR BOARD MEMBERS. No Director shall be paid for his/her services as a Director, but may be reimbursed for expenses incurred on behalf of PSIA-NRM.

5.10. PROTEST AND SUSPENSION OF BOARD ACTION. Any specific action or ruling of the Board may be suspended temporarily by a written petition bearing the signatures of ten (10) per cent of the total eligible voting members. Petition must be received by the Secretary within six (6) months of any action or ruling. Upon presentation of any such petition, the Secretary shall prepare a ballot to be sent to all voting members with instructions for return. A committee shall be appointed to tabulate the ballot results. A two-thirds vote of the members represented by mail ballot shall suspend a Board action.

ARTICLE 6.0. OFFICERS OF THE ASSOCIATION.

6.1. OFFICERS, ELECTIONS, TERMS OF OFFICE. The officers of the Board of Directors shall consist of a President, Vice-President, Secretary and a Treasurer. The President may not be a current member of the Board, but must be a certified member of the Association. The Vice-President, Secretary, and Treasurer may, but need not be, current member of the Board, but must be certified members of the Association. Election of Association officers shall be made at the Spring Meeting of the Board. The President and Secretary shall be elected on odd years and the

Vice-President and Treasurer shall be elected on even years. Officers shall assume their duties immediately following the spring board meeting. The term of office of each officer shall be two (2) years from the Spring Meeting at which he/she was elected and thereafter until a successor has been elected.

6.2. DUTIES OF THE OFFICERS.

6.2.1. **PRESIDENT.** The President shall be the chief executive officer of the Association and is subject to the provisions of law, the Articles of Incorporation, these Bylaws, and the directions and limitations given and imposed by action of the Board and/or members of the Association. The President shall have general charge and authority over the business and affairs of the Association. The President is by virtue of the office a member of the Board and all committees, shall preside at all general meetings and Board meetings, and shall represent PSIA-NRM in its relationships with other organizations concerned with skiing and riding. The President may be compensated for ex officio duties as business manager for the Association.

6.2.2. **VICE-PRESIDENT.** In the absence or disability of the President, the Vice-President shall assume the duties of the President and any other duties the Board may prescribe.

6.2.3. **SECRETARY.** The Secretary shall maintain, prepare and present copies of the minutes to the Board members within thirty (30) days of the meeting, shall audit and attest to all election procedures, shall attest to all instruments executed by the Association, and shall perform other duties as may be authorized and directed by the Board.

6.2.4. **TREASURER.** The Treasurer has general fiscal oversight of the association, including the review and presentation of the annual fiscal budget, shall see the Association audit is done, and shall oversee the financial functions of the Association in-conjunction with the Executive Director, and shall perform other duties as may be authorized and directed by the Board.

6.3. **VACANCIES AND REMOVAL.** Vacancies shall be filled by any eligible member and a majority vote of the Board. The new officer will fill the unexpired term of the vacant office. All officers of this Association shall be subject to removal at any time by two-thirds (2/3) vote of the Board.

6.4. **COMPENSATION OF OFFICERS.** No officer except the President shall be compensated for their services, but may be reimbursed reasonable expenses incurred in carrying out their duties.

ARTICLE 7.0. EXECUTIVE AND OTHER COMMITTEES.

The Executive Committee of the Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, National Board Representative. Past President may be present as a non-voting member for a period of one year following the election. The Executive Committee shall have such authority as is delegated to it by the Board of Directors to carry on the day-to-day business of the Association between Board meetings. Such decisions shall be in accord with the general policy as stated by the Board and subject to ratification by the Board at its next meeting.

The Board may create such special and standing committees as it deems appropriate; however, no action of any committee of the Association shall be the action of the Association and binding thereon unless such action has been expressly authorized or ratified by the Board of Directors. The President shall appoint the chairmen, with consent of the Board of Directors and members of said committees for such term or terms as the President may prescribe.

ARTICLE 8.0 EXECUTIVE DIRECTOR.

The Executive Director shall perform all duties required of him/her by these Bylaws, shall have the management and supervision of the divisional office of the Association subject to these Bylaws and direction and limitations given and imposed by action of the members, the Board, and the President, and shall have such other duties and powers as may be assigned to or vested in him/her by action of the members and/or the Board. He/She shall be employed by the Board and serve at its pleasure.

He/She shall have custody of all monies and securities of the Association and disbursements, and shall submit financial statements to the Board and to meetings of the members of the Association as shall be required by the Board of Directors and/or by action of the members. Funds of the Association shall be deposited in the name of the Association in such depositories as the Board may from time to time designate. The Executive Director shall disburse monies of the Association only as authorized by action of the Board or Executive Committee.

The Executive Director shall have charge of the records of the Association, and such headquarters as may be designated by the Board, and shall be responsible for the dissemination and distribution of such notices, minutes, newsletters, or other communications as may be directed by the Board, and such other and further duties and powers as may be given by the Board.

ARTICLE 9.0. PROCEDURES

9.1. RULES OF ORDER. The rules contained in Robert's Rules of Order, Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or special rules of order of this Association. In addition, no action or procedure shall be adopted or taken which shall be knowingly contrary to Montana laws.

9.2. TO AMEND OR REPEAL BYLAWS. These Bylaws may be amended or repealed only by a two-thirds vote of the Board of Directors or members of the Association at any regular or special meeting, or by mail, or email ballot, provided previous notice has been made. To amend or repeal Bylaws requires previous notice of at least thirty (30) days before a vote may be called.

ARTICLE 10.0. IMPLEMENTATION OF BYLAWS.

These Amended and Restated Bylaws shall be effective immediately upon adoption.

ARTICLE 11.0. INDEMNIFICATION.

No officer, committee member, or employee shall be liable to the Association by reason of any action or conduct except in the case of gross negligence, actual fraudulent or dishonest conduct.

11.1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that s/he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

11.2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure an judgment in its favor by reason of the fact that s/he is or was a director, officer, employee, or agent of the corporation, against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

11.3. To the extent that a director, officer, employee, or agent of a corporation has been successful of the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2 of this Article, or in defense of any claims, issues, or matter therein, s/he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

11.4. Any indemnification under Sections 1 and 2 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper because s/he has met the applicable standards of conduct set forth in Sections 1 and 3 of this Article. Such determination shall be made (1) by the Board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, and a quorum of disinterested directors so directs, by independent legal counsel in a

written opinion. Nothing in this paragraph shall preclude a court of competent jurisdiction from ordering indemnification under sections 1 or 2 of this Article, after applying the standard contained therein.

11.5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such an amount unless it shall be determined that s/he is entitled to be indemnified by the corporation as authorized in this Article.

ARTICLE 12.0. PRONOUNS.

All pronouns used herein shall be interpreted as pertaining to the masculine, feminine, and neuter gender wherever and whenever appropriate.

ARTICLE 13.0. GENERAL PROVISIONS.

13.1. The Association will adopt and enforce a Code of Ethics. (R&R Sec. 2.0)

13.2. The Rules and Regulations are subordinate to these Bylaws.

Amendments to the PSIA-NRM Bylaws May 19, 1996; October 4,1998; May 16, 1999.
October 1, 2000, May 20, 2001, 10/10/05, 12/2008

The foregoing PSIA-NRM Bylaws were amended 9/19/2009 by the Board of Directors of PSIA-NRM.

My signature attests to their authenticity.

APPENDIX

A. Duties of Directors.