

FAR WEST SKI ASSOCIATION
BY-LAWS
AS AMENDED JUNE 11, 2006

Submitted By Randall K. Lew, President & By-Laws Committee Chairman

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06/12/2005

FAR WEST SKI ASSOCIATION BY-LAWS

1.0 NAME

1.1 The name of this organization shall be "FAR WEST SKI ASSOCIATION".

2.0 PURPOSES

2.1 The purposes for which Far West Ski Association was formed and is operated and conducted are exclusively charitable, educational, civic, recreational and social; and its primary objectives are

To take an active civic interest in and to encourage, develop and maintain the sport of skiing as a healthful outdoor recreation.

To promote, encourage and maintain friendly relations between skiers, members and other organizations interested in the sport of skiing; to cooperate with other such organizations instituted and maintained for purposes comparable to the purposes of this Association.

To cooperate, if required, with any governmental or other agency engaged in activities affecting the sport of skiing and winter sports, to the end that the public at large may obtain the fullest appropriate use and enjoyment of areas particularly adapted to wintertime use and recreation.

To develop skill in skiing and to standardize rules governing ski competitions, races and other ski events.

To establish and maintain uniform tests of amateur standing among skiers in conformity with the higher ideals of a gentlemanly sport.

To render such services as do not contemplate the distribution of gains, profits or dividends to its members and for all the purposes for which individuals may associate themselves subject to the laws and regulations applicable to nonprofit corporations of the State of California.

In general, to carry on any business and to exercise all rights and privileges and do all things incidental or desirable for carrying out the foregoing purposes.

3.0 AUTONOMY

3.1 Far West Ski Association, sometimes referred to as "FWSA" or the "Association", herein, is an autonomous non-profit California corporation.

4.0 CONTROL OF PROPERTY

4.1 The Association shall not be liable for any debts other than its own, shall not enter into any form of guarantees for the debts of another, and no property, real or personal, belonging to the Association shall be subject to the debts of or control from any other organization.

5.0 FISCAL YEAR

5.1 The fiscal year shall begin May 1 of each year.

6.0 GEOGRAPHIC AREA

6.1 Far West Ski Association shall restrict its membership recruiting to those geographic areas as determined by the Board of Directors of this Association which for most part will cover those geographic areas which have historically been recognized as the Far West Region.

7.0 RULES OF ORDER

7.1 All meetings of the Association, and meetings of the Board of Directors, Board of Trustees and Councils Committee shall be run in accordance with Robert's Rules of Order except where otherwise stated in these By-Laws.

8.0 MEMBERSHIP

8.1 Membership shall be open to all individuals who subscribe to the goals and purposes of this organization.

8.2 Definitions for Membership

8.2.1 A "Member" shall be any individual who has fulfilled the requirements and application procedures for membership as set forth in Section 8.4.1, herein, and has paid the annual dues, if any, as prescribed by the Association.

8.2.2 A "Club Member" shall be any individual Member who is a member in good standing of an FWSA "Affiliated Ski Club".

8.2.3 A "Direct Member" shall be any individual Member who is not a member of an FWSA "Affiliated Ski Club".

8.2.4 A "Honorary Member" shall be any deserving individuals who by affirmative vote of the Board of Directors is so designated.

8.2.5 A "Ski Club" shall be a ski club, ski association or other ski organization which has at least 10 individual members in good standing in accordance with the membership requirements of that club, association or organization.

8.2.6 An “Affiliated Ski Club”, hereinafter referred to as “Ski Club”, herein, shall be a Ski Club which has fulfilled the requirements and application procedures for affiliation as set forth in Section 8.4, herein, has had its affiliation request accepted and processed by FWSA and has paid the current annual affiliation fee, if any, as prescribed by the Association.

8.2.7 An “Unaffiliated Club” shall refer to any Ski Club which is not affiliated with FWSA.

8.2.8 A “Council Club” shall be any “Affiliated Ski Club” which is a member in good standing of an FWSA Council.

8.2.9 A “Direct Club” shall be any “Affiliated Ski Club” which is not a member of an FWSA Council.

8.2.10 FWSA Members or Individual Members shall refer to the total number of Club Members and Direct Members of the Association.

8.2.11 FWSA Affiliated Ski Clubs shall refer to the total number of Council Clubs and Direct Clubs of the Association.

8.3 Categories of Membership

8.3.1 Club Member (individual)

8.3.2 Direct Member (individual)

8.3.3 Honorary Member (individual)

8.4 Requirements and Application for Membership or Affiliation

8.4.1 Application for membership shall be submitted in writing/on the Association’s Membership Application Form, accompanied by the appropriate dues as set by the Association and addressed to the V.P. of Membership of the Association.

8.4.2 A ski club, ski association or other ski organization must qualify as a Ski Club as defined in Section 8.2.5, herein, to become affiliated with FWSA.

8.4.3 Any ski club, ski association or other ski organization, whether incorporated or unincorporated, with its regular meeting place within the membership recruitment area of the Far West Ski Association, may apply to become an Affiliated Ski Club of the Association by following the procedures as set forth, herein.

8.4.4 Application for Ski Club affiliation shall be submitted in writing/on the Association’s Affiliation Application Form, accompanied by appropriate fees; addressed to the V.P. of Membership of the Association; and signed by the responsible executive officer of the applicant/Ski Club.

8.4.5 Application for Ski Club affiliation shall be accompanied by a copy of the applicant's Articles of Incorporation, Partnership Agreement, Unincorporated Association Agreement, Constitution or other similar enabling document; a copy of its By-Laws, if any; and a list of all of its members at the time of application.

8.5 Additional Categories of Membership

8.5.1 The Board of Directors is authorized to create additional categories of membership, to be effective as specified by the Board of Directors and such action by the Board of Directors shall be subject to ratification by the Delegates at the next Annual Meeting of the Association, but no changes may be made by the Board of Directors to the existing categories of membership as set forth in these By-Laws.

8.6 Benefits of Membership

8.6.1 Individual members shall have the right to attend meetings of the Association; express their opinions on matters considered at those meetings; hold an elected office or position on the Board of Trustees; hold Committee positions within the Association; receive all regularly issued publications of the Association and any special benefits offered by the Association, from time to time; and have such other rights, privileges and benefits as are set forth in these By-Laws.

8.7 Expulsion from Membership or Affiliation

8.7.1 Any individual Member or any Affiliated Ski Club may be expelled from membership or affiliation, respectively, by a two-thirds (2/3) affirmative vote of all votes actually cast on the issue at any Annual Meeting or at any Special Meeting called for such purpose.

9.0 DUES AND FEES

9.1 Establishment and changing of Dues and Fees

9.1.1 Dues and fees shall be established or changed at the Annual meeting of the Association by a two-thirds (2/3) affirmative vote of all the registered Delegates at the meeting at which the establishment or change is being considered.

9.1.2 The Board of Directors is authorized to establish appropriate membership dues for any categories of membership established pursuant to Section 8.5, herein, and such action by the Board of Directors shall be subject to ratification by the Delegates at the next Annual meeting of the Association, but no changes may be made by the Board of Directors to the dues which have been previously ratified by the membership for any existing categories of membership.

9.1.3 Dues for Direct Members shall always be set at least \$5.00 higher than the dues for Club Members of Non-100% Ski Clubs, as long as 100% and Non-100%

Ski Clubs' dues are different amounts, otherwise, dues for Direct Members will just be set at least \$5.00 higher than dues for Ski Club Members.

10.0 MEETINGS OF THE ASSOCIATION

10.1 Definitions for Meetings of the Association

10.1.1 A person shall be considered registered at an Annual or Special Meeting of the Association after filling out the required registration form(s) and paying the required registration fee(s), if any, for such meeting.

10.1.2 A "Delegate" shall be an individual who is a Member in good standing of FWSA as set forth in Section 8.0, herein, is registered as set forth in Section 10.1.1 and is officially registered with the Credentials Committee as set forth in Section 10.4.2, herein, at the Annual or Special Meeting of the Association then in session.

10.1.3 A member of a Ski Club shall be a person who has been officially accepted as a member of said Ski Club in accordance with said Ski Club's membership requirements and policies, is currently a member in good standing of said Ski Club and may not be a person who is still an applicant of said Ski Club.

10.1.4 The "Direct Members' bloc" shall be made up of all of the current Direct Members of record of the organization.

10.2 Annual Meeting of the Association

10.2.1 The Annual Meeting of the Association shall be held between April 1 and July 1 of each year, on a date to be determined by the Board of Directors.

10.2.2 The agenda at the Annual Meeting of the Association shall include the following:

- Presentation and consideration of credentials
- Reading of minutes of last meeting.
- Reports from the President and Treasurer.
- Committee and panel meetings.
- Reports from Committees, which have not previously been submitted to the members.
- Unfinished business.
- New business.
- Report from the Nominating Committee and election of Officers and Trustees.
- Adjournment.

10.3 Special Meetings of the Association

10.3.1 Special Meetings of the Association shall be called by the Secretary, upon the written request of a majority of the members of the Board of Directors or upon written request of either one-third (1/3) of the individual members or one-third (1/3) of the Ski Clubs.

10.4 Delegates to Meetings of the Association

10.4.1 A Delegate may represent either Club Members or Direct Members at a Meeting of the Association, but not both and may not be a Delegate for more than one Ski Club.

10.4.2 To be an officially registered Delegate, a person must be on the Delegate list submitted by the Ski Club which they will represent or Delegate list from the registered Direct Members representing the Direct Members' bloc. Such lists must be submitted to the Credentials Committee prior to the time set for such submission at the Meeting then in session.

10.4.3 Each Ski Club may appoint Delegates to all Annual and Special Meetings of the Association pursuant to Section 10.7.1, herein, and these Delegates shall be representing Club Members of the Association, but no person shall be appointed as a Delegate of a Ski Club, by that Ski Club, unless that person is a member in good standing of that Ski Club.

10.4.4 Delegates representing the Direct Members bloc shall be appointed by the Direct Members registered at the Annual or Special Meeting of the Association then in session and pursuant to Section 10.7.3, herein.

10.4.5 Each Ski Club shall be entitled to appoint Delegates, based on its number of members as set forth in Section 10.7.1, herein, according to the formula as set forth in Section 10.7.3.

10.5 Quorum for Meetings of the Association

10.5.1 A quorum shall consist of a majority of the total number of officially registered Delegates.

10.6 Voting Procedures for Meetings of the Association

10.6.1 Votes at an Annual or Special Meeting of the Association may only be cast by officially registered Delegates to said meeting.

10.6.2 Each Delegate present at any Annual or Special Meeting of the Association and present at such Meeting at the time a vote is taken on any motion, matter or issue presented to the Delegates for consideration, shall be entitled to cast one (1) vote on such motion, matter or issue, unless otherwise stated, herein.

10.6.3 Passage of any motion, matter or issue presented to the Delegates for consideration at an Annual or Special Meeting of the Association, shall require a majority vote of the quorum as set forth in Section 10.5.1, herein, unless otherwise stated, herein.

10.7 Determination of the Number of Delegates at Meetings of the Association.

10.7.1 The number of Delegates which may be appointed by a Ski Club or the Direct Members' bloc shall be determined pursuant to Section 10.7.3, herein, based on the number of members of record of said Ski Club or the Direct Member bloc as of forty-five (45) days prior to the date of each Annual meeting or as of the date of any Special Meeting.

10.7.2 Any dispute concerning the number of Delegates shall be resolved by the Credentials Committee.

10.7.3 The formula for calculating the number of Delegates which may be appointed by each Ski Club and the Direct Members' bloc at Annual and Special Meetings of the Association is:

<u>No. of members in a Ski Club or in the Direct Members' bloc</u>	<u>Total Number of Delegates Entitled to be Appointed</u>
At least:	
10	2
15	3
20	4
30	5
40	6
50	7
60	8
70	9
80	10
90	11
100	12
125	13
150	14
175	15
200	16
250	17
300	18
350	19
400 or more	20

10.8 Notice of Meetings of the Association

10.8.1 Notice of all Annual and Special Meetings of the Association shall be given at least fifteen (15) days prior to the date set for the meeting and shall include the important items on the agenda for the meeting.

11.0 ELECTED OFFICES

11.1 Definitions for Elected Offices

11.1.1 An "Officer", sometimes referred to as an "Elected Officer", herein, of the Association shall be any individual elected to an elected office as set forth in Section 11.2, herein.

11.2 Titles of Elected Offices

- 11.2.1 President
- 11.2.2 Secretary
- 11.2.3 Treasurer
- 11.2.4 V.P. of Membership
- 11.2.5 V.P. of Marketing
- 11.2.6 V.P. of North American Travel
- 11.2.7 V.P. of Public Affairs
- 11.2.8 V.P. of Communications
- 11.2.9 V.P. of Council Services
- 11.2.10 V.P. of International Travel

11.3 Terms of office of Elected Offices

11.3.1 Terms of office shall begin on the day of the election.

11.3.2 The elected offices of President, Secretary and Treasurer shall be for one (1) year terms and shall, therefore, be elected annually.

11.3.3 The remaining elected offices shall be for two (2) year terms and the elections for these offices shall be staggered with the offices of the Vice Presidents of Marketing, Membership, Communications and International Travel being elected in the alternate years from the Vice Presidents of North American Travel, Public Affairs, and Council Services.

11.3.4 The Officers shall serve the terms as set forth in Sections 11.3.2 and 11.3.3, herein, or until their successors take office.

11.4 Eligibility for Election to Elected Offices

11.4.1 Any individual Member may be nominated and elected at an Annual Meeting of the Association for any one of the elected offices of the Association up for election at that Annual Meeting.

11.4.2 Any individual nominated for an elected office shall hold an individual membership in the Association as required in Section 8.0, herein, and if elected to

an elected office, said individual shall maintain such membership in the Association during their term of office.

11.5 Voting for Elected Offices

11.5.1 Each Delegate, as defined in Section 10.1.2, herein, shall be entitled to cast one (1) vote for one (1) candidate in each elected office up for election at an Annual meeting of the Association.

11.6 Election to Elected Offices

11.6.1 The candidate who receives the highest number of the votes cast in an election for an office of the Association, shall be elected to such office.

11.6.2 In the event of a tie for the highest number of the votes cast in an election, there shall be a run-off vote between the candidates tied for the highest number of the votes cast.

11.7 Duties of Elected Officers

11.7.1 The Officers of this Association shall perform such executive and administrative duties and functions as shall be within the designation of their respective offices as well as such additional duties and functions as may be assigned, from time to time, by the President or Board of Directors.

11.8 Line of Authority for Elected Officers

11.8.1 The Secretary, Treasurer and all Vice Presidents of the Association shall report directly to the President and shall be directed by the President in the performance of the duties and functions of their offices.

11.9 Resignation from Elected Offices

11.9.1 Any Officer of the Association may, at any time, resign their position and said resignation shall become effective in accordance with its terms upon receipt of said resignation, in writing, by the President or Secretary of the Association.

11.10 Filling Vacancies in Elected Offices

11.10.1 In the event of a vacancy in any elected office of the Association, the Board of Directors shall, within thirty (30) days, appoint a qualified person to fill such vacant office or position until that office or position is filled by an election by the Delegates at the next Annual Meeting of the Association. If the position, filled by the appointment by the Board of Directors, would not normally be scheduled for election at the next Annual Meeting, the election, referred to above, of the new Officer shall only be for the length of time which remains in the original term for that office.

11.11 Dual Positions in Elected Offices

11.11.1 No individual may hold or be elected to more than one elected office at the same time, or serve as Immediate Past President and hold an elected office at the same time.

11.11.2 No individual may hold or be elected to an elected office while holding an elected position on the Board of Trustees.

11.12 Removal from Elected Offices

11.12.1 Notice of intent to propose removal of an Officer to the Members of the Association and notice of the meeting of the Board of Directors at which the proposed removal will be considered shall be mailed to all members of the Board of Directors and the Officer whose removal is sought at least fourteen (14) days prior to said meeting and the Officer whose removal is being sought shall be afforded the opportunity to respond to the Board of Directors prior to the Board of Directors taking a vote on the proposed removal at the meeting referred to in the above mentioned notice.

11.12.2 Upon an affirmative vote of two-thirds (2/3) of the total number members of the Board of Directors, a recommendation for removal of an Officer shall be presented to the Delegates at the next Annual Meeting or a Special Meeting of the Association called for said purpose. Written notice of said meeting stating the purpose of said meeting shall be mailed to the Members of the Association not less than fourteen (14) days prior to said meeting.

12.0 BOARD OF TRUSTEES

12.1 Definitions for the Board of Trustees

12.1.1 A "Trustee" of the Association shall be any individual who is a member of the Board of Trustees as set forth in Section 12.3, herein.

12.1.2 An "ex officio" member of the Board of Trustees is a member by virtue of their position or office as set forth in Section 12.3.2, herein.

12.2 Number of Members on the Board of Trustees

12.2.1 The Board of Trustees shall consist of seven (7) individuals.

12.3 Members of the Board of Trustees

12.3.1 There shall be four (4) elected members of the Board of Trustees.

12.3.2 There shall be three (3) ex officio members of the Board of Trustees, being the President, Immediate Past President and Treasurer of the Association.

12.4 Terms of Position on the Board of Trustees

12.4.1 Terms of position for Trustees shall begin on the day of the election.

12.4.2 Trustees shall be elected for two (2) year terms and the elections for the Trustees shall be staggered so that two (2) Trustees are elected each year.

12.4.3 The Trustees shall serve the terms as set forth in Section 12.4.2, herein, or until their successors take office.

12.5 Eligibility for election to the Board of Trustees

12.5.1 Any individual nominated for a Trustees position shall hold an individual membership in the Association as required in Section 8.0, herein, and if elected to said Trustees position, said individual shall maintain such membership in the Association during their term as a Trustee.

12.5.2 Any individual Member may be nominated and elected at an Annual Meeting of the Association for one (1) of the two (2) Trustees positions up for election at that Annual Meeting.

12.6 Voting for Trustees

12.6.1 Each Delegate, as defined in Section 10.1.2, herein, shall be entitled to cast one (1) vote for one (1) of the candidates running for each Trustee position up for election at an Annual meeting of the Association.

12.7 Election to the Board to Trustees

12.7.1 The candidate who receives the highest number of the votes cast in an election for an open position on the Board of Trustees of the Association, shall be elected to such office.

12.7.2 In the event of a tie for the highest number of the votes cast in an election, there shall be a run-off vote between the candidates tied for the highest number of the votes cast.

12.8 Chairman of the Board of Trustees

12.8.1 The Chairman of the Board of Trustees must be one of the elected Trustees and may not be the Association's President, Past President or Treasurer.

12.8.2 The Chairman of the Board of Trustees shall be elected annually by the members of the Board of Trustees at the first meeting of the Board of Trustees following each Annual Meeting of the Association pursuant to the requirements for action by the Board of Trustees as set forth in Section 12.11, herein.

12.9 Meetings of the Board of Trustees

12.9.1 The Board of Trustees shall meet at least two (2) times annually.

12.9.2 The Chairman of the Board of Trustees, as set forth in Section 12.8, herein, shall preside at meetings of the Board of Trustees.

12.9.3 Meetings of the Board of Trustees shall be called, scheduled and/or authorized by the Chairman of the Board of Trustees or any four (4) Trustees.

12.9.4 Minutes of all meetings of the Board of Trustees shall be accurately kept and copies of those minutes shall be mailed to every member of the Board of Trustees, Board of Directors and Councils Committee in a timely manner.

12.10 Quorum Required for meetings of the Board of Trustees

12.10.1 A quorum of the Board of Trustees shall be necessary for the Board of Trustees to take action.

12.10.2 A quorum of the Board of Trustees shall consist of a majority of the total number of Trustees.

12.11 Requirements for Action by the Board of Trustees

12.11.1 Action by the Board of Trustees, pursuant to Section 12.10.1, herein, shall require an affirmative vote of a majority of the Trustees present, unless otherwise stated, herein.

12.11.2 No member of the Board of Trustees may vote upon a matter being considered at any meeting of the Board of Trustees unless that member is present at said meeting and present at the time the vote is taken.

12.11.3 The members of the Board of Trustees shall have no powers to act individually in their capacities as members of the Board of Trustees, but may act only as a Board.

12.12 Duties of the Board of Trustees

12.12.1 The Board of Trustees shall be in charge of long-range planning for the Association as well as insuring that the Association's corporate records are maintained and timely filings are made.

12.13 Resignation from the Board of Trustees

12.13.1 Any Trustee of the Association may, at any time, resign their position and said resignation shall become effective in accordance with its terms upon receipt of said resignation, in writing, by the President or Secretary of the Association.

12.14 Filling Vacancies on the Board of Trustees

12.14.1 In the event of a vacancy in an elected Trustees position, the Board of Directors shall, within thirty (30) days, appoint a qualified person to fill such vacant position until that position is filled by an election by the Delegates at the next Annual Meeting of the Association. If the position, filled by the appointment by the Board of Directors, would not normally be scheduled for election at the next Annual Meeting, the election, referred to above, of the new Trustee shall only be for the length of time which remains in the original term for that Trustee position.

12.15 Dual Positions on the Board of Trustees

12.15.1 No individual may hold or be elected to more than one elected Trustee position at the same time.

12.15.2 No individual may hold or be elected to a Trustee position while holding an "elected office".

12.16 Removal from the Board of Trustees

12.16.1 Notice of intent to propose removal of a Trustee to the Members of the Association and notice of the meeting of the Board of Directors at which the proposed removal will be considered shall be mailed to all members of the Board of Directors and the Trustee whose removal is sought at least fourteen (14) days prior to said meeting and the Trustee whose removal is being sought shall be afforded the opportunity to respond to the Board of Directors prior to the Board of Directors taking a vote on the proposed removal at the meeting referred to in the above mentioned notice.

12.16.2 Upon an affirmative vote of two-thirds (2/3) of the total number of members of the Board of Directors, a recommendation for removal of a Trustee shall be presented to the Delegates at a Special Meeting of the Association. Written notice of said meeting stating the purpose of said meeting shall be mailed to the Members of the Association not less than fourteen (14) days prior to said meeting.

13.0 BOARD OF DIRECTORS

13.1 Definitions for the Board of Directors

13.1.1 A “Director” of the Association shall be any individual who is a member of the Board of Directors as set forth in Section 13.2, herein.

13.1.2 The “Immediate Past President” is the individual who last held the elected office of President immediately prior to the individual currently holding the office of President.

13.2 Members of the Board of Directors

13.2.1 The Board of Directors shall consist of the Elected Officers (as set forth in Section 11.2, herein), Immediate Past President and Chairman of the Board of Trustees of the Association.

13.3 Chairman of the Board of Directors

13.3.1 The President of the Association shall be the Chairman of the Board of Directors.

13.4 Meetings of the Board of Directors

13.4.1 The Board of Directors shall meet at least two (2) times annually.

13.4.2 The Chairman of the Board of Directors, as set forth in Section 13.3, herein, or in his/her absence the Chairman of the Board of Trustees, as set forth in Section 12.8, herein, shall preside at meetings of the Board of Directors.

13.4.3 Meetings of the Board of Directors shall be called, scheduled and/or authorized by the Chairman of the Board of Directors or by any seven (7) Directors.

13.4.4 Minutes of all meeting of the Board of Directors shall be accurately kept by the Secretary of the Association and copies of those minutes shall be mailed to every member of the Board of Directors, Board of Trustees and Councils Committee in a timely manner.

13.4.5 Voting privileges shall be extended, at all regularly scheduled meetings of the Board of Directors, to

a) Those (FWSA area) Council Presidents present.

b) The Far West Racing Association's President, who is designated FWSA V.P. of Racing, when present.

c) The Far West Ski Association's "non-Director" Trustees, when present.

d) Any other representative or representatives from other affiliated or associated organization/s as authorized by the current Board of Directors, which authorization expires at the following annual meeting/convention; with the total of those authorized representatives not to exceed 20% of the then current Board of Directors.

13.4.5.1 Persons casting a vote under Section 13.4.5 have a fiduciary responsibility to the Association/FWSA, and so shall act in the best interests of the Association as a whole and not those confined to one of its component elements or programs. The minutes of the Board meetings where any person, or persons, covered under Section 13.4.5 casts a vote must accurately record which of those persons, if any, did cast a vote on each motion/action item voted upon.

(clarification) ---> [On each motion voted upon, each "vote-extended-to" person is to either 1) vote "yes" or 2) vote "no" or 3) not vote at all - a "no" vote IS counted as a vote. Only #3, "not vote at all", relieves the "vote-extended-to" person of having to making a fiduciary commitment on that motion/action item being decided/voted on. The minutes should record/ reflect/indicate which "vote-extended to" people (their names and the names of the organizations they represent) voted - to be recorded is the fact that they voted/cast a vote, NOT how they voted.]

13.5 Quorum Required for Meetings of the Board of Directors

13.5.1 A quorum of the Board of Directors shall be necessary for the Board of Directors to take action.

13.5.2 A quorum of the Board of Directors shall consist of a majority of the total number of Directors.

13.6 Requirements for Action by the Board of Directors

13.6.1 Action by the Board of Directors, pursuant to Section 13.5.1, herein, shall require an affirmative vote of a majority of the Directors present, unless otherwise stated, herein.

(clarification added 4/17/96) ---> [Per "Robert's Rules of Order", "a majority vote means a majority (more than half) of the votes CAST, ignoring blanks (abstentions), at a legal meeting, a quorum being present." Therefore, if, at a regularly scheduled meeting of the BOD, any "additional" votes are cast (votes in addition to those cast by the Directors present, additional votes as are authorized by, and "otherwise stated, herein" in, Section 13.4.5 "Voting privileges shall be extended, at all regularly scheduled meetings of the

Board of Directors, to”), it will then take an affirmative vote of a majority of the total (all) votes CAST to adopt a motion/for “Action by the Board of Directors” at that meeting.]

13.6.2 No member of the Board of Directors may vote upon a matter being considered at any meeting of the Board of Directors unless that member is present at said meeting and present at the time the vote is taken.

13.6.3 The members of the Board of Directors shall have no powers to act individually in their capacities as members of the Board of Directors, but may act only as a Board.

13.7 Duties of the Board of Directors

13.7.1 The Board of Directors shall be responsible for administering the affairs of the Association, the operation and management of the Association and setting policies for the guidance of the Officers and Trustees of the Association.

13.8 Dual Positions on the Board of Directors

13.8.1 No individual may hold more than one position on the Board of Directors at the same time.

13.9 Resignation from the Board of Directors

13.9.1 Any Director/member of the Board of Directors of the Association, not covered under Sections 11.9 (Elected Officers) or 12.13 (Board of Trustees), herein, may at any time resign their position and said resignation shall become effective in accordance with its terms upon receipt of said resignation, in writing, by the President or Secretary of the Association.

13.9.2 In the position of “Immediate Past President”, that Director shall be deemed to have resigned his/her position on the Board of Directors upon missing three (3) meetings of the Board of Directors within the twelve (12) months following any annual convention.

13.10 Vacancy in the Position of “Immediate Past President”

13.10.1 Upon receipt of a resignation, in accordance with Section 13.9.1, or upon missing three (3) meetings of the Board of Directors, as set forth in Section 13.9.2, the position on the Board of Directors of “Immediate Past President” shall immediately be declared vacant by the President and removed from the positions on the Board of Directors until such time as the position can again be filled by the current President when he/she no longer holds the elected office of President.

14.0 COMMITTEES

14.1 Definitions for Committees

14.1.1 A “Committeeman” shall be any designated individual serving on a Committee of the Association, as set forth in Section 14.0, herein.

14.1.2 Special Committees shall be Committees formed for the purpose of performing specifically stated tasks or functions and shall exist until such tasks or functions are completed.

14.2 Categories of Committees

14.2.1 Standing Committees

14.2.2 Special Committees

14.3 Authority for Creation of Committees

14.3.1 The Board of Directors may establish such Standing and/or Special Committees of the Association as may be necessary for the guidance, operation or administration of the affairs of the Association.

14.4 Chairman and Members of Committees

14.4.1 The Committee Chairmen to chair such Committees as established pursuant to Section 14.3.1, herein, and the members of such Committees so formed shall be appointed by the President and confirmed by the Board of Directors. The President and the Board of Directors may delegate the appointment of the individual members of said Committees to the Chairman of the Committee or the Officer of the Association within whose area of function the Committee will operate.

14.5 Eligibility for being a Member of a Committees

14.5.1 All Chairmen and members of Committees shall be required to hold and maintain individual memberships in the Association as set forth in Section 8.0, herein, while serving on any Committees so established.

14.6 Line of Authority for Committees

14.6.1 The Chairman of each Committee shall report to and take direction from the Officer within whose area of responsibility such Committee operates. If there is no Officer of the Association whose area of responsibility covers the function of the Committee, the Committee Chairman shall report to the President.

15.0 CONFLICT OF INTEREST

- 15.1 No elected officer or Trustee shall serve in a capacity which has an adverse effect upon a similar Far West program as determined by the Board of Directors.
- 15.2 At any time that the Board of Directors considers, discusses, or votes upon a contract or other transaction between the Association and one or more of its Directors, or between the Association and any corporation, firm, association, or business in which one or more of its Directors are financially interested, or in any position of control, the fact of such interest, shall be fully disclosed by the Director involved and noted in the minutes.
- 15.3 The Board of Directors may authorize, approve, or ratify any such transaction in good faith and shall require a vote which would be sufficient for that purpose without counting the vote or votes of the interested Director or Directors.
- 15.4 Any transaction undertaken by the Board of Directors in violation of this provision shall be void.

16.0 AMENDMENTS TO THESE BY-LAWS

- 16.1 Amendments to these By-Laws may be considered and voted upon at any Annual or Special Meeting of the Association.
- 16.2 All proposed Amendments to these By-Laws shall be presented, in writing, to the Secretary or President/Chairman of the Board of Directors.
- 16.3 The proposed Amendments to these By-Laws shall be submitted, pursuant to Section 16.2, herein, at least forty-five (45) days prior to the date on which the meeting at which they are to be considered is scheduled to begin.
- 16.4 Proposed Amendments shall bear the signatures of any five (5) Club Members and/or Direct Members of the Association.
- 16.5 No later than thirty (30) days prior to the meeting at which the proposed Amendments are to be considered, a written notice of proposal to amend which also states the date of the start of and the location of said meeting, along with a copy of the text of each proposed Amendment shall be mailed to each Ski Club at its last known address.
- 16.6 The information contained in Section 16.5, herein, shall be published, in its entirety, in such regular publication of the Association as shall be regularly sent to all Club Members and Direct Members, in the edition published closest to the date thirty (30) days prior to said meeting.
- 16.7 Approval of any proposed By-Laws Amendment shall require an affirmative vote by at least two-thirds (2/3) of the registered Delegates at the meeting at which the

Amendment is being considered. Any section numbering changes will automatically change their appropriate reference in any other section of the by-laws.

16.8 Amendments to proposed By-Laws amendments cannot be made at an Annual Meeting or Special Meeting of the Association.

17.0 DISSOLUTION OF THIS CORPORATION

17.1 This corporation may be dissolved only at an Annual Meeting of the Association and such dissolution shall require a three-fourths (3/4) affirmative vote of all registered Delegates at said Annual Meeting.

17.2 Proposal of recommendation for dissolution shall be submitted to the Secretary of the Association or President/Chairman of the Board of Directors in the same manner as a proposed Amendment to these By-Laws.

17.3 Notice of such intended dissolution shall be given to the membership of the Association in the same manner as a proposed Amendment to these By-Laws.

17.4 It is expressly understood that this organization is a nonprofit corporation, organized under the non-profit Corporation Laws of the State of California, and upon dissolution, none of its assets shall inure to the benefit of any individual Member but shall be distributed to the Far West Ski Foundation, and in the event that said Far West Ski Foundation is not then in existence, to such other fund or foundation, as is designated by the Board of Directors, whose property is dedicated to the exempt purposes as are specified in the Revenue and Taxation Code of the State of California.

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