

# Contents

|   |   |
|---|---|
| ARTICLE I – NAME .....                                | 2 |
| ARTICLE II – PURPOSE .....                            | 2 |
| ARTICLE III – MEMBERSHIP .....                        | 2 |
| ARTICLE IV – CERTIFICATION AND EDUCATION .....        | 2 |
| ARTICLE V – DUES .....                                | 3 |
| ARTICLE VI – MEMBERSHIP MEETINGS .....                | 3 |
| Section 1. – Meetings .....                           | 3 |
| Section 2. – Quorum.....                              | 3 |
| ARTICLE VII –AREAS OF REPRESENTATIONS.....            | 3 |
| ARTICLE VIII – BOARD OF DIRECTORS .....               | 3 |
| Section 1. – Powers and Duties.....                   | 3 |
| Section 2. – Composition.....                         | 4 |
| Section 3. – Eligibility for Election .....           | 5 |
| Section 4. – Term of Office .....                     | 5 |
| Section 5. – Elections .....                          | 6 |
| Section 6. – Board Meetings.....                      | 7 |
| Section 7. - Quorum .....                             | 7 |
| Section 8. - Actions Taken by Unanimous Consent ..... | 7 |
| Section 9. - Vacancies.....                           | 8 |
| ARTICLE IX – OFFICERS .....                           | 8 |
| ARTICLE X – INDEMNITY .....                           | 8 |
| ARTICLE XI – ETHICS .....                             | 9 |
| ARTICLE XII – AMENDMENTS .....                        | 9 |

# **AMERICAN SNOWSPORTS EDUCATION ASSOCIATION – CENTRAL**

**A Michigan Nonprofit Corporation**

## **BYLAWS**

These Bylaws govern the American Snowsports Education Association (“ASEA-C” or the “Corporation”). Unless otherwise authorized or required by law, all corporate actions shall comply with the policies, practices and procedures that are set forth in this document.

### **ARTICLE I – NAME**

The name of the Corporation is the American Snowsports Education Association - Central. Additional trade and business names through which the Corporation conducts its affairs are the Professional Ski Instructors of America – Central, PSIA-C, the American Association of Snowboard Instructors – Central and AASI-C.

### **ARTICLE II – PURPOSE**

The purpose of this organization shall be as stated in the Corporation's Articles of Incorporation filed with the state of Michigan dated August 30, 2005, amended May 22, 2008 and August 19, 2011, and as amended from time-to-time.

### **ARTICLE III – MEMBERSHIP**

The requirements for membership, and the class and voting rights of members, shall be prescribed by the Corporation’s Board of Directors (the “Board”). The Board adopts Article II of the Bylaws of the American Association of Snowsports Education, Inc. (the “ASEA”, the counter-party to a certain Affiliate Agreement effective as of October 5, 2015, as amended from time-to-time). Article II of the Bylaws of the ASEA, which defines classes of individual membership and confers voting rights, is incorporated by reference herein as if fully set forth herein.

### **ARTICLE IV – CERTIFICATION AND EDUCATION**

Standards for Certified Level I, II and III, and examination criteria, shall be established by the Board consistent with the national certification standards established by ASEA.

## **ARTICLE V – DUES**

The annual dues to be charged for membership shall be established by the Board and shall be billed and paid as determined by the Board. A member whose dues are not paid by the due date shall be considered delinquent and shall not be entitled to the privileges of membership until the delinquency is cured.

## **ARTICLE VI – MEMBERSHIP MEETINGS**

### **Section 1. – Meetings**

- (a) The annual meeting of the Corporation's members shall be held on a date and at a place and time as determined by the Board. All information regarding the annual meeting will be posted on the Corporation's website at least thirty (30) days prior to the scheduled meeting date.

### **Section 2. – Quorum**

Unless otherwise specified in these Bylaws or required by law, a quorum for the annual meeting of the Corporation's members shall consist of those directors and members attending in person, by proxy, or by electronic means.

## **ARTICLE VII – AREAS OF REPRESENTATIONS**

The Board may periodically establish areas of representation for the purpose of electing Directors to the Board (singular, a "Section").

## **ARTICLE VIII – BOARD OF DIRECTORS**

The following provisions pertain to the Board:

### **Section 1. – Powers and Duties**

- (a) The business and the property of the Corporation shall be managed and controlled by the Board. The Board shall have the power and authority to make rules and regulations consistent with the laws of the State of Michigan and these Bylaws for

the guidance of the officers and committees of the Corporation; to call meetings of the members when deemed advisable; and generally to exercise all of the powers for the transaction of the Corporation's business, it being expressly understood that nothing in these Bylaws shall be deemed to limit or restrict the general authority that is vested in the Board for the management and control of the Corporation.

(b) **Special Duties:** In addition to all other duties and powers prescribed in the Michigan Nonprofit Corporation Act, the Articles of Incorporation and other provisions of these Bylaws, the Board shall:

1. Appoint a registered office and registered agent for purposes of complying with the Michigan Nonprofit Corporation Act.
2. Determine the principal place of business for the Corporation, which need not necessarily be at the registered office.
3. Designate the official journal to be distributed to the members.
4. Elect the officers of the Corporation.
5. Appoint such committees and committee chairpersons as are deemed necessary and desirable to perform such corporate duties as may be and shall be delegated.

## **Section 2. – Composition**

The Board shall be comprised of nine (9) Directors elected on the basis of snowsports discipline and, for Directors from the Alpine discipline, on the additional basis of Section.

- (a) **Alpine Directors:** There shall be six (6) Alpine Directors with one (1) Alpine Director elected from each of the six (6) Sections.
- (b) **Snowboard Directors:** There shall be one (1) Snowboard Director.
- (c) **Nordic Director:** There shall be one (1) Nordic Director.
- (d) **Adaptive Director:** There shall be one (1) Adaptive Director.

Notwithstanding anything to the contrary in this section and Section 4 – Term of Office, for the purpose of decreasing the number of Directors on the Board from its current composition and staggering the election of Directors, the following shall occur.

- Until April 30, 2021, the Board shall be comprised of the currently seated fifteen (15) Directors.
- From May 1, 2021 until April 30, 2022, the Board shall be comprised of eleven (11) Directors, that is, the nine (9) Directors as stated in this section plus an additional Director from Section 3 and Section 6.
- The following terms shall be for one (1) year:
  - a. Alpine Section 4, the term beginning May 1, 2021
  - b. Alpine Section 1, the term beginning May 1, 2023
  - c. Alpine Section 2, the term beginning May 1, 2023

### **Section 3. – Eligibility for Election**

A member meeting the following criteria may be elected as a Director of this Corporation. Such a member must be:

- (i) eligible to serve as a Director under Article III; and
- (ii) a Certified Member for at least three (3) years; and
- (iii) eighteen (18) years of age; and
- (iv) a resident or affiliated to the snowsports industry within a Section; and
- (v) a resident of the United States; and
- (vi) a member in good standing.

### **Section 4. – Term of Office**

The term of office of each Director shall be three (3) years, starting May 1 immediately following the election of such Director and ending April 30 three (3) years later, unless the Director dies, resigns or is removed. No Director shall serve more than two terms in succession nor shall they serve more than seven years of continuous service. Any Director who fails to attend the first occurring Regular Meeting after April 30<sup>th</sup> of a given year (the “Spring Board Meeting”) and two (2) more Regular Meetings, in the same

calendar year, may be removed from office.

## **Section 5. – Elections**

- (a) **General.** Elections shall transpire annually for the purpose of selecting Directors.
- (b) **Nominations.** The nomination of candidates shall commence in November of each year and close thirty (30) days after commencement.

A Member who is eligible to vote under Article II of the Bylaws of the ASEA (a "Voting Member") (a "Nominator") may nominate a member eligible to be a Director under Article VIII Section 3 of these Bylaws (a "Candidate") if the Nominator is certified in the same discipline as the Candidate. For absence of doubt, a Nominator may nominate themselves to be a Director. A Candidate for Alpine Director that is a resident in one Section with a snowsports affiliation in a different Section Director may select to run in either Section. Provided, however, that once the selection is made, the Candidate's selection shall remain in effect until the next occurring election in the Candidate's selected Section..

- Board seats for which no Candidate was nominated shall be considered vacant and handled in accordance with Section 9 of this Article.
  - Board seats for which only one Candidate was nominated shall be held by that Candidate.
  - Board seats for which more than one Candidate was nominated shall be voted on pursuant to (c) of this Section 5 and held by the Candidate that receives, in the case of two Candidates, a majority of votes or, in the case of three or more Candidates, a plurality of the votes.
- (c) **Membership Voting.** A Voting Member may vote for an Alpine Candidate in each Section and a Candidate in each of the following disciplines: Adaptive, Nordic and Snowboard. The ballot shall be made generally available on the Corporation's website and may also be disseminated through such other means of communication or transmission as the Election Committee or the Board may authorize. Candidates shall appear on the ballot – write-in candidacies are not allowed.

## **Section 6. – Board Meetings**

- (a) **Regular Meetings:** A Regular Meeting is any meeting scheduled by the Board prior to that Regular Meeting. The Board shall have a Regular Meeting at least once a year.
  
- (b) **Special Meetings:** A Special Meeting is any meeting that is not a Regular Meeting. A Special Meeting may be called by the President or upon request of any two (2) or more Directors. Notice of such meetings shall be given to each Director by email and telephone through either voice mail or text. Notice of Special Meetings shall be given at least seven (7) days prior to the meeting date. Notice of a Special Meeting shall state the nature of the business to be transacted, the date and time of the meeting, and the place or mechanism for conducting the meeting. The President shall preside or appoint a member of the Board to preside. The President, or chairperson, shall also appoint a Recording Secretary. Each Director shall clearly identify herself or himself prior to speaking during a meeting conducted via telephone conference. Any vote during a meeting conducted via telephone conference shall be taken by roll call.

## **Section 7. - Quorum**

- (a) A quorum of the Board will be a majority of its Directors. A record of attendance shall be kept at all Regular Meetings and Special Meetings of the Board and made a part of the minutes.
  
- (b) Directors may not vote by proxy.

## **Section 8. - Actions Taken by Unanimous Consent**

Actions of the Board may be taken without a meeting by obtaining the unanimous written consent of all Directors. Consent by a Director may be obtained through means of electronic transmission such as e-mail. Requests for Board action to be taken without a meeting shall call for a “yes” or “no” response to a specific written motion or policy question. When applicable, a written motion shall also state the budget impact.

## **Section 9. - Vacancies**

Any vacancy occurring on the Board shall be filled by an affirmative vote of the majority of the Directors. Any Director chosen under these circumstances must meet all other applicable requirements to take office.

## **ARTICLE IX – OFFICERS**

The following provisions pertain to the officers of the Corporation:

The officers of the Corporation shall consist of at least the minimum prescribed in Section 450.2531 of the Michigan Nonprofit Act (president, secretary, treasurer).

**Term of Office:** An officer's term of office shall be approximately one (1) year. The election of officers shall occur at the Spring Board Meeting. All officers shall be nominated from and elected by the Board.

**Removal of Officers:** Any officer of the Corporation shall be subject to removal with cause at any time by two-thirds vote of the Board.

## **ARTICLE X – INDEMNITY**

No officer, committee member, or employee shall be liable to ASEA-C by reason of any action or conduct except in the case of gross negligence, actual fraudulent or dishonest conduct. Except as above provided, ASEA-C shall indemnify and hold harmless each person and her/his heirs and administrators who serve at any time as a member of the Board or on a committee, or as an officer, agent, or employee of ASEA-C, or any other corporation organized to carry out one or more of the purposes of ASEA-C, from any and all claims and liabilities arising out of or in any way connected with being or having heretofore or hereafter been a member of such committee, or employee, officer, agent or representative of ASEA-C, or any affiliated corporation except for liability arising out of her/his own willful misconduct or gross negligence. This undertaking by ASEA-C shall include the duty to defend any such persons from any civil, judicial, or administrative suit or proceeding or any investigation or criminal proceeding, whether such is pending,

threatened, impleaded or otherwise. This undertaking shall obligate ASEA-C to reimburse any such person from all legal and other expenses, including attorney fees reasonably incurred by the person in connection with any such claim or liability or settlement thereof.

## **ARTICLE XI – ETHICS**

ASEA has adopted a Nationwide Code of Conduct as may be amended from time-to-time (the “Code”). The Board hereby adopts the Code. The Code is incorporated by reference herein as if fully set forth herein.

## **ARTICLE XII – AMENDMENTS**

These Bylaws may be amended by a three-fourths (3/4) majority vote of the Board in attendance at a Regular Meeting or Special Meeting, plus a second three-fourths (3/4) majority vote of the Board at a subsequent Regular Meeting or Special Meeting. ASEA-C shall provide notice of such proposed action to the membership at least thirty (30) days prior to the date the Board adopts such amendment or repeal.

ATTEST:

\_\_\_\_\_

Executive Vice President

\_\_\_\_\_

ASEA-C office

\_\_\_\_\_

President

This revision: [Month] [Day], 2020  
Prior revision August 18, 2018