

BYLAWS
OF
TRI-STATE ALPINE SKI RACING ASSOCIATION, INC.

Revised by amendments ratified _____ and effective _____.

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Article I – Name, Non-Profit Status, Corporate Seal, and Marks

- A. The name of this organization shall be the Tri-State Alpine Ski Racing Association, Inc. (hereinafter “TSASRA”), and it shall be recognized as an affiliated entity by the United States Ski Association d/b/a U.S. Ski & Snowboard, the National Governing Body (hereinafter the “NGB”), recognized by the United States Olympic and Paralympic Committee (hereinafter the “USOPC”) and International Ski Federation (hereinafter the “FIS”) for skiing and snowboarding in the United States of America.
- B. TSASRA shall be incorporated under the laws of the Commonwealth of Massachusetts as a not-for-profit corporation and it shall be organized so as to qualify as a non-profit, charitable, tax-exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law.
- C. TSASRA shall have no corporate seals unless required by the laws of the Commonwealth of Massachusetts.
- D. TSASRA may have registered or unregistered trademarks and/or logos, which shall not be used in any advertising, promotion, or sale of commercial goods or services, except as specifically authorized in writing by the Board of Directors of TSASRA (hereinafter the “Board”) or its delegated representative(s).

Article II – Offices and Agent

- A. The principal office of TSASRA shall be at such location as may be determined by the Board from time to time.
- B. The principal office of TSASRA shall also be its registered office. The registered agent of TSASRA at such registered office shall be the President of TSASRA or the President’s designee.
- C. TSASRA may maintain other offices at such locations as may be determined by the Board from time to time.

Article III – Purposes, Vision, Mission, and Objectives

- A. As set forth in TSASRA’s Articles of Organization, the **purposes** of TSASRA are:
1. To promote the development of first-rate ski competition and training programs and opportunities for alpine ski competition within the states of Connecticut, Massachusetts, and Rhode Island, and contiguous counties in the state of New York as determined by the NGB and approved by the Board (collectively, the “Tri-State division”) for a variety of ages and athletic ability levels, with primary emphasis on junior programs;

2. to cooperate and maintain good relationships with local, regional, and national ski associations, ski areas, and communities;
3. to be affiliated with the NGB as a division of its Eastern Region, to comply with the NGB's competition regulations, Code of Conduct, and the provisions of any other NGB rules and regulations applicable to NGB-affiliated organizations, and to participate in the NGB's programs and administer NGB-sanctioned alpine ski races in the Tri-State division;
4. to provide and encourage others to provide the physical facilities, financial assistance, administration, coaching, education, and other support to enable TSASRA competitors to achieve their full potential, including the opportunity for eastern, national, and international ski competition; and
5. to provide a variety of services and benefits for its members, including the promotion of ski safety and education.

B. The **vision** of TSASRA is to support the NGB's vision and promote excellence in and the lifelong enjoyment of alpine ski racing.

C. The **mission** of TSASRA is to create a positive framework and healthy environment which promotes camaraderie, competitiveness, athleticism, and sportsmanship in grassroots alpine ski racing programs.

“The friendships made in Tri-State last a lifetime.”

D. The **objectives** through which TSASRA shall accomplish its mission shall include the following:

1. Disseminating education, training, and supporting NGB members in their goals to achieve sustained success in all levels of ski competition; and by helping members to use ski competition and coaches' and alpine officials' education to develop to their highest athletic and personal potential;
2. achieving and maintaining long-term financial stability;
3. administering and coordinating programs which provide competitive opportunities in alpine skiing and establishing a clear path for athletic progression for NGB members;
4. establishing competition calendars and entry criteria for those competitive opportunities consistent with NGB, USOPC, and FIS rules;
5. establishing local rules and policies consistent with NGB rules and policies that facilitate excellence in competition and athletic development;
6. fostering and encouraging interest and participation in NGB-sanctioned alpine skiing;

7. assisting the NGB Alpine Sport Committee in the implementation of its mission to make recommendations to, and implement the directives of, the NGB's board of directors; and
8. disseminating SafeSport and anti-doping resources at the request of the NGB.

Article IV – NGB, USOPC, and FIS Compliance

In compliance with applicable requirements of the FIS, USOPC, and the NGB Bylaws, TSASRA shall:

- A. Keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, administrators, officials, and volunteers in alpine skiing;
- B. provide an equal opportunity for its membership to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;
- C. ensure that the Board and any committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;
- D. provide procedures for the prompt and equitable resolution of grievances of its members;
- E. submit to binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of the NGB as a national governing body with respect to any component or discipline of alpine skiing, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition;
- F. provide the NGB access to TSASRA books and records in order to permit the NGB to ensure compliance with the above; and
- G. adopt the NGB's code of conduct and the NGB's conflict of interest and ethics policies, as part of, or in addition to, any code or practices adopted under Article XI.

Article V – Membership

- A. TSASRA shall be a membership organization open to all regardless of race, color, religion, age, sex, or national origin, and who pay such membership fees as the Board shall approve from time to time. As conditions of membership, any member must be a member of the NGB, and agree to submit to the jurisdiction of TSASRA with respect to any violation of TSASRA Rules, Policies and/or Codes of Conduct that occurs during a period when that individual or entity was a member or participating in the affairs of TSASRA, and further agree that TSASRA retains jurisdiction over such violations and individual or entity even if such individual or entity ceases to be a member of

TSASRA. As a further condition of membership, any individual member in a position of authority over athletes must have satisfactorily completed criminal background checks and athlete protection education as required by the NGB.

B. The TSASRA membership year shall be from July 1 to June 30 of the following year. Membership dues and other fees shall be determined annually by the Board and shall be payable by members to TSASRA.

C. TSASRA shall have one class of voting members and two classes of non-voting members, whose rights and privileges are set forth in these Bylaws. The class of voting members shall be individual members of the age of eighteen (18) years or more who are also members of a TSASRA group member or, if not members of any TSASRA group members, attend school or reside in the Tri-State division and are not members of any group member of the NGB, including athletes, coaches, officials, and other individual members as determined from time to time by the Board. The two classes of non-voting members shall be: (i) group members headquartered or otherwise principally located in the Tri-State division including clubs and other affiliated entities interested in competitive alpine skiing; and (ii) individual members below the age of eighteen (18) years who are also members of a TSASRA group member or, if not members of any TSASRA group members, attend school or reside in the Tri-State division and are not members of any group member of the NGB, including athletes, coaches, officials, and other individual members as determined from time to time by the Board.

D. Subject to individual review and approval by the Board, TSASRA shall permit and recognize affiliations with clubs, programs, ski industry trade associations, and other organizations involved in alpine skiing that support the purposes of TSASRA upon payment of a sponsorship fee set from time to time by the Board. An affiliation shall only entitle the club, association, or organization to those rights specifically granted by the Board in the resolution granting the affiliation.

E. Unless or except as limited by NGB bylaws, policies, procedures, rules, or action, any membership or affiliation may be suspended or revoked for good cause upon a two-thirds (2/3) vote of the entire Board, provided that such action shall be subject to the grievance procedures set forth in Article IX of these Bylaws.

Article VI – Board of Directors

A. All corporate powers shall be exercised by or under the authority of the Board, and the activities, property, and affairs of TSASRA, including, but not limited to the adoption and implementation of competition rules and policies and procedures of the organization, shall be managed by or under the direction of, the Board. The Board shall ensure that the activities of TSASRA are guided by clear strategic plans, organizational priorities, and program goals and objectives consistent with the vision, mission, and objectives of TSASRA. The Board shall set the fiscal year of TSASRA, and shall adopt schedules listing all dues, fees, and other charges levied against members and affiliates which the Board deems to be necessary and appropriate. The Board shall exercise all such other authority consistent with these Bylaws as may be necessary and

appropriate to ensure the proper government and functioning of TSASRA. The Board may make distributions of the assets or income of TSASRA to a non-profit corporation consistent with its charitable and educational purposes and/or for other purposes that further TSASRA's corporate interest.

B. The Board shall be comprised of individual members in good standing of TSASRA who are of the age of eighteen (18) years or more. A member may not hold more than one (1) office. A member is ineligible to serve on the Board if the member has:

1. A felony conviction of any kind;
2. any conviction (misdemeanor or otherwise) for sexual abuse or sexual assault of any kind;
3. served a period of ineligibility for a U.S. Center for SafeSport Code violation;
4. received an interim sanction by the NGB that resulted in suspension of NGB membership;
- or
5. failed to successfully complete the NGB's criminal background screen.

C. Each director shall be entitled to vote in person on Board business unless the director is designated below as a non-voting *ex officio* director or is ineligible under the NGB's or TSASRA's conflict of interest policies. Voting by proxy shall not be permitted. The Board shall be constituted as follows:

1. The President of TSASRA;
2. the Vice President of TSASRA;
3. the Secretary of TSASRA;
4. the Treasurer of TSASRA;
5. the Connecticut Subdivision Chair of TSASRA;
6. the Eastern Massachusetts Subdivision Chair of TSASRA;
7. the Western Massachusetts Subdivision Chair of TSASRA;
8. the Alpine Officials Chair of TSASRA;
9. the Competition Committee Chair of TSASRA;
10. the Immediate Past President of TSASRA, who shall be a non-voting *ex officio* director except that if a Board or Executive Committee vote is tied, the Immediate Past President may cast the tiebreaking vote; and
11. the TSASRA Administrator, who shall be a non-voting *ex officio* director, and shall attend all official meetings of the Board and of TSASRA, unless excused by the Board due to exigent circumstances.

D. In addition to the director positions specified above, the Board may appoint to the Board a Historian to serve in an advisory non-voting *ex officio* capacity.

E. Each director shall serve a regular two-year term, beginning after the conclusion of the annual meeting of members, unless earlier removed as further provided in this Article of these Bylaws. Board terms shall be subject to the following provisions:

1. Voting director positions shall be divided into four classes: Class A, Class B, Class C, and Class D.

2. Class A directors include the President and the Secretary and shall be elected at the annual meeting of members held in even-numbered years.
3. Class B directors include the Vice President and the Treasurer and shall be elected at the annual meeting of members held in odd-numbered years.
4. Class C directors include the Alpine Officials Chair, Competition Committee Chair, Connecticut Subdivision Chair, Eastern Massachusetts Subdivision Chair, and Western Massachusetts Subdivision Chair. Class C directors shall be appointed by the Executive Committee. The Competition Committee Chair shall be selected from the members of the Competition Committee.
5. Class D directors include the Immediate Past President, Tri-State Administrator, and, if the Board so appoints, the Historian. Class D directors are non-voting *ex officio* members of the Board.
 - a) The Immediate Past President position is automatically filled by the individual who most recently served as President prior to the current President unless such individual holds another director position, is no longer a TSARA member, or was removed from the President position in accord with the procedures set forth in these Bylaws, in which case, the position shall be filled by the individual who served as President prior thereto or, if that individual holds another director position, is no longer a TSARA member, or was removed, the position shall remain vacant.
 - b) The Tri-State Administrator position is an appointed position nominated by the Executive Committee and approved by the Board.
 - c) The Historian position may or may not be recognized and filled by the Board by appointment.
6. For Class A and Class B directors (elected directors), an individual may serve in the same director position for a maximum of three (3) full consecutive terms. An individual who has previously served the maximum of three (3) full consecutive terms in a particular Class A or Class B director position may be reconsidered for reelection to that director position after a service gap of two (2) years has elapsed.
7. For Class C and Class D directors (non-elected directors), there shall be no term limits.
8. The members entitled to vote for the election of directors may remove any director for good cause by a two-thirds (2/3) vote of all members at a meeting called for the purpose of removing such director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. A director who is removed from the Board may be reconsidered for reelection or reappointment to a director position after a service gap of two (2) years has elapsed.
9. Any director may resign at any time by submitting the director's resignation in writing to the President or the Secretary or at a meeting of the Board.

10. If a vacancy occurs in an elected office of the Board, the members entitled to vote for directors may fill the vacancy; or the Board may fill the vacancy; or if the directors remaining in office constitute fewer than a quorum of the Board, such remaining directors may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.
11. When a director is elected or appointed to fill a vacancy in a position having term limits because of the resignation, removal, incapacity, disability, or death of a director, if the remaining term is for one (1) year or less, then the director's service during such shortened term shall not count towards the three (3) term limitation. If the remaining term is for more than one (1) year, then the director's service during such shortened term shall count as one (1) term toward the three (3) term limitation described above.
12. Any member may nominate any individual member in good standing of TSASRA who is of the age of eighteen (18) years or more including him or herself, for any director position due for election. Announcement of nominees for all positions due for election posted on the TSASRA website at least three (3) weeks before the annual meeting of members shall be sufficient notice. Nominations from the floor will not be permitted except in the event that the Nominating Committee fails to solicit nominations for a position due for election or there are no qualified nominees for a position due for election in which case any individual member in good standing of TSASRA who is of the age of eighteen (18) years or more may be nominated from the floor of such meeting.
13. Any member may nominate any individual member in good standing of TSASRA who is of the age of eighteen (18) years or more including him or herself, for any appointed director position except for the positions of Connecticut Subdivision Chair, Eastern Massachusetts Subdivision Chair, and Western Massachusetts Subdivision Chair for which procedures are further set forth below.
14. For the positions of Connecticut Subdivision Chair, Eastern Massachusetts Subdivision Chair, and Western Massachusetts Subdivision Chair, any candidate or individual holding such position must be associated with the applicable geographic subdivision of TSASRA, and any candidate may only be nominated by a TSASRA individual or group member from the applicable geographic subdivision of TSASRA. An individual or group member's subdivision association or designation shall be determined in a manner set forth by the Board from time to time.

F. The Board shall have the following six permanent standing committees:

1. An Executive Committee, which shall consist of four (4) voting members, including the President, Vice President, Secretary, and Treasurer. The President shall chair the Executive Committee. The Immediate Past President shall be a non-voting *ex officio* member of the Executive Committee, except that if a committee vote is tied, the Immediate Past President may cast the tiebreaking vote. The Executive Committee shall be empowered to act upon all matters requiring Board attention between meetings of the full Board. The Executive

Committee shall have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), and during such times the Executive Committee shall possess the same powers, authority, and responsibilities as the Board. All actions taken by the Executive Committee must be ratified by the Board at its next meeting where a quorum is present, and if not so ratified, fail and measures taken in support of the action should be reversed to the extent reasonably possible. Ratification may be made through the use of mailed consents in accord with these Bylaws.

2. A Competition Committee, which shall consist of five (5) voting members appointed by the Board, including three (3) Age Class Chairs, the Interclub Chair, and the Collegiate Chair. The Executive Committee shall appoint one of the foregoing members to concurrently hold the Competition Committee Chair position. Nominations for appointment to the Competition Committee shall be provided to the Board by the Nominating Committee. The Competition Committee Chair shall chair the Competition Committee. The Competition Committee shall minimally be comprised of three (3) standing age class subcommittees, to be chaired by the applicable Age Class Chair, with the title and scope of responsibility of each Age Class Chair and the associated age class subcommittee determined by the Board from time to time. Additionally, the following special subcommittees may be recognized and appointed by the Board: Interclub Subcommittee, to be chaired by the Interclub Chair, and Collegiate Subcommittee, to be chaired by the Collegiate Chair. The members of all of the foregoing subcommittees shall be appointed by the Board. The Competition Committee's duties and obligations shall include, but not be limited to:
 - a) Formulating TSASRA policy for alpine skiing competition in compliance with the rules, regulations, and requirements of the NGB and FIS.
 - b) Developing and presenting to the Board for its approval, TSASRA Competition Rules, including selection procedures, policies, ranking systems, point calculations and corrections, notification requirements, and any other necessities for any and all of TSASRA's competition series and teams.
 - c) Developing and implementing policies and procedures for competitive events, including, but not limited to, regular season events, championships, preseason events, and postseason events.
3. An Appeals Committee, which shall consist of three (3) voting members, including the Alpine Officials Chair, the President, and the Competition Committee Chair. The Alpine Officials Chair shall chair the Appeals Committee. Decisions of the Appeals Committee shall be final and non-appealable within TSASRA. The Appeals Committee shall establish policies and procedures consistent with these Bylaws which shall be approved by the Board and shall exercise such powers and authority as is required pursuant to rules of the NGB. All members of the Appeals Committee shall be disinterested individuals without a conflict of interest to the individuals or situations being heard. In the event of a conflict of interest, an alternate member shall be chosen by the Alpine Officials Chair.

4. A Finance Committee, which shall consist of three (3) voting members, including the Treasurer and two additional committee members, who need not be directors and shall be appointed by the Board biennially. Nominations for appointment to the Finance Committee shall be provided to the Board by the Nominating Committee. The Treasurer shall chair the Finance Committee. The Finance Committee's primary duties and responsibilities are to assist the Treasurer in preparing an annual budget and financial statements, and to provide recommendations for budget approval, endowment draws, and capital structure of the organization. The Finance Committee shall establish policies and procedures consistent with these Bylaws, which shall be approved by the Board.
5. An Education and Development Committee, which shall consist of three (3) voting members, including the Vice President and two additional committee members, who need not be directors and shall be appointed by the Board biennially. Nominations for appointment to the Education and Development Committee shall be provided to the Board by the Nominating Committee. The Vice President shall chair the Education and Development Committee. The committee's primary purpose is to improve the knowledge of coaches and alpine officials and promote athlete development. The Education and Development Committee shall establish policies and procedures consistent with these Bylaws, including preparing written procedures for funding TSASRA programs in furtherance of its purpose.
6. A Nominating Committee, which shall consist of three (3) voting members, including the Secretary, and two additional committee members who need not be directors and shall be appointed by the Board at the time that Class B directors are elected. The Secretary shall chair the Nominating Committee. The Nominating Committee shall serve for a term of two years.

G. The Board, by resolution, may designate such special committees as it deems necessary and proper, and each such committee, to the extent provided in the resolution, shall have such authority as the Board determines. Such committees may consist of directors or individual members in good standing of TSASRA. The President shall be a non-voting *ex officio* member of all special committees.

H. Any member of a standing committee who is not a director, or any member of any special committee, may resign at any time by giving written notice to the Board. In such event, the President shall appoint a person to fill such vacancy.

Article VII – Meetings

A. The annual meeting of members of TSASRA shall be held between April 1 and June 30 of each year, and at such time and place as shall be designated by the President. In the absence of such designation of the date of the annual meeting of TSASRA by the President, the meeting shall be held on the first Wednesday in June, provided that the meeting may be postponed due to force majeure. Notice posted on the TSASRA website at least three (3) weeks prior to the designated

meeting date shall be sufficient notice of the annual meeting. The agenda of the annual meeting of members shall include, but not be limited to:

1. President's report on TSASRA activities;
2. Treasurer's report on TSASRA's financial condition;
3. reports from all standing committee chairs;
4. reports of all Subdivision Chairs;
5. report of the Alpine Officials Chair;
6. report of the TSASRA State or Division Representative member of the Eastern Alpine Competition Committee; and
7. election of directors.

B. A regular meeting of members of TSASRA shall be held between September 1 and November 15 of each year, and at such time and place as shall be designated by the President. In the absence of such designation of the date of such regular meeting of TSASRA by the President, the meeting shall be held on the fourth Wednesday in October, provided that the meeting may be postponed due to force majeure. Notice posted on the TSASRA website at least three (3) weeks prior to the meeting shall be sufficient notice of such regular meeting. The agenda of the regular meeting of members required hereunder shall include, but not be limited to:

1. President's report on TSASRA activities;
2. Treasurer's report on TSASRA's financial condition;
3. reports from all standing committee chairs;
4. reports of all Subdivision Chairs;
5. report of the Alpine Officials Chair; and
6. report of the TSASRA State or Division Representative member of the Eastern Alpine Competition Committee.

C. The Board shall provide a reasonable opportunity during the annual meeting of members and any regular meeting of members for TSASRA members to comment upon the actions and policies of the Board and TSASRA.

D. The Board shall meet as a body at least twice during each fiscal year, in accordance with the following provisions:

1. Regular meetings of the Board shall be held at least twice per year, minimally including prior to the annual meeting of members, and the regular meeting of members required under Article VII B.
2. All regular meeting dates will be designated by the President with written notice of each meeting to be given to all directors and posted on the TSASRA website at least three (3) weeks prior to each meeting.
3. Special meetings of the Board may be called by the President or by at least two-thirds (2/3) of the voting directors of the Board by written request to the President and Vice President. Time, place, reason, and agenda for special meetings will be sent to all directors with a

minimum of five (5) days' notice per meeting, unless an emergency requires less notice. In the event of failure by the President to: (1) call a special meeting of the Board within ten (10) days of written request by at least two-thirds (2/3) of the voting directors, as described above, or (2) poll the members of the Board and determine that a majority choose not to conduct a special meeting, then the Vice President is empowered and required to call such a meeting in the same manner as the President. Special meetings may be conducted and attended either in person, or via teleconference. The only business that may be conducted at a special meeting shall be that which has been contained within the agenda transmitted with the written request discussed above unless additional items are added by the President and sent to all directors with notice of the meeting.

4. All meetings of the Board shall be open to attendance by any interested member in good standing of TSASRA, except that the Board may close such meetings for discussion of personnel issues or matters of a legally sensitive nature.
5. Whenever any notice is required to be given by law or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice; provided, however, that notice may not be waived for amendments to these Bylaws. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where any person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, and the person so objects at the beginning of the meeting.
6. Any action required or permitted to be taken at a meeting of the Board or of a committee of the Board, except for votes to amend the Bylaws of TSASRA, may be taken without a meeting if TSASRA delivers a written ballot to every director or committee member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All written ballots shall (1) indicate the number of responses needed to meet quorum requirements, (2) state the percentage of approvals necessary to approve each matter; (3) specify the time by which a ballot must be received by TSASRA in order to be counted; and (4) be accompanied by written information sufficient to permit each person to make an informed decision on the matter presented. Approval by written ballot shall only be valid when those entitled to vote are given at least fifteen (15) days from the day on which the notice is mailed and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
7. In the event of a procedural dispute, Robert's Rules of Order, most current edition, will be consulted and will govern. In the event of any ambiguity or deficiency in these Bylaws, the Board shall adopt an interpretation of the provision at issue by majority vote.
8. The Secretary, or if absent, a designee, shall arrange for the taking of minutes at all meetings of the Board and at all meetings of members and will certify that such minutes represent an accurate meeting history. Minutes of all meetings will be distributed to all

directors and be made available upon request to all members within thirty (30) days of each meeting.

E. At any meeting of the Board or any permanent standing committee, a quorum shall consist of two-thirds (2/3) of all directors of the Board or members of the committee entitled to vote, respectively. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or committee members if any action taken is approved by a number which would constitute at least a majority of the required quorum; provided that the following actions can only be taken when a full quorum is present: (i) election of directors or officers; (ii) approval of annual budgets by the Board; and (iii) such other issues as may be designated elsewhere in these Bylaws as requiring a certain number of votes or attendees.

F. The quorum for any meeting of members shall be all members present at such meeting.

G. A special meeting of the members of TSASRA shall be held:

1. On the call of two-thirds (2/3) of the voting directors of the Board by written request to the President and Vice President;
2. On the call of the Executive Committee;
3. If the holders of ten (10) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the President and Vice President, one or more written demands for the meeting describing the purpose or purposes for which for which it is to be held. If the President does not, within fifteen (15) days after receipt of such members' request, call such meeting, such members may call the meeting. Notice of the special meeting, posted on the web site shall be sufficient notice of the meeting. Time, place, reason, and agenda for special meetings shall be posted on the TSASRA website with a minimum of five (5) days' notice per meeting. In the event of failure by the President to: (1) call a special meeting of the members of TSASRA within fifteen (15) days of written request, as described above, then the Vice President is empowered and required to call such a meeting in the same manner as the President. The only business that may be conducted at a special meeting shall be that which has been contained within the agenda transmitted with the written request discussed above unless additional items are added by the President and included with notice of the meeting.

H. Any director or committee member not physically present at a meeting may participate in such meeting by the use of any telecommunications system that enables the director or member to engage in two-way communication with all of the other directors or members taking part in the meeting and shall be deemed present in case of such participation.

Article VIII – Duties of Officers and Other Organizational Positions

A. President. The President is the highest elective position in TSASRA. The duties of the President shall include, but not be limited to:

1. Serving as a full voting member on the Board, Executive Committee, and Appeals Committee, and as a non-voting *ex officio* member of all special committees of the Board unless appointed a full voting member of any special committee by the Board.
2. Chairing the Executive Committee.
3. Designating the date, time, and place of the annual meeting of members, any regular meeting of members, all meetings of the Board (regular and special), and all special meetings of the members, as permitted or required by these Bylaws.
4. Presiding at all meetings of the Executive Committee, the Board, and the members.
5. Reporting on TSASRA activities at the annual meeting of members and any regular meeting of members.
6. As Executive Committee Chair, reporting on the activities of the Executive Committee at the annual meeting of members and any regular meeting of members.
7. Signing contracts on behalf of TSASRA.
8. Acting as the registered agent of TSASRA or designating an individual to be its registered agent.
9. Appointing individuals to fill non-director vacancies on standing committees and any vacancies on special committees.

B. Vice President. The duties of the Vice President shall include, but not be limited to:

1. Serving as a full voting member on the Board, Executive Committee, and Education and Development Committee.
2. Chairing the Education and Development Committee.
3. As Education and Development Committee Chair, reporting on the activities of the Education and Development Committee at the annual meeting of members and any regular meeting of members.
4. Performing the duties and obligations of the President in the absence of the President or inability of the President to perform the President's duties.
5. Performing such duties as are assigned to the Vice President by the President.

C. Secretary. The duties of the Secretary shall include, but not be limited to:

1. Serving as a full voting member on the Board, Executive Committee, and Nominating Committee.
2. Chairing the Nominating Committee.
3. Taking or arranging for the taking of minutes at all meetings of the Board, members, and Executive Committee, unless absent, certifying that such minutes represent an accurate meeting history, and distributing such minutes. The Secretary may assign this duty to the Tri-State Administrator.
4. As Nominating Committee Chair, reporting on the activities of the Nominating Committee at the annual meeting of members and any regular meeting of members.

5. Maintaining an accurate copy of the Bylaws and distributing or making available the Bylaws to the Board and the members.
6. Signing contracts on behalf of the organization.
7. Authenticating and certifying records and documents of TSASRA.
8. Making all legal filings on behalf of TSASRA.

D. Treasurer. The duties of the Treasurer shall include, but not be limited to:

1. Serving as a full voting member on the Board, Executive Committee, and Finance Committee.
2. Chairing the Finance Committee.
3. Performing an audit of receipts and disbursements at least annually.
4. Reporting on TSASRA's financial condition at the annual meeting of members and any regular meeting of members.
5. As Finance Committee Chair, reporting on the activities of the Finance Committee at the annual meeting of members and any regular meeting of members.
6. Collecting membership dues. The Treasurer may assign this duty to the Tri-State Administrator.

E. Subdivision Chairs. The duties of each of the Subdivision Chairs (Connecticut Subdivision Chair, Eastern Massachusetts Subdivision Chair, Western Massachusetts Subdivision Chair) shall include, but not be limited to:

1. Serving as a full voting member on the Board.
2. Establishing a geographically representative committee for the Chair's respective subdivision of the Tri-State division (Connecticut, Eastern Massachusetts, and Western Massachusetts).
3. Reporting on the activities within the Chair's subdivision or affecting the Chair's subdivision at the annual meeting of members and any regular meeting of members.
4. Establishing rules and policies within the Chair's subdivision consistent with the rules and policies of TSASRA, the NGB, and FIS.
5. Representing the policies and views of the Chair's respective subdivision in all matters that come before the TSASRA Board and membership.

F. Alpine Officials Chair. The duties of the Alpine Officials Chair shall include, but not be limited to:

1. Serving as a full voting member on the Board and Appeals Committee.
2. Chairing the Appeals Committee.
3. Reporting on matters related to officials at the annual meeting of members and any regular meeting of members.
4. As Appeals Committee Chair, reporting on the activities of the Appeals Committee at the annual meeting of members and any regular meeting of members.
5. Attending all required NGB meetings for officials and report to the members on such meetings.

6. Conducting such activities as may be required by NGB or as are necessary and appropriate to establish and maintain a high level of officiating within TSASRA.
7. Monitoring the credentials of all TSASRA officials.
8. Running officials' clinics within the Tri-State division.

G. Competition Committee Chair. The duties of the Competition Committee Chair shall include, but not be limited to:

1. Serving as a full voting member on the Board and Competition Committee.
2. Chairing the Competition Committee.
3. Ensuring that the duties and obligations of the Competition Committee are fulfilled.
4. Coordinating unified rules and calendar scheduling for races and competition events and training opportunities across all regions and age groups
5. Overseeing the committee members of the Competition Committee in the exercise of their duties and implementation of the policies and procedures adopted thereby.
6. Reporting on the activities of the Competition Committee at the annual meeting of members and any regular meeting of members.
7. Attending the NGB's Eastern Region's Alpine Competition Committee meetings as a member or visitor, and keeping the Board informed of relevant actions contemplated or approved thereby.

H. Immediate Past President. The duties of the Immediate Past President shall include, but not be limited to:

1. Serving as a non-voting (except where casting a tiebreaking vote) *ex officio* member on the Board and Executive Committee.
2. Providing continuity of leadership to the President.
3. Serving as an advisor and providing feedback to committees.
4. Performing other duties as assigned by the Executive Committee.

I. Tri-State Administrator. The duties of the Administrator shall include, but not be limited to:

1. Serving as a non-voting *ex officio* member on the Board.
2. Having responsibility for the management and operation of TSASRA in accord with the general policy directives and actions of the Board and exercising prudence, good judgment, and financial responsibility in conducting the business and administrative affairs of TSASRA.
3. Collecting membership dues if assigned by the Treasurer.
4. Maintaining the TSASRA website and publishing competition schedules, rules, and notices.
5. Providing notice of Board and member meetings at the direction of the President.
6. Assisting the Executive Committee and Board in the conduct of meetings.
7. Taking minutes at meetings of the Board and members if assigned by the Secretary.
8. Maintaining a current roster of members, directors, and committee members.
9. Performing such additional duties as are assigned to by the President or the Board.

J. Competition Committee Age Class Subcommittee Chairs. The duties of the Competition Committee Age Class Subcommittee Chairs shall include, but not be limited to:

1. Serving as a full voting member on the Competition Committee.
2. Chairing the Chair's respective Competition Subcommittee.
3. Contributing to the fulfillment of the duties and obligations of the Competition Committee through management and coordination of the activities of the Chair's respective Competition Subcommittee.
4. Working with the members of the Chair's respective Competition Subcommittee to fulfill the duties and obligations of the subcommittee.
5. Monitoring the activities of the NGB's Eastern Region as concern the Chair's respective Competition Subcommittee.

K. Interclub Chair. The duties of the Interclub Chair shall include, but not be limited to:

1. Serving as a full voting member on the Competition Committee.
2. If an Interclub Subcommittee is recognized and appointed by the Board, Chairing the Interclub Subcommittee.
3. Contributing to the fulfillment of the duties and obligations of the Competition Committee.
4. Formulating Interclub policy, rules, procedures, and schedules for Interclub alpine skiing competition in compliance with NGB and TSASRA rules and procedures where applicable.
5. Coordinating the activities of Interclub member programs, with each other and with other programs within the Tri-State division, where applicable.
6. If applicable, working with the members of the Interclub Subcommittee to fulfil the duties and obligations of the subcommittee.

L. Collegiate Chair. The duties of the Collegiate Chair shall include, but not be limited to:

1. Serving as a full voting member on the Competition Committee.
2. If a Collegiate Subcommittee is recognized and appointed by the Board, Chairing the Collegiate Subcommittee.
3. Contributing to the fulfillment of the duties and obligations of the Competition Committee.
4. Representing collegiate alpine skiing in TSASRA, coordinating the activities and addressing the concerns common among collegiate coaches, athletes, and members regarding crossover opportunities, rules, quotas, and selection procedures.
5. Works closely with the Board to ensure complementary event scheduling.
6. If applicable, working with the members of the Collegiate Subcommittee to fulfil the duties and obligations of the subcommittee.

M. Historian. The Board may, but need not, appoint a Historian. If the Board appoints a Historian, the duties of the Historian shall include, but not be limited to:

1. Serving as a nonvoting *ex officio* member of the Board.
2. Tracking and documenting the activities and achievements associated with TSASRA.

3. Maintaining archives and preparing historical records and information which may include, but is not limited to, photographs and written reports.

N. Representatives to the NGB's Eastern Region and/or Eastern Ski Association. To the extent TSASRA is empowered or authorized to appoint, elect, or otherwise select an individual to be a director or member of any board or committee of the NGB's Eastern Region and/or Eastern Ski Association for the purpose of representing the interests of TSASRA, including but not limited to the Eastern Alpine Competition Committee, the Board is expressly authorized to fill such position(s), and may delegate such authority to its officers. Any such position may be held by a current director of the Board. Any such representative shall report on the activities of the respective board or committee at the annual meeting of members and any regular meeting of members, and keep the Board informed of relevant actions contemplated or approved by the respective board or committee.

Article IX – Rules, Appeals, and Grievances

A. Rules. The competition rules of TSASRA shall be those of the NGB, and those rules established by TSASRA in compliance therewith and approved each year as the TSASRA Competition Rules. Upon approval by the Board, the TSASRA Competition Rules shall be published on the TSASRA website by December 15 of each year.

B. Appeals of Decisions of Race Organizers and Officials. The Appeals Committee shall adjudicate any appeal of decisions of race organizers and officials, including, but not limited to, non-disciplinary start right and participation appeals, suspension from participation in competition appeals, and competition jury appeals, and shall follow NGB rules and procedures in any such adjudication.

C. Grievances. Every member of TSASRA shall have the right to pursue written grievances concerning actions by the Board, any of its committees, or any of its members acting in their official capacities in accordance with the procedures set forth below:

1. A grievance shall be defined as an allegation by a member that TSASRA, the Board, any of its committees, or any member while acting in an official capacity has violated the Articles of Organization, these Bylaws, or the official written policies and procedures of TSASRA, or has failed to discharge its obligations under the NGB Bylaws. The grievance procedures set forth in this Section C do not apply to Competition Jury appeals, Team Selection appeals, Suspensions, or to matters falling within the jurisdiction of the United States Center for SafeSport. The investigation and adjudication of matters involving allegations or reports of sexual abuse or misconduct, or other violations that involve prohibited conduct that is related to sexualized behavior, fall within the jurisdiction of the United States Center for SafeSport. Grievances do not include complaints against or disapproval of policy decisions of the Board, and the Appeals Committee shall respond to any effort to raise such issues in the form of a grievance by notifying the complainant in writing that the Appeals Committee lacks jurisdiction over policy decisions, and that such issues should be brought to the attention of the President, the Competition Committee, or

the Board through a Board member or during any open comment period of a meeting of members. The Appeals Committee may decline to consider a grievance, and instead refer the complaining party to the NGB's dispute resolution process if the matter complained of does not affect or concern the ability of a member to pursue athletic excellence within TSASRA.

2. A complainant may initiate the grievance process by filing a written complaint with the principal office of TSASRA addressed to the Tri-State Administrator or by email to the Tri-State Administrator. The Complaint shall include the following:
 - a) The identity of the complainant;
 - b) The identity of the member(s), Board(s), or committee(s) of TSASRA against who the grievance is directed (hereinafter the "Respondents");
 - c) A short and plain statement of the facts giving rise to the grievance, including the action at issue, the Articles of Organization, Bylaws, or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought;
 - d) The signature of the complainant (and the signature of his/her parent or legal guardian if he/she is under eighteen (18) years of age) either written or electronic; and
 - e) Any reasonable filing fee adopted in advance by the Board.
3. The Board shall adopt procedures for the processing, review, consideration, and resolution of grievances. If a final resolution or order is prepared by the Appeals Committee, the resolution or order so entered shall be non-appealable within TSASRA. The prevailing party in any grievance shall be entitled to a refund of any filing fees the party has paid during the course of the grievance procedure.

D. Team Selection. The Board shall adopt procedures for the processing, review, consideration, and resolution of any appeal filed by any member who believes that he/she has wrongfully been denied membership on any team whose members are selected through participation in TSASRA competition.

Article X – Indemnification

The members of the Board, as a board and individually, and the members of each permanent standing committee, as a committee and individually, are specifically held harmless by TSASRA for all actions taken in good faith on behalf of TSASRA, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence. No indemnification will be provided where an officer, director or other member is adjudicated to be liable and a central reason for this finding is that he/she acted in bad faith. No indemnification will be provided where an individual is found to have personally and substantially benefited from his/her actions and these actions in any way injured TSASRA or placed it at risk of injury. Where the individual has not been adjudicated to be in bad faith and where his/her actions did not injure

or threaten to injure TSASRA, no indemnification will be provided to the extent that the officer or director personally profited as a result of his/her actions. No indemnification will be provided to an individual where the liability was the result of an action initiated by that person and where the initiation of the action was unauthorized by the Board or these Bylaws.

Article XI – Code of Conduct

A. The Board shall adopt a written code of conduct and ethical practices for TSASRA that shall include the requirement that each officer and member of the Board and of each committee annually agree in writing to abide by such code. The code may be amended from time to time by the Board as it may deem advisable.

B. The Code shall include at least the following restrictions:

1. Any officer of TSASRA, or member of the Board, or of any Committee, who has a financial interest in any contract or transaction involving TSASRA shall have no vote with respect to approval of such contract or transaction; and
2. No TSASRA member shall receive any form of compensation or reimbursement of travel expenses from TSASRA unless specifically authorized by the Board or the designated committee or other designee of the Board.

Article XII – Amendment of Bylaws

A. Amendments to these Bylaws may be proposed by either (i) any three (3) members of the Board, or (ii) any five (5) members of TSASRA entitled to vote at a meeting of members.

B. Proposed amendments shall be presented to the Tri-State Administrator in writing at least thirty (30) days before any properly noticed meeting of members and shall be sent by the Tri-State Administrator to all members of the Board and standing committee members, and posted on the TSASRA website, at least three (3) weeks before the meeting of members.

C. Proposed amendments shall be presented as follows:

1. State who is proposing the amendment(s).
2. State in writing that portion of the existing text in its entirety, inclusive of all portions which are to be considered for change.
3. Within the text of the above statement in 2., show any new phrases or addenda with all words to be added underlined thus: new verbiage.
4. Within the text of the above statement in 2., show any dropped phrases or deletions with all words to be deleted stricken through thus: ~~deleted verbiage~~.

5. The proposed amendment must be accompanied by a brief explanation of the reasons for the change, and the effect of the change, if adopted.

D. These Bylaws may be repealed or amended only by the affirmative vote of two-thirds (2/3) of the members present at a meeting of members and entitled to vote thereat, provided that the foregoing procedures are satisfied.

E. Any amendment of these Bylaws shall become effective forty-five (45) days from the date of approval by the members.

Article XIII – Dissolution

In the event of dissolution of TSASRA, any assets remaining after the satisfaction of all obligations of TSASRA shall be distributed for purposes within the scope of alpine ski racing competition and to benefit NGB alpine skiing, as determined by the Bylaws.