

TRI-STATE ALPINE SKI RACING ASSOCIATION, INC.

ARTICLE I – Corporation

Name, Non-Profit Status, and Corporate Seal

- A. The name of this organization shall be the Tri-State Alpine Ski Racing Association, Inc. (hereinafter “TSASRA” or the “Corporation”), and it shall be recognized as an affiliated entity by the United States Ski & Snowboard Association (“USSS”), the National Governing Body (“NGB”), recognized by the United States Olympic Committee and International Ski Federation, as the governing body for skiing and snowboarding in the United States of America.
- B. The Tri-State Alpine Ski Racing Association shall be incorporated under the laws of the State 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.
- C. The Tri-State Alpine Ski Racing Association, Inc. shall have no corporate seals unless required by the laws of the State of Massachusetts.
- D. The principal office of the Tri-State Alpine Ski Racing Association, Inc. shall be located at 320 Stage Road, Cummington, MA 01026, or at such other location as may be approved by the Board of Directors of the Corporation (hereinafter “the Board”).
- E. The principal office of the Tri-State Alpine Ski Racing Association, Inc. shall also be its registered office. The registered agent of the Tri-State Alpine Ski Racing Association, Inc. at such registered office shall be the Chairman of the Board of Tri-State Alpine Ski Racing Association, Inc.
- F. The Tri-State Alpine Ski Racing Association, Inc. may maintain other offices at such locations as may be approved from time to time by the Board.
- G. 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 TSASRA Board of Directors (“Board”) or its delegated representative.

ARTICLE II - Purposes

Preamble: As set forth in the TSASRA Certificate of Incorporation, the purposes of TSASRA are:

to promote the development of first-rate ski competition and training programs. To create opportunities for alpine ski competition within the states of Connecticut, Massachusetts, Rhode Island and or clubs approved by the Board (collectively, the “Tri-State region”) for a variety of ages and athletic ability levels.

to cooperate and maintain good relationships with local, regional and national ski associations, ski areas, and communities;

to be affiliated with the United States Ski and Snowboard Association (“USSS”) through its Eastern Division; to comply with USSS’s competition regulations, Code of Conduct and the provisions of any other USSS rules and regulations applicable to USSS-affiliated organizations, and to participate in its programs and administer USSS-sanctioned alpine ski races in the Tri-State region;

to provide and encourage others to provide the physical facilities, financial assistance, coaching, and other support to enable TSASRA competitors to achieve their full potential, including the opportunity for Eastern, National and International ski competition; and

to provide a variety of services and benefits for its members, including the promotion of ski education.

In order to fulfill the purposes of the corporation as set forth above, the corporation adopts the following Vision, Missions and Objectives:

A. The **vision** of the Tri-State Alpine Ski Racing Association, Inc. is to support USSS’s vision of making the United States of America the best in the world in Olympic skiing.

B. The **mission** of the Tri-State Alpine Ski Racing Association, Inc. is to support the mission, vision and values of USSS by Tri-State Alpine Ski Racing Association, Inc.

C. The **objectives** through which the Tri-State Alpine Ski Racing Association, Inc. shall accomplish its mission shall include the following:

1. Disseminating education, training, and supporting USSS members in their goal to achieve sustained success in all levels of ski competition; and by helping members to use ski competition 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 skiing and establishing a clear path for athletic progression for USSS members;
4. Establish a race calendar and entry criteria for those races consistent with USSS, USOC and FIS rules;
5. Establish local rules and policies consistent with USSS rules and policies that facilitate excellence in competition and athletic development.
6. Fostering and encouraging interest and participation in USSS sanctioned skiing.
7. Assisting the USSS Alpine Sport Committee (“ASC”) in the implementation of its mission to make recommendations to the USSS Board and implementing the directives of the USSS Board.
8. Disseminating SafeSport and Anti-doping resources at the request of USSS.

ARTICLE III - USSS, USOC and FIS Compliance

In compliance with the requirements of the FIS and USOC, the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, and the USSS Bylaws, the Tri-State Alpine Ski Racing Association, Inc. shall:

- A. keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding;
- B. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials 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 its Board of Directors and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;
- D. endeavor to provide that its Board of Directors and any other committees with governance responsibilities include membership and voting strength of eligible athletes to be not less than twenty percent (20%). Athlete eligibility shall be defined as those individuals who have held a

USSS competitor license and have competed in USSS competition (non-master's level) within the past 10 years.

E. provide procedures for the prompt and equitable resolution of grievances of its members;

F. 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 USSS as an NGB with respect to any component or discipline of skiing, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;

G. provide USSS access to Tri-State Alpine Ski Racing Association books and records to permit USSS to ensure compliance with the above.

H. The Board shall adopt USSS's code of conduct and USSS's conflict of interest and ethics policies, and all members shall abide by such rules and policies.

ARTICLE IV - Membership

A. Membership in TSASRA shall be open to any USSS member who subscribes to the purposes of TSASRA, regardless of race, color, religion, national origin, or sex. In addition to this, Tri-State Alpine Ski Racing Association, Inc. shall offer a Parent /Sponsor membership which does not require a USSS membership. Tri-State Alpine Ski Racing Association, Inc. membership year is from July 1 to June 30. Any member shall be entitled to all the benefits of membership pertaining to his or her class of membership.

B. Membership classes, dues and other fees shall be determined annually by the Board and shall be payable by the members to the Tri-State Organization.

ARTICLE V – Voting by Members

A. The Tri-State Alpine Ski Racing Association, Inc. shall be a non-profit organization open to all regardless of race, creed, color, or sex, and who pay such membership fees as the USSS Board shall approve from time to time.

B. All members of Tri-State Alpine Ski Racing Association, Inc. must be members of USSS.

C. Every Tri-State member eighteen (18) years of age or older and in good standing shall be entitled to vote at any meeting of members. At any such meeting, a member must be physically present to vote

ARTICLE VI - Meetings of Members

- A. The annual Spring meeting of the members of TSASRA shall be held on such dates 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 Spring meeting of members by the President, the meeting shall be held on the first Wednesday in June. Notice three weeks prior to the meeting, posted on the web site shall be sufficient notice of the annual Spring meeting.

The agenda of the annual meeting shall include, but not be limited to:

1. the President's report on TSASRA activities;
2. the Treasurer's report on TSASRA's financial condition;
3. reports from all Competition Chairs;
4. reports of all Regional Chairs;
5. report of the Alpine Officials Chair;
6. report of the liaison to the Eastern Alpine Competition Committee;
7. report of the Interclub Chair
8. report the Collegiate Chair
9. election of directors.

- B. A regular Fall meeting of the members of TSASRA shall be held on such date 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 by the President, the meeting shall be held on the fourth Wednesday in October. Notice three weeks prior to the meeting, posted on the web site shall be sufficient notice of the annual meeting.

The agenda of the regular Fall meeting shall include, but not be limited to:

1. the President's report on TSASRA activities;
2. the Treasurer's report on TSASRA's financial condition;

3. reports from all Competition Chairs;
 4. reports of all Regional Chairs;
 5. report of the Alpine Officials Chair;
 6. report of the liaison to the Eastern Alpine Competition Committee.
 7. report of the Interclub Chair
 8. report of the Collegiate Chair
- C. The Board shall provide a reasonable opportunity during the annual Spring and regular Fall meetings of members for members to comment upon the actions and policies of the Board.
- D. A Special Meeting of the members shall be held:
1. On the call of the Board or of the Executive Committee;
 2. 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 Secretary and /or 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 Secretary and /or President, shall not, within fifteen (15) days after receipt of such members' request, so 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.
 3. Only those matters specifically set forth in the notice of a special meeting shall be considered at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.
- E. The quorum for any meeting of members shall be all members present at such meeting.

ARTICLE VII – Board of Directors

- A. Corporate Powers.** All corporate powers shall be exercised by or under the authority of the Board of Directors, and the activities, property and affairs of the corporation 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 of Directors.

B. Composition

1. The Board shall be comprised of members in good standing of the USSS. Every member of the Board shall be entitled to vote in person on Board business unless the member is designated below as a non-voting member or is ineligible under the USSS's conflict of interest policies.
2. Voting by proxy shall not be permitted and each member of the Board shall have one (1) vote regardless of how many offices that person may hold.
3. The number of directors constituting the entire Board of Directors shall be not less than three and may be increased by the Board from time to time, as deemed necessary, and may include the following Board positions:
 - (a) President
 - (b) Vice President
 - (c) Secretary
 - (d) Treasurer
 - (e) U21/U19 Alpine Chair
 - (f) U16 Alpine Chair
 - (g) U14/U12/U10 Alpine Chair
 - (h) Connecticut Regional Chair
 - (i) Eastern Massachusetts Regional Chair
 - (j) Western Massachusetts Regional Chair
 - (k) Alpine Officials Chair
 - (l) One (1) member-at-large
 - (m) Interclub Chair
 - (n)) Collegiate Chair

4. The Tri-State Administrator shall attend all official meetings of the organization, unless excused by the Board for exigent circumstances.
5. The Board may appoint a historian to serve in an advisory non-voting capacity

C. Qualifications Each director must be a member in good standing of TSASRA and USSS.

D. Terms and Elections Elected Directors shall serve for a term of two years. The Elected Directors shall be divided into two classes, as follows:

Class A: President, Secretary, U16 Alpine Chair, U14/U12/U10 Alpine Chair, and At- Large Member

Class B: Vice President, Treasurer, U21/U19 Alpine Chair, Interclub Chair

Class C: Alpine Officials Chair, and Collegiate Chairs are appointed positions approved by the Board

The Class A Directors shall be elected at the annual Spring meeting of members held in even-numbered years, and the Class B Directors shall be elected at the annual Spring meeting of members held in odd-numbered years.

Any member may nominate any other member including him or herself, for any Directors position up for election. Announcement of nominees posted on the web site before the annual meeting shall be sufficient. Any member in good standing may also be nominated from the floor of the annual meeting.

E. Quorum A quorum for a meeting of the Board of Directors shall be a minimum of two-thirds of the entire Board with no proxy votes permitted.

F. Committees

1. **Standing Committees.** The Board shall have four standing committees. They shall be:
 - (a) An Executive Committee, which shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall act for the Board, providing circumstances demand such action and that the Board is not in session. The Executive

- Committee shall also exercise such responsibilities and powers as are delegated to it from time to time by resolution of the Board. The President shall be the chair of the Executive Committee.
- (b) An Alpine Competition Committee, which Committee shall be comprised of 3 sub-committees, which shall be appointed by the Board, and include the following;
- i. U21/19 Alpine Competition Committee;
 - ii. U16 Alpine Competition Committee;
 - iii. U14/U12/U10 Competition Committee
- (c) An Appeals Committee, which shall consist of the President, U21/U19 Chair, the U16 Alpine Chair, the U14/U12/10, Alpine Chair, The Vice President and the Alpine Officials Chair. The Appeals Committee shall have such powers and authority as is required pursuant to rules of USSS.
- (d) A Nominating Committee shall consist of a chair and two other committee members, all of whom shall be elected by the members during the Class B Election. Members of the Nominating Committee need not be Directors. The Nominating Committee shall serve for a term of two years. Prior to each election of Directors, the Nominating Committee shall make its recommendations for the persons to be nominated as Directors. As well as nominating persons for Directors positions, the Nominating Committee shall also nominate three members to serve on the Nominating Committee.
2. **Special Committees.** Board of Directors, by resolution, may designate from among the Board members 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. The Board may also designate additional members of any such committee from among the general membership of T/S in order to obtain special expertise and any such committee members shall be non-voting. The President shall be an ex officio member of all special committees.
3. **Quorums.** The quorum for any meeting of any committee of the Board shall be two-thirds of the entire voting membership of the committee.
4. **Vacancies.** Any member of the Nominating Committee or 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.

G. Regular and Special Meetings. The Board may conduct regular meetings at such times and places as it shall by resolution determine, as set forth below:

- (a) Regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting, except that, unless stated in a written notice of the meeting, no bylaw may be considered for recommendation to the members for adoption, amendment or repeal.
- (b) Special meetings of the Board may be called by the President or the Secretary or by two-thirds of the entire Board and shall be preceded by at least two days' notice of the date, time and place of the meeting. Notice of a special meeting need not include a description of the purpose or purposes for which the meeting is called, except that, unless stated in a written notice of the meeting, no bylaw may be considered for recommendation to the members for adoption, amendment or repeal.
- (c) All meetings of the Board shall be open to attendance by any interested member in good standing of the USSS, except that the Board may close such meetings for discussion of matters of a legally sensitive nature.

H. Waiver of Notice. A director may, in writing, waive notice of any meeting of the Board before or after the time and date stated in the notice. A director's attendance at or participation in a meeting waives any required notice to him or her, unless the director at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

I. Action without Meeting Any action required or permitted to be taken by the Board may be taken without a meeting if the action is taken by all members of the entire Board and is evidenced by a unanimous written consent filed with the corporate records and reflecting the action taken. The unanimous written consent shall be effective when each director has provided his or her written consent.

participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

J. Director Removal, Resignation, Vacancy

1. The members entitled to vote for the election of directors may remove one or more Elected Directors with or without cause. An Elected Director may be removed by the members entitled to vote for directors only at a meeting called for the purpose of removing him or her and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.
2. Any director may resign at any time by submitting their resignation in writing to the President or the Secretary or to a meeting of the Board of Directors.
3. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors (a) The members entitled to vote for directors may fill the vacancy; or (b) the Board of Directors may fill the vacancy; or (3) if the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

ARTICLE VIII - Duties of Officers

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

1. Serving on the Executive, Appeals and all special committees of the Board.
2. Presiding at all meetings of the Executive Committee, the Board of Directors and the members.
3. Sign contracts on behalf of the organization.
4. Call special meetings of the Board.

B. Vice President The duties of the Vice President shall include:

1. Serving on the Executive Committee.
2. Performing the duties of the President in the absence of the President or inability of the President to perform the President's duties.
3. Performing such duties as are assigned to the Vice President by the President.

C. Secretary The duties of the Secretary shall include:

1. Serving on the Executive Committee.
2. Recording and distributing minutes of all meetings of the Executive Committee, the Board and the members.
3. Maintaining an accurate copy of the bylaws and distributing the bylaws to the Board and the members.
4. Signing contracts on behalf of the organization.
5. Authenticating and certifying records and documents of the corporation.
6. Making all legal filings on behalf of the corporation.

D. Treasurer. The duties of the Treasurer shall include:

1. Serving on the Executive Committee
2. Performing an audit of receipts and disbursements at least annually.
3. Making an annual financial report to the members.
4. Collecting membership dues. The treasurer may assign this duty to the Tri-State Administrator

E. Alpine Officials Chair The duties of the Alpine Officials Chair shall include:

1. Attending all required USSS meetings for officials and report to the members on such meetings.
2. Conducting such activities as may be required by USSS or as are necessary and appropriate to establish and maintain a high level of officiating within TSASRA.
3. Monitoring the credentials of all TSASRA officials.
4. Running official's clinics within the TSASRA region.

F. Alpine Competition Committee. Consisting of the U21/U19 Chair, U16 Chair, U14/U12/U10 Chairs (Alpine Competition Committee Chairs)

The duties of the U21/U19 Chair, U16 Chair, and U14/U12/U10 Chairs shall include:

1. Formulating TSASRA policy for alpine competition in compliance with the rules, regulations and requirements of USSS and FIS.
2. Presenting for approval, as members of the Alpine Competition Committee, to the Board of Directors, Alpine Competition Rules including selection procedures, policies, ranking systems, point corrections, notification requirements and any other necessities for the TSASRA alpine competition teams. Upon approval by the Board of Directors, the Tri-State Alpine Ski Racing Association, Inc.'s Alpine Competition Rules shall be published on the Tri-State Alpine Ski Racing Association, Inc.'s website by December 15 of each competition year;
3. Developing and implementing policies and procedures for competitive events, including, but not limited to, Championships and pre and post season events, and organizing such events throughout the competition year.

G. Regional Chairs. The Regional Chairs shall:

1. Establish a geographically representative committee for their respective regions (Eastern Massachusetts, Western Massachusetts, and Connecticut);
2. Establish regional rules and policies consistent with the rules and policies of TSASRA, USSS and FIS.
3. Represent the policies and views of their respective regions to the T/S Board and membership.

H. Member-at-Large The Member-at-Large shall represent the assembly of members in all matters that come before the board and vote in accord with that representation.

I. Interclub Chair. The duties of the Interclub Chair shall include:

1. Formulating Interclub policy, rules, procedures and schedules for Interclub alpine competition in compliance with USSS and T/S rules and procedures where applicable.

2. Coordinating the activities of Interclub member programs, with each other and with other regional programs, where applicable, including, but limited to programs in TSASRA Eastern and Western Massachusetts, Connecticut Youth Ski League and Buddy Werner League in Eastern Mass

J. Collegiate Chair. The duties of the Collegiate Chair shall include:

1. Representing collegiate skiing in the Tri-State Alpine Ski Racing Association, Inc., coordinating the activities and addressing the concerns common among the Collegiate coaches, athletes and members regarding crossover opportunities, rules, quotas and selection procedures The College Chair works closely with the Tri-State Alpine Ski Racing, Inc. Board to insure complementary event scheduling.

ARTICLE IX – Rules and Appeals

A. Rules The competition rules of TSASRA shall be those of FIS, the international governing body of alpine ski racing, and USSS, the national governing body of alpine ski racing and those rules established by TSASRA in compliance therewith and published each year in the Tri-State Alpine Ski Racing Association Competition Rules on the TSASRA website.

B. Appeals of Decisions of Race Organizers and Officials

The Appeals Committee shall adjudicate any appeal and shall follow USSS rules and procedures in any such adjudication.

C. Appeals of the Action of the Board and its committees and members.

Grievances. Every member of the Tri-State Alpine Ski Racing Ski Association 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 the Board, any of its committees or any member while acting in an official capacity has violated these bylaws or has failed to discharge its obligations under the USSS Bylaws, USOC Bylaws or the Ted Stevens Olympic and Amateur Sports Act.

2. A complainant may initiate the grievance process by filing a written complaint with the principal office of Tri-State Alpine Ski Racing Ski Association. 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 the Tri-State Alpine Ski Racing Ski Association against whom the grievance is directed (hereinafter collectively the “Respondents”);
 - (c) A short and plain statement of the facts giving rise to the grievance, including the action at issue, 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); and
 - (e) Any reasonable filing fee adopted in advance by the Board.
3. Within ten (10) days of receiving the Complaint, the Board shall refer the matter to USSS for disposition pursuant to Article IX of the USSS Bylaws.

ARTICLE X – Indemnification

The members of the Board, as a board and individually are specifically held harmless by the Tri-State Alpine Ski Racing Ski Association for all actions taken in good faith on behalf of the, Tri-State Alpine Ski Racing Ski Association 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 he/she is found to have personally and substantially benefited from his/her actions and these actions in any way injured the Tri-State Alpine Ski Racing Ski Association or placed it at risk of injury. Where the officer, director or member has not been adjudicated to be in bad faith and where his/her actions did not injure or threaten to injure the Tri-State Alpine Ski Racing Ski Association, 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 officer, director or member 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 - Parliamentary Authority All meetings of TSASRA shall be conducted in accordance with the most recent revision of Roberts Rules of Order.

ARTICLE XII – Amendment of Bylaws

- A. These Bylaws may be repealed or amended by the affirmative vote of two thirds of the members present at a meeting of members and entitled to vote thereat, provided that the notice of such meeting contained a copy of the proposed amendment or repeal.
- B. Any amendment of these bylaws shall become effective forty-five (45) days from the date of approval by the Board of the Corporation

ARTICLE XIII – Dissolution

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