

TRI-STATE ALPINE RACING ASSOCIATION, INC.

Article I – Corporation

Section 1.

The name of the corporation is Tri-State Alpine Racing Association, Inc. (“T/S” or the “corporation”). The corporation is a Connecticut non-stock corporation and is the successor to the unincorporated association known as the Tri-State Alpine Racing Association.

Section 2.

T/S 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 T/S Board of Directors (“Board”) or its delegated representative.

Article II –Purposes

As set forth in the T/S Certificate of Incorporation, the purposes of T/S 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, and](#) 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 (“USSA”) through its Eastern Division; to comply with USSA’s competition regulations, Code of Conduct and the provisions of any other USSA rules and regulations applicable to USSA-affiliated organizations, and to participate in its programs and administer USSA-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 T/S 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 and safety factors.

Article III – Membership

## Section 1.

Membership in T/S shall be open to any USSA member who subscribes to the purposes of T/S, regardless of race, religion, ethnicity, or gender. . In addition to this, Tri-States offers a Parent /Sponsor memberships which does not require a USSA membership. Tri-State 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.

## Section 2.

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 IV – Voting by Members

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 V – Meetings of Members

### Section 1.

The ~~annual-Spring~~ meeting of the members of T/S 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 meetings of members by the President, the meeting shall be designated by the President ~~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 meeting.

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

1. the President's report on T/S activities;
2. the Treasurer's report on T/S'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. election of directors.

## Section 2.

A regular fall meeting of the members of T/S 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 fall meeting shall include, but not be limited to:

- the President's report on T/S activities;
- the Treasurer's report on T/S's financial condition;
- reports from all competition chairs;
- reports of all regional chairs;
- report of the alpine officials chair;
- report of the liaison to the Eastern Alpine Competition Committee.

## Section 3.

A special meeting of the members shall be held:

On the call of the Board or of the Executive Committee;

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 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.

| Section ~~4.5.~~

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

Article VI – Board of Directors

Section 1.- Powers

| All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the corporation managed by or under the direction of, the Board of Directors. Including, but not limited to the adoption and implementation of competition rules and policies and procedures of the organization.

Section 2. Composition

| The number of directors constituting the entire Board of Directors shall be ~~Twelve~~ eleven. The Board shall be comprised of:

President

Vice President

Secretary

Treasurer

~~J-I & II~~ U21/U18 Alpine Chair

~~J-III & IV~~ U16/U14/U12 Alpine Chair

Connecticut Regional Chair

Eastern Massachusetts Regional Chair

Western Massachusetts Regional Chair

Alpine Officials Chair

| One (1) member-at-large

| Collegiate Chair

| Ex officio voting members of the Board are the Connecticut Regional Chair, the Eastern Massachusetts Regional Chair and the Western Massachusetts Regional Chair each chosen pursuant to the rules and procedures of his or her respective region.

The Tri-State Administrator shall attend all official meetings of the organization.

The remaining directors shall be elected by the members and are referred to herein as the "Elected Directors."

The number of directors constituting the Entire Board may be increased or decreased only by amendment of these bylaws.

### Section 3. - Qualifications

Each director must be a member in good standing of T/S and USSA.

### Section 4. – Terms and Election

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, ~~III & IV~~ U16/U14/U12 Alpine Chair, And At-Large Member.

Class B: Vice President, Treasurer, ~~II & III~~ U21/U18 Alpine Chair, And ~~Alpine Officials Chair~~

Class C: Alpine Officials Chair, is an appointed position approved by the board

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

### Section 5. - Quorum

A quorum for a meeting of the Board of Directors shall be two-thirds of the entire Board with no proxy votes-

### Section 6. - Committees

1. The Board shall have three 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 Appeals Committee, which shall consist of the President, ~~the J-I & II U21/U18~~ Chair, the ~~U16/U14/U12 J-III & IV~~ 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 USSA.

c) 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.

The 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.

No committee of the Board shall have authority as to the following matters: (a) except for the nominating responsibilities of the Nominating Committee, the submission to general members of any action that needs the general members' approval; (b) the filling of vacancies in the Board or in any committee; (c) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repeal able; or (d) the indemnification of directors. ~~e)~~The quorum for any meeting of any committee of the Board shall be two-thirds of the entire voting membership of the committee.

4. 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.

#### Section 7. – Regular and Special Meetings

The Board may conduct regular meetings at such times and places as it shall by resolution determine. 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. 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.

#### Section 8. – 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.

#### Section 9. – 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.

#### Section 10.

The Board of Directors may permit any or all directors to 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.

#### Section 11. – 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 VII – Duties of Officers

### Section 1. – President

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

- a) Serving on the Executive, Appeals and all special committees of the Board.
- b) Presiding at all meetings of the Executive Committee, the Board of Directors and the members.
- c) Sign contracts on behalf of the organization.
- d) Call special meetings of the Board.

### Section 2. – Vice President

The duties of the Vice President shall include:

- a) Serving on the Executive Committee.
- b) Performing the duties of the President in the absence of the President or inability of the President to perform the President's duties.
- c) Performing such duties as are assigned to the Vice President by the President.

### Section 3. – Secretary

The duties of the Secretary shall include:

- a) Serving on the Executive Committee.
- b) Recording and distributing minutes of all meetings of the Executive Committee, the Board and the members.
- c) Maintaining an accurate copy of the bylaws and distributing the bylaws to the Board and the members.
- d) Signing contracts on behalf of the organization.
- e) Authenticating and certifying records and documents of the corporation.
- f) Making all legal filings on behalf of the corporation.

### Section 4. – 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) To collect membership dues. The treasurer may assign this duty to the Tri-State Administrator

#### Section 5. – Alpine Officials Chair

The duties of the Alpine Officials Chair shall include:

- a) Attending all required USSA meetings for officials and report to the members on such meetings.
- b) Conduct such activities as may be required by USSA or as are necessary and appropriate to establish and maintain a high level of officiating within T/S.
- c) Monitor the credentials of all T/S officials.
- d) Run officials clinics within the T/S region.

#### Section 6. – The ~~J-I & II~~ U21/U18 and ~~J-III & IV~~ U16/U14/U12 Chairs

The duties of the ~~J-I & II~~ U21/U18 and ~~J-III & IV~~ U16/U14/U12 Chairs shall include:

- a) Formulating T/S policy for alpine competition in compliance with the rules, regulations and requirements of USSA and FIS.
- b) Present for approval to the Board of Directors, selection procedures, policies, ranking systems, point corrections, notification requirements and any other necessities for the T/S alpine competition teams

#### Section 7. – Regional Chairs

The Regional Chairs shall:

- a) Establish a geographically representative committee for their respective regions (Eastern Massachusetts, Western Massachusetts, Connecticut);
- b) Establish regional rules and policies consistent with the rules and policies of T/S, USSA and FIS.
- c) Represent the policies and views of their respective regions to the T/S Board and membership.

#### Section 8. – Member-at-Large

- a) 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.

## Section 9 . –College Chair

The duties of the -College Chair shall include:

A) Be a representative for collegiate skiing in the Tri-State coordinating the activities and concerns common among the Collegiate group regarding crossover opportunities, rules, quotas and selection procedures The College Chair works closely with the Tri-State Board to insurecomplementary event scheduling.

## Article VIII – Rules and Appeals

### Section 1. – Rules

The competition rules of T/S shall be those of FIS, the international governing body of alpine ski racing, and USSA, the national governing body of alpine ski racing and those rules established by T/S in compliance therewith and published each year in the T/S competition guide.

### Section 2. – Appeals

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

## Article ~~IX~~ ~~VIII~~ – Parliamentary Authority

All meetings of T/S shall be conducted in accordance with the most recent revision of Roberts Rules of Order.

## Article ~~XIX~~ – Amendment of Bylaws

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.

## Article ~~XIX~~ – Dissolution

In the event of dissolution of T/S, 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 USSA skiing, as determined by the Bylaws BoardLAWs