



**EASTERN DIVISION BY-
LAWS**

**As Adopted
October 18, 2009**



**BYLAWS OF
PROFESSIONAL SKI INSTRUCTORS OF AMERICA
EASTERN DIVISION**

**As Adopted
October 19, 2008**

**ARTICLE I
NAME, PURPOSE AND JURISDICTION**

SECTION 1.1 - NAME (AMENDED 10/31/82). The name of this corporation shall be PROFESSIONAL SKI INSTRUCTORS OF AMERICA - EASTERN DIVISION, referred to herein as PSIA-E or this "Association".

SECTION 1.2 - VISION AND MISSION STATEMENT (ADDED 12/12/90; AMENDED 6/4/94, AMENDED 10/20/02)

- (a) PSIA-E Vision Statement: PSIA-E works to inspire life-long passion for snowsports.
- (b) PSIA-E Mission Statement: To provide professional development opportunities that continuously improve member fulfillment and guest satisfaction in order to strengthen the snowsports industry.

SECTION 1.3 - PURPOSE (RENUMBERED 12/12/90). The corporation shall be conducted as a nonprofit association to promote and carry out the following purposes: to promote snowsports instruction by professional snowsports instructors; to handle problems of common concern to the snowsports teaching profession; to establish and maintain the highest standards of business practices, custom and usage; to promote and advance the interests of the snowsports teaching profession; to represent and act for the snowsports teaching profession before divisions of government and before those public and private organizations whose work affects the snowsports teaching profession; to prepare or assist in the preparation of high certification standards and technical achievements; to conduct promotional activities, including advertising and publicity; to assist in the development of efficiency in the snowsports industry through technical research; to engage in any lawful activities which will enhance efficient and economic progress of the snowsports teaching profession and appraise the public of its scope and character.

SECTION 1.4 - TERRITORIAL JURISDICTION (RENUMBERED AND AMENDED 12/12/90). The territorial jurisdiction of the Association shall include the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Maryland, Delaware, Virginia, West Virginia, North Carolina, South Carolina, Georgia, Florida, Washington, D.C., and other territorial areas assigned by PSIA and accepted by the Division.

SECTION 1.5 - MEMBERS (RENUMBERED 12/12/90; AMENDED 8/28/78, 12/12/90). Any person of good moral character who, at the time of his/her application, has an interest in snowsports instruction, is employed as a snowsports instructor, or intends to seek employment as a snowsports instructor, may apply for membership set forth in Article III hereinafter. The term snowsports shall include all Alpine, Nordic, snowboard, or other related disciplines; duly accepted by PSIA and the Division for membership.

**ARTICLE II
CODE OF CONDUCT AND ETHICS**

(AMENDED 12/12/90,10/20/02, 6/10/06, 10/15/06)

SECTION 2.1 Application of the Code: This Code applies to members, educational staff members, officers and directors at all times they are involved in any way in Association Activities or in a position to affect the Association's standing or regard within the snowsports industry. Any reference to "member" includes individual members, members of the educational staff, and officers and directors unless a more specific reference is made.

SECTION 2.2 No member shall conduct himself/herself in a manner which would bring discredit to this Association. Members shall adhere to high standards of ethical and moral behavior including self-control and responsible behavior. Public use of profane or abusive language, disruptive behavior, or immoderate use of alcohol and illegal use of controlled substances are inappropriate. Members shall refrain from discrimination on the basis of race, gender, age, national origin, sexual orientation, religion or ethnicity. Additionally, no member shall issue threats or harassment of any kind against a resort guest or employee, another member or professional staff of the organization.

SECTIONS 2.3 No member shall misrepresent or misuse his or her position in the industry to obtain any advantage or benefit to which the member would not otherwise be eligible, nor allow the use of his/her name or likeness in such manner as to misrepresent snowsports merchandise or otherwise mislead the public concerning any product or service.

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SECTION 2.4 No member shall abuse any privilege that may be extended as a result of his/her membership in this Association from such sources as snowsports management, manufacturers, merchandisers or other professional groups.

SECTION 2.5 No member shall misrepresent his/her professional status, competence or experience in applying for, or maintaining, any employment position where such background is a factor.

ARTICLE III MEMBERSHIP

SECTION 3.05 CLASSIFICATION (RENUMBERED 10/19/03; AMENDED 8/28/78, 10/31/82, 12/12/90, 4/4/92, 6/4/94, 10/19/03). There shall be nine (9) classes of membership: Affiliate Member, Registered Member, Certified Level I Member, Certified Level II Member, Certified Level III Member, Honorary Member, Life Member, Inactive Member, and Retired Member. In addition, there shall be a Youth Club membership as outlined in Section 3.1. Any qualified person of good moral character who is a member of the Association shall be classified in accordance with the standards set forth in this article.

SECTION 3.1 – PSIA-E YOUTH CLUB (ADDED 10/19/03) The PSIA-E Youth Club, which may operate under an a.k.a name (approved as the “15 Below” club), is established to instill and maintain an interest by young people in snowsports and snowsports teaching. Any person may become of member of the PSIA-E Youth Club provided (s)he shall:

- (a) Pay such dues as established for Youth Club members by the Board of Directors.
- (b) Be at least 10 years of age and less than 16 years of age at the time of application.
- (c) Be sponsored for Youth Club membership by a current member of PSIA-E.
- (d) Meet other requirements as established from time to time by the Board of Directors.

SECTION 3.2 - AFFILIATE MEMBER (AMENDED 8/28/78). Any person may become an Affiliate Member provided (s)he shall:

- (a) Pay such dues and fees as established for Affiliate Members by the Board of Directors.

SECTION 3.3 - REGISTERED MEMBER (ADDED 4/4/92; AMENDED 6/4/94, 10/20/02, 10/18/09). Any person, qualified for membership in the Association, may become a Registered Member provided (s)he shall:

- (a) Be at least 16 years of age at the time of application.
- (b) Be associated with a PSIA-E recognized snowsports school or an organization that requires a regular program of instructor education and training.
- (c) Pay such dues and meet such other requirements as the Board of Directors may from time to time establish.

SECTION 3.4 - CERTIFIED LEVEL I MEMBER (AMENDED 8/28/78, 8/7/80, 12/12/90, 9/26/92, 6/4/94; RENUMBERED 4/4/92). Any person, qualified for membership in the Association, may become a Certified Level I Member provided (s)he shall:

- (a) Complete an educational and development program, as approved from time to time by the Board of Directors.
- (b) Be at least 16 years of age at the time of application.
- (c) Be associated with a PSIA-E recognized snowsports school or an organization that requires a regular program of instructor education and training.
- (d) Complete an educational/evaluation clinic conducted by a divisionally approved clinician.
- (e) Pay such dues and meet such other requirements as the Board of Directors may from time to time establish.

SECTION 3.5 - CERTIFIED LEVEL II MEMBER (ADDED 8/28/78, AMENDED 9/7/80, 10/31/82, 12/12/90, 6/4/94; RENUMBERED 4/4/92). Any person, qualified for membership in the Association, may become an Certified Level II Member provided (s)he shall:

- (a) Be at least 18 years of age.
- (b) Be associated with a recognized snowsports school.
- (c) Be a Certified Level I Member in good standing of PSIA-E, or be a member of another snowsports instructor association as determined from time to time by the Certification Committee as being a membership classification equivalent to PSIA-E Certified Level I Member.
- (d) Have completed all Certified Level II exam prerequisites in the desired discipline as required by the Association.
- (e) Pass the Certified Level II exam in the desired discipline, standards to be determined from time to time by the Certification Committee.
- (f) Pay such dues and attend such functions as established from time to time by the Board of Directors.

SECTION 3.6 - CERTIFIED LEVEL III MEMBER (AMENDED 8/28/78, 9/7/80, 10/31/82, 12/12/90, 6/4/94; RENUMBERED 4/4/92). Any person, qualified for membership in the Association, may become a Certified Level III Member provided (s)he shall:

- (a) Be at least 18 years of age.
- (b) Be associated with a recognized snowsports school.
- (c) Be an Certified Level II Member in good standing of PSIA-E, or be a member of another snowsports instructor association as determined from time to time by the Certification Committee as being a membership classification equivalent to PSIA-E Certified Level II Member.
- (d) Have completed all Certified exam prerequisites in the desired discipline as required by the Association.
- (e) Pass the Certified exam in the desired discipline, standards to be as determined from time to time by the Certification Committee.
- (f) Pay such dues and attend such functions as established from time to time by the Board of Directors.

SECTION 3.7 - HONORARY MEMBER (AMENDED 8/28/78; RENUMBERED 4/4/92). The Board of Directors at any regular meeting of the Directors, or the membership at any meeting of the membership, may, by a two-thirds vote, elect as an Honorary Member any person who has made an outstanding contribution to the profession of snowsports instructing.

SECTION 3.8 - INACTIVE MEMBER (AMENDED 8/28/78, 9/7/80, 12/12/90, 6/4/94, 6/2/96; RENUMBERED 4/4/92). Any Certified Level I, Certified Level II or Certified Level III member who desires to remain current and informed on professional snowsports teaching trends, or may in the future desire to regain active status, may become an Inactive member for a period as established from time to time by the Board of Directors, provided (s)he shall submit written testimony that (s)he will: 1) No longer seek or accept teaching positions, and 2) pay the dues as established for Inactive members by the Board of Directors. Voting rights will be suspended during this period. Active status may be gained by fulfilling those provisions established by the Board of Directors.

SECTION 3.9 - LIFE MEMBER (ADDED 9/7/80; AMENDED 6/4/94, 9/28/98; RENUMBERED 4/4/92). The Board of Directors, at any regular meeting of the Directors, may, by a two-thirds vote, elect as a Life Member any PSIA-E member who has made an outstanding long-term contribution to professional snowsports teaching and PSIA-E. Criteria for election and privileges of the classification shall be as determined from time to time by the Board of Directors.

Note: Section 3.10 is related to Retired Member status. The article was deleted as of 6/10/06 as this status is now combined with Inactive Member (Section 3.8). To maintain consistency with previous bylaws, the article number is being maintained so that all other article numbers from this point forward may remain the same.

SECTION 3.11 - GENERAL PRIVILEGES (RENUMBERED 12/12/90; 4/4/92; AMENDED 8/28/78). A member of the Association shall have the right to receive notices of meetings; to attend and to speak at meetings; to resign, if all obligations to the Association have been fulfilled; to have a hearing before expulsion; to inspect official records of the Association; to insist on the enforcement of the Bylaws of the Association and the rules of parliamentary law; and to exercise any other right granted to members pursuant to these Bylaws.

SECTION 3.12 - VOTING RIGHTS (RENUMBERED 12/12/90, 4/4/92; AMENDED 8/28/78, 10/31/82, 12/12/90, 4/4/92, 6/4/94, 6/10/06, 10/18/09). All members in good standing as of December 31 of each year may vote in the subsequent regional election. Any Honorary or Life member who was qualified to vote at the time of appointment shall retain voting rights.

SECTION 3.13 - CERTIFICATES, BADGES AND MEMBERSHIP CARDS (RENUMBERED 12/12/90, 4/4/92; AMENDED 8/28/78, 10/31/82, 6/4/94).

- (a) Each member shall receive a membership card indicating the class of membership and the expiration date thereof.
- (b) Each Certified Level I, Certified Level II, Certified Level III, Honorary, and Life Member, shall receive an appropriate certificate from the Association which shall indicate the class of membership held by such member, upon attaining that classification.
- (c) Each Certified Level I, Certified Level II and Certified Level III member shall receive the appropriate badge of the Association, which shall indicate the class of membership held by such member, upon attaining that classification.

**ARTICLE IV
OBLIGATIONS OF MEMBERS**

SECTION 4.1 - GENERAL OBLIGATIONS. (AMENDED 10/20/02) Each member shall:

- (a) Keep informed of the Bylaws, rules and regulations of the Association.
- (b) Comply with the spirit and intent of all Bylaws, rules and regulations of the Association.
- (c) Conduct his/her personal and community responsibilities in such manner as will reflect credit upon himself (herself) and upon the Association.
- (d) Send written notice of any change in address to the office of the Association within one (1) month after such change.

SECTION 4.2 - ATTENDANCE AT EDUCATIONAL PROGRAMS (AMENDED 8/28/78, 10/31/82, 6/4/94, 10/20/02, 10/18/09). Each year the Board of Directors shall establish a list of sanctioned educational events to be held during the forthcoming twelve-month period. Each Certified Level I, Certified Level II, and Certified Level III member shall be required to attend educational events during a period of time as determined by the Board in order to maintain educational standards.

SECTION 4.3 – PENALTIES (AMENDED 10/20/02). Any member who fails to attend one of the activities within the period of time prescribed in Section 4.2 shall be expelled from membership unless, prior to the expiration of the period within which attendance is required, (s)he shall seek and have received an exemption after making written request therefore to the Board of Directors.

SECTION 4.4 - RIGHT OF EXEMPTION. Upon written request and a finding of bona fide cause, the Board of Directors may excuse a member for failure to comply with the provisions of Section 4.2.

**ARTICLE V
DUES**

SECTION 5.1 - ANNUAL DUES. Not later than April 1 of each year, the Board of Directors, by a vote of two-thirds (2/3) of the Directors in attendance, shall establish the annual dues for each class of membership for the forthcoming fiscal year.

SECTION 5.2 - DELINQUENT PAYMENTS (AMENDED 8/28/78, 10/31/82). It shall be the responsibility of each member to pay dues by June 1st of each year for the coming fiscal year. Failure to pay annual dues by June 1st shall render a member delinquent. A delinquent member who pays dues after July 1st but before August 1st shall be assessed a late fee to be set by the Board of Directors. A delinquent member who pays dues after August 1st but before September 1st shall be assessed a late fee to be determined by the Board of Directors. Any member who fails to pay annual dues by September 1st shall be expelled pursuant to the provisions of Section 6.4.

**ARTICLE VI
CENSURE, SUSPENSION AND EXPULSION**

SECTION 6.1 - GENERAL VIOLATIONS (AMENDED 6/10/06). The refusal or neglect of any member to comply with the provisions of the Bylaws, rules or regulations of the Association; or the commission of any crime involving moral turpitude shall render such member liable to censure, suspension or expulsion by the Board of Directors.

SECTION 6.2 - ETHICS VIOLATIONS (AMENDED 6/10/06). Any violation of the Association's Code of Ethics shall be punished by censure, suspension or expulsion, depending upon the severity of the violation as determined by the Board of Directors. Violations requiring repeated censure shall be grounds for expulsion.

SECTION 6.3 - PROCEDURE TO INVOKE CENSURE, SUSPENSION OR EXPULSION. (AMENDED 10/20/02, 6/10/06, 10/15/06)

- (a) Charges alleging any violation of the Code of Ethics or other misconduct shall be submitted in writing to the President of the Board of Directors. Such charges may be submitted by either a member or non member of the Association.
- (b) The member against whom such charges have been submitted shall be notified of the same in writing and given written notice of the time and place when the Executive Committee shall hold a hearing on such charges. The initial review and hearing with respect to any charges of misconduct shall be conducted by the Executive Committee of the Board of Directors or its designee(s).
- (c) No action on such charges shall be taken until the Executive Committee has held a hearing at which time the party so charged shall be given an opportunity to appear and answer such charges in person and to have witnesses appear on his (her) behalf.

- (d) Within thirty (30) days after such hearing the Executive Committee shall make a recommendation to the Board of Directors. The Board shall vote on the decision and the President shall notify the member against whom such charges were preferred of its decision. The decision shall be sent in writing by Certified Mail.
- (e) In the event a member is censured, suspended or expelled, (s)he shall have a period of three (3) months from the date of such notice within which to file an appeal pursuant to the provisions of Section 6.5.
- (f) In the event of expulsion, the offending member shall immediately be removed from the membership roll of the Association and shall forfeit all rights and privileges except the right to appeal.

SECTION 6.4 - ADMINISTRATIVE REMOVAL (AMENDED 6/10/06). A member shall be removed from the membership rolls of the Association for:

- (a) Failure to remit annual dues in accordance with the provisions of Article IV.
- (b) Failure to comply with the attendance provisions of Article IV.

SECTION 6.5 - RIGHT OF APPEAL (AMENDED 6/4/94, 6/10/06). Any member who shall have been censured, suspended or expelled pursuant to the provisions of these Bylaws shall have the right to appeal to the general membership of the Association at any regular or special meeting called for such purpose provided such appeal is endorsed by five (5) Certified Level III Members and presented in writing to the Board of Directors. A two-thirds (2/3) vote of the voting members in attendance may overrule the action of the Board of Directors.

SECTION 6.6 - REINSTATEMENT (AMENDED 10/31/82, 10/15/06).

- (a) A member expelled for violating the Code of Conduct and Ethics may not apply for membership in the Association for a period of two (2) years from the date of expulsion. Upon reapplication, such member is subject to the membership eligibility requirements of the Bylaws as though (s)he had not previously been a member. Such member is also subject to Board review of membership application and must receive a two-thirds majority vote of the Board to allow reinstatement.
- (b) Members administratively expelled may be reinstated within a period as may be determined from time to time by the Board of Directors, provided they shall;
 - (1) Attend an educational program of the Association as may be determined from time to time by the Board of Directors.
 - (2) Pay such reinstatement assessment as may be determined from time to time by the Board of Directors.
 - (3) Pay current dues.

**ARTICLE VII
TRANSFER OF MEMBERSHIP
(AMENDED 10/31/82)**

SECTION 7.1 - TRANSFERRERS. Any member in good standing desiring to transfer to another instructor association must request this Association to issue a formal validation of membership status.

SECTION 7.2 - TRANSFEREES (AMENDED 9/26/92). Any member of a recognized instructor association desiring to join this Association may be admitted, provided (s)he shall submit proof of current membership status and meet such other requirements as may be established from time to time by the Board of Directors.

**ARTICLE VIII
MEETINGS OF THE MEMBERS**

SECTION 8.1 - REGULAR MEETINGS (AMENDED 12/1/76, 10/31/82). Each year, the Board of Directors, upon at least thirty (30) days written notice to the membership, shall designate a time, date and place for a regular meeting of the membership to be held within the territorial jurisdiction of the Association.

SECTION 8.2 - SPECIAL MEETINGS (AMENDED 4/13/79, 10/31/82, 9/26/92). Special meetings of the membership may be held upon vote of the Board of Directors and at least thirty (30) days written notice to the membership. The Board of Directors may call such special meetings upon its own motion or upon receipt of a written petition for such meeting signed by at least 100 Voting Members.

SECTION 8.3 - QUORUM (AMENDED 8/28/78, 4/13/79, 10/31/82, 9/26/92). At meetings of the membership, the Voting Members of the Association in attendance shall constitute a quorum for the transaction of business, provided that notice of the meeting has been given the membership as provided above.

SECTION 8.4 - VOTING (AMENDED 8/28/78, 10/31/82, 9/26/92). At all meetings of the membership, all questions, the manner of deciding which is not specifically regulated by statute or by these Bylaws, shall be determined by a majority vote of the Voting Members present in person. All voting shall be either by show of hands or by voice, except that upon the request of twenty (20) Voting Members, a vote shall be by written ballot which shall be recorded upon proper identification of each member voting. Each vote cast shall require the personal presence of the Voting Member, and no proxy votes shall be permitted.

SECTION 8.5 - ORDER OF BUSINESS. The order of business in any regular or special meeting of the membership shall be as follows:

- (a) Reading of notice of the meeting.
- (b) Reading of minutes of preceding meeting or waiver thereof.
- (c) Reports of Officers.
- (d) Reports of committees:
- (e) Unfinished business.
- (f) New business
- (g) Adjournment.

ARTICLE IX

Note: Article IX related to the Nordic Education Director. The article was deleted as of 10/20/02. To maintain consistency with previous bylaws, the article number is being maintained so that all other article numbers from this point forward may remain the same.

ARTICLE X GEOGRAPHIC REPRESENTATION

SECTION 10.1 - DESIGNATION OF GEOGRAPHIC REGIONS (AMENDED 10/31/82, 12/12/90, 10/19/03, 10/15/06). The territorial jurisdiction of the Association shall be divided into seven (7) Geographic Regions which shall be designated and described as follows:

- Geographic Region 1 - Maine and New Hampshire
- Geographic Region 2 - Vermont
- Geographic Region 3 - Massachusetts, Rhode Island, Connecticut
- Geographic Region 4 - Pennsylvania, New Jersey
- Geographic Region 5 - Western portion of State of New York
- Geographic Region 6 - Eastern portion of State of New York
- Geographic Region 7 - Delaware, Maryland, Virginia, West Virginia, North and South Carolina, Georgia, Florida, and Washington, D.C

The boundary line between Geographic Region 5 and 6 shall be as follows: Region 5 includes the NYS counties of Oswego, Madison, Chenango, Broome and those to the west of that point; Region 6 include all NYS counties to the east of those aforementioned counties. Members may choose designation of their home region based on where they teach or where they live.

SECTION 10.2 MEMBERSHIP MEETINGS IN GEOGRAPHIC REGIONS (AMENDED 12/1/76, 8/28/78, 4/13/79, 10/31/82, 9/26/92). Each year the Regional Director upon at least thirty (30) days written notice to the membership shall designate a time, date and place for a Regional meeting to be held in each Geographic Region. Special meetings of any or all Geographic Regions may be held upon thirty (30) days written notice to the membership of such region upon vote of the Board of Directors. The Board of Directors may call such special meetings upon its own motion or upon receipt of a written petition for such meetings signed by at least thirty (30) Members of the Association entitled to vote in such Geographic Region. The members of the Association entitled to vote in such Geographic Region in attendance at any regular or special regional meeting shall constitute a quorum.

SECTION 10.3 - ELECTION OF GEOGRAPHIC REGIONAL REPRESENTATIVES (AMENDED 12/1/76, 4/13/79, 10/31/82, 4/4/92, 9/28/98, 10/22/01, 10/20/02, 10/19/03, 6/10/06, 10/15/06, 10/19/08). Beginning in 2002, elections for geographic regional representatives shall be for staggered terms as follows: Region 1 and 2 will elect for a one (1) year term; Regions 3 and 4 will elect for a two (2) year term; Regions 5 and 6 will elect for a three (3) year term. Beginning in 2004, Region 7 members will elect regional representatives for three (3) year terms. All subsequent elections for regional representatives for all regions will then be for three (3) year terms. In the election for Board positions, that person securing the greatest number of votes within a region shall be the Regional Director, and that person receiving the second greatest number of votes within the region shall be the Regional Representative, except in situations covered by Section 10.3(b) below. In the event of a tie for any position, the winner shall be selected by lot, unless the ballot provides for a

different basis for selection. Any decision regarding candidacy forms and tallying of ballots shall be made by the authority of the Board of Directors.

- (a) Qualified candidates for the Board of Directors, as defined under Section 12.3, shall be classified into two groups.
 - 1 – All non-examiner education staff and regular members in good standing.
 - 2 – Examiner and ETS staff in all disciplines.
- (b) At least one (1) Board member from each region must be from the group defined under (a)(1) within this section except, in cases where there are no group (a)(1) candidates, group (a)(2) candidates, if any, may fill the position(s).
- (c) A member is eligible to run for election to the Board of Directors in the region of his/her snowsports work affiliation.
- d) If there is a change in status with respect to a Director or member of the Alpine Certification or Snow Sports Management Committee during the first half of his or her term of office (before September 30 in the second year of a term) and if the new status would have negated the individual's election or appointment (e.g. becoming an ETS member, changing employment to another region), then that individual shall be deemed to have resigned as of the date of status change. The resulting vacancy shall be filled as provided by these Bylaws.

SECTION 10.4 - RESPONSIBILITY/AUTHORITY OF REGIONAL DIRECTOR AND REGIONAL REPRESENTATIVE(S) (ADDED 10/31/82; AMENDED 4/4/92). The Regional Director shall be responsible for the administration of Regional affairs with the assistance of the Regional Representative(s).

SECTION 10.5 - REGIONAL VACANCIES (ADDED 10/31/82, 5/21/83, 12/12/90, 10/19/08). In the event no one is elected to fill the Board of Directors positions, the Regional Director shall appoint a qualified person or persons to fill said position(s), subject to the confirmation of the appointment by the Board of Directors. In the event no Regional Director is elected, the Board of Directors will appoint a qualified person to fill that position.

SECTION 10.6 - REMOVAL OR RESIGNATION (ADDED 6/4/94; AMENDED 9/28/98). Whenever a member of the Board of Directors or a Standing Committee no longer meets the qualifications for holding office in the geographic region from which they were elected, as stated in Section 10.8, they shall be deemed to have resigned their position, and the vacancy shall be filled as provided for under SECTION 11.8 for committee members, or SECTION 12.11 for Board members.

SECTION 10.7 - TERM OF REGIONAL DIRECTORS, REGIONAL REPRESENTATIVES, AND COMMITTEE MEMBERS (AMENDED 10/31/82, 12/12/90, 4/4/92, 10/19/03; RENUMBERED 6/4/94). The term of each elected Director, Representative, and Committee Member shall be for three (3) years, commencing at the Board of Directors or Executive Committee meeting next succeeding his/her election and thereafter until his/her successor is duly elected or appointed.

SECTION 10.8 PERSONS ENTITLED TO VOTE AND HOLD OFFICE IN GEOGRAPHIC REGIONS (AMENDED 8/28/78, 10/31/82, 9/28/98; RENUMBERED 6/4/94). Only members in good standing entitled to vote under Article III, Section 3.12 of these Bylaws, who reside within a geographic region and whose snowsports work affiliation is within the division, shall be entitled to vote and hold office therein, except that said members may, by notification in writing to the Principal Office of the Association, elect to vote and be entitled to hold office instead within the geographic region in which they are employed. At no time shall any member be entitled to vote and hold office within more than one (1) geographic region. Members in good standing who no longer reside or work as a snowsports instructor within the territorial jurisdiction of the Association may vote at the meeting of the geographic region where (s)he worked prior to leaving the jurisdiction of the Association.

ARTICLE XI COMMITTEES

SECTION 11.1 - OPERATIONAL COMMITTEES AND THEIR DUTIES (AMENDED 10/31/82, 10/20/02). There shall be a number of operational committees as designated periodically by the Board that serve the Association, the names and purpose of which are currently as follows:

- (a) **UMBRELLA STEERING COMMITTEE.** (ADDED 10/20/02) The PSIA-E/AASI Umbrella Steering Committee shall serve to address issues with potential association-wide impact as well as to monitor and manage the strategic planning process. The sitting PSIA-E Vice President shall serve as the chairperson.
- (b) **SNOWSPORTS SCHOOL MANAGEMENT COMMITTEE** (AMENDED 10/31/82, 12/12/90, 4/4/92, 10/20/02, 10/19/08). The Snowsports School Management Committee shall represent snowsports school directors and shall advise the Board of Directors regarding programs affecting snowsports schools and snowsports school directors. Representatives to the committee must be, or have been, in a snowsports school management position; or by reason of other management qualifications, must have been exempted from this qualification by the Board of Directors. One appointed representative from each region, as recommended by the Regional Director and ratified

by the Board of Directors, would serve a three-year term to coincide with his/her region's election cycle as outlined in Section 10.3. The Chairperson of the Snowsports School Management Committee must have had experience as a snowsports school director.

- (c) **AASI COMMITTEE (ADDED 10/20/02):** The AASI Committee shall address issues related to education, programs and certification for the snowboard instructor segment of the Association. It shall also address issues related to AASI education staff. It shall be chaired by the AASI Coordinator or other designate of the Association
- (d) **ALPINE STEERING COMMITTEE (ADDED 10/20/02):** The Alpine Steering Committee shall address issues related to the alpine instructor segment of the Association. It shall also address issues related to the alpine education staff. The committee shall be chaired by the Director of Education & Programs or other designate of the Association.
- (d.1) **ALPINE EDUCATION & CERTIFICATION (AMENDED 10/31/82, 9/26/92, 6/4/94, 10/20/02, 10/19/08).** The Alpine Education & Certification Committee shall address issues relative to alpine education programming and materials. The Committee shall advise the Board of Directors regarding standards for various levels of membership and the implementation of all training and certification programs, including courses, clinics and exams. Representatives to the committee must hold the classification of Alpine Certified Level II or Alpine Certified Level III. The chairperson of the Alpine Education & Certification Committee must be an active member of the Alpine Board of Examiners at the time of appointment. One appointed representative from each region, as recommended by the Regional Director and ratified by the Board of Directors, would serve a three-year term to coincide with his/her region's election cycle as outlined in Section 10.3. In addition, at large members may be nominated by the President and ratified by the Board to serve on the committee.
- (e) **ADAPTIVE COMMITTEE (ADDED 10/20/02):** The Adaptive Committee shall address issues related to education, programs and certification for the adaptive instructor segment of the Association. It shall also address issues related to adaptive education staff. It shall be chaired by the Adaptive Coordinator or other designate of the Association.
- (f) **CHILDREN'S COMMITTEE (ADDED 10/20/02):** The Children's Committee shall address issues related to education and programs related to children's instruction. It shall also address issues related to the ACE (Advanced Children's Educator) staff. It shall be chaired by the Children's Coordinator or other designate of the Association.
- (g) **NORDIC COMMITTEE (ADDED 10/20/02):** The Nordic Committee shall address issues related to education, programs and certification for the Nordic instructor segment of the Association. It shall also address issues related to Nordic education staff. It shall be chaired by the Nordic Coordinator or other designate of the Association.

SECTION 11.2 - OTHER DUTIES (AMENDED 10/31/82). In addition to the purposes and duties set forth in Section 11.1, a committee shall carry out such other activities related to the purposes set forth as may be assigned to it by the Board of Directors. Each committee shall submit a written report of its activities at each annual meeting of the membership or at the close of the fiscal year, and to the Board of Directors at the time of each Board meeting.

SECTION 11.3 - OPERATIONAL COMMITTEE CHAIRPERSONS (AMENDED 12/1/76, 10/31/82, 12/1/88, 10/20/02). With the exception of the Umbrella Steering Committee, the chairperson of each operational committee shall be nominated by the President and ratified by the Board of Directors on an annual basis. A committee chairperson may serve consecutive years. Said chairperson need not be an elected representative to that committee.

SECTION 11.4 - COMMITTEE CHAIRPERSON SUBSTITUTES (ADDED 9/7/80, AMENDED 10/31/82, 10/20/02). The chairperson of an operational committee, who is unable to attend a Board of Directors meeting, may designate in writing prior to said meeting a specific member from that committee to attend the meeting.

SECTION 11.5 - MEETINGS OF THE OPERATIONAL COMMITTEES (AMENDED 10/31/82, 10/20/02). Each operational committee of the Association shall meet at least once each year at the call of its chairperson, at his (her) discretion, or upon the request of any three (3) members of the committee. Additional meetings may be called as necessary upon request by the Executive Committee or Board of Directors.

SECTION 11.6 - SPECIAL COMMITTEES (AMENDED 12/1/76, 4/4/92). The President or the Board of Directors may appoint such special committees as may be deemed appropriate from time to time. Any such committee shall carry out the duties assigned to it from the date of its appointment to the completion of its assigned task.

SECTION 11.7 - QUALIFICATIONS (ADDED 4/4/92). Only members who are eligible voters, as described in SECTION 3.12, are qualified to hold the office of committee representative. Additional qualifications for specific committee representatives are stated in SECTION 11.1.

SECTION 11.8 - VACANCIES (AMENDED 4/13/79, 12/12/90, 4/4/92; RENUMBERED 4/4/92). Vacancies on any committee shall be filled by the Regional Director from the Region whose committee representative vacated the position, within thirty (30) days of the vacancy first occurring, by appointing for the unexpired portion of the term a qualified member from the Region. Any committee member missing two consecutive regular and special meetings of the committee shall be deemed to have resigned his/her position. Any such appointments by the Regional Director shall be subject to confirmation by the Board of Directors.

SECTION 11.9 – ALPINE BOARD OF EXAMINERS (ADDED 10/31/82; RENUMBERED 4/4/92; AMENDED 4/4/92, 10/20/02). The Alpine Board of Examiners shall be the body of examiners as recommended by the Alpine Steering Committee and appointed from time to time by the Board of Directors.

SECTION 11.10 – ALPINE EDUCATION STAFF CHAIRPERSON (ADDED 10/20/02; AMENDED 10/19/03, 10/15/06)

The Alpine Education Staff Chairperson (formerly BOE Chairperson) shall represent and be elected by all alpine education staff every three years. The chairperson shall advise the Board of Directors and various committees as appropriate. The Alpine Education Staff Chairperson must be a member of the Alpine Board of Examiners.

ARTICLE XII BOARD OF DIRECTORS

SECTION 12.1 - CONDUCT OF ASSOCIATION AFFAIRS. The Board of Directors shall have the control and general management of the affairs and the business of the Association. Such directors shall, in all cases, act as a board, regularly convened, by a majority, unless otherwise specifically provided for by statute or by these Bylaws. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with these Bylaws or the laws of the State of Connecticut.

SECTION 12.2 - NUMBER (AMENDED 11/21/77, 9/7/80, 10/31/82, 12/1/88, 4/4/92, 10/22/01). The Board of Directors shall be composed as follows:

- (a) The Regional Director and Regional Representative(s) of each Geographic Region.
- (b) In the event an Immediate Past President of the Association does not otherwise sit on the Board of Directors said Immediate Past President may retain a seat on the Board of Directors without a vote for one (1) term immediately succeeding his/her final term as president. At any time when there is no immediate past president, who is not already on the Board of Directors, said position shall be left vacant.
- (c) In the event that either the Regional Director or Regional Representative of a geographic region is elected Vice President of the Board (and will, therefore, ascend to President), he/she will continue as a regional Board representative until the time of his/her next regional election. At that point, the V-P becomes a Board member-at-large and is not up for regional elections during the balance of his/her term.
- (d) The President shall serve as a Board member-at-large, and will have only tie-breaking voting privileges. The Vice President, when serving as a Board member-at-large, will retain full voting privileges.

SECTION 12.3 - QUALIFICATIONS (“TERM OF OFFICE” DELETED 9/26/92) (AMENDED 8/28/78, 6/4/94 6/2/96, 10/20/02, 6/10/06, 10/15/06; RENUMBERED 9/26/92.). An individual must be a certified level 1, 2 or 3 member in his/her fourth year of continuous membership to be qualified to serve on the Board of Directors. No full-time, year-round employee of the Association, as defined from time to time by the Board of Directors, may hold a position on the Board of Directors. This includes full-time office staff and year-round discipline coordinators.

In addition:

- (a) A member who has been censured or suspended shall not be eligible to run for the Board of Directors for a 5 year period after the date of censure or end of the suspension. However, this restriction may be waived by two-thirds vote of the Board for good cause shown.
- (b) A former member of the Board of Directors who resigned from the Board, shall be ineligible to run for the Board for a period of 3 years from the end of the term from which he/she resigned. However this restriction may be waived by two-thirds vote of the Board for good cause shown.
- (c) An individual who was expelled as a member or removed “for cause” either as a Director or member of the Education Staff shall not be eligible to run for the Board of Directors. The Board of Directors may waive this prohibition not less than 5 years from the date of removal (or reinstatement) by two-thirds vote of the Board, for good cause shown.

The Board of Directors reserves the right to exercise full disclosure to the membership relative to a candidate’s information, background and status regarding previous association with the Board and (or) organization.

SECTION 12.4 - REGULAR MEETINGS (AMENDED 12/1/76, 10/31/82, 4/4/92, 10/22/01, 6/10/06; RENUMBERED 9/26/92). Regular meetings of the Board of Directors shall be not less than one (1) time per year and shall be held at such times and places as the Board may from time to time determine. Outgoing Board members will complete their terms on March 31 and newly elected Board members will begin their terms on April 1 of each year. The Order of Business of each Board meeting will include review and approval of previous minutes, reports from officers, staff and committee chairs as well as any old and new business to come before the body.

SECTION 12.5 - SPECIAL MEETINGS (AMENDED 8/28/78, 10/31/82; RENUMBERED 9/26/92). Special Meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of four (4) Directors. A Special Meeting of the Board of Directors shall also be held upon the written petition of 100 members eligible to vote.

SECTION 12.6 - NOTICE OF MEETINGS (AMENDED 10/31/82; RENUMBERED 9/26/92). Notice of meetings shall be given by service upon each Director in person, or by mailing to him/her at his/her last known post office address at least fifteen (15) days before the date therein designated for such meetings, including the date of mailing, a written or printed notice thereof, specifying the time and place of such meetings and the business to be brought before the meetings. No business other than that specified in said notice shall be transacted at any Regular or Special Meeting unless the same is attended by a quorum of the Directors.

SECTION 12.7 - WAIVER OF NOTICE (RENUMBERED 2/26/92). Whenever the vote of Directors is required to be taken at a meeting of the Board, the meeting and the vote of Directors may be dispensed with if all of the Directors who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such action being taken.

SECTION 12.8 - QUORUM (AMENDED 10/31/82; RENUMBERED 9/26/92). At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time not more than 30 days later.

SECTION 12.9 - VOTING (AMENDED 6/10/06; RENUMBERED 9/26/92). At all meetings of the Board of Directors, all questions, the manner of deciding which is not specifically otherwise regulated by these Bylaws or by law, shall be determined by a majority vote of the Directors present. Each Director shall have one (1) vote and shall not be permitted to vote by proxy. E-mail voting shall not be allowed. Conference call voting may be allowed but only as an alternative when meeting as a group is deemed impractical.

SECTION 12.10 - COMPENSATION (RENUMBERED 9/26/92). No Director shall be compensated for his (her) service as a Director, but each Director shall be entitled to receive, for attendance at each meeting of the Board or of any duly constituted committee thereof which (s)he attends, such expenses as may be determined reasonable by the Board.

SECTION 12.11 - VACANCIES (AMENDED 4/13/79, 10/31/82, 12/1/88; RENUMBERED 9/26/92). Vacancies on the Board shall be filled for the unexpired portion of the term by a qualified member from that Region from which the vacancy evolved. Said members shall be appointed by the Board of Directors.

SECTION 12.12 - TERM LIMITATION (ADDED 9/28/98, AMENDED 10/22/01). No person shall serve as a member of the Board of Directors for more than six (6) consecutive terms.

SECTION 12.13 - REMOVAL OR RESIGNATION OF DIRECTORS (AMENDED 4/13/79, 4/4/92, 10/15/06; RENUMBERED 9/26/92, 9/28/98;). A Director may be removed for cause by a two-thirds (2/3) vote of the Board of Directors. Any Director may resign his (her) office at any time, such resignation to be made in writing except as provided below and to take effect on the date designated therein with or without the acceptance of the Board. Any Director missing two consecutive regular and special Board meetings during a term of office shall be deemed to have resigned his (her) office and the vacancy shall be filled as provided above. Resignation of a Director is not a bar to subsequent disciplinary action, related to conduct during the former member's tenure.

SECTION 12.14 - EXECUTIVE COMMITTEE (AMENDED 10/31/82, 6/4/94, 10/20/02; 6/24/07; RENUMBERED 9/26/92, 9/28/98). The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and the Immediate Past President (as a non-voting member and only in the event such a position is filled on the Board of Directors as provided for under Section 12.2 (c)). PSIA-E's Representative to the PSIA Board of Directors shall be an additional, non-voting member of the Executive Committee if he/she does not already sit on that committee by virtue of another office. The Executive Committee shall be responsible for the performance review of the Executive Director and has authority to approve the terms of his/her employment within the parameters of the budget. The Executive Committee shall have such authority as is delegated to it by the Board of Directors to carry on the day to day business of the Association between Directors meetings. It shall not however:

- (a) Amend the Articles of Incorporation or Bylaws of the Association.

- (b) Fill any vacancies among the officers or directors of the Association.
- (c) Make or approve any expenditure in excess of \$2,500 outside budgeted allocations.
- (d) Censure or expel any member unless so directed by the Board of Directors.

All actions of the Executive Committee shall be in accordance with general policies of the Board of Directors and the Association and shall be subject to ratification by the Board at any regular or special meeting.

SECTION 12.15 – FINANCE COMMITTEE (ADOPTED 6/10/06)

(a) **Composition:** The Finance Committee shall be comprised of the Association Treasurer (as chairperson) and additional Board members as recommended by the President and ratified by the Board. Members shall be appointed annually, shall serve until a member's successor is duly elected and qualified or until resignation or removal. The Executive Director shall be an ex officio member.

(b) **Purpose and Responsibility:** The purpose of the Finance Committee is to assist and advise the Board of Directors on matters of Association finance, annual budget, revenue needs and sources as well as operational and capital expenditures. The Committee shall have the following duties and responsibilities: Review and make recommendations to the Board on long-term financial policy; the annual operating budget and capital expenditures; levels for membership dues and pricing for events.

**ARTICLE XIII
OFFICERS**

SECTION 13.1 - DESIGNATION. The officers of this Association shall be a President, Vice President, Treasurer and Secretary. No two offices shall be held by the same person.

SECTION 13.2 - ELECTION (AMENDED 12/1/76, 10/31/82, 10/22/01). With the exception of the sitting Vice President and President, officers of the Association shall be elected by the BOD as specified in Article XII, Section 12.4.

SECTION 13.3 - TERM OF OFFICE (AMENDED 12/1/76, 10/31/82, 4/4/92, 10/22/01). The term of office of each officer shall be three (3) years from the meeting at which (s)he was elected or otherwise designated and thereafter until his/her successor has been duly elected or otherwise designated. The Vice President shall automatically ascend to the presidency for a three (3) year term at the conclusion of the President's term. No person shall serve as President for more than one (1) consecutive term.

SECTION 13.4 - QUALIFICATIONS (AMENDED 8/28/78, 4/4/92, 9/26/92, 9/28/98, 10/22/01, 6/10/06). Any duly elected member of the Board of Directors may be elected an officer. At least two (2) elected officers must be members of the Board as defined under Section 10.3(a)(1).

SECTION 13.5 - DUTIES OF OFFICERS. The duties and powers of the officers of the Association shall be as set forth in the following Sections and as may be hereinafter established by resolution of the Board of Directors.

SECTION 13.6 - PRESIDENT (AMENDED 10/31/82, 10/20/02). The President shall preside at all meetings of the Membership, of its Board of Directors and of its Executive committee and shall have all the usual powers and responsibilities of such office. (S)he shall be an ex officio member of all committees of the Association. (S)he shall present at each annual meeting of the Association a report of the regular and special meetings of the members and Directors in accordance with these Bylaws. (S)he shall cause to be called regular and special meetings of the members and Directors in accordance with these Bylaws. (S)he shall sign and make contracts, deeds, and agreements, as needed, in the name of the Association together with such other officer(s) as may be designated in these Bylaws or by resolution of the Board of Directors. (S)he shall see that the books, reports, statements and certificates required by these bylaws or by statutes are properly made and filed accordingly.

SECTION 13.7 - VICE PRESIDENT. During the absence or incapacity of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the responsibilities of the office of President and shall perform such other duties and functions as the Board of Directors may prescribe.

SECTION 13.8 - TREASURER (AMENDED 10/31/82, 10/20/02). In conjunction with the President, Executive Director and Controller, the Treasurer shall have the care and custody of and be responsible for the funds and securities of the Association and shall oversee the deposit all such funds in the name of the Association in such bank, saving and loan institution, trust company or safe deposit vault, or such instruments as designated by the Board of Directors. In conjunction with the President, Executive Director and Controller, (s)he shall sign, make and endorse, as needed, in the name of the Association, checks, drafts, warrants, and orders for the payment of money, and pay out and dispose of same and receipt therefore, under direction of the President of the Board of Directors. (S)he shall exhibit the books and accounts to any director at any time and to any member during any annual meeting of the membership. (S)he shall render a statement of condition of the finances of the Association at each regular meeting of the Board of Directors and at such other

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times as shall be required, and a full financial report at the annual meeting of the membership. (S)he shall keep correct books of account as the Board of Directors may require. (S)he shall perform or delegate all such duties pertaining to the office of Treasurer.

SECTION 13.9 - SECRETARY (AMENDED 10/31/82, 10/20/02). The Secretary shall review and approve for presentation the minutes of the meetings of the Board of Directors and of the membership in appropriate books. (S)he shall be custodian of the records and of the seal, and affix the latter when required. In conjunction with the President and Executive Director, the Secretary shall, as needed, execute contracts and other documents on behalf of the Association. (S)he shall perform or delegate such duties incidental to the office of the Secretary.

SECTION 13.10 - COMPENSATION. No officer shall be compensated for his/her services as an officer; but each officer shall be entitled to receive such expenses as (s)he incurs in carrying out the duties of his/her office as may be determined as reasonable by the Board of Directors.

SECTION 13.11 - VACANCIES. (AMENDED 10/22/01, 6/10/06) The vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors from among its members as outlined in Article XIII, Sections 13.2, 13.3, 13.4 and 13.12. An officer losing a regional board election retains the officer seat until a successor is named.

SECTION 13.12 - REMOVAL OR RESIGNATION OF OFFICERS. (AMENDED 10/22/01) An officer may be removed for cause by a two-thirds (2/3) vote of the Board of Directors. Any officer may resign his/her office at any time. Such resignation to be made in writing and to take effect on date designated therein with or without the acceptance of the Board of Directors. In the case that the President resigns prior to the end of his/her designated term, the Vice President would serve out the balance of that term year (ending with the board meeting immediately following the next annual elections) plus a three (3) year term as President. In said case the Board of Directors will elect a new Vice President, in adherence with Section 13.4 (Qualifications) to serve out the balance of that same term year plus a three (3) year term as Vice President. In said case a new Regional Director or Regional Representative will be seated per Sections 12.2 (d) (Board of Directors, Number) and 12.11 (Board of Directors, Vacancies).

ARTICLE XIV P.S.I.A. REPRESENTATIVE

SECTION 14.1 - P.S.I.A. REPRESENTATIVE (AMENDED 10/31/82). The Board of Directors shall appoint a representative to serve on the Professional Ski Instructors of America (PSIA) Board of Directors. His(her) term of office and duties shall be as provided by PSIA bylaws. (S)he shall maintain liaison between the Association and PSIA and make regular reports relating thereto to the Board.

ARTICLE XV EXECUTIVE DIRECTOR

SECTION 15.1 - METHOD OF SELECTION AND EMPLOYMENT (AMENDED 10/20/02). The Executive Director shall serve at the pleasure of the Board of Directors.

SECTION 15.2 - DUTIES AND RESPONSIBILITIES (AMENDED 10/20/02). As the chief staff executive of the Association, the Executive Director shall be responsible for all personnel, operations, communications, marketing, membership issues and financial matters of the Association. In addition, the Executive Director shall carry out such administrative duties as may be assigned to him (her) from time to time by the Board of Directors, as well as make and sign contracts on behalf of the Association with approval of the President.

ARTICLE XVI DIVISION STAFF

SECTION 16.1 – DUTIES AND RESPONSIBILITIES (AMENDED 10/20/02).

- (a) In addition to the Executive Director, the division staff shall include professional and support staff as determined by the Executive Director, within the parameters of the Association's operating budget as approved by the Board of Directors. All division office staff will work under the direction and at the pleasure of the Executive Director, with roles and responsibilities as determined from time to time by the Executive Director.
- (b) In addition to the division Professional & Support staff, there shall be Educational Staff employed to carry out educational programs in each snowsports discipline of the Association. The Education Staff reports to the Director of Education & Programs and serves at the pleasure of the Board of Directors.

ARTICLE XVII LIABILITY, INDEMNIFICATION AND REIMBURSEMENT OF DIRECTORS, OFFICERS AND EMPLOYEES

SECTION 17.1 - LIABILITY. No officer, director or employee of the Association shall be liable to the Association or any of its members for any of his (her) activities in such capacity, notwithstanding damage or injury to the Association or its membership, so long as (s)he was attempting to perform his (her) duties as such director, officer, or employee in good faith.

SECTION 17.2 - INDEMNIFICATION AND REIMBURSEMENT. Each director, officer or employee of the Association shall be indemnified and reimbursed for expenses necessarily incurred by him (her) in connection with the defense or reasonable settlement of any action, suit or proceeding in which (s)he is made a party by reason of his (her) being or having been a director, officer or employee of the Association except in relation to matters as to which such director, officer or employee is finally judged in such action, suit or proceeding to be liable for intentional misconduct in the performance of his (her) duties.

ARTICLE XVIII FISCAL MANAGEMENT

SECTION 18.1 - FISCAL YEAR. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Association. Until otherwise fixed by the Board, the fiscal year of the Association shall commence on July 1.

SECTION 18.2 - EXECUTION OF NOTES, CONTRACTS, ETC. (AMENDED 10/31/82). By virtue of their office, the President and Treasurer are each authorized to execute notes, contracts and checks. By resolution, the Board of Directors may authorize certain notes, contracts or checks to be executed by the Executive Director.

SECTION 18.3 - ANNUAL AUDIT. The Board of Directors shall cause to be secured an annual audit with appropriate balance sheets, revenue and expense accounts, and other statements by either a Certified Public Accountant or by an auditing committee appointed by the Board for such purpose.

SECTION 18.4 - FIDELITY BOND (AMENDED 10/31/82). Each officer of the Association, the Executive Director and such other employees as the Board may determine appropriate, shall be bonded for the safe and true performance of his (her) duties and such costs will be paid by the Association.

ARTICLE XIX PARLIAMENTARY PROCEDURES

SECTION 19.1 - ROBERTS RULES OF ORDER. In all matters not specifically covered by these Bylaws, the conduct of the business of the Association shall be governed by the latest edition of Roberts Rule of Order.

ARTICLE XX AMENDMENT OF BYLAWS

SECTION 20.1 - BY THE MEMBERS. These Bylaws may be amended or repealed at any annual meeting of the membership, or at any special meeting, provided that notice in writing of the proposed action be given at least thirty (30) days prior to the date of such meeting and further provided that a majority of the members at such meeting shall approve such proposed changes.

SECTION 20.2 - BY THE BOARD OF DIRECTORS (AMENDED 4/13/79, 10/31/82, 4/4/92). The Board of Directors may amend or repeal the Bylaws at any regular or special meeting of the Board provided that notice of such proposed action is given in the Association Newsletter or by mail to the membership at least thirty (30) days prior to the date the Board adopts such amendment or repeal. Furthermore, the notice shall contain a questionnaire to be returned by each member advising the Board of the member's approval or disapproval of the proposal. Eight affirmative votes shall be required to pass any amendment or a repeal of any part of these Bylaws by the Board of Directors. In addition, the Board may amend bylaws language for the purpose of clarification of existing policy or for document reorganization only, with no revision or addition to existing policy, by a majority vote at any regularly schedule meeting of the Board of Directors.

SECTION 20.3 - EFFECTIVE DATE. Each amendment of the bylaws, unless otherwise provided at the time of adoption, shall become effective on the date of adoption.

SECTION 20.4 - ANNOTATION OF AMENDMENTS (AMENDED 10/31/82). The Secretary shall have maintained an Annotation of Amendments of these Bylaws within the minute book. Upon the adoption of an amendment of any Bylaw, the Secretary shall have entered upon such page of annotations the number of the Section amended and the date of the Association meeting when such enactment was adopted; (s)he shall also have endorsed upon the appropriate Bylaw as originally adopted, the phrase "Amended", and the date the amendment was adopted.

**ARTICLE XXI
CONCLUDING PROVISIONS**

SECTION 21.1 - CORPORATE SEAL. The seal of the corporation shall be the name of the Association circled about the words "seal" in such form as may be adopted from time to time by the Board of Directors.

SECTION 21.2 - PRINCIPAL OFFICE. The principal office of the Association shall be at such place within the territorial jurisdiction of the Association as may be designated from time to time by the Board of Directors. The Board of Directors may also designate any other office or offices in which to conduct certain affairs on behalf of the Association.

Professional Ski Instructors of America – Eastern Division
1-A Lincoln Avenue
Albany, NY 12205-4907
(518) 452-6095
www.psia-e.org