

# **AMERICAN SNOWSPORTS EDUCATION ASSOCIATION – CENTRAL**

**A Michigan Nonprofit Corporation**

## **BYLAWS**

These Bylaws govern the **AMERICAN SNOWSPORTS EDUCATION ASSOCIATION – CENTRAL** (“ASEA-C” or the “Corporation”). Unless otherwise authorized or required by law, all corporate actions shall comply with the policies, practices and procedures that are set forth in this document.

### **Article I - Name**

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

### **Article II - Purpose**

The purpose of this organization shall be as stated in the Corporation's Articles of Incorporation.

### **Article III – Membership**

The following provisions pertain to membership in the Corporation:

#### **Section 1. - General Provisions**

- (a) **Snowsports Instructors:** The term "Snowsports Instructor" is defined as a person who teaches, coaches, guides, supervises, directs or otherwise is associated with snowsports classes in any instructional capacity. The term encompasses all recognized disciplines within the snowsports industry including Alpine, Snowboard, Adaptive, Nordic and Decks. Nordic instruction includes Track, Skate and Nordic Downhill (Telemark).

- (b) **Eligibility for Membership in the Corporation:** Any person who is a Snowsports Instructor is eligible for membership in ASEA-C provided that she or he satisfies the applicable membership requirements set forth in these Bylaws. A Snowsports Instructor may thereafter remain a member in good standing by continuing to satisfy all applicable requirements.
- (c) **Primary/Secondary Membership:** Snowsports Instructors who teach or otherwise work within the geographic region encompassed by ASEA-C, or such other areas as the ASEA-C Board of Directors may prescribe, shall be termed “Primary Members.” ASEA-C members who teach snowsports outside the ASEA-C geographic region for the majority of ASEA-C’s snowsports season may retain their status as a Primary Member in ASEA-C. However, if a member elects to establish primary membership in another division of ASEA, she or he may elect to become a “Secondary Member” (*i.e.*, hold dual membership) in ASEA-C by paying ASEA-C division dues and meeting such other dual membership requirements as the Corporation’s Board of Directors may establish. Secondary Members shall not be allowed to vote, nominate, hold office, or work as a member of the Education Staff.
- (d) **Membership Required for Certain Events:** Membership in ASEA-C is mandatory in order for a person to participate in a workshop/clinic, training program, education program or certification examination or any ASEA-C sanctioned event, except for certain events authorized by the Board of Directors or as otherwise set forth in these Bylaws.
- (e) **Year/Season:** Unless the context indicates otherwise, the term “year” as used in these Bylaws shall mean a fiscal year ending **April 30** in each year and the term “season” shall mean a seasonal year ending June 30 in each year.
- (f) **Notice:** Unless otherwise specified in these Bylaws or required by law, notices under these Bylaws may be given in writing through mail, email, text, phone or facsimile; orally by phone; and/or through any other reasonable means of communication that the Board of Directors approves.

## Section 2. – Categories of Primary Membership

The following categories of primary membership in the Corporation shall exist:

- (a) **Certified Instructors:** Members of the Corporation who hold current Level I, II or III certifications from PSIA/AASI shall be considered “Certified Instructors.”
- (b) **Lifetime Honorary Members:** The Board of Directors may in its discretion grant the status of “Lifetime Honorary Member” to persons who are or were active members of ASEA-C. Lifetime Honorary Members shall not be required to pay dues and are exempt from the requirements of maintaining education credit.
- (c) **Registered Member:** An instructor who is at least 15 years old and is a member in good standing of both the national and divisional associations but is not certified by a PSIA-AASI division. This member may, but is not required, to attend those education events which do not require certification. This member is not eligible to vote or hold office.
- (d) **Alumni:** An ASEA-C Certified Level I, II or III member who wishes to discontinue teaching, but who desires to remain affiliated with ASEA-C, may request status as an “Alumnus” by application to the Board of Directors. Such Alumni are not required to maintain education credit and will not retain their certification level. However, such Alumni may attend ASEA-C functions and shall be entitled to receive all correspondence and literature that ASEA publishes to its general membership. Members who are granted Alumni status shall continue to pay all dues.  
  
An Alumnus may apply to ASEA-C for reinstatement as an active member. Reinstatement may be granted upon satisfaction of such requirements as the Board of Directors may establish.
- (e) **Inactive Member:** An ASEA-C Certified Level I, II or III member in good standing who wishes temporarily to cease teaching snowsports, but who wishes to remain affiliated with ASEA-C, may request status as an “Inactive Member” by application to the Board of Directors. A member may be granted Inactive Member status for a

period not to exceed four seasons. Inactive Members are not required to maintain education credit. However, Inactive Members may attend ASEA-C functions and shall be entitled to receive all correspondence and literature that ASEA publishes to its general membership. Members who are granted Inactive Member status shall continue to pay all dues.

An Inactive Member may apply to ASEA-C for reinstatement as an active member. Reinstatement may be granted upon satisfaction of such requirements as the Board of Directors may establish.

- (f) **Honorary Member:** The Board of Directors may select persons who are not members of ASEA-C to be given “Honorary Member” status. Honorary Members shall not be required to pay dues but shall pay all other fees associated with the Honorary Member’s participation in events and activities.
- (g) **Active Service Personnel:** An active member of ASEA-C that is on temporary active duty with the Armed Forces of the United States may apply for this membership category. The Board of Directors may at its discretion elect to waive membership dues and/or education requirements in such circumstances.

### **Section 3. - Member Schools**

ASEA-C recognizes that snowsports schools and Snowsports School Directors constitute invaluable components of the snowsports industry. It is the policy of ASEA-C to encourage snowsports schools and Snowsports School Directors to participate vigorously in the activities of our organization. It is also the policy of ASEA-C to support vigorously the efforts of snowsports schools and Snowsports School Directors to maintain a staff of highly trained, professional Snowsports Instructors who meet the highest and best industry standards for professional snowsports instruction.

Consistent with the important role that snowsports schools and Snowsports School Directors play, the following additional categories of membership in ASEA-C shall exist:

- (a) **Snowsports Schools:** A snowsports school that promotes the current national snowsports standards of PSIA-AASI may become an “ASEA-C Member

Snowsport School.” ASEA-C Member Snowsport Schools shall subscribe to the Code of Ethics set forth in Article XVII of these Bylaws. Each ASEA-C Member Snowsport School shall send its Director or the Director’s designated representative to a two day Snowsport School Directors meeting at least every other year. ASEA-C Member Snowsports Schools shall pay an annual fee for membership as established by the Board of Directors.

- (b) **Gold Merit Snowsport School:** ASEA-C Member Snowsport Schools may be deemed an “ASEA-C Gold Merit Snowsport School” by generally having 100 percent of the school’s Snowsports Instructors, by the end of the season in which the first 40 hours of teaching is completed, become Certified Instructors with ASEA-C.

#### **Section 4. - Termination of Membership**

Termination of a Snowsports Instructor’s membership in ASEA-C shall occur thirty days following dissemination to the member of formal notice that she or he has failed to satisfy applicable education credit requirements or has not paid required dues.

### **Article IV – Certification of Members**

The following provisions pertain to the certification of members as Snowsports Instructors with ASEA-C:

#### **Section 1. – Obtaining Certification**

- (a) **Administration of Certification Requirements**

The Education Vice President and the Discipline Administrator shall implement the requirements for the various levels and classifications of instructional certification and accreditation that ASEA-C offers. Any modification of certification requirements or examinations must be approved by a three-fourth-majority vote of the Board of Directors in attendance at a regular or at a special meeting called for that purpose. The Education Vice President shall administer implementation of

the requirements for certification and accreditation that the Board of Directors establishes.

(b) **Eligibility for Participation in the Examination Process:**

Any person who subscribes to the Code of Ethics set forth in Article XVII of these Bylaws and who has fulfilled the applicable requirements shall be eligible for certification and accreditation through ASEA-C.

Any member in good standing may participate in the examination process leading to Level I certification. However, no Level I certification card will be issued until the candidate for Level I certification reaches her or his sixteenth birthday.

Certified Level I members in good standing who are at least 17 years old may participate in the examination process for Level II certification. However, no Level II certification card will be issued until the candidate for Level II certification reaches her or his eighteenth birthday.

Level II certified members who participate in the Level III examination process in ASEA-C must be at least 18 years old.

(c) **Reciprocal Agreements:** ASEA-C recognizes the qualification and status of Snowsports Instructors presenting proper credentials from any division of ASEA.

**Section 2. - Maintaining Certification.**

Once a member has passed an examination to become a Certified Instructor at Levels I, II or III, the member shall not be required to retake the examination, provided that she or he maintains her/his teaching proficiency; meets education requirements of two (2) credits at least once every two (2) seasons, or such substitute training as the Board of Directors may from time to time authorize; pays her/his annual dues; subscribes to the Code of Ethics set forth in Article XVII of these Bylaws; and meets all other requirements set forth in these Bylaws. To receive education credit for an education event that is not sponsored by PSIA/AASI-C, PSIA/AASI National, or another division of PSIA/AASI, advanced approval must be obtained from the ASEA-C office as well as the Education Vice

President and/or the Discipline Administrator. Approval shall be on a case by case basis. Members shall follow the protocol detailed in the ASEA-C Policies and Procedures Manual.

1. Education credit requirements to maintain a certification level will be waived for any member who has obtained Level II and has been a member of ASEA-C for 40 consecutive years or more.
2. Education credit requirements to maintain a certification level will be waived for any member who has obtained Level III and has been a member of ASEA-C for 30 consecutive years or more.

## **Article V - Dues**

The following provisions pertain to member dues:

### **Section 1. - Establishment.**

- (a) The annual dues to be charged for the various categories of members shall be determined by the Board of Directors at the Summer/Fall Board Meeting. Dues shall be payable when a member is accepted into membership with ASEA-C and annually thereafter on or before June 30.
- (b) Membership dues paid by a new member on or after February 15<sup>th</sup> shall apply to the remainder of the current season and the entire following season.

### **Section 2. - Non Payment.**

- (a) Members whose dues are in arrears shall be sent a formal notification from the Board or its appointed representative. If such dues are not paid within a period of thirty (30) days following the dissemination of a final notice, the member shall be required to apply for membership reinstatement through the procedures that are stated in the ASEA-C Policies and Procedures Manual.

- (b) In hardship cases or cases with special or extenuating circumstances where more than five seasons have passed without dues payment, the member may write to the Board of Directors giving a full explanation. The Executive Review Committee will review the case and the member will be given a written reply regarding the subject of – and, if appropriate, conditions for – reinstatement.
- (c) If the Executive Review Committee does not grant a member's petition, the member must satisfy the requirements for original certification.

## **Article VI - Membership Meetings**

The following provisions pertain to membership meetings:

### **Section 1. - Annual Meetings.**

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

### **Section 2. - Special Meetings.**

Special meetings of the Corporation's membership may be called by a majority of the Board of Directors or the President at a time and place to be determined by the Board or the President. Notice of such meetings, stating the nature of business to be transacted, shall be disseminated to each member who is entitled to vote on the matter or matters that the meeting shall address in a fashion designed to arrive not less than twenty nor more than fifty days prior to the meeting date. The business to be transacted or questions to be considered shall be limited to those matters that are specified in the notice of any regular or special meeting.



### **Section 3. – Quorum**

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

## **Article VII – SECTIONS**

The following provisions pertain to the six geographic regions within the overall geographic boundaries of ASEA-C:

### **Section 1. - Establishment of SECTIONS**

For the purpose of electing Directors and allowing regional meetings of members, the Board of Directors shall designate the boundaries for various geographic regions ("SECTIONS") within the geographic boundaries of ASEA-C. There shall be a total of six SECTIONS within the geographic boundaries of ASEA-C.

### **Section 2. - SECTION Meetings**

Directors elected from the SECTIONS shall convene annual SECTION meetings. The Director from the SECTION with the longest tenure on the Board shall serve as the SECTION Chairperson, unless the President makes an alternative appointment. Special SECTION meetings shall be called upon receipt of written request made by twenty percent (20%) of a SECTION'S membership.

## **Article VIII - Board of Directors**

The following provisions pertain to the Corporation's Board of Directors:

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

- (a) The business and the property of the Corporation shall be managed and controlled by the Board of Directors. The Board shall have the power and authority to make rules and regulations consistent with the laws of the State of Michigan and the Bylaws of the Corporation for the guidance of the officers and committees of the Corporation; to call meetings of the members when deemed advisable; and

generally to exercise all of the powers for the transaction of the Corporation's business, it being expressly understood that nothing in these Bylaws shall be deemed to limit or restrict the general authority that is vested in the Board of Directors for the management and control of the Corporation.

- (b) **Special Duties:** In addition to all other duties and powers prescribed in the Michigan Nonprofit Corporation Act, the Articles of Incorporation and other provisions of these Bylaws, the Board shall:
1. Appoint a registered office and registered agent for purposes of complying with the Michigan Nonprofit Corporation Act.
  2. Determine the principal place of business for the Corporation, which need not necessarily be at the registered office.
  3. Designate the official journal to be distributed to the members.
  4. Elect the officers of the Corporation.
  5. Appoint such committees and committee chairpersons as are deemed necessary and desirable to perform such corporate duties as may be and shall be delegated.

## **Section 2. - Composition**

The Board of Directors shall be comprised of sixteen (16) members elected on the basis of snowsports discipline and, for Directors from the Alpine and Snowboard disciplines, on the additional basis of SECTION:

- (a) **Alpine Board Members:** There shall be twelve (12) Alpine Board members with two Alpine Directors elected from each of the six SECTIONS of ASEA-C.
- (b) **Snowboard Board Members:** There shall be two (2) Snowboard Board members with one Director elected from SECTIONS 1, 2, and 3 of ASEA-C and one Director elected from SECTIONS 4, 5, and 6 of ASEA-C.

- (c) **Nordic Board Members:** There shall be one (1) Nordic Board member elected from within the entire geographic region of ASEA-C.
- (d) **Adaptive Board Members:** There shall be one (1) Adaptive Board member elected from within the entire geographic region of ASEA-C.

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

An ASEA-C member who is entitled to vote under Section 5(c) of this Article, who has three or more consecutive years as a Certified Member, has reached the age of 18, is a resident of the United States, has Snowsport work affiliation and permanent legal residence within the ASEA-C geographic boundary, and is in good standing as verified by the ASEA-C office may be elected as a Director of this Corporation. However, ASEA-C Certified Members in good standing living outside the geographical boundaries of ASEA-C who are actively teaching within the geographical boundaries of ASEA-C may hold the office of a Section Representative in the Section in which they work. They may also hold an officer's position on the ASEA-C Board of Directors.

### **Section 4. - Term of Office**

The term of office for persons who have been elected to the Board shall begin immediately upon the calling to order of the annual Spring Board Meeting and shall continue until their successors are seated on the Board. The term of office for persons elected to the Board shall be three years. No Director shall service more than two terms in succession nor shall they serve more than seven years of continuous service. Any Director who fails to attend the annual Spring Board Meeting and two other regularly scheduled Board of Directors meetings, in the same calendar year, may be removed from office.

### **Section 5. - Elections**

- (a) **General.** Elections shall transpire annually for the purpose of selecting Directors.
- (b) **Nominations.** A nomination process shall commence in November of each year by publishing notice to the membership that members who are eligible to vote in

the upcoming election may nominate candidates to run for the Board positions that shall next become open. A member may nominate a candidate to run for the Board if the member making the nomination qualifies, in accordance with section 5(c) of this Article, to vote for the candidate. Members who are certified in more than one discipline may nominate an eligible candidate with respect to each discipline in which the member holds the required certification. Before nominating a candidate, the person making the nomination must verify that the nominee is willing to serve. Nominations must be received by the ASEA-C office no later than thirty days after the published notice is given that the nomination process has commenced. Thirty days after the published notice is given that the nomination process has commenced, nominations shall be deemed closed. Persons who have not been nominated before the close of nominations may not be elected to the Board through a vote of the membership. Write-in candidacies are not allowed. Board positions for which only one candidate is timely nominated shall be held by the one nominee. Board positions for which no candidate is timely nominated shall be considered vacant and handled in accordance with section 9 of this Article.

- (c) **Membership Voting.** Once nominations are closed, the ASEA-C office shall promptly prepare, with the supervision and assistance of the Election Committee, a ballot through which eligible members may vote by proxy. The ballot shall be made generally available on the Corporation's website and may also be disseminated through such other means of communication or transmission as the Election Committee or the Board may authorize. Members who are entitled to vote may also vote in person at the annual meeting of members.

Certified Instructors and Lifetime Honorary Members, as those terms are defined and used in Article III of these Bylaws, are entitled to vote for candidates who have been duly nominated to run for the Corporation's Board of Directors. A member who is neither a currently Certified Instructor nor a Lifetime Honorary Member may not vote.

Each voting member may cast only one vote in the appropriate race pertaining to the snowsports discipline in which the member is certified. Members who are

certified in more than one discipline may vote for one candidate with respect to each discipline in which the member holds the required certification. In contested elections, the candidate receiving the most votes wins.

With respect to elections for the Alpine and Snowboard members of the Board, a member may vote only in a race that pertains to the member's SECTION. A member SECTION shall be the SECTION where the member has her or his legal residence. However, ASEA-C Certified Members in good standing living outside the geographical boundaries of ASEA-C who are actively teaching within the geographical boundaries of ASEA-C may vote for a Section Representative in the Section in which they work.

Members who wish for her or his vote to remain secret may tender a proxy that is completed in all respects except that in lieu of indicating the member's vote on the face of the proxy, the member shall state that specific voting instructions are attached. The member must then affix to the proxy a sealed envelope containing clearly written voting instructions. Members who attend the annual meeting of the Corporation's membership may similarly tender a sealed vote.

## **Section 6. - Meetings**

- (a) **Regular Meetings:** The Board of Directors shall meet in regular session at least once a year. The regular meeting at which the Board elects the Corporation's officers shall be held in the spring of every year.
- (b) **Special Meetings:** A special meeting of the Board may be called by the President or upon request of any two (2) or more Directors. Notice of such meetings shall be given to each Director through two (2) methods of communication. Each Director shall be entitled to specify her or his "preferred" method of receiving such communications. Notice of special meetings shall be given at least seven (7) days prior to the meeting date. Notice of a special meeting shall state the nature of the business to be transacted, the date and time of the meeting, and the place or mechanism for conducting the meeting. The President shall preside or appoint a member of the Board to preside. The President shall also appoint a Recording

Secretary and shall verify that a quorum is present before any business is conducted. During a special meeting, minutes shall be prepared reflecting the statements of the participants for dissemination and approval at the next regular or special meeting of the Board. Each Director shall clearly identify herself or himself prior to speaking during a meeting conducted via telephone conference. Any vote during a meeting conducted via telephone conference shall be taken by roll call.

### **Section 7. - Quorum**

- (a) A quorum of the Board will be a majority of its Directors and no business shall be transacted at a regular or special meeting of the Board unless a majority of Directors are in attendance. A record of attendance shall be kept at all regular and special meetings of the Board and made a part of the minutes. In the absence of a required quorum, the Directors in attendance may adjourn the meeting to a later date and the absent Directors shall immediately be notified of the postponement. Such adjournments may be made from time to time until a quorum can be present.
- (b) Board members who are not personally in attendance at a Board meeting may not vote by proxy.

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

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

### **Section 9. - Vacancies**

Any vacancy occurring on the Board of Directors and any directorships to be filled by reason of an increase in the number of Directors shall be filled by an affirmative vote of the majority of the remaining or existing Directors. Any Director chosen under these circumstances must meet all other applicable requirements to take office.

## **ARTICLE IX - OFFICERS**

The following provisions pertain to the officers of the Corporation:

### **Section 1. - General**

The officers of the Corporation shall consist of the President, an Executive Vice President, an Education Vice President, a Financial Vice President/Treasurer and an Administrative Vice President/Secretary.

- (a) **Term of Office:** All officers shall be elected by the Board of Directors from among the Board members for terms of one (1) year and shall remain in office until their successors are elected during the next annual Spring Board Meeting. The election of officers shall take place immediately following the commencement of business during the Spring Board Meeting.
- (b) **Removal of Officers:** Any officer of the Corporation shall be subject to removal with cause at any time by two-thirds vote of the Board of Directors.

### **Section 2. - Duties of Officers.**

Duties of the officers shall be prescribed by the Board and shall include, but not be limited to, the following:

- (a) **President:** The President shall preside at all Board meetings and meetings of the general membership; coordinate all activities of ASEA-C and represent ASEA-C in its relationship with ASEA, the USSA-Central Division, United States Forest Service, Midwest Ski Area Association, and other governmental bodies, corporations and associations concerning snowsports in the area; execute such documents as are required to be executed by the Corporation; and perform such other duties as may be authorized or directed by the Board. The President may also appoint such committees and committee chairpersons as she or he deems necessary in order to accomplish the purposes of the Corporation.

- (b) **Executive Vice President:** The Executive Vice President shall assume the duties of the President in the absence of the President; serve as chairperson of the Election Committee and perform such other duties as the President or the Board may prescribe.
- (c) **Education Vice President:** The Education Vice President shall supervise and coordinate the work of the respective Education Administrators and perform such other duties as may be authorized or directed by the President or the Board.
- (d) **Financial Vice President/Treasurer:** The Financial Vice President/Treasurer shall supervise the collection and disbursement of corporate funds with Board approval and shall keep and deposit the same for and on behalf of the Corporation in the bank or banks designated by the Board, or in the absence of such designation, select the bank or banks in which to deposit such funds; implement the annual budget approved by the Board; purchase necessary insurance and indemnity bonds; make purchases and investments authorized by the Board; supervise all financial transactions; and perform such other duties as may be authorized or directed by the President or the Board.
- (e) **Administrative Vice President/Secretary:** The Administrative Vice President/Secretary shall perform such duties as may be prescribed by law for the position of corporate secretary. The Administrative Vice President/Secretary shall also perform such duties as may be authorized or directed by the President or the Board.

## **ARTICLE X - EXECUTIVE DIRECTOR**

The following provisions pertain to the Corporation's Executive Director:

### **Section 1. - Business Office Managed by ASEA-C**

The Board of Directors may elect to establish a Business Office in a Board approved location within the geographical region of ASEA-C. The Board shall approve an Executive Director to be responsible for all business office operations and member services as established by the Board. The Executive Director shall be hired on a two-year contract approved by the Board of Directors. She or he shall be responsible to the



Board of Directors. She or he shall be responsible for all business office operations and member services as established by the Board and listed in the ASEA-C Policies and Procedures Manual. The Executive Director shall attest to all instruments executed by the Corporation as may be required and shall perform such other duties as may be authorized and directed by the President or the Board of Directors.

### **Section 2. - Business Office Outsourced**

The Board of Directors may elect to outsource the duties of the Business Office to a Board approved management company whose primary office is within the geographical region of ASEA-C. The contract for the management company shall be approved every two years by the Board of Directors. The owner or manager of such company shall be responsible for overseeing all business office operations and member services as established by the Board of Directors and listed in the ASEA-C Policies and Procedures Manual. She or he shall function as the Executive Director of ASEA-C and shall attest to all instruments executed by the corporation as may be required and shall perform such other duties as may be authorized and directed by the President or the Board of Directors.

### **Section 3. - Availability of Records**

Official records of the Corporation shall be made available to any member in good standing upon application to the President. A member's own records shall be made available to that member upon application to the ASEA-C office.

## **ARTICLE XI - Education Administrators**

The following provisions pertain to the Corporation's Education Administrators:

### **Section 1. - Appointment**

During the Spring Board meeting, the President shall appoint, with counsel from the Education Vice President and the respective Education Administrators, and subject to approval by the Board, Education Administrators who shall serve a two-year term.

## **Section 2. - Duties of Education Administrators**

The Education Administrators shall manage the Education Staff in their discipline and are directly supervised by the Education Vice President.

The respective Education Administrators, with the assistance of the respective Education/Certification Chairpersons when applicable, shall prepare and revise as necessary ASEA-C instructional materials subject to further approval by the Education Vice President and the Board of Directors. She or he shall see that such material is disseminated to all education staff and members.

The Education Administrators, in conjunction with the Education Vice President, shall address all disciplinary disputes, code of conduct violations, and suspensions according to Article XVII of the bylaws of ASEA-C.

The Education Administrators shall supervise the implementation of the national snowsports standards that shall be approved by the Board. She or he shall supervise sanctioned education events; supervise the use of audiovisual and other training aids belonging to ASEA-C; and plan and direct annual education events.

The Education Administrators shall, with the assistance of other Respective Education/Certification Chairpersons when applicable, plan and supervise education programs and all certification examinations. She or he shall perform other duties as may be authorized or directed by the President or the Board.

## **ARTICLE XII - Education/Certification Committee**

The following provisions pertain to having an Education/Certification Committee:

### **Section 1. - Election**

Each Education Administrator may choose to establish and utilize an Education/Certification Chairperson and Education/Certification Committee members. An Education/Certification Chairperson and up to six Education/Certification Committee

members shall be elected for a three year term of office by their respective examiner groups, consisting of examiners and examiner training squad members. The election shall be conducted in such a fashion that the terms of office for the persons who are chosen shall expire on alternating years.

## **Section 2. - Duties of an Education/Certification Chairperson**

When applicable, an Education/Certification Chairperson shall coordinate activities of the respective Education Committee. She or he shall assist the Education Administrator for the subject snowsports discipline prepare and revise education and certification programs; establish qualifications for ASEA-C examiners; and prepare lists of examiners for Board approval. She or he shall receive and evaluate technical information and publish such information as appropriate. She or he shall perform other duties as may be authorized or directed by the respective Discipline Administrator.

## **ARTICLE XIII - STANDING COMMITTEES**

The following provisions pertain to the Corporation's standing committees.

### **Section 1. - Election Committee**

The Executive Vice President shall be chairperson of the Election Committee. The Election Committee shall prepare and disseminate all election material required by these Bylaws and oversee the election process at the annual meeting of the membership. The Executive Vice President may appoint additional members to this committee subject to the approval of the Board

### **Section 2. - Governance Committee**

The President shall appoint a current member of the Board as the Chairperson of the Governance Committee. The Governance Committee shall oversee the continuous review and interpretation of the Bylaws of ASEA-C as well as the Policies and Procedures Manual of ASEA-C, and shall review such motions as may be submitted for dissemination to the Board in advance of regular and special meetings and the unanimous consent process. The Governance Committee shall

perform other duties as authorized or directed by the President or the Board. The Chair may appoint additional members of this committee to total at least three (3) and not more than six (6) Board members, subject to approval of the Board.

### **Section 3. - Budget Committee**

The Chair of the Budget Committee must be a member in good standing and have permanent legal residence within the ASEA-C geographic boundary. She or he shall be appointed by the President and confirmed by the Board and thereafter shall serve at the pleasure of the Board. The Board is encouraged to identify and appoint as Chair an individual with a financial and budget planning background. The Financial Vice President/Treasurer shall be a member of the Budget Committee, and shall be responsible for coordinating the Chair's reporting to the Board. The Chair may appoint additional members of this committee subject to approval of the Board.

### **Section 4. - Marketing and Public Relations Committee**

The Chair of the Marketing and Public Relations Committee must be a member in good standing and have permanent legal residence within the ASEA-C geographic boundary. She or he shall be appointed by the President and confirmed by the Board and thereafter shall serve at the pleasure of the Board. The Board is encouraged to identify and appoint as Chair an individual with a marketing or communications background. The Marketing Committee shall supervise and coordinate all communications and promotions to the public, and all internal newsletters and advertising to the members. The Chair may appoint additional members of this committee subject to approval of the Board.

### **Section 5. – Snowsport School Directors Committee**

The Chair of the Snowsport School Directors Committee must be a member in good standing and have a permanent legal residence within the ASEA-C geographic boundary. She or he shall be appointed by the President and confirmed by the Board and thereafter shall serve at the pleasure of the Board. The Board is encouraged to identify and elect as Chair an individual with a Snowsport School background. The Snowsport School Directors Committee shall coordinate an annual meeting for the Snowsport School Directors of ASEA-C and shall communicate information between the

Board and the Snowsport School Directors. The Chair may appoint additional members of this committee subject to approval of the Board.

#### **ARTICLE XIV – COMMUNICATIONS AND APPEALS**

The following provisions pertain to communications with the Corporation and appeals from corporate actions:

##### **Section 1. - Communications to ASEA-C Officers**

Communications concerning ASEA-C business and affairs shall be addressed to the officer within whose province the matter lies or be addressed to the President or the ASEA-C office. Acknowledgment of communications from members shall be made as soon as possible, but never more than ten days following receipt of the communication. A reply shall inform the member of the action taken or to be taken, and if it is a matter requiring Board consideration, the reply shall state when the Board will consider the matter.

##### **Section 2. - Appeals from Committee or Officer Action**

A member may appeal to the Board of Directors any decision or action that has been taken by an officer, administrator or any committee of ASEA-C, provided the member initiates her or his appeal within thirty days after being informed of the decision or action. The Board may establish an approved method for giving notice of an appeal to the President or the ASEA-C office. If the decision of an officer, administrator or committee of ASEA-C has prompted the appeal, the person or persons involved shall be informed of the time and place that the Board will consider the appeal. All persons involved in the appeal may attend and be heard. An appellant's failure to attend and be heard shall not, however, be considered prejudicial and the matter shall be decided on its merits.

#### **ARTICLE XV – FINANCES**

The following provisions pertain to the Corporation's financial expenditures:

## **Section 1. - Expenditure of Funds**

Expenditure of the Corporation's funds shall be made only as authorized by the Board of Directors.

## **Section 2. - Budget**

The annual budget covering operating expenses shall be approved by the Board at its regular Summer/Fall Board meeting. Emergency expenditures which could not reasonably have been provided for in the annual budget may be made, subject to the ratification and approval by the Board of Directors. With respect to expenditures under individual discretion, approval of the budget by the Board of Directors shall constitute authority for the officers to expend funds within the limits of the amounts that have been allocated. ASEA-C will not be responsible for unauthorized debts incurred by any member, director, or officer. No member, director, or officer shall have any proprietary interest in the assets of the Corporation. In case of dissolution, the assets shall not be distributed to the members, but shall be disposed of in harmony with the above stated objectives and purposes of the Corporation to another non-profit organization or agency as set out in the Articles of Incorporation.

## **ARTICLE XVI - INDEMNITY**

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

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

## **ARTICLE XVII - ETHICS**

ASEA-C hereby establishes the following Code of Conduct, Ethics and Professionalism which shall be observed by its members.

1. A member shall conduct herself/himself in a manner which would not bring discredit to this Corporation.
2. Members shall adhere to high standards of integrity, ethical and moral behavior including self-control and responsible behavior.
3. Members shall not knowingly make false or malicious statements about a colleague.
4. Members shall refrain from discrimination on the basis of race, gender, age, national origin, sexual orientation, religion or ethnicity.
5. A member shall not issue threats or harassment of any kind against a resort guest or employee, another member or professional staff of the Corporation.
6. A member shall not allow the use of her/his name or likeness in such manner as to misrepresent snowsports merchandise or otherwise mislead the public concerning any given product or service.
7. A member shall not abuse any privilege that she or he may be extended as a result of her/his membership in this Association from such sources as snowsport management, manufacturers or other professional groups.
8. A member shall not misrepresent her/his professional status, competence or experience in applying for, or maintaining any employment position where such background is a factor.

9. A member shall not misrepresent herself/himself in any way to this Corporation.
10. Members shall not accept any gratuity, gift or favor that might impair or appear to influence professional decisions or action.

#### **ARTICLE XVIII - PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, Revised Edition, shall govern the procedures of the Corporation in all cases to which they are applicable and are consistent with the provisions and rules of order set forth within these Bylaws.

#### **ARTICLE XIX – AMENDMENTS**

These Bylaws may be amended by a three-fourth-majority vote of the Board of Directors in attendance at a regular meeting or special meeting called for that purpose, plus a second three-fourths majority vote of the Board at the next regular meeting of the Board of Directors. ASEA-C shall provide notice of such proposed action to the membership at least thirty (30) days prior to the date the Board adopts such amendment or repeal.

#### **ARTICLE XX – CENSURE, SUSPENSION AND EXPULSION**

The refusal or neglect of any member to comply with the provisions of these Bylaws of ASEA-C, as well as the Policies and Procedures established by ASEA-C, shall render such member liable for censure, suspension, or expulsion. Charges alleging violations can be submitted by either a member or non member of ASEA-C and must be filed in accordance with the procedures delineated in the ASEA-C Policies and Procedures Manual.



ATTEST:

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Executive Vice President

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ASEA-C office

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President

This revision: April 6, 2015  
Prior revision August 17, 2014