



# PSIA-NW BYLAWS

August 2018

# BY-LAWS OF PSIA-NW

## **ARTICLE I** **NAME**

**PSIA-NW**

## **ARTICLE II** **PURPOSE**

PSIA-NW shall educate and certify snowsports instructors; promote snowsport instruction by professional snowsport instructors; handle problems of common concern to the snowsport teaching profession; establish and maintain high standards of business practices, custom and usage; promote and advance the interest of the snowsport teaching profession; engage in any lawful activities which will enhance efficient and economic progress of the snowsport teaching profession and apprise the public of its scope and character.

## **ARTICLE III** **MEMBERSHIP**

The Board of Directors (the Board) shall prescribe the requirements for membership, the categories of membership and the voting rights of members.

## **ARTICLE IV** **DUES**

The Board shall establish the annual dues for membership. A member who has not paid their dues by the due date are delinquent and must pay their dues prior to being entitled to the privileges of membership.

**ARTICLE V**  
**CRITERIA FOR MEMBERSHIP ON THE BOARD**

The Board shall establish criteria for representation for the purpose of electing Directors to the Board. The Board shall periodically review these criteria.

**ARTICLE VI**  
**MEETINGS**

Section 1. Meetings:

(a) The Chairman or a majority of the Board may call meetings of the entire membership. The Chairman or the Board will determine the time and place. The Chairman or the Board shall provide at least twenty-one (21) days' notice, in a manner the Board prescribes.

(b) The Board of Directors may submit such matters, as it deems appropriate to a vote of the membership by any means approved by the Board of Directors.

Section 2. Quorums and Voting:

(a) A Quorum is one hundred current members in good standing present at the meeting. Presence includes electronic means of communication, such as by telephone and/or computer. Proxy votes shall not be accepted.

(b) A Quorum is necessary to conduct any business. A majority vote will prevail on all matters contained within the Notification of Membership Meeting unless these bylaws require a different requirement.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

**Section 1. Powers and Duties:**

(a) The Board shall administer the business and property of the corporation. The Board may delegate responsibility for day-to-day operations to a CEO.

(b) The Board shall have the power and authority to adopt governing policies.

(c) Board size will be between 9 and 25. The board, by resolution may adapt, from time to time, the number of Directors to be elected. However, such resolution may not shorten any serving elected Director's term.

(d) In addition to all other duties and powers prescribed in the Washington Non-profit Corporation Act, the Articles of Incorporation and other provisions of these By-Laws, the Board of Directors shall:

(1) Appoint a registered office and agent;

(2) Determine the principle place of business for the corporation, which need not be its registered office;

(3) Elect officers.

**Section 2. Qualifications of Directors:**

(a) Subject to the proviso below, membership may elect any Certified Level II or III member in good standing as a Director. In addition, a Certified Level I member in good standing, with two years' membership, may be elected as a director.

(b) Any candidate for the Board must be a member in good standing and meet the current requirements for the position they are seeking.

**Section 3. Term of Office:**

(a) The Board will annually hold an election for Directors.

(b) Directors shall serve a term of three (3) years.

(c) Elections and terms of office shall be arranged as nearly as possible so the term of office for approximately one-third (1/3) of the Directors shall expire each year.

#### Section 4. Election of Directors:

(a) The Board shall prescribe the manner of election of members to the Board. Voting members shall be certified and registered members.

(b) The Board shall notify members of an election at least sixty (60) days prior to the deadline for submitting nominations in a manner that ensures actual notice to members. Notification shall include the Board established procedures for nomination and election.

(c) Director terms begin at the start of the fiscal year.

#### Section 5. Board of Directors Meetings:

(a) The Board of Directors shall meet in person or by some form of electronic communication at least twice (2 times) each year. The Board shall hold one such meeting (spring) not later than June 30 each year and second such meeting (fall) not later than October 30 each year. The Board shall keep a record of attendance for each Board Meeting.

(b) The Chairman, or by written request of a majority of Board members to the Chairman, may from time to time call a Special Board meeting. The Convener shall designate in advance the time and place.

#### Section 6. Quorum and Voting:

(a) A majority of the Directors make up a quorum. A quorum is required to conduct business at a Board, regular or special, meeting. Electronic based meetings require participants to hear and be heard.

(b) All Directors can vote on matters brought before the Board. The Chairman may only vote in the case of a tie.

(c) A majority vote prevails unless this document requires otherwise.

(d) In the absence of a quorum of Directors, Board Members present may adjourn to a time certain and such adjournment may be made from time to time until the quorum is reached.

#### Section 7. Voting:

Any Board member or officer voting may request a polling of the Board on any issue.

Section 8. Vacancies on the Board:

(a) A vacancy occurs when a Director resigns, is removed, dies or is no longer able to fulfill the duties of such office.

(b) The Board will fill such vacancies as needed.

Section 9. Removal of Directors:

A three-fourths (3/4) majority vote of Directors can remove any Director, with or without cause, at any time.

**ARTICLE VIII**  
**OFFICERS**

Section 1. Officers:

The officers of the corporation shall include the Chairman, Vice Chairman, Secretary and Treasurer.

**ARTICLE IX**  
**COMMITTEES**

The Chairman and the Board of Directors, may, from time to time, create and empower such committees as are deemed necessary. No action of any committee shall be an action of the Corporation and binding thereon unless the Board of Directors ratifies such action.

**ARTICLE X**  
**FINANCES**

The fiscal year of the Association shall end June 30th of each year.

**ARTICLE XI**  
**LIABILITY AND INDEMNIFICATION**

**Section 1. Liability:**

No officer, director, committee member or employee shall be liable to the corporation by reason of any action or conduct except in case of gross negligence, actual fraudulent or dishonest conduct.

**Section 2. Indemnification**

Except as above provided, the corporation shall indemnify and hold harmless each person and their heirs and administrators who serve at any time as a member of the Board of Directors or as an officer, agent or employee of the corporation. This undertaking by the corporation shall include the duty to defend any such person for 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 the corporation to reimburse any such person from all legal and other expenses, including attorney's fees, reasonably incurred by the person in connection with any such claim or liability or settlement thereof.

**ARTICLE XII**  
**PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall provide guidance in all cases to which they are applicable and in which they are not inconsistent with the provisions of the By-Laws and the Washington Non-Profit Corporation Act.

**ARTICLE XIII**  
**MISCELLANEOUS**

**Section 1. Amendments:**

These By-Laws may be amended by a two-thirds (2/3) majority vote of the Board of Directors in attendance at a regular meeting or special meeting called for that purpose provided written notice of all proposed By-Law changes is provided to each Board member by any means approved by the Board of Directors at least twenty-one (21) days prior to the regular or special meeting called for that purpose.

Section 2. Ownership of Assets:

No member, director or officer shall have any proprietary interest in the assets of the corporation.

Section 3. Distribution of Assets on Dissolution:

In the event of dissolution, the assets shall not be distributed to the members but shall be disposed of in harmony with the purposes of the corporation to another non-profit organization or agency.

Section 4. Gender:

Any and all referenced herein designated in the masculine gender are intended to reflect, and be operative, in the masculine and feminine gender.

These By-Laws were duly adopted by the Board of Directors at a meeting held on the 8<sup>th</sup> of September 2018.

\_\_\_\_\_  
Secretary

ATTEST:

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Chairman



# Revisions

Date Changed	Change Made	Article
August 2019	Global change for President and Vice President to Chairman and Vice Chairman	Article VI Section 1a, Article VII Section 5b, Article VII Section 6b, Article VIII Section 1, Article IX
August 2019	<p>Changed from:</p> <p>The Board, by resolution, may adopt from time to time the number of Directors to be elected.</p> <p>Changed to:</p> <p>Board size will be between 9 and 25. The board, by resolution may adapt, from time to time, the number of Directors to be elected. However, such resolution may not shorten any serving elected Director’s term.</p>	Article VII Section 1c