

BY-LAWS
OF
PROFESSIONAL SNOWSPORT INSTRUCTORS OF AMERICA
NORTHWEST DIVISION

ARTICLE I
NAME

The name of this organization shall be the Professional Snowsport Instructors of America, Northwest Division, abbreviated PSIA-NW.

ARTICLE II
PURPOSE

The purpose of this organization shall be to promote snowsport instruction by professional snowsport instructors; handle problems of common concern to the snowsport teaching profession; establish and maintain the high standards of business practices, custom and usage; promote and advance the interest of the snowsport teaching profession; represent and act for the snowsport teaching profession before governmental bodies and before public and private organizations which may affect the snowsport teaching profession; prepare and administer high certification standards and technical alignment; conduct promotional activities related to snowsport instruction; assist in the technical development of efficiency in the snowsport industry through technical research; 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; and perform such acts and services for the snowsport teaching profession as may be more satisfactory performed by a group rather than by individual actions.

ARTICLE III
MEMBERSHIP

Section 1. Membership:

 (a) Membership in the PSIA-NW shall be limited to individuals who are snowsports instructors or snowsports schools.

(i) "Instructor" means a person who teaches, or has taught, a snowsport discipline recognized by the Board of Directors (board) primarily for remuneration, or one who coaches, supervises, directs or otherwise has any connection with recognized snowsport activities.

(ii) Snowsports School means an organization that is current in their payment of dues to PSIA-NW and The American Snowsports Education Association (ASEA a/k/a PSIA/AASI) and is current in meeting the requirements established by the Board of Directors for membership.

(b) Instructors may apply for membership by submitting an application and by meeting all the requirements as established by the Board of Directors and ASEA.

(c) Snowsport schools may apply for membership by submitting an application and by meeting all the requirements as established by the Board of Directors and ASEA.

(d) Reinstatement of Status and/or Membership: A member who has been dropped for any reason, may be required to meet all requirements for membership in PSIA-NW as though never having been a member. The member shall have the right to appeal to the Executive Committee for reinstatement and their decision, including conditions imposed, shall be final. The Board of Directors shall establish and publish policies for membership reinstatement.

Section 2. Categories of Members:

There shall be five (5) categories of members: Registered Members, Certified Members, Alumni Members, Lifetime Members and Honorary Members. The dues and education requirements for each category shall be as set forth from time to time by the Board of Directors. A member in "good standing" in one of these categories must meet the following criteria:

(a) A Registered or Certified Member is a member who is current in their payment of dues and is current in meeting any education requirements.

(b) An Alumni Member is a member who is current in their payment of dues and no longer teaches, and who wishes to retain their membership.

(c) A Lifetime Member must be approved by the Board of Directors. Any Registered or Certified member may be recommended for Lifetime membership.

(d) An Honorary Member is any non-member who has rendered outstanding service to PSIA-NW or to the advancement of snowsports instruction. Honorary members are not eligible to hold office and are not eligible to obtain or maintain certifications. An Honorary Member must be approved by the Board of Directors.

Section 3. Voting Rights of Members:

(a) Each Registered, Certified, Lifetime member and each Alumni Member who had been a member for at least ten (10) years before becoming an alumni, who is in good standing on the date of a vote or ballots are distributed if not an in-person vote, is entitled to one (1) vote on matters requiring a membership vote.

(b) Honorary Members shall have no voting rights or any other rights conferred on individual members.

(c) Member Snowsport Schools shall have no voting rights or any other right conferred on individual members.

Section 4. Membership Status Change:

Current Certified Level I, II and III members may request that their membership status be changed either temporarily or permanently from active status to an Alumni Member. The requirements for continuing membership and returning to either Registered or Certified active status without loss of classification shall be specified by the Board of Directors.

Section 5. Other Memberships:

The Board of Directors may establish other categories of non-voting membership which it considers beneficial to the organization and its goals.

Section 6. Logo and Emblems:

(a) Members of the PSIA-NW shall wear, display and use the PSIA and AASI and PSIA-NW logos and emblem only in accordance with standards, procedures and criteria established and published by ASEA and PSIA-NW.

(b) Member Snowsports Schools may use the PSIA and AASI logos and emblem and the fact of affiliation only in accordance with standards, procedures and criteria established and published by ASEA and PSIA-NW.

ARTICLE IV
INSTRUCTOR CLASSIFICATION, CERTIFICATION and EXAMINATION

Section 1. Instructor Registration:

(a) There shall be four (4) classifications for instructors: (1) Registered Instructors, (2) Certified Level I Instructors, (3) Certified Level II Instructors and (4) Certified Level III Instructors, and one (1) temporary classification of Divisional Registered Instructor.

(i) Divisional Registered Instructors are those instructors who were admitted to this status prior to July 1, 2009 and who continue to remain in good standing in that status. Divisional Registered Instructors pay only divisional dues and are eligible for PSIA-NW membership only. They have successfully completed the member school basic training clinics. No person may be admitted to such status after June 30, 2009. A Divisional Registered Instructor who fails to continuously maintain good standing in such status, or who moves to a different instructor classification after June 30, 2009 may not return to the Divisional Registered Instructor classification. This temporary classification shall cease at such time as there are no longer any members eligible for such status.

(ii) Registered Instructors pay divisional and national dues; have completed the member school basic training clinics for registered instructors.

(iii) Certified Level I Instructors pay divisional and national dues and are those instructors who have passed the examination for Certified Level I Instructor.

(iv) Certified Level II Instructors pay divisional and national dues and are those instructors who have passed the examination for Certified Level II Instructor.

(v) Certified Level III Instructors pay divisional and national dues and are those instructors who have passed the examination for Certified Level III Instructor.

(b) The classification of instructors shall not affect the membership rights and obligations of member instructors, except as may be specifically provided for herein.

(c) Members may request to be registered in any snowsport discipline(s) recognized by the Board of Directors in which he instructs. The currently recognized disciplines are: Alpine, Snowboard, Nordic (which presently includes both Telemark and Cross-Country) and Adaptive.

(d) Members shall be registered in the geographic region in which their primary teaching area is located, provided however, if a member is transitory, the member may choose the region of his/her affiliation based on his/her primary teaching area.

Section 2. Certification and Examination:

(a) Examinations for Certified Level I, II and III instructors shall be established by the Certification Vice President consistent with the national certification standards as then established by ASEA and the exam format shall be subject to approval by the Board of Directors.

(b) Information for the taking of examinations shall be published to the membership each fall to enable examination candidates to timely prepare.

(c) Once a member has passed a Certified Level I, II, or III examination, the member shall not be required to retake the examination provided he maintains membership in good standing and meets the criteria established by the Board of Directors.

(d) PSIA-NW is a division of, and affiliated with, ASEA and recognizes the certification status of members of other divisions of ASEA as determined by certification examination, provided such organization recognizes the certification status of members of PSIA-NW.

(e) PSIA-NW will recognize the certification status of instructors not certified by one of the Divisions of ASEA based upon criteria established and published by the Board of Directors and/or ASEA.

Section 3. Educational Requirements:

(a) A Divisional Registered Member must have successfully completed the PSIA-NW school training clinics prior to July 1, 2009 to be eligible for PSIA-NW Divisional Registered membership. A Divisional member may continue to be a Divisional Registered Member after June 30, 2009 only as long as the membership requirements are continuously fulfilled after that date.

(b) A Registered Member must meet any requirements set from time to time by the board and in addition any additional requirements of ASEA.

(c) Each Certified Level I, II, or III member must maintain a minimum of 1 (one) continuing educational credit (unit) per year.

(1) Continuing Educational Credits (Units) are granted by attending either the equivalent of 1 (one) year credit event every year or a 2 (two) year credit every other year.

(2) Calendared events or such alternate programs as may be approved in advance for education credit shall be published to the membership.

ARTICLE V

DUES

Section 1. Annual Dues:

(a) The annual dues to be charged for membership shall be established by the Board of Directors and shall be billed to the members and paid as determined by the Board of Directors.

Section 2. Dues Delinquency:

(a) A member whose dues are not paid by the due date shall be considered a delinquent member and shall not be entitled to the privileges of membership until the delinquency is cured.

(b) A member who is delinquent in dues for a period of two (2) years shall be dropped from the membership rolls and may be required to re-qualify for membership and certification status as determined by the policies and procedures adopted by the Board of Directors.

ARTICLE VI
REGIONS

Section 1. Determination of Regions:

(a) The PSIA-NW shall be divided into geographic regions for the purpose of electing Directors to the Board. The Board of Directors shall establish the boundaries of the regions and shall periodically review the boundaries. Any changes in the boundaries of the regions shall be published to the membership.

(b) Members of the PSIA-NW shall be considered as members of a specific geographic region based upon the location of their primary teaching area, provided however, if a member is transitory the member may choose the region of his affiliation based on his primary teaching area.

ARTICLE VII
MEMBERSHIP MEETINGS

Section 1. Meetings:

(a) Divisional Meetings of the membership may be called by a majority of the Board of the Directors or the President at a time and place determined by the Board or President.

(b) The Regional Directors elected from a region may call a meeting of members within the region at any time and shall call a meeting of members when directed by the Executive Committee. At such meeting a Board member shall preside.

(c) Special Meetings - The Executive Vice President, upon receipt of a petition for a meeting bearing the names of at least twenty percent (20%) of the divisional or regional membership, will call a special divisional or regional meeting.

(d) Notification of Membership Meeting - Notice of such meetings shall be given not less than twenty (20) days nor more than fifty (50) days prior to the meeting and shall include the nature of the business to be transacted. Notice shall be sufficient if reasonably designed to give actual notice to the member either personally or at the member's last known address by regular mail, email or such other form of notice approved by the Board of Directors. Notice shall be deemed sufficient if sent to the member's last address of record.

Section 2. Membership Balloting by Mail, E-mail, or other approved alternative means:

(a) As an alternative to a meeting of the membership, the Board of Directors may submit matters to a vote of the membership by mail or e-mail ballot or by such other alternative means as may be approved by the board. In each such instance the proposition shall be submitted in a form which will permit a "yes" or "no" response. Each such proposition shall be submitted to the members with an appropriate "pro" and "con" statement.

(b) Ballot distribution shall be in a manner similar to that provided in Section 1(d) for notice.

(c) On any ballot proposition distributed under this section the ballots must be returned not later than thirty (30) days from the date of distribution.

(d) On any ballot proposition distributed under this section the proposition shall be determined by a majority vote of timely returned ballots.

Section 3. Quorums:

(a) At any meeting of the membership and at any regional meeting, a quorum shall consist of ten (10) percent of those qualified to vote or ten (10) members qualified to vote whichever is the lesser. Proxy votes shall not be accepted.

(b) At any meeting of the membership or any regional meeting, a majority vote shall prevail on routine business other than amending or adopting By-Laws once a quorum has been established.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Powers and Duties of Board of Directors:

(a) The management of the business and property of the PSIA-NW shall be managed by the Board of Directors elected by and from the regions of the PSIA-NW as provided in these By-Laws.

(b) The Board of Directors shall have the power and authority to adopt rules, regulations and procedures to implement the programs, purpose and business of the PSIA-NW. The power of the Board of Directors to conduct the business of the corporation shall be limited only by the Articles of Incorporation, the By-Laws and applicable laws and regulations. Adoption and modification of policies and procedures which relate to or affect dues, educational requirements or terms or qualifications of memberships must have the affirmative approval of a two-thirds (2/3) majority of elected Directors.

(c) The number of Directors to be elected shall be determined from time to time by resolution adopted by the Board of Directors.

(d) In addition to all other duties and powers prescribed in the Oregon 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 as required by State law;
- (2) Determine the principle place of business for the corporation which need not be its registered office;
- (3) Designate the official journal to be distributed to the members;
- (4) Elect officers as provided in these By-Laws.

Section 2. Qualifications of Directors:

(a) Any voting Certified Level II or III member in good standing as provided in these by-laws may be elected as a Director of this corporation. A Certified Level I instructor with two years membership in good standing as provided in the by-laws may be elected a director of this corporation. A voting member employed by the corporation as Executive Secretary, Executive Director, Education & Programs Director or in an administrative/office position or similar capacity shall not be eligible to be elected as a director.

(b) A Director on the PSIA-NW Board of Directors shall have a nexus (a professional association) to a particular region in which he chooses to run.

(c) A Director-at-large who represents a recognized discipline must be Certified Level II or Level III in that discipline.

Section 3. Term of Office:

- (a) Those elected as Directors shall serve a term of three (3) years.

(b) 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 elected in a region shall expire each year.

(c) Directors elected shall take office and assume their duties at the close of the Spring meeting of the Board of Directors but shall attend such meeting as ex officio members.

(d) The term of any elected Director who fails to attend any day of two (2) consecutive full length regular Board Meetings shall terminate automatically and his position vacated effective immediately after the first call of the roll at the second meeting without further notice unless the reason for absence has been submitted to, and approved by, the Executive Committee. Notwithstanding anything in these bylaws to the contrary, the President may immediately thereafter appoint a provisional Director to serve in the manner described in Section 9(a)(3). Any request for an approved absence shall be submitted, orally or in writing, to either the president or the executive vice-president as far in advance of the meeting as practical, and except in exigent circumstances, no later than ten (10) weekdays prior to the start of the meeting. The decision of the executive committee on a duly submitted request shall be conveyed to the director at least three (3) days prior to the start of the meeting. A director removed under this provision who claims exigent circumstances prevented a timely request for an approved absence may request approval of the absence and re-instatement by the executive committee, provided that the request for re-instatement with the reasons for the absence and why the request could not be made in a timely manner is submitted to the president or the executive vice-president, in writing, no later than thirty (30) calendar days after the close of the meeting.

Section 4. Election of Directors:

(a) Members shall be elected to the Board of Directors in a manner to provide as nearly as possible a proportional representation from the various regions within the PSIA-NW. Proportional representation shall be based upon the number of voting members from each such region as compared to the total voting membership, provided however, that no region shall be entitled to a greater number of Directors than forty-nine percent (49%) of the total number of Directors, and provided further, that the Board of Directors may allocate Director positions to isolated areas within regions upon finding that such is necessary to provide geographic balance in representation.

(b) The size of the Board of Directors shall follow the formula as set by the Policies and Procedures for proportionality.

(c) The election of Directors shall be held annually by written or electronic ballot under written procedures adopted by the Board of Directors and held in such fashion that the results may be tabulated and published not later than thirty (30) days prior to the spring Board of Directors meeting. Write in votes are not valid.

(d) At least ninety (90) days prior to the election of Directors the members shall be notified of the election and the procedures for the election as established by written election policies and procedures adopted by the Board of Directors. The form of the notice shall be reasonably calculated to give actual notice to the membership of the fact of impending elections and the procedures for nominating candidates. Timely publication in the organization's newsletter and/or posting on the organization's website shall be sufficient notice.

(e) To be a valid declaration of candidacy, the candidate's nomination must be returned to and received by the PSIA-NW by the specified date on notice of application for the election.

(f) In any election of Directors, if a candidate for Board of Directors is unopposed at the time of the closing of nomination, a ballot shall not be sent to the members at large of said region, and the unopposed candidate shall automatically be declared a director for that region at the time of the election.

(g) The election procedures adopted in writing by the Board of Directors shall be specifically provided to every member expressing an interest or requesting a copy.

Section 5. Selection of Directors at Large:

In the event any one or more of the recognized snowsport disciplines is not represented by having at least one member of the board who is a certified Level II or Level III with that as their primary discipline, the president should consult with members having that as their primary discipline and shall appoint a certified Level II or Level III instructor with that as their primary discipline, to serve on the board for a term of one year. This director at large will be a voting member of the board if the discipline has at least one hundred twenty (120) members registered with that discipline as their primary discipline, otherwise the director will be an "ex officio" (non-voting) member of the board.

Section 6. Board of Directors Meetings:

(a) The Board of Directors shall meet in regular meetings twice (2) each year. One such meeting (Spring) shall be held not later than June 30 each year. One such meeting (Fall) shall be held not later than October 30 each year.

(b) Special meetings, other than regular meetings, may be held at any time and place designated in advance at a regular meeting, or, upon written request to the President signed by not less than five (5) Directors, or, upon the request of a majority of the Executive Committee, or, at the call of the President.

(c) Notices of meetings may be sent by mail, email or other alternative means approved by the board to the member's last address of record. Notices of regular meetings shall be sent to the Directors not less than fourteen (14) days prior to the meeting. Notice

of special meetings shall be sent to the Directors not less than ten (10) days prior to the date of the special meeting.

Section 7. Quorum:

(a) All Directors elected to the Board of Directors and officers shall be entitled to vote on matters brought before the Board. Ex officio at large directors shall not be entitled to vote on the Board except as provided in Section 5 hereof.

(b) A quorum of the Board shall be a majority of the voting Directors and no business shall be transacted at a regular or special meeting of the Board unless such a majority of its members is in attendance.

(c) A record of attendance shall be kept for each Board Meeting called and held.

(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 8. Voting by Mail, E-mail, or other approved alternative means:

(a) At the request of any Board member or member of the Executive Committee, the Board may be polled at any time on any issue presented to the Executive Committee.

(b) Polling of the Board may be by mail, e-mail or other means approved by the Board and shall be submitted in such form as to permit a "yes" or "no" response and shall be distributed to each Board member subject to return within ten (10) working days from the date the ballot is distributed. Each such proposition shall be submitted to the Board with an appropriate "pro" and "con" statement.

(c) The results of the ballot shall be tabulated, listing each Board member's vote by name.

(d) Unless otherwise required, a majority vote shall prevail and the Board notified of the result.

(e) Any Board member may protest the result in writing submitted to the Secretary and Second Vice President within three (3) days of the vote being protested. If such a protest is made, the entire Board shall be advised of the nature of the protest immediately.

(f) If a protest is received, the vote shall be held in abeyance for twelve (12) working days pending a vote for reconsideration. Should the Board vote not to reconsider the matter, the original vote shall become final.

Section 9 . Vacancies on the Board:

(a) Any vacancy occurring of the elected Board of Directors shall be filled as follows:

(1) If the vacancy occurs before the fall board meeting and after the spring board meeting the President will appoint an interim board member to represent and serve the region until the spring election.

(2) If the vacancy occurs after the fall board meeting and sufficiently before the spring board meeting the position will be filled with the regular election process in the spring. If not sufficiently before the spring meeting to utilize the regular election process, the President will appoint an interim member to represent and serve the region until the next spring election. The newly elected board member will be seated at the beginning of the spring board meeting and continue to serve at the following fall meeting and until the next election so the region will not lose their vote.

(3) In the event of a vacancy occurring as provided in Section 3(d) hereof, the Board may elect a provisional board member from the same region to serve in the vacant position until the next regular election, provided however, such a provisional appointment shall be subject to any appeal by the removed director, and in the event the appeal of the removed director is granted the provisional appointment shall terminate, however, any vote or action by the provisional director during the term of his provisional appointment shall be valid and binding.

(b) When a Director resigns from the Board, the Directorship shall be considered vacant.

(c) If a Director no longer has a nexus in the Region from which he was elected, he should be allowed to finish his term but may not run for re-election at the next election.

(d) Any directorship to be filled by reason of an increase in the number of Directors, as provided in the apportionment formula, shall be filled at the next annual election.

(e) If there is no valid declaration of candidacy for a Board position by the established deadline, the position will remain vacant for a minimum of one (1) year.

Section 10. Removal of Directors:

All Directors of this corporation shall be subject to removal with or without cause at any time by a two-thirds (2/3) majority vote of the members voting of that Region or in the case of a director appointed pursuant to Section 5 above, of a recognized snowsport discipline.

Section 11. Protest and Suspension of Board Action:

Any specific action or ruling of the Board may be suspended temporarily by a petition in writing bearing the signatures of one hundred (100) eligible voting members being presented to the Executive Vice President within ninety (90) days of the board action or ruling for a ballot by mail or any other means approved by the board to be sent to all voting members.

Section 12. Appeals from Members, Committee or Officer Action:

A member may appeal to the board of directors any decision or action taken by any member, an officer, executive committee or other committees herein established provided he does so within thirty (30) days after individual notice to the member or publication in the minutes or on the organization's website of such action. Receipt of the appeal by the Executive Vice President or the Secretary and Second Vice President, if the action or decision is that of the Executive Vice President, shall be acknowledged by return mail or other approved means. Any person prompting the appeal shall be asked to submit a full report on the matter. The appellant and the person against whom the complaint is directed shall be informed as to the time and place the board will consider the appeal so that they will be privileged to attend and present their cases. Failure of either party to appear shall not be considered prejudicial to either party, and the matter shall be decided on the merits.

ARTICLE IX
OFFICERS

Section 1. Officers:

(a) The officers of the corporation shall include the President, Executive Vice President, Secretary and Second Vice President, Financial Vice President, Certification Vice President, Education Vice President, Communications Vice President, Member School Vice President, and the PSIA Representative.

(b) All officers shall be Certified Level II or III voting members of PSIA-NW in good standing. All officers of the Executive Committee shall be elected from the elected Board of Directors whose terms of office do not expire at completion of the spring board meeting, except the offices of Education, Certification, Member School, Finance and the PSIA Representative. Even if officers of Education, Certification, Member School, Finance or the PSIA Representative are not elected members of the Board, they shall become voting members of the board upon their election to office. The officers of Education and Certification shall be Certified Level III instructors. The PSIA Representative shall be the ASEA board member from the Northwest Division elected by the ASEA Board of Directors in accordance with ASEA's Bylaws. The Member School Vice President shall be a member school director.

(c) Officers, other than the PSIA Representative, shall be elected at the Spring Board Meeting held at the end of their term, by a majority vote of the Board of Directors in attendance.

(d) The Board shall nominate a candidate(s) for PSIA Representative who meets the qualifications established by ASEA and in accordance with the procedures established by ASEA. Selection of the nominee(s) shall be conducted in the same manner as the election of other officers except that selection of the PSIA Representative nominee(s) shall take place by election at the fall board meeting immediately prior to the expiration of the term of office consistent with the bylaws of ASEA. In the event a second nomination shall become necessary, that selection election shall take place at the following spring meeting, or by special election if necessary. In addition to meeting the qualifications established by ASEA, any nominee shall be an elected member of the PSIA-NW Board of Directors at the time of his nomination.

(e) Officers shall serve for a term of two (2) years, except for the PSIA Representative who shall serve a term of three (3) years consistent with the bylaws of ASEA, and shall continue until their successors are elected and take office.

(f) All officers elected shall be installed and assume their duties immediately following the adjournment of the Board Meeting at which they were elected, except that the PSIA Representative shall be installed and assume his duties effective July 1st following his election by the ASEA Board of Directors.

(g) An officer elected to the Executive Committee who no longer has a nexus to the region from which he was elected or no longer is a member of the recognized snowsport discipline he represents, shall retain his office until the end of the next spring board meeting.

(h) The officers of the Corporation shall be subject to removal with or without cause at any time by a two-thirds (2/3) vote of the board of Directors at a special meeting called for that purpose.

(i) The officers of the Corporation shall each work cooperatively with each other and with the Executive Director in the performance of their duties.

(j) In addition to the duties set forth in Section 2, every officer shall perform such duties as may be prescribed by the President and/or the Board.

Section 2. Duties of Officers:

(a) The President shall be Chair of the Board of Directors of the organization. The President shall preside at all meetings of the general membership, the Board of Directors and the Executive Committee. The President shall supervise and oversee the work of the Executive Director. The President shall coordinate all activities of the PSIA-NW and shall represent or appoint a member to represent the PSIA-NW in its relationship

with ASEA and other organizations. The President shall perform such other duties as are customarily attendant with such offices.

(b) The Executive Vice President shall assume the duties of President in the absence of the President. The Executive Vice President shall supervise all elections and all voting by mail or other approved means.

(c) The Secretary and Second Vice President shall be the Secretary of the Corporation. The Secretary and Second Vice President shall assume the duties of the President in the absence or the disability of the President and Executive Vice President.

(d) The Financial Vice President shall be considered the treasurer of the corporation and as such shall supervise the collection and disbursement of corporate funds and shall be responsible for the preparation of the annual budget for submission to the Board of Directors for their adoption. The Financial Vice President shall be the fiscal officer of the corporation and have all the duties usually attendant to such position.

(e) The Certification Vice President shall publish for the membership the standards for passing certification examinations and the conditions under which exams will be conducted; and shall establish the qualifications of, supervise the selection of and be responsible for the training of examiners to conduct the examinations, all under a program presented to and approved by the Board of Directors.

(f) The Education Vice President shall be responsible for providing the membership with current teaching and technical information and shall provide and coordinate opportunities for members of PSIA-NW to learn current teaching concepts.

(h) The Communications Vice President shall supervise and be responsible for the newsletter, website, news releases, advertising and other matters to which public attention is desired.

(i) The Member School Vice President is the chairman of the Member School Committee, and is responsible for the maintenance and implementation of a Member School Program. The Member School Program shall be conducted on a continuing basis in accordance with a policy and procedure manual (approved by the Board of Directors) for the purpose of providing direction to Association business related to schools, furthering PSIA-NW goals and objectives, maintaining professional school standards and conducting programs of mutual interest and benefit to Member Schools.

(j) The PSIA Representative shall be responsible to report to the Executive Committee and the Board of Directors of PSIA-NW on matters brought before ASEA that pertain to the division and its members, in a timely manner for the Board of Directors to consider such matters and shall report to ASEA the decisions of the PSIA-NW Board on these matters.

(k) If for any reason, any of the foregoing offices other than the PSIA Representative shall become vacant during an elective term more than two (2) months prior to the Spring Board Meeting at which regular elections are scheduled to be held, an election shall be held by the Board of Directors at a Special Election for that purpose, to fill the vacancy for the remainder of the term. Such Special Election may be conducted pursuant to Article VIII, Section 8 unless a majority of the Directors object. A vacancy in the PSIA Representative position shall be filled in accordance with the ASEA Bylaws.

ARTICLE X

COMMITTEES

Section 1. Creation and Authority

(a) The committees created in Sections 2 through 10 shall be standing committees of the organization. These committees shall be continuing in nature. The Executive Director shall be an ex officio non-voting member of each committee, except as otherwise provided.

(b) The President of the Board of Directors, from time to time, may create such other committees as are deemed necessary and desirable to perform such corporate duties as may be and shall be delegated to such committee. Committees created under this subsection shall automatically cease to exist at the next elections of officers unless at the time the committee is created it is specified that such committee shall continue for a longer period of time.

(c) Except as to such action of the Executive Committee as is expressly authorized by these By-Laws, no action of any committee of the Association shall be action of PSIA-NW and binding thereon unless such action has been expressly authorized or ratified by the Board.

Section 2. Executive Committee:

(a) The Executive Committee of the Corporation shall consist of the President, Executive Vice President, Secretary and Second Vice President, Financial Vice President, Education Vice President, Certification Vice President, Communications Vice President, Member School Vice President and the PSIA Representative. It shall meet from time to time as necessary to perform its duties and to make recommendations for consideration of the Board.

(b) By a vote of six (6) elected members of the Executive Committee to take any action, the Executive Committee shall:

(1) Determine the change of status of members of the corporation when the requests vary from the criteria established by the Board of Directors;

- (2) Carry out the policies determined by the Board of Directors;
 - (3) Determine such other action of an emergent nature as may arise subject to review by the Board of Directors;
 - (4) Meet and review the full budget prior to the Fall Board Meeting;
 - (5) Decide director requests for approved absences from board meetings and appeals from directors removed because of unexcused absences.
- (c) A quorum of the Executive Committee shall be six (6) of the elected members of the Committee.
- (d) Actions of the Executive Committee shall be reported to the Board of Directors by distribution of the minutes of their meetings.
- (e) Special telephone conference meetings of the Executive Committee may be called by the President and shall be called by the President upon the written request of any two (2) or more Executive Committee members. No meeting by telephone conference call shall take place unless at least six (6) members of the Committee are in telephonic communication with each other at all times during the said meeting. Any vote taken shall be by roll call. The minutes of the meeting shall be prepared and approved at the next regular or special meeting of the Executive Committee; copies of those minutes shall be provided to each Director, by mail or other approved means.
- (f) In addition to the foregoing, the Executive Committee shall perform such other functions as determined by the Board of Directors.

Section 3. Election Committee:

- (a) The Election Committee shall consist of the Executive Vice President as chairman and two (2) assistant chairpersons appointed by the Executive Vice President with the approval of the President.
- (b) The Elections Committee shall conduct all elections of Directors and issues presented to the Board of Directors by mail or other approved means.
- (c) The President and/or the Board of Directors may appoint additional members to the committee as may be necessary to carry out the program requirements of the PSIA-NW.

Section 4. Finance Committee:

- (a) The Finance Committee shall be composed of the Financial Vice President as chairperson, the Secretary and Second Vice President, and such other members of the board as may be appointed by the President.

(b) The Finance Committee shall be responsible for preparing an interim budget covering the months of July through September for presentation at the Spring Board of Directors meeting. A complete and balanced budget covering the entire fiscal year shall be submitted to the Executive Committee for review during the summer and will be presented for approval at the Fall Board meeting.

(c) The Finance Committee shall be responsible for the budget changes and financial reporting and bookkeeping procedures.

(d) The Finance Committee shall provide or arrange for an annual inspection of the preceding year's expenditures at the close of each fiscal year and present a report to the Board of Directors.

Section 5. Communications Committee:

(a) The Communications Committee shall be composed of the Communications Vice President as chairman, and such other committee members selected by the Communications Vice President and approved by the President.

(b) The Communications Vice President shall select those committee persons needed to carry out the program developed by the chairpersons and approved by the Board of Directors.

(c) The Communications Committee shall be responsible for advertising, the newsletter, news releases and communications within and without the membership.

(d) The President and/or Board of Directors may appoint additional members to the committee as may be necessary to carry out the program requirements of the PSIA-NW.

Section 6. Education Technical Certification (ETC) Committee:

(a) The Education Technical Certification (ETC) Committee shall consist of the Education and Programs Director, who may be the Executive Director if he is performing those functions as well, who shall be a voting member and the chairperson of the committee, the Education Vice President, the Certification Vice President and the Technical Team Coach. The ETC should consult with the chair regarding proposals or changes that impact a discipline.

(b) The ETC Committee shall be responsible for the coordination of the Educational, Technical and Certification programs for the PSIA-NW as provided and approved by the Board of Directors.

Section 7. Member School Program Committee:

(a) The Member School (MS) Program Committee shall be composed of four (4) elected regional members of PSIA-NW/ASEA Member schools. The election shall be held in conjunction with elections for the Board of Directors under such procedures as may be adopted by the Board. One (1) representative shall be elected from each of four (4) regions, the makeup of which shall be determined from time to time by the Committee so as to give approximate proportional representation to each region. The representatives shall be elected for three (3) year terms to expire on a rotating basis on the same format and time as set forth in Article VIII, Section 4, for the election of Directors.

(b) The Member School Committee Vice President shall be the chairperson of the committee and may be one of the elected representatives.

(d) The Member School Program shall be organized and operated in accordance with a Policy and Procedures Manual developed by the Member School Committee and approved by the PSIA-NW Board of Directors. All decisions of the Committee may be appealed to the Executive Committee and the PSIA-NW Board of Directors.

(e) Upon membership approval, Member Schools shall be entitled to participate in program activities and use the PSIA and AASI logos in their advertising in accordance with procedures and criteria approved by ASEA and PSIA-NW.

Section 8. Strategic Planning (StratCom) Committee:

(a) The chairperson and members of the StratCom shall be selected by the President and approved by the Executive Committee.

(b) The StratCom Committee shall be responsible for exploring future directions and making recommendations for long term planning for PSIA-NW.

(c) The StratCom Committee shall report their recommendations through the Executive Committee for presentation to the Board of Directors annually for their consideration and approval.

Section 9. By-Law Committee

(a) The By-Law Committee shall be appointed by the President and chaired by the Executive Vice President. Its purpose is to accept and review proposed changes to the By-Laws, to update the By-Laws and make recommendations to the Board of Directors.

Section 10. Ethics and Grievance Committee

(a) The Ethics and Grievance Committee shall be chaired by the Executive Vice President. It shall consist of the PSIA Representative, the Member School Vice

President, Certification Vice President and two additional Board members one of whom would be in charge of the program in which the alleged incident occurred.

(b) The Ethics and Grievance Committee shall be responsible for;

(1) Enforcing Article XIII Code of Professional Responsibility

(2) Enforcing Ethics involved with the Membership Perks

(3) Hearing member grievances

(4) Any other matter which may be sent to their attention from the President, Executive Committee or Board of Directors.

(c) The Ethics and Grievance Committee shall be responsible for hearings which shall include but not be limited to harassment, abuse and questionable behavior.

ARTICLE XI **FINANCES**

Section 1. Fiscal Year:

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

Section 2. Expenditure of Funds:

Expenditure of funds of the organization shall be made only as authorized by the budget approved by the Board of Directors and these By-Laws.

Section 3. Budget:

(a) An Interim budget covering the income and expense and application of reserve funds for the months of July through September shall be presented for approval at the Spring Board of Directors meeting. A complete and balanced budget covering the entire fiscal year shall be presented for approval at the Fall Board meeting and requires Board approval for subsequent modifications. The Executive Committee shall meet and review the budget before the Fall Board meeting.

(b) Expenses shall not exceed income for annual operating budget.

(c) Application of reserve funds for specific projects and capital expenditure items shall be considered separately from Section 3 (b) for the purpose of budgeting.

Section 4. Expenditures:

(a) Approval of the budget by the Board of Directors shall constitute authority for expenditures authorized provided that those individuals responsible for expenditures shall insure the fiscal integrity of the corporation.

(b) Expenditures of an emergent nature, which could not be anticipated when the budget was approved, may be made by the Executive Committee. Disbursement of up to \$2000.00 annually may be authorized by the Committee. Any additional amount requires approval of the Board of Directors.

(c) The PSIA-NW shall not be responsible for unauthorized debts incurred by any member, director or officer.

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

(e) 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 5. Auditing:

(a) An independent accountant shall be appointed not less than every third (3rd) year to audit each account of the year end statements and to submit a formal written report to the Board of Directors at the next Board Meeting.

(b) Internal inspections shall be made annually by the Finance Committee. The committee may inspect all or a portion of the corporation records and shall report to the Board of Directors at the Fall Board Meeting.

(c) The inspection report will include a full disclosure of funds paid to Board members for services or reimbursement of expenses by PSIA-NW and PNSIA-EF.

ARTICLE XII **LIABILITY**

Section 1. Liability:

(a) 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.

(b) Except as above provided, the corporation shall indemnify and hold harmless each person and his heirs and administrators who serve at any time as a member of the Board of Directors, Executive Committee or other committee or as an officer, agent or employee of the corporation, or any other corporation organized to carry out one or more

of the purposes of this corporation, 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 this corporation, or any affiliated corporation. This undertaking by the corporation shall include the duty to defend any such person 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 the corporation to reimburse any such person from all legal and other expenses, including attorneys fees reasonable incurred by the person in connection with any such claim or liability or settlement thereof.

ARTICLE XIII

CODE OF PROFESSIONAL RESPONSIBILITY

Section 1. Purpose:

(a) As a member of the snowsport teaching profession, an instructor becomes obliged to fulfill the responsibilities that are serious, sometimes complex, and diversified. As a professional, the instructor is a part of a rapidly growing industry. The instructor has much contact with the public, government agencies and other segments of the industry. As a teacher, the instructor can and will influence students in many respects. Because of the desire of the snowsport teaching profession to maintain respect and confidence in its relationship with others, this code of professional responsibility has been formulated to provide incentive for the highest degree of ethical conduct. Loss of that respect and confidence is detrimental, both to the profession and its members. This code is designed to provide an inspiration guide and as a basis for disciplinary action when the conduct of an instructor falls below the required minimum standards established hereby.

(1) An instructor should assist in maintaining the integrity and competence of the snowsport teaching profession.

(2) An instructor shall not:

- (i) Circumvent these rules through the action of another;
- (ii) Engage in illegal conduct involving moral turpitude;
- (iii) Engage in conduct involving dishonesty, fraud, deceit or misrepresentation;
- (iv) Engage in any other conduct that adversely reflects upon his or her fitness to teach.

(3) Instructors should assist the snowsport teaching profession in fulfilling its duty to make qualified and competent instruction available to the public.

Recognizing that snowsports involve certain inherent risk of injury or harm to participants, instructors shall not:

- (i) Aid non-professional and unqualified persons in teaching;
- (ii) Engage in teaching in violation of these rules;
- (iii) Teach in an unsafe or incompetent manner.

(4) An instructor should exercise independent professional judgment on behalf of customers. Instructors shall:

- (i) Consistently demonstrate a positive attitude towards snowsports and teaching;
- (ii) Be truthful in all dealings and advice with customers;
- (iii) Render professional opinions based upon fact and knowledge, rather than speculation and prejudice;
- (iv) Refrain from rendering negative opinions or advice unless truth and good taste require it.

(5) Instructors should assist in improving the snowsport teaching and educational system. Professional instructors shall participate in continuing educational programs designed to maintain and improve their professional competence.

(6) Instructors shall enthusiastically support other elements of the snowsport industry and related service organizations so long as such is not incompatible or in conflict with obligations imposed by this code of professional conduct. Other elements in the industry include equipment manufacturers, distributors and retailers and area operators. Related service organizations include the United States Coaches Association and its regional divisions, the National Ski Patrol System, and agencies of federal, state and local government responsible for the management of public lands committed to snowsports.

Section 2. Discipline:

It shall be grounds for censure, reprimand or expulsion from this association if a professional instructor is:

- (a) Convicted of a crime involving moral turpitude;
- (b) Improperly lends his or her name to a snowsport instructional endeavor conducted by persons unqualified to engage in snowsport teaching;

- (c) Grossly incompetent in snowsport teaching;
- (d) Abuses privileges granted by virtue of profession from others in the industry such as equipment manufacturers, distributors or retailers, or the operators of the areas;
- (e) Violates the Code of Professional Responsibility in effect at the time of the conduct;
- (f) Engages in a course of conduct demonstrating unfitness to teach.

Section 3. Rules and Regulations:

The Board of Directors shall establish and publish rules and regulations for implementing appeals and grievances under the Code of Ethics, which rules and regulations shall be uniformly applied to all members and which shall afford members a hearing on the issues raised.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority:

Robert's Rules of Order, revised edition, shall govern the procedures of the corporation in all cases to which they are applicable and in which they are not inconsistent with the provisions and rules of order set forth in the By-Laws and the Oregon Non-Profit Corporation Act.

ARTICLE XV
AMENDMENTS

Section 1. Amendments:

These By-Laws may be amended by a three-fourths (3/4) 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 mailed to each Board member at least twenty-one (21) days prior to the regular or special meeting called for that purpose. In addition, they may be amended by a two-thirds (2/3) vote of general membership voting by written ballot upon the proposed amendments, provided such amendments have been referred to the membership in one of three (3) ways: (1) by the Board of Directors; (2) by a majority of the members attending membership meeting; (3) by resolution bearing the signatures of at least thirty (30) percent of the voting members. When a proposed amendment to these By-Laws has been approved for submission to the voting membership by any of the three (3) methods above described, it be mandatory that

the election committee shall prepare ballots and distribute them to the voting members within sixty (60) days thereafter.

Section 2. Former By-Laws:

All former By-laws are hereby repealed as of May 23, 2011, at which time these By-laws become effective.

Section 3. 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

Secretary

ATTEST: _____
President

Glossary of terms: As used herein the following references are intended to mean as follows:

- (1) “Board of Directors” or “Board” unless otherwise indicated means the PSIA-NW Board of Directors.
- (2) “ASEA” means the American Spowsports Education Association.

Professional Snowsports Instructors of America – Northwest Division

By-law revision record

Page #	Description	Date
Page 6	Article V, Section 2. (a) A member whose dues are not paid by the due date shall be considered a delinquent member and shall not be entitled to the privileges of membership until the delinquency is cured.	17 September 2011
Page 9	Article VIII, Section 4. (b) The election of Directors shall be held annually by written or electronic ballot under written procedures adopted by the board of Directors and held in such fashion that the results may be tabulated and published not later than thirty (30) days prior to the spring Board of Directors meeting, write in votes are not valid.	15 September 2012