

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL SNOWSPORTS INSTRUCTORS OF AMERICA  
NORTHWEST DIVISION**

Pursuant to the Oregon Nonprofit Corporation Act, the undersigned, being the President of Professional Snowsports Instructors of America - Northwest Division hereby executes the following Restated Articles of Incorporation which supersede all prior Articles of Incorporation and Amendments thereto.

**ARTICLE I**

The name of the corporation is **PROFESSIONAL SNOWSPORTS INSTRUCTORS OF AMERICA-NORTHWEST DIVISION** and its duration shall be perpetual.

**ARTICLE II**

This Corporation is a mutual benefit corporation.

**ARTICLE III**

The purposes for which the corporation is organized are to receive and acquire by purchase, gift, grant, bequest, or devise, on its own behalf or as agent or trustee, real and personal property of all kinds, wheresoever situate and to hold, use, manage, expend, convey, invest and reinvest such property and income therefrom:

- A. To promote the art of snowsports instruction by providing educational programs that afford an opportunity for improving the snowsports and teaching proficiency of members;
- B. To assist in providing the public with qualified and competent snowsports instructors;
- C. To establish and maintain a high standard of ethics for its members in the profession of snowsports instruction;
- D. To conduct certification examinations according to the requirements established by this organization and national standards developed by the American Snowsports Education Association (ASEA); and
- E. To do such things as are authorized by the Oregon Nonprofit Corporations Act consistent with the above.

**ARTICLE IV**

The Corporation shall have such classes of membership as shall be provided for in the bylaws. The voting rights of members, and the criteria or procedures for admission as a member,

for termination, expulsion, suspension and for dues and assessments shall be established by the Corporation's bylaws (or any amendments thereto).

## **ARTICLE V**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than fifteen (15) or more than thirty (30) members which shall be constituted and have such powers as are provided for in the Bylaws and the Oregon Nonprofit Corporation Act. The number of Directors shall be determined from time to time by resolution adopted by the Board of Directors. Each director shall serve for Three (3) years. Elections and terms of office for the directors shall be arranged so that the terms of office for one third (1/3) of the directors shall expire each year. Members of the Board of Directors shall be elected on a proportional basis from the various geographical regions encompassed by the corporation as established from time to time by the Board of Directors. The Board of Directors shall elect such officers to manage the corporation as provided for in the Bylaws, may provide for additional directors as provided for in the Bylaws and such committees as may be established by the Bylaws.

## **ARTICLE VI**

The Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the members present at an annual or special meeting after due notice of the purpose of the meeting.

The Bylaws of the Corporation may be amended by the board of directors without member approval. Any specific action or ruling of the Board of Directors 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 notice to the membership of the Board of Directors action or ruling for a ballot by mail or any other means approved by the Board of Directors to be sent to all voting members. Notice may be by any means approved by the Bylaws.

## **ARTICLE VII**

The limitations on the Corporation include:

A. The Corporation shall have no capital stock and no part of its earnings shall inure to the benefit of any director, officer, or member of the Corporation, or any private individual.

B. No member, director, or officer of the Corporation, nor any private individual, shall be entitled to the assets upon dissolution of the Corporation or winding up its affairs.

C. Upon the dissolution of the Corporation, the assets shall not be distributed to the members but shall be disposed of in harmony with the above stated objectives and purposes to another nonprofit organization.

## **ARTICLE VIII**

To the fullest extent permitted by the Oregon Nonprofit Corporation Act, no director or uncompensated officer of the Corporation shall be liable to the Corporation or its members for monetary damages.

## **ARTICLE IX**

The Corporation shall indemnify, to the fullest extent permitted by the Oregon Nonprofit Corporation Act, any person who has been made, or is threatened to be made, a party to any action, suit, or proceeding, whether civil, criminal, administrative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, trustee, officer, employee or agent of the Corporation, or fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director or as an officer, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any reasonable expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Oregon Nonprofit Corporations Act.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2012.

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Jack R. Burns, President