

Constitution and By-laws

of

Pennsylvania Alpine Racing Association (PARA)

(Amended May 4, 2013)

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. The name of the organization is The Pennsylvania Alpine Racing Association, referred to as PARA. PARA is formed exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

Section 2. The objects of the organization are. to organize, sponsor, promote and further amateur ski competition; to coordinate all Pennsylvania skiing competition within the United States Ski Association (USSA); to foster instruction to ski competitors, coaches, and race officials; and to foster the ideals of good sportsmanship, clean competition, and fair play.

ARTICLE II: MEMBERSHIP

Section 1. Membership is open to all persons and families with a bona fide interest in ski competition, including alpine, nordic and fiestyle competition, upon payment of annual Membership Dues for each Membership Year in such amount as is established from time to time by the Board of Directors.

Section 2. Any person, without regard to race, color or creed is eligible to participate in PARA programs and shall be removed there from only for failure to observe the rules of amateur competition applicable to ski meets held under the auspices of PARA and USSA, for violation of the Code of Conduct, or for failure to pay by January 15 of each Membership Year Dues as assessed.

Section 3. Membership Dues may be waived by the Executive Committee of the Board of Directors in the event payment thereof shall cause financial hardship to the individual applicant.

Section 4. Memberships shall consist of Individual and Coaches Memberships and Family Memberships for families consisting of one or more parent (or legal guardian) and children. Only members having paid current Membership Dues are entitled to serve as Regional Directors.

Section 5. Members shall annually declare in writing to PARA at the time of payment of their Membership Dues, but no later than January 15, the PARA membership Region in which the member shall be entitled to serve as a Regional Director on the

Board of Directors and participate in Regional programs and competitions of PARA. The Region selected may be the area in which they predominately ski or race, or the area in which they reside. Once the declaration of membership Region is made it may not be changed during that membership year without the written permission of the Executive Committee and then only in cases of extreme hardship. If such declaration is not made prior to January 15, their membership Region shall be the one most recently previously declared, or in the case of new members, the area nearest their place of residence.

Section 6. The PARA Membership Areas (including the clubs listed as follows) are: (1)CENTRAL PA (Harrisburg, York, State College, etc., Ski Roundtop, Liberty Mountain, Tussey Mt., Whitetail & Ski Denton), (2)EASTERN PA (Southeast PA -Pocono's, Philadelphia and Suburbs, Camelback, Jack Frost, Big Boulder & Blue Mountain), (3)NORTHEAST PA (Northeastern PA Ski Shawnee, Montage & Elk Mountain.) and (4)WESTERN PA (Pittsburgh, Somerset, etc., Blue Knob, Seven Springs,.).

From time to time, the Board of Directors may at it's Annual MEETING redistribute Clubs from one region to another in order to better balance membership within Regions. Such changes shall only be made with the approval of 2/3 of all Directors and the unanimous consent of all Directors present from Regions involved.

Section 7. Ski clubs in the PARA Areas may choose to be associated with PARA through the Regional organization and regional programs of PARA. From time to time the PARA Board of Directors or USSA may redefine the boundaries of PARA or accept membership from outside the generally accepted boundaries. In order for a Club to be accepted as a member of PARA they must have members who are paying PARA Membership Fees, be a USSA Member club and be accepted for membership by the affirmative vote of 2/3 of the Board of Directors at the Annual meeting preceding the first year of membership. Each member Club shall pay to PARA an Annual Club Membership Fee of \$25 (Twenty-five Dollars) by no later than October 15 of each Membership Year. Failure to pay Club Membership Fees, to have Members paying PARA Dues or maintain USSA Member Club status will be Cause for removal of the Club from PARA. A Club removed for Cause shall be ineligible to host PARA Competitions or continue representation on the Board of Directors. A Club may be removed, for Cause, by the Executive Committee following at least 30 days written notice of its intention to do so including a statement of the steps necessary to correct any deficiencies leading to removal.

### ARTICLE III: DIRECTORS AND OFFICERS

Section 1. The business, property, and affairs of PARA shall be managed by a Board of Directors (the Board) of twenty-eight (28) persons. There shall be six (6) Directors for each Region within PARA and in addition there shall be four (4) Officers. Should a person holding a Directors position be elected an Officer then that Regional position shall become vacant and be filled by the Region. The term of all Directors and

Officers shall be two (2) years. There shall be no limit on the number of additional terms for which an Officer may be elected except that no term may be extended without election by the Board of Directors. All Directors and Officers must be at least 18 years of age.

If at any time the number of clubs holding membership in a PARA Region exceeds the number of Directors allocated to the Regions then the number of Directors in all regions shall be increased to allow a minimum of 1 Director per club in all regions. The additional Director(s) shall be apportioned in accordance with each Regions selection procedure in accordance with Section 2 of this Article. Should the number of Clubs holding membership later decrease, then the number of Directors in all Regions shall be adjusted down to no less than 6 per Region as required by these By-laws. Any increase or decrease shall take effect on the day following the Annual Meeting where the number of member clubs was approved by vote of the Directors in accordance with Article II, Section 7.

In order to insure continued continuity in the operation of PARA, Officers Initial Terms commencing immediately following the enactment of these By-Laws shall be staggered in the following manor. Selection Officers including the President and Treasurer shall serve Initial two (2) year terms. The Vice President and Secretary shall serve Initial terms of one (1) year. Upon the expiration of these Initial terms, all terms shall be two (2) years in length.

Section 2. The six (6) Directors representing each Region shall be chosen as follows. Each member Club shall select one (1) director to serve on the Board of Directors. The positions remaining after each Club has filled one position shall be selected by the Directors representing each of the Member Clubs until a total of six (6) directors have been chosen. The manor by which each region selects Directors beyond one per club shall be approved in advance by an eight (8) member committee made up of the Executive Committee and each Regional Chairperson. The President shall serve as chairperson of the committee but shall not vote. Once approved, each Region shall publish its procedure to the membership of the Region. Selection of Regional Directors shall take place no less than thirty (30) days prior to the Annual Meeting. The PARA

Secretary shall be immediately notified of the results of selections so that a directory of Directors may be established for Quorum and Voting at the Annual Meeting. Directors representing a membership Region must have declared that Region according to Article II Section 5. The terms of the newly selected Directors shall commence on the day following the selection. The Regional Directors shall select from among themselves a Regional Chairman who shall be responsible for communications with the Executive Committee and coordinating the PARA programs in their Region. If such selection of a Regional Chairman is not concluded prior to the Annual Meeting, the President of PARA shall appoint a Regional Chairman from within the elected Directors to serve until such time as a Chairman is selected by the Regional Directors.

Section 3. The Board of Directors shall at the annual meeting elect a President, a Vice President, a Treasurer and a Secretary of the Board of Directors. The term of these officers shall commence immediately following the Annual Meeting a plurality of votes properly cast, at the Annual Meeting, for any office shall elect such office. The members may elect an officer whose term is expired for an additional term. While there shall be no limit on the number of terms for which an Officer may be elected, no single term shall exceed two (2) years.

Section 4. All Officers and Directors of PARA shall be members of PARA and of USSA prior to commencement of office.

Section 5. The President, Vice President, Secretary and Treasurer shall have the duties usually associated with their respective offices. The president shall be the Chief Executive Officer of PARA, and shall have the authority generally associated with such a position. The President shall be responsible for the operation and supervision of the business of PARA. The President may delegate responsibility as necessary for the prompt and appropriate operation of PARA. The President shall preside at all meetings of the members and the Board of Directors and the Executive Committee. Should the President not be available to preside then the Vice President shall act in his place.

The Vice President shall have such duties and powers as shall be designated from time to time by the Board of Directors or by the President and in any case shall be responsible to and report to the President. The Secretary shall record the minutes of the meetings of the Board of Directors and the members in a minute book and maintain the official records of the organization, and shall be responsible for issuing notices of all meetings. The Treasurer shall be the Chief Financial Officer of PARA and shall be in charge of its funds and valuable financial papers and also be the Chief Accounting Officer and shall be in charge of its books of account and accounting records and of its procedures and shall have such other duties as may be designated from time to time by the Board of Directors or by the President. The Treasurer shall be responsible to and shall report to the Board of Directors, but in the ordinary conduct of business shall be under the supervision of the President.

Section 6. The President may appoint Committees (which may or may not have more than one member), other than the Executive Committee, to carry out such purposes as the Board of Directors may authorize. Among these Committees shall be the Membership and Quotas Committee, the Race Committee, The Alpine Officials Committee, The Coaches Committee, Alpine Competition Committee, and three (3) Age Group Committees. Membership on a committee shall not carry voting rights other than those afforded to individual members as Directors or Officers.

Section 7. The Executive Committee shall select representatives to be USSA Delegates and to fill other USSA posts for which PARA may be eligible.

Section 8. All vacancies on the Executive Committee shall be filled by appointment by the President, subject to approval by the remaining members of the Executive Committee

at its next meeting or at any special meeting called for this purpose. Once approved such appointees shall serve the remaining term of the Officer replaced. The President shall be succeeded by the Vice President who shall appoint a replacement Vice President as specified by this section.

#### ARTICLE IV: EXECUTIVE COMMITTEE

Section 1. The Executive Committee of PARA shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall, between meetings of the Board and while the Board is not in session, have all the power to exercise all the duties of the Board of Directors in the management of urgent business of PARA or of any other business of PARA as may be delegated to it by the Board. Executive Committee meetings may be called by the President, or any two (2) members of such Committee, three (3) members constituting a Quorum, participation wherein may be in person or by conference telephone call. Notice of such meetings shall be considered served so long as a quorum is present.

#### ARTICLE V: MEETINGS

Section 1. The Annual Meeting shall be held on the First Saturday in May unless changed by vote of the Executive Committee. Notice of the time, place, and purpose of the meeting shall be given at least ten (10) days but not more than thirty (30) prior to the Meeting by written notice to all Directors. The annual election of Officers whose terms have expired shall be held at the annual meeting.

Section 2. The Board of Directors shall hold other meetings at such time and place as they may determine, or at the call of the President upon at least ten (10) but not more than thirty (30) days prior written notice. Special meetings may also be called by ten (10) of the Directors upon at least five (5) but not more than thirty (30) days prior written notice. Notices shall state the time, place, and purpose of the meeting.

Section 3. At all meetings of the Board of Directors, a majority of Directors shall constitute a Quorum. If a Quorum is not present, those members in attendance may, by a simple majority, vote to adjourn the meeting to another time and place without further notice other than announcement at such adjourned meeting of the time and place of any rescheduled meeting. At any rescheduled meeting, members constituting a Quorum shall be entitled to transact any business, which could have been conducted at the originally scheduled meeting.

Section 4. Each Director and Officer on the Board of Directors shall be entitled to one vote. Voting by Proxy or by mail shall not be permitted. Only Directors attending in person shall be counted when determining a Quorum. When a Quorum for the consideration of a question is present at any meeting, the majority of the votes properly cast upon the question shall decide the question, except in any case where a larger vote is required by law or by these by-laws.

Section 5. Voting members of PARA, as defined in Article II Section 4 of these by-laws, shall have the privilege of the floor at any meeting of the Board of Directors, but shall not be entitled to vote at those meetings.

Section 6. Robert's Rules of Order shall govern in all procedures not covered by this Constitution and By-laws or laws of the State of Pennsylvania.

#### ARTICLE VI: FINANCE

Section 1. The Fiscal year of PARA shall end on the last day of June each year.

Section 2. The Board of Directors shall have the sole authority to authorize expenditure of funds, other than expenditures pursuant to a budget previously approved.

Section 3. The execution of all papers, including deeds, sanctions, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations, made accepted or endorsed by the Organization shall be signed by the President or Vice President or by the Treasurer when previously authorized or budgeted by the Board of Directors at a duly authorized meeting. In cases where action must be taken without the authorization of the full Board of Directors then two (2) members of the Executive Committee must execute any documents or contracts.

Section 4. All funds of PARA shall be deposited in and maintained in Accounts insured by an Agency of the United States of America.

#### ARTICLE VII: AMENDMENTS

Section 1. The Constitution and By-laws of PARA may be amended by a two thirds (2/3) vote of the Board of Directors at any regular or special meeting duly convened for such purpose, provided that notice of the meeting and a copy of any proposed amendments were sent to all Directors ten (10) days prior to the meeting.

Section 2. The Board of Directors may from time to time adopt rules and regulations consistent with these By-laws.

#### ARTICLE VIII: NOTICES

In any case where Notice is required by these By-laws such notice shall be considered given if sent to all necessary parties either by US Mail or by Electronic Mail. The Secretary of PARA shall certify in writing that such Notice was completed and by what method. The presence of a Quorum at any meeting so called shall be considered Proof of Notice. It shall be the responsibility of all Directors to notify the Secretary in writing of any change of Address. Failure to do so shall relieve PARA of its obligation to provide Notice to that Director.

## ARTICLE IX: CODE OF CONDUCT & SANCTIONS

Section 1. PARA shall adopt and will operate by the Code of Conduct established by USSA and published in the USSA Alpine Competition Guide as it applies to activities and competitions conducted by PARA. The Code of Conduct shall apply to all members of PARA whether they are competitors, Coaches, Officials, parents or clubs.

Section 2. PARA shall have the right to impose sanctions upon persons or entities violating the Code of Conduct or of any laws of any Jurisdiction with Standing over the area in which the offense occurred. Sanctions levied upon individuals shall include forfeiture of points in PARA standings, exclusion from future competitions, revocation of membership in PARA, and revocation of credentials issued by USSA as they may be utilized within PARA events. Sanctions against Clubs shall include removal of future events from the competition calendar or the refusal of event scheduling for a period not to exceed one (1) season. In the case of repeated offenses of the same nature or for violations of the laws of any jurisdiction with authority over the area where the offense occurred the offending party may be barred from all future participation in PARA. No sanction shall affect a person or club in their ability to carry on operations or compete outside PARA.

Section 3. Sanctions may only be imposed upon the affirmative vote of at least three (3) members of the Executive Committee meeting in person, or via conference phone call, at a meeting called specifically for this purpose. Any individual or entity being considered for Sanction shall have the right to be in attendance, and shall be given Notice of the time and place of such meeting, to present evidence to the Executive Committee prior to any decision, but not during voting. Appeals of any Sanction so imposed may be made to the Executive Committee and will be resolved by an Appeal Committee composed of the Chairman of each PARA Region, the Vice President of PARA, the Chairman of the Alpine Officials Committee and the Chairman of the Coaching Committee. The Appeals Committee shall meet either in person or by conference call within ten (10) days of the submission of an Appeal. The Vice President of PARA shall be the Committee Chairman and shall preside over the meeting. The Chairman shall be entitled to vote only to break a tie vote of the remaining Committee Members.