

AMENDED AND RESTATED BYLAWS

of the

PROFESSIONAL SKI INSTRUCTORS OF AMERICA-ROCKY MOUNTAIN-AMERICAN ASSOCIATION OF SNOWBOARD INSTRUCTORS

The name of the organization shall be the PROFESSIONAL SKI INSTRUCTORS OF AMERICA-ROCKY MOUNTAIN-AMERICAN ASSOCIATION OF SNOWBOARD INSTRUCTORS, hereinafter referred to as PSIA-RM-AASI

ARTICLE I

OBJECTIVE/PURPOSE

PSIA-RM-AASI, a non-profit association 501(c)(6) formed for the advancement of winter snow sports through an organization composed of professional snowsports instructors. Further, PSIA-RM-AASI will provide for the certification of instructors and for establishing standards of instructor education. A further purpose is the operation of PSIA-RM-AASI for the mutual and individual benefit of the membership.

MISSION STATEMENT

To provide excellence in education and membership services while maintaining fiscal responsibility and promoting the professionalism of snowsport instructors to the public and the ski industry.

ARTICLE II

MEMBERSHIP

There shall be several categories of membership as determined by the Board of Directors, hereinafter referred to as the BoD, the Board or the Board of Directors. Membership shall include all that meet the qualifications as set forth by the BoD.

1. Active Member:

An instructor, when certified by PSIA-RM-AASI and in good standing with the organization, shall be classified as an Active Member. The good standing of a member shall be determined in accord with requirements as established and published by the BoD.

There shall be two classes of Active Membership:

- A. Registered Instructors: A Registered Instructor is any instructor who is not certified, that may register with the Association upon payment of such fees as established by the BoD.
- B. Certified Members: A Certified Member is any instructor who has been certified, as described in our policy and procedures by a Regional Association and is in good standing with the PSIA-RM-AASI. A Regional Association is defined as one of the

nine associations which participate with the Association of Snowsport Educators of America (ASEA) or any nationally recognized certifying body who, at the discretion of the BoD, meet the requirements of PSIA-RM-AASI .

The Board of Directors reserves the right to accept or reject the certification of an instructor certified outside of Rocky Mountain upon such instructor's request for reciprocity.

2. Inactive Member:

An Inactive Member can be an Active Member who is no longer teaching, or an Active Member in another Regional Association. Any such Active Member may apply for inactive membership in PSIA-RM-AASI. Upon meeting the requirements as established and published by the BoD, such Member shall be granted Inactive Member status. The Inactive Member shall pay full PSIA-RM-AASI dues, may attend educational events but may not attend certification events and shall continue to receive all Association correspondence. The good standing of an Inactive Member shall be determined in accord with the requirements as established and published by the BoD. If an Inactive Member wishes to become an Active Member, such Inactive Member must meet criteria set forth by the BoD. A member may remain inactive for an indefinite period of time.

3. Alumni Member:

An Active Member, who has at least ten (10) years Active membership, is in good standing, ~~is at least fifty (50) years old,~~ and is no longer teaching may apply for Alumni membership in PSIA-RM-AASI. Upon meeting the requirements as established and published by the BoD such Alumni Member may pay annual dues, as determined by the BoD, may attend educational events but may not attend certification events and shall continue to receive all Association correspondence and publications. Alumni Members are not required to maintain their annual clinic attendance requirements to remain Alumni Members. If an Alumni Member desires to become active, they must present a letter of request to the BoD for their approval and must meet any and all requirements which the BoD may set forth.

4. Lifetime Member:

A Member may be awarded a Lifetime Membership by the BoD if, in the opinion of the BoD, an outstanding Active Member merits special recognition. Upon presentation of such award, the requirements for maintenance of Active Membership, including dues and continuing education requirements shall be permanently waived.

5. Special and Honorary Members:

A Member may be classified as a Special or Honorary Member by the BoD if the BoD deems that such classification is necessary. An Active Member of PSIA-RM-AASI that is on temporary duty with the Armed Forces of the USA may apply to be a Special Member. For Special and Honorary Members, the BoD may elect to waive membership dues and/or annual clinic attendance requirements.

6. Reciprocal Memberships:

The BoD may grant reciprocal membership to such qualified instructors from different Regional Associations. Members of other Regions wanting to join the PSIA-RM-AASI shall submit written verification of the applicant's good standing within the different Regions to be considered membership reciprocity.

Upon payment of annual dues and compliance with any additional requirements as may be imposed by the BoD, the applicant shall be accepted for membership in PSIA-RM-AASI.

ARTICLE III

MEETINGS OF MEMBERS

All meetings of members shall be conducted in accordance with the procedural rules set forth in the most recent edition of Roberts' Rules of Order.

1. Annual Meeting—:

No annual meeting of the members shall be required. However an annual meeting of the members may be held at such time and place as shall be established by the ~~board~~Board of ~~directors~~Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated ~~herein~~ for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

2. Special Meetings—:

Special meetings of the membership may be called at any time by resolution of the BoD, or upon written request of ten (10) percent of the Membership *entitled to vote*, to be held at such time and place as the BoD or membership calling such meeting, may designate.

~~3.~~ 3. Manner of Acting—:

If a quorum (see subsection 7, below) is present, the affirmative vote of the majority of the members at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Articles of Incorporation or these Bylaws.

~~4.4.~~ Voting-:

Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

~~5.5.~~ Voting by Ballot-:

Voting on any question or in any election may be done in person, by voice vote, electronic, or written ballot, or by mail with a written ballot, all in accordance with C.R.S. 7-127-109.

~~6.6.~~ Notice and Ballots-:

Notice of meetings and ballots shall be posted in the quarterly newsletter of the Association or on the website. Ballots shall be mailed or emailed to the last known address of each member in good standing at least thirty (30) days before any regular or special meeting of members. Such notice shall state the objective or issues to be discussed.

~~7.7.~~ Quorum-:

A quorum at any meeting of the membership shall consist of 5% of the members of the Association determined as of the date of the mailing of the ballot by the Association represented either in person or by mailed ballot. Active Members in good standing may vote either in person or by a mailed ballot at any annual or special meeting of the membership. Mailed ballots must be presented for registration forty-eight (48) hours or more in advance of the time set for such annual or special meeting. All such voting shall be done on an individual basis and cumulative voting shall not be permitted. All such mailed ballots shall be signed by the member voting.

8. Adjournment:

~~8.~~—In the absence of a quorum at any such meeting, a majority of the members present may adjourn the meeting from time to time for a period not to exceed sixty days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, (notwithstanding the subsequent non-attendance during such meeting of that number of members whose absence would cause there to be less than a quorum).

ARTICLE IV

BOARD OF DIRECTORS

1. Membership:

The direction and management of the Association shall be vested in the Board of Directors, henceforth the BoD. There shall be a minimum of seven (7) to a maximum of fifteen (15) voting members of the BoD, including the ~~President and Vice President of the Association.~~ Elected Officers.

2. Qualifications:

To become and remain a Director, a person must satisfy the following requirements:

- A. Directors must be individuals who are at least 18 years of age.
- B. Directors must be Certified Members.
- C. Directors must be actively involved in a PSIA-RM-AASI member ski/snowboard school and be a member in good standing with PSIA-RM-AASI.
- D. Directors must not have engaged in or be presently engaged in conduct that harms, disparages, denigrates or brings ill repute to the Association or to the mission or purpose of the Association (including, for example, dishonest or fraudulent acts, conviction of a felony or a crime involving moral turpitude, or conduct that is materially injurious to the Association, monetarily or otherwise).

3. Nominations to Serve on BoD:

No less than fourteen days before an annual meeting of the members or prior to sending out, or otherwise making available, a written ballot for the election of Directors, the Nominating Committee shall nominate members as candidates for election at the annual meeting to serve as District Directors. In making its nominations, the Nominating Committee shall ensure that nominees satisfy the qualifications to serve as Directors and may apply such other criteria in selecting nominees as determined from time to time by the Nominating Committee. Certified Members who are interested in serving on the BoD shall submit applications to the Nominating Committee prior to such deadline for submitting applications as may be established by the BoD, stating which District the applicant works in as a professional snowsports instructor. Nominees may be selected from among the Certified Members who submit applications or from among Certified Members who are recruited to stand for election to the BoD by the Nominating Committee.

4. Term:

Directors shall be elected to serve for a three year term; provided, however, if a Director is serving as an Elected Officer and the Director's term as an Elected Officer will extend beyond the Director's term as a Director, unless the Director dies, resigns or is removed, the Director's term as a Director shall be extended through the end of the Director's term as an Elected Officer.

5. Representation and Elections:

A member of the BoD shall be elected either to serve as a District Director or as a "Member-At-Large" from among the candidates for such positions nominated by the Nominating Committee. The geographical area of PSIA-RM-AASI is divided into three (3) separate Director Districts: Districts are defined as the Western Slope District, the Front Range District and the Southern District. The Districts may be modified by an affirmative vote of the Board of Directors. Each District is depicted on the map attached hereto.

A. District Directors:

Each District shall be entitled to up to three (3) representatives on the BoD with each having a three (3) year term. Such three year terms shall be staggered such that one District representative shall be elected each year. District representatives shall be elected by the members in such District each year from among the nominees selected by the Nominating Committee.

B. Member-At-Large:

There shall be three (3) directors on the BoD representing the membership at large with each having a three year term. Such three year terms shall be staggered such that one such director shall be elected each year. Each year, the candidate who receives the greatest number of votes among the candidates remaining after the available District Director positions on the BoD have been filled shall be elected as the Member-At-Large Director.

The members elected as Directors shall be announced within a reasonable time after the voting.

~~5.6.~~ Annual Elections:

Elections shall be held annually and balloting may be either in the form of a personal vote at a meeting, a signed mailed ballot, or an online ballot, at the discretion of the BoD. The membership shall be advised of the establishment and results of the above procedures in the quarterly newsletter of the Association or by mail to the last known address of each member in good standing. The minimum number of ballots to elect a director in each District shall be equal to 5% of the members eligible to vote in such District. If there are not sufficient ballots received to meet the minimum number of ballots requirement, the Board of Directors may appoint the director, selecting from nominees nominated by the Nominating Committee.

6.7. Eligible Voters:

Members eligible to vote for the BoD shall be Active, Alumni and Lifetime Members in good standing in PSIA-RM-AASI.

7.8. Vacancy:

In the event of a vacancy due to death, disability, resignation, removal or another cause affecting a Director, the BoD may fill such vacancy by appointing a new Director (a "Substitute Director") selected from among candidates nominated by the Nominating Committee. Nominees to serve as Substitute Directors may be recruited by the Nominating Committee and the Nominating Committee shall not be required to solicit or accept applications to serve as a Substitute Director. In selecting nominees to serve as a Substitute Director, the Nominating Committee shall ensure that nominees satisfy the qualifications to serve as Director and may apply such other criteria in selecting nominees as determined from time to time by the Nominating Committee. A Substitute Director will serve only the remainder of the vacated term.

8.9. Sanction of Board Members by the BoD:

A Board Member may be sanctioned by an affirmative vote of a minimum of 75% of the total number of the Board of Directors for one or more of the following reasons, at the sole discretion of the BoD:

- A. For a violation of the standards of conduct as set out in C.R.S. 7-128-401;
- B. For a violation of the directors' conflicting interest transaction requirements as set out in C.R.S. 7-128-501; and,
- C. For a material violation of a written policy or rule or regulation of PSIA-RM-AASI.

Representatives with two or more absences from quarterly meetings or 3 or more absences from monthly calls within a calendar year will be asked to explain the circumstances requiring each absence. If such circumstances indicate to a majority of the remaining Board members that such absent Board member is not sufficiently committed to fulfilling his or her Board attendance obligations to PSIA-RM-AASI, the remaining members may sanction such absent Board member from the Board, in their sole discretion.

~~9.10.~~ Removal of Board Members:

A Board Member, appointed or elected by the Board of Directors may ~~or be~~ removed by an affirmative vote of the Board of Directors in accordance with C.R.S. 7-128-108 except that a Director elected by the Board of Directors to fill a vacancy of the director elected by the members may be removed with or without cause by the voting members and not the Board of Directors.

A Board Member, elected by the members, may be removed, with or without cause, by an affirmative vote of the members in an amount greater than the number of votes cast to elect such director ~~held~~ at a meeting held in accordance with C.R.S. 7-128-108 (1)(d).

~~10.11.~~ Meetings:

The BoD shall meet as many times as necessary within the course of the year in order to conduct the business of operating PSIA-RM-AASI. Special BoD meetings shall be held whenever called by the President or requested by one-third of the directors. Meetings may also be conducted through the use of any means of electronic communication by which all persons participating in the meeting may hear each other during the meeting. All meetings of the BoD shall be open to the membership with the exception of those held under the provisions of "Executive Session." Minutes of all open meetings shall be made available to the membership upon request to the PSIA-RM-AASI office.

If any Board members participate at a meeting by telephone or other electronic means, each Director shall clearly identify himself prior to speaking, each time he desires to be heard during such meeting. Any vote taken at such meetings shall be by roll call, with each Director first stating his name and then his vote. The minutes of the meeting shall be prepared and approved at the next regular or special meeting of the Board; copies of those minutes shall be provided on request to each Director, by mail or electronic means.

Any members of the BoD or any committee designated by such Board may participate in a meeting of the BoD or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

~~11.12.~~ Attendance:

Each Board member is obligated to attend the meetings of the BoD. Regular attendance at the meetings is essential so that decisions made represent the opinions of the Board as a whole. In addition, regular attendance enables board members to be productive and helps ensure that issues are examined from a variety of perspectives. Appointed representatives are expected to attend Board meetings.

~~12.~~13. Quorum:

A quorum at any BoD meeting shall consist of a simple majority of the entire membership of the BoD. No business shall be transacted unless such a quorum of the Boards membership is in attendance. The vote of a majority of those directors present shall constitute an act of the BoD for all business except changes to the By-Laws as stipulated in Article ~~XIV~~X. A record of attendance shall be kept of all regular and special meetings of the BoD and made a part of the minutes of such meeting. In the absence of the required quorum, the members in attendance may re-schedule the meeting to a later date and absent BoD members shall be immediately notified of such postponement.

~~13.~~14. Protests:

The membership may protest any action by the BoD, by submitting a petition bearing the signatures of at least ten (10) percent of all of the membership, eligible to vote, of the Association to the BoD within thirty (30) days after such action is published on the web site for the Association. Such right to protest shall not affect in any manner the finality of any action by the BoD. Upon presentation of such a protest, the PSIA-RM-AASI office shall prepare a ballot to be sent to all voting members of PSIA-RM-AASI with instructions to return the same within a period of the (10) days from the date on which such ballot was mailed or emailed. In order to reverse the action or ruling, the total votes received must equal or exceed 10% of the members eligible to vote and a majority of such votes must be in favor of such reversal.

~~14.~~15. Meetings Called by President or Two Directors:

Meetings of the Board may be called by the President and shall be called by the President upon written request of any two (2) or more Directors. Notice of the date and time of such meetings shall be mailed or emailed to each director, at the physical address or email address shown by records of the Association at least seven (7) days prior to the time of the meeting.

~~15.~~16. Order of Business:

The order of business at any regular or special meeting of the Board of Directors shall be as follows:

- A. ~~a)~~ Roll Call
- B. ~~b)~~ Proof of notice of meeting
- C. ~~c)~~ Reading and disposal of any unapproved minutes
- D. ~~d)~~ Reports of officers and committees
- E. ~~e)~~ Old Business
- F. ~~f)~~ New business

16.17. Executive Session:

An Executive Session is a closed portion of a Board Meeting allowing the Board to discuss matters in a confidential manner, such as but not exclusively: employee performance or salaries, ethics violations or disciplinary actions, meetings with the corporation attorney concerning litigation or negotiation or legal advice, meetings required to be kept confidential by law, matters concerning trade secrets or privileged or confidential matters. During any portion of a regular or special meeting of the BoD, the President~~-of the Board~~ may call for an “Executive Session.” During Executive Session, only current members of the Board of Directors, and such other persons invited by the President~~-of the Board~~ may be in attendance.

~~17.~~18. Resignation:

Any director of the corporation may resign at any time by giving written notice to the President or the Secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A director shall be deemed to have resigned if such director violates the standards of conduct as set out in C.R.S. 7-128-401, violates the directors' conflicting interest transaction requirements as set out in C.R.S. 7-128-501, for a material violation of a written policy or rule or regulation of PSIA-RM-AASI or has been sanctioned in accordance with the terms of Paragraph 89 and if such violation is confirmed by an affirmative vote of the Board of Directors, then such violation shall be effective as a resignation at the time of such vote of the Board of Directors.

~~18.~~19. Committees:

By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Revised Nonprofit Corporation Act.

~~19.20.~~ Compensation:

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance at each meeting and may be paid for attendance at each meeting of the Board of Directors.

Any other persons receiving compensation from any PSIA Regional association or any nationally recognized certifying Snowsports instruction body as employees or independent contractors may not serve on the BoD. Additionally Discipline Committee Chairs and committee members shall not be on the BoD.

20:21. Presumption of Assent:

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken

unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

~~21.~~22. Other:

The BoD may designate additional BoD representative positions, as the need shall arise. Such representatives shall be selected by the BoD or by a process deemed appropriate by the BoD.

ARTICLE V

~~OFFICES~~ OFFICERS

1. ~~Offices:~~Officers:

The ~~Offices~~Officers of the Association (PSIA-RM-AASI) are as follows:

- A. ~~a)~~ President
- B. ~~b)~~ Vice- President
- C. ~~c)~~ Secretary
- D. Treasurer
- E. Chief Executive Officer

The President, Vice- President, ~~and~~Secretary, and Treasurer shall be elected at the winter meeting, by and from the membership of the Board of Directors (the "Elected Officers"). The Chief Executive Officer shall be appointed by the Board. It is a requirement for election to ~~the executive committee~~an Elected Officer position that a candidate be a member of the Board for at least one year. Should no one meet that requirement, then nominations ~~are~~for the Elected Officer position shall be open to any Board member. The ~~Officers of the BoD may be increased or decreased~~offices of Secretary and Treasurer may be held by the same individual. The BoD may establish such other officer positions at the sole discretion of the Board of Directors.

2. Term:

The term of each ~~officer~~Elected Officer shall be two (2) years commencing on the date of the next quarterly meeting following the meeting in which (s)he was elected or otherwise designated and thereafter until his/her successor has been duly elected or otherwise designated. The Chief Executive Officer shall serve in such position until his or her resignation or removal by the Board of Directors.

3. Qualifications:

All officers shall be Active Members in good standing in PSIA-RM-AASI. Elected Officers shall be Directors. If an Elected Officer resigns or is removed from his or her position as a Director, he or she shall be deemed to have resigned or to have been removed from his or her position as an Elected Officer.

4. Duties:

The BoD shall prescribe the duties of the officers, which shall include, but not limited to, the following:

A. President

The President shall preside at all meetings of the BoD and the general membership, without vote unless a vote is necessary to break a "tie vote." The President shall be the official representative of PSIA-RM-AASI in its relations with other organizations, corporations, associations, governmental units, and the public in general. The President shall further perform all duties which are authorized or required of the President by the BoD.

B. Vice- President

The Vice- President shall assume the duties of the President in the absence of the President. The Vice- President shall further perform all duties which are authorized or required by the BoD or the President.

C. Secretary/~~Treasurer~~

The Secretary/~~Treasurer~~ shall be responsible for the recording of the minutes of all meetings of the BoD and of the membership. The Secretary may appoint a person to execute the above duties. The Secretary shall further be responsible for the publishing of such minutes, as well as any other material directed to be published by the BoD or the President. ~~The Secretary/Treasurer shall also: (a) supervise the charge and custody of all funds and securities of PSIA RM AASI; and, and shall perform~~ such other duties as from time to time may be assigned to him or her by the President or by the BoD.

D. ~~Bonds~~; Treasurer

~~If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.~~

The Treasurer shall supervise the charge and custody of all funds and securities of PSIA-RM-AASI and shall perform such other duties as from time to time may be assigned to him or her by the President or by the BoD.

~~E. Salaries.~~ E. Chief Executive Officer
~~The officers shall serve without salary.~~

~~F. Loans to Officers.~~

~~No loans shall be made by the corporation to any officer or director of the corporation.~~

ARTICLE VI

AGENTS

Executive Director:

The Chief Executive ~~Director~~Officer shall serve at the pleasure of the Board of Directors. As the chief staff executive of the Association, the Chief Executive ~~Director~~Officer shall be responsible for personnel, operations, communications, marketing, membership issues and financial matters of the Association. In addition, the Chief Executive ~~Director~~Officer shall carry out such administrative duties as may be assigned to him (her) from time to time by the Board of Directors, as well as make and sign all contracts on behalf of the Association with approval of the President.

F. Bonds

If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

G. Salaries

The Elected Officers shall serve without salary. The salary of the Chief Executive Officer shall be established by the Board of Directors from time to time.

H. Loans to Officers

No loans shall be made by the corporation to any officer or director of the corporation.

ARTICLE VII

COMMITTEES

1. Committees of the Board:

The Board of Directors may create one or more committees of the Board and appoint one or more Directors to serve on them as provided in these bylaws, by resolution of the Board or by vote of a majority of all Directors in office, which committees shall have and exercise the authority of the Board of Directors in the management of the Association, except that no such committee shall have the authority of the Board of Directors in reference to authorizing distributions, electing, appointing or removing any Director, amending Articles of Incorporation, amending, altering or repealing the bylaws; approving a plan of merger, or approving a sale, lease exchange or other distribution of all, or substantially all of the corporation's property, with or without goodwill, otherwise than in the usual and regular course of business.

2. Other Committees:

The Association may have other committees as determined by the Board of Directors which shall not have the authority of the Board of Directors in the management of the Association. The Board may define the powers and duties of such standing and special committees of the Association, as the Board shall deem appropriate. The President shall appoint a Chairperson, with the consent of the BoD, and members of such committees to serve for such term or terms as the President may prescribe.

3. Executive Committee:

The Board may create from its members and define the powers and duties of an Executive Committee. The Committee shall consist of the President, Vice- President and the Secretary/Treasurer, each of whom have a vote. The committee shall have the authority as is delegated it by the Board to carry on the policies of the Association between ~~Director's~~ meetings of the Board of Directors. Such decisions as are made by the Executive Committee shall be in accord with the general policy as stated by the Board.

4. Nominating Committee:

The Board shall establish a Nominating Committee consisting of five members. One member shall be the Vice President, two members shall be selected by the Executive Committee from among the members of the BoD, and two members shall be selected by the Executive Committee from among the staff of the Association and Active Members. In selecting committee members from among the members of the BoD, the Executive Committee should, but is not required to, select members such that each of the Vice President and the two other members of the BoD is from a different Director District so that each Director District is represented on the Nominating Committee. Members of the Nominating Committee shall serve for two-year terms unless they cease to qualify (for example, because they are no longer serving

as Vice President or are no longer an Active Member). The Nominating Committee shall select nominees for election to the BoD as provided in Article IV, Sections 3 and 7.

Other Board Based Committees:

~~The Board may create from the members of the Association, and define the powers and duties of, such standing and special committees of the Association, as the Board shall deem appropriate. The President shall appoint a Chairperson, with the consent of the BoD, and members of said term or terms as the President may prescribe.~~

5. Discipline Committees:

The discipline committee chair ~~is~~ shall be a paid position with the Association with a job description and falls under control and direction of the administration established by the Board of Directors. The discipline committee chair shall report to the Chief Executive Officer.

ARTICLE ~~VIII~~ VII

CERTIFICATION

The procedures for the establishment of standards and the supervision of the certification examination shall be determined and implemented by the Board of Directors of the Association. As directed by the Board of Directors, the Chief Executive ~~Director~~ Officer will then direct the discipline committee chair responsible for the certification process for each discipline ~~will~~ to conduct and administer certification examinations.

ARTICLE ~~IX~~ VIII

FINANCES

1. Responsibility:

PSIA-RM-AASI, is a non-profit 501(c)(6) association. No expenditure of Association funds shall be made without authorization by the BoD. PSIA-RM-AASI shall not be responsible for any unauthorized debts incurred by any member, officer, or director.

2. Authority:

Approval of the budget by the BoD shall constitute authority for the officers to expend funds within the limits of the budgetary item. No one shall incur bills, authorize disbursements or allocate resources without authorization of the Board of Directors.

3. Dues:

Dues amount, payment dates and procedures will be determined and approved by the Board of Directors. Members will be notified via electronic communication of when and how to submit payment and what consequences might result from late or non-payment of dues. Members of the Association will receive notice of any changes in the dues amount 6 months prior to going in to effect. In the event this board deems necessary a dues increase within the 6 month window, it is still within their power to increase dues as necessary.

4. Budget:

The annual budget shall be determined by the BoD and approved annually by a 2/3rds majority of the BoD quorum. The fiscal year of the Association shall be July 1 to June 30 or as determined by the BoD. The new budget shall be set before the end of the current fiscal year or as deemed appropriate by the BoD.

5. Non-Budgetary Expenditures:

Expenses in excess of 1% of the annual operating budget not provided for in the annual budget may be made when necessary upon approval and authorization by a 2/3rds majority of a quorum of the BoD.

6. Disposition of Assets:

No member, officer, director, or trustee shall have any proprietary interest in the assets of the Association. In case of dissolution, the assets shall not be distributed to the members, but shall be disposed of in accord with the therein before stated objects to another non-profit organization and in accordance with the Articles of Incorporation.

ARTICLE XIX

ASSOCIATION POWERS

1. Policies:

The BoD may from time to time establish such rules and policies as may be required for the orderly conduct of the affairs of the Association, and define the respective responsibilities of the Association and the membership to each other. All such policies or changes therein shall be valid and in force when properly passed by the BoD and upon subsequent posting to the PSIA-RM-AASI website.

2. Compensation:

No officer or member shall receive any compensation except as shall be authorized by the BoD. The BoD shall have complete discretion to retain, employ, terminate and compensate such services as may be necessary and beneficial to the Association.

3. Committees:

The BoD or President may from time to time appoint such committees as are necessary and desirable for the Association. Committees shall be chaired by a person of appropriate experience and shall serve at the appointment of the Board of Directors.

4. Records:

The official records of the Association shall be made available to any member in good standing upon proper written request at reasonable time at the offices of the Association.

5. Indemnity:

The Association shall indemnify any Director or officer or former Director or officer of the Association for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such Director or officer, except in relation to matters as to which he shall have been guilty of gross negligence or misconduct, with respect to the matter in which indemnity is sought, or as set forth in C.R.S. § 7-129-102(4)(a)-(b).

6. Loans and Encumbrances:

The Board of Directors, with the consent of 3/4 of the BoD membership, may borrow such sums of money as are necessary for the operation or advancement of PSIA-RM-AASI.

7. Instruments:

All contracts and other instruments shall be signed on behalf of the Association jointly by either the President or the Vice- President and the Chief Executive ~~Director~~Officer when authorized by the BoD. No contract executed by any officer or officers shall be valid or binding upon the Association unless authorized or ratified by the BoD.

8. Revocation of Certification and/or Membership:

The BoD shall have the right to revoke the certification or membership of any member who by their actions discredits the Association. This is subject to an appeal by the member through the Ethics Committee. The Ethics Committee will give its recommendation to the Board of Directors; revocation requires a two-thirds vote of those board members present and voting. The member can apply for reinstatement to the Board to regain membership and/or certification.

9. Seal:

The Board of Directors may, at any time, adopt, alter, or repeal a corporate seal, insignia or moniker.

10. Legal Opinions:

The President or the BoD may, at any time, request a written opinion on any legal matter, to include an interpretation of the Articles of Incorporation and the Bylaws, from legal counsel to the Association. When any such written opinion is given, it shall be entered in the minute book of the Association. The requesting party may rely in good faith upon such written opinion.

ARTICLE ~~XIX~~

AMENDMENTS

1. Bylaws:

A. ~~(a)~~ These bylaws may be amended, repealed, added to, or altered in whole or in part as follows:

1. By the vote of three-fourths 3/4 of the Board of Directors.
2. By a simple majority vote of the membership either in person at an annual meeting or by mailed ballot as outlined in these bylaws.

B. ~~(b)~~ Amendments may be initiated as follows:

1. By the Board of Directors, or
2. By a resolution or petition containing the signatures of at least ten percent (10%) of the voting membership of the Association.

2. Procedure:

When an amendment is to be submitted to the membership for a vote by mail, the PSIA-RM-AASI office shall prepare ballots and mail or email them to the voting members of record of the Association. The procedure for such voting shall be as published by the BoD. The changes or amendments shall appear on the ballot in such manner that the member may vote "yes" or "no". In order for a majority of such votes to approve an amendment to the Bylaws, a minimum number of votes equal to at least ten percent (10%) of the voting membership of the Association must be received.

3. Articles of Incorporation:

The Articles of Incorporation may be amended, repealed, added to, or altered in whole or in part, by a majority of the PSIA-RM-AASI membership voting in person or by mail, electronic vote or in a general meeting or by three-fourths (3/4) vote of the BoD *quorum or all members*. The procedure for submission of proposed amendments or changes shall be the same as paragraph two (2) above.

ARTICLE ~~XIX~~XI

IMPLEMENTATION

These Amended and Restated bylaws shall become effective immediately upon adoption.

ARTICLE ~~XIII~~XII

PARLIAMENTARY AUTHORITY

The procedures of this Association shall be governed by these Amended and Restated Bylaws, Robert's Rules of Order as revised in all cases in which they are applicable and in which they are not in conflict with or inconsistent with the provisions and rules of the Colorado ~~Non-Profit~~Revised Nonprofit Corporation Act.

ARTICLE ~~XIV~~XIII

STANDARDS OF CONDUCT AND CONFLICT OF INTEREST

Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the BoD and each officer with discretionary authority shall discharge the officer's duties under that authority, at a minimum, in accordance with C.R.S. 7-128-401, et.seq.

A Director's conflict of interest is defined in C.R.S. 7-128-501.

If any person who is a director or officer of the Association is aware that the Association is about to enter into any business transaction that creates a conflict of interest, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Association of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

PSIA/AASI-Rocky Mountain shall be the sole owner of all intellectual property created through the use of PSIA/AASI-Rocky Mountain resources or facilities, supported directly or indirectly by funds

administered by PSIA -Rocky Mountain -AASI, developed within the scope of employment by employees, and/or contract labor agreed in writing to be a specially commissioned work, or assigned in writing to PSIA -Rocky Mountain -AASI.

ARTICLE ~~XV~~XIV

MISCELLANEOUS

1. Principal Office, Change of Same:

The principal offices of the Association shall be as set forth in these Bylaws. The Board of Directors or the Executive Board ~~Committee~~, by appropriate resolution, shall have the authority to change the location of the principal offices of the Association from time to time without necessity of prior notice to the Members; provided, however, that the Association shall advise all Members of such change of principal offices at or prior to the next annual meeting of the Members.

2. Seal:

The seal of the Association, if acquired, shall bear the name of the Association and the words "Colorado - Seal." The seal shall be in the custody of the secretary or the managing agent. If so directed by the Executive Board, a duplicate seal may be kept and used by the treasurer or any assistant secretary or assistant treasurer or the managing agent.

3. Conflict:

In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

4. Severability:

In the event any provision or provisions of these Bylaws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

5. Waiver:

No restriction, condition, obligation or provision of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

6. Captions:

The captions contained in these Bylaws are for convenience only and are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

7. Gender, etc.:

Whenever in these Bylaws the context so requires, reference to the singular shall be deemed to include the plural and the converse, and reference to any gender shall be deemed to include all genders.

The undersigned Secretary of the Association hereby certifies that the foregoing Bylaws were unanimously adopted by the Directors of the Association effective as of the _____ day of _____, ~~2016~~, 2017.

PROFESSIONAL SKI INSTRUCTORS OF AMERICA-ROCKY MOUNTAIN-AMERICAN
ASSOCIATION OF SNOWBOARD INSTRUCTORS

By: _____
Secretary

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