

Cross Country Ski Areas Association Bylaws

Accepted May 14, 1977
Amendments Incorporated March 22, 1985; April 10, 1987; April 14, 1988,
April 21, 1990; April 10, 1992; April 21, 1994; April 12, 1995; April 16, 1999; April 17, 2000; April 17, 2009

Article I Purposes

- 1.01 The purposes of Cross Country Ski Areas Association are:
- To foster, stimulate and promote cross country skiing in North America; and
 - To further and protect the legitimate interests of the cross country ski area operator; and
 - To provide for the establishment of reasonable standards for the protection of the cross country skier.

Article II Membership

2.01 Qualification for Ski Area Membership. Any individual, corporation, agency or association owning or operating a facility located in North America at which the public may cross country ski and which subscribes to the purposes and objectives of the Association shall be eligible for Ski Area membership.

2.02 Qualifications for Supplier Membership. Any individual, corporation, agency or association located in North America complying with the requirements for supplier membership as set forth in Exhibit A attached to these Bylaws (as such requirements may from time to time be amended), and which subscribes to the purposes and objectives of the Association shall be eligible for Supplier membership.

2.03 Qualifications for Supporting Membership. Any individual corporation, agency or association located in North America complying with the requirements for supporting membership as set forth in Exhibit C attached to these Bylaws (as such requirements may from time to time be amended), and which subscribes to the purpose and objectives of the Association shall be eligible for Supporting membership.

2.04 Qualifications for Foreign Membership. Any individual, corporation, agency or association owning or operating a facility not located in North America at which the public may cross country ski or complying with the other requirements for foreign membership as set forth in Exhibit B attached to these Bylaws (as such requirements may from time to time be amended), and which subscribes to the purposes and objectives of the Association shall be eligible for Foreign membership.

2.05 Approval of Members. The President shall have the authority to determine the qualifications and proper categories of members and no further approval shall be necessary or required.

2.06 How Membership is Held; Representatives. Membership may be held in the name of an individual, corporation, agency or association. Each member may designate a person associated with it, whether as proprietor, partner, stockholder, director, officer or employee, to represent it at formal meetings of the Association. Such representative shall be entitled to participate equally in all discussions and shall be eligible for appointment to any committee except as otherwise may be provided by law or by these Bylaws.

2.07 Membership Certificates. The Association shall issue to each member a certificate of membership in a form to be determined by the Board of Directors.

2.08 Regulatory Powers Over Membership. The members of the Association shall have the power from time to time to regulate the requirements for membership, the causes justifying expulsion of members and the procedure to be followed in considering expulsions.

2.09 Duties of Members. Each member shall:

- Cooperate with the objectives and purposes of the Association; and
- Abide by such rules or regulations as may be adopted by the Association or by the Board of Directors or any duly appointed committee of the Board of Directors.

Article III Meetings of Members

3.01 Annual Meeting. The Annual Meeting of members of the Association shall be held before the final day of May, and at such place, as may be fixed by the Board of Directors, but if the Board of Directors shall not fix a date, then on the

Saturday closest to the tenth of said month. The Secretary shall cause to be mailed to the members at their addresses as they appear in the membership roll book of the Association a notice stating the time and place of such Annual Meeting. Said notice shall be mailed not less than ten days nor more than fifty days before said Annual Meeting. The Secretary may cause such notice to be sent to the members via email or by whatever technology methods are commonly accepted at the time.

3.02 Quorum. Except as may be otherwise provided by law or by these Bylaws, fifteen members of the Association shall constitute a quorum for the conduct of business at a meeting. Ballots received from one-tenth of the members of the Association who are entitled to vote in the election of directors shall constitute a quorum for the purposes of any vote by mail provided for in Section 3.06 of this Article III

3.03 Special Meetings. Special meetings of the Association may be called by the Chairman, the Board of Directors or upon written petition to the Chairman by ten percent of the members of the Association. Written notice of such meetings shall be mailed, postage prepaid, or delivered to the members at their addresses as they appear in the membership roll book not less than ten days nor more than fifty days before said special meeting. Such notice shall state (a) the time and place of the meeting, and (b) the purpose or purposes for which such meeting has been called. Such notice may be sent to the members via email or by whatever technology methods are commonly accepted at the time.

3.04 Actions Without Meeting. Notwithstanding the foregoing, any action required to be, or which may be taken at a meeting of the members of the Association, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote, with respect to the subject matter thereof. Such written consent shall be inserted in the minute book of the Association.

3.05 Voting of Members: Proxies. Each Ski Area member in good standing shall be entitled to one vote which may be cast at any meeting of members in person or by proxy. Supplier, Supporting and Foreign members shall have no vote except in the matter of election of Supplier and Supporting representatives to the Board when each Supplier and Supporting member in good standing shall be entitled to one vote. All proxies in order to be recognized, shall be in writing and shall be signed, dated and filed with the Secretary of the Association prior to the start of the meeting to which they relate.

3.06 Vote at Meetings: Required Number of Votes: Elections by Mail. Voting at all meetings may be by voice except that the Chairman of the meeting or the representative of two or more Ski Area members may on any question demand that there be a roll call vote or written vote and that the vote be tallied and recorded. Unless otherwise provided by law or by these Bylaws, a majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present (or in the case of election of directors or officers by mail as provided herein, in an election where sufficient votes to constitute a quorum are cast) shall be necessary for the adoption thereof. Subject to the quorum requirements in Section 3.02 of this Article III, elections of directors of the Association by the membership may be conducted by mail, email, or by whatever technology methods are commonly accepted at the time.

3.07 Parliamentary Procedure. Except where inconsistent with these Bylaws, the most recent edition of *Robert's Rules of Order* shall be the parliamentary authority of this Association.

Article IV Membership Dues and Assessments

4.01 Membership Dues.

- a. Dues for the various classes of membership shall be set by the members of the Association at the Annual Meeting of the Association.
- b. Dues shall be paid annually and in advance. Members will be billed by the Association and shall remit directly to the Association, who in turn will deposit, in a bank approved by the Board of Directors, all monies collected. The Association shall then issue and send to each paid up member a receipt for payment of due.
- c. If a member first joins the Association in the middle of the fiscal year of the Association, such member shall be responsible for only a proportionate amount of such fiscal year's dues and/or assessments.

4.02 Assessments. There may be fixed by a majority vote of the membership acting in accordance with the provisions of these Bylaws, but not more than once in any fiscal year, an assessment on each member in an amount not to exceed one-half of the annual dues of such member. Members shall be billed by the Association for special assessment which shall be payable to the Association who in turn will deposit, in a bank approved by the Board of Directors, all monies collected. The Association shall then issue and send to each paid up member a receipt for payment of assessment.

Each member shall be committed, during each fiscal year he is a member of the Association, to pay only those special assessments which are imposed on the membership while said member is a member of the Association. A special assessment shall be deemed to be imposed on the day it is adopted by the membership. A member shall be deemed a

member of the Association from and including the day on which it is admitted to membership, up to and including the day on which it delivers or mails to the Association a resignation of membership or is expelled from membership of the Association.

4.03 Fiscal Year. The fiscal year of the Association shall be the twelve months ending on June 30th of each year.

Article V Directors

5.01 Ski Area, Supplier and Supporting Representatives: Number: Term of Office. The Board of Directors shall consist of 16 persons; 12 elected Ski Area representatives, the immediate past Chairman who shall serve until succeeded, and 2 elected Supplier representatives and one elected Supporting representative. Four Ski Area representatives shall be elected at the Annual Meeting of members for a full term of office expiring at the third succeeding Annual Meeting of members. Two Supplier representatives shall be elected at the Annual Meeting of members for a three year term and shall be entitled to full voting and other privileges of the Board. One Supporting representative shall be elected at every third annual meeting of members for a three year term and shall be entitled to full voting and other privileges of the Board.

5.02 Nomination and Election of Directors. Any individual who represents a Ski Area member in good standing is eligible to be elected to the Board of Directors. Except as hereinafter limited, an individual who represents a Supplier member in good standing is eligible to be elected as a Supplier director. Nominations of the Directors shall be presented to the Association by a Nominating Committee appointed by the Chairman. The Nominating Committee's report shall be included in the notice of the Annual Meeting. In addition, any five ski area members of the Association may present over their signatures a nomination to be presented at the Annual Meeting. Such nominations must be mailed to the Association's office at least sixty days prior to the Annual Meeting in order to be included in the notice of the meeting. All nominations must be with the consent of the nominees. Two Supplier representatives shall be elected at the Annual Meeting of members for a three year term and shall be entitled to full voting and other privileges of the Board. Supplier members are entitled to vote for their representatives to the Board of Directors as defined in Article III Section 3.05. In the event any additional representatives of Supplier members are nominated by the membership to serve as Supplier directors, only two representatives of Supplier members receiving the highest number of votes which is otherwise sufficient to cause their election to the Board of Directors shall serve as Supplier director. Supporting members are entitled to vote for their representative to the Board of Directors as defined in Article III, section 3.05.

5.03 Annual Meeting: Place of Meetings. The Annual Meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of members. The Secretary shall give each Director not less than ten days prior notice of such meeting of the Board of Directors. The Board of Directors otherwise shall meet at any such place as the Board of Directors may from time to time determine, upon the notice required in Section 5.06 of this Article V.

5.04 Quorum. Except as may be otherwise provided by law or by these Bylaws, one-third of the entire Board of Directors shall constitute a quorum for the conduct of business.

5.05 Manner of Acting. Unless otherwise required by these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In addition, any action consented to in writing by each and every director shall be as valid as if adopted by the Board of Directors at a duly held meeting thereof, provided that such written consent is inserted in the minute book of the Association.

5.06 Special Meetings. Special Meetings may be called upon not less than ten days prior notice by the Secretary upon written request of three directors. Notice of any special meeting shall state the time and place of the meeting.

5.07 Meetings on Waiver of Notice. Subject to applicable law, meetings may be held at any time, without notice, if all of the directors are present or if those who are not present waive notice of the time and place of the meeting in writing, either before or after the meeting.

5.08 Actions Without Meeting. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such written consent shall be inserted in the minute book of the Association.

5.09 Vacancies. Vacancies in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. If any director shall be a representative of a member which has ceased to meet the requirements of a regular member or a supplier member, or misses all Board of Director's meeting during a fiscal year, his seat shall be declared vacant. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors.

5.10 Director Emeritus. The title of Director Emeritus shall be conferred upon past directors and officers who, in the judgement of the Board have rendered extraordinary service to the Association and the cross country ski industry. The Board, at its discretion, may confer the title of Director Emeritus upon up to three individuals per year. Said individuals shall not be serving as Ski Area or Supplier members of the Board as described in Article V, Section 5.01 of the Bylaws, at the time that they accept appointment. Among the privileges accorded to Directors Emeritus shall be permanent, ex-officio membership on the Board, subject to the stipulations of Article VIII of these Bylaws. In the event that a Director Emeritus is no longer eligible for Ski Area or Supplier membership his honorary status will discontinue.

Article VI **Officers**

6.01 Officers. Officers of the Association shall include the Chairman, the Vice-Chairman, the Secretary, and the Treasurer and such other officers as the Board of Directors of the Association may determine.

6.02 Nomination and Election of Officers. Officers shall be elected by the Board of Directors at a special meeting held within 24 hours of the conclusion of the Annual Business Meeting. Officers shall be members of the Board of Directors.

6.03 Chairman. The Chairman shall be chief executive officer and shall preside at all meetings of members and , except as otherwise provided by these Bylaws or a vote of the membership, shall have general charge, management and control of the property, business and affairs of the Association. The Chairman shall have the power to appoint committees and designate chairpersons thereof. The Chairman shall not be eligible to serve as such for more than three consecutive terms.

6.04 Vice Chairman. The Vice Chairman shall preside at all meetings at which the Chairman is not present. He shall perform such duties as may be assigned by the Chairman or by the Board of Directors.

6.05 Secretary. The Secretary shall prepare an agenda and shall keep complete and accurate records and minutes of all meeting of the Board of Directors and the Membership.

6.06 Treasurer. The Treasurer shall prepare the budget and supervise the expenditures and financial transactions of the Association. The Treasurer shall collect all dues and assessments and shall have the care and custody of all funds and securities of the Association. The Treasurer shall deposit all funds received by him in a bank approved by the Board of Directors. The Treasurer shall withdraw monies or donders signed by him and counter-signed by the Chairman or Vice Chairman. The Treasurer shall present a report of the financial condition and transactions of the Association at all meetings of the membership and at such meetings of the Board of Directors as the Board of Directors may require. The Treasurer may be required to provide a bond or other security for the faithful performance of his duties if required by the Board of Directors.

6.07 Vacancies. If the office of any officer becomes vacant because of death, resignation, disqualification, removal from office or otherwise, the vacancy shall be filled by the Board of Directors.

6.08 Additional Duties of Office. The officers shall have other such duties as the Board of Directors may from time to time assign to them.

6.09 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees shall have and exercise all the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Association; amending the articles of the Association, restating articles of association, adopting a plan of merger or adopting a plan of consolidation with another association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him by law or by these Bylaws.

6.10 President. The President shall be the chief administrative officer. He shall exercise all duties delegated to him by the Board of Directors and the Chairman. He need not be a member of the Association.

6.11 Salary. Except for the President, if one is appointed, no officer shall by reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Association for duties other than as a director or officer.

Article VII
Committees of Membership

7.01 Committees. The Chairman shall have the power to appoint committees and committee chairpersons to serve in the areas of interest that are necessary or desirable for the functioning of the Association and accomplishment of its goals. The Chairman shall be an ex-officio member of all committees.

Article VIII
Charges and Penalties; Expulsion

8.01 Who May Bring. Any member can at any time prefer charges against any other member or members to the Board of Directors. Any such charges shall be in writing and shall consist of, relate to or involve only matters for which a member can be expelled, as provided in Section 8.06 of this Article VIII.

8.02 Notice of Charge to Accused. The Secretary shall promptly notify the accused member or members of any such charges preferred by mailing or delivering in person to the accused member or members exact copies of the charges as lodged with the Board of Directors.

8.03 Right of Accused to Defend. The accused shall appear in person before the Board of Directors to answer the charges preferred against it. The Board of Directors shall not meet to consider the charges and hear the parties bringing the charges and defending against them until the accused has had reasonable time and opportunity to prepare its defense.

8.04 Consideration and Recommendation of Charge by Board of Directors and Members.

- a. If, after consideration, at least two-thirds of the Board of Directors then in office conclude that the charges warrant a penalty, the Board of Directors shall determine the appropriate penalty, shall recommend the imposition of such penalty to the members and shall instruct the Secretary to call a special meeting of the members in accordance with the provisions of Section 3.03 of Article III of these Bylaws.
- b. Notwithstanding anything herein to the contrary, in case the charges against a member under this Article VIII shall relate solely to the nonpayment of dues or assessments, the vote of the Board of Directors shall be conclusive, and no meeting of the members shall be required to ratify the decision of the Board of Directors.

8.05 Vote Required to Impose Penalty. Approval of the penalty recommended by the Board of Directors under Section 8.04 of this Article VIII, or the imposition of another or further penalty in lieu thereof, shall require the affirmative vote of at least two-thirds of the members who are present or represented by proxy at a special meeting (or any Annual Meeting) at which such matter is considered and at which a quorum is present in person or by proxy.

8.06 Grounds of Expulsion of Members. A member may be expelled for:

- a. Failure to pay dues and/or assessments (as defined in Article IV of these Bylaws) within 45 days after the receipt of a statement therefore from the Association.
- b. Conduct prejudicial to the best interest of the Association. It shall be deemed prejudicial to the best interests of the Association for any member or its representative to disseminate to the public at large or to non-member defamatory information of any kind about the Association and/or any of its members, or to divulge information obtained at meetings of the members or the Board of Directors, or from communications between the Association and its members.

8.07 Effect of Expulsion. If a member is expelled or voluntarily terminates its membership in the Association, its right to vote and all its rights, title and interest in the Association and its property shall automatically terminate.

8.08 Reinstatement. A member expelled under Section 8.06a of this Article VIII may be reinstated if it meets in full its past financial obligations to the Association and states in writing its willingness to abide by the rules and regulations, and otherwise assume the duties as a member of the Association. A member expelled for any reason other than non-payment of dues or assessments may be reinstated only by affirmative vote of two-thirds of the entire Board of Directors.

Article IX
General Regulations

9.01 Action by Members. No action of any individual member (except that of a duly authorized officer of the Association acting in his capacity as such) shall bind the Association.

9.02 Effect of Association Actions. Any general action voted by the Association involving the individual participation, activity or business of the individual members shall be recommendatory only and not mandatory, except that resolutions

regarding expulsion pursuant to Article VIII of these Bylaws or resolutions regarding actions deemed prejudicial to the best interest of the Association pursuant to Section 8.06 of Article VIII of these Bylaws, shall be deemed binding on the members.

9.03 Books as Presumptively Accurate. In the event of any dispute, the books of the Association shall be presumptive evidence for the purposes of meetings and proceedings as to members of the Association, the amount of dues and assessments levied and other matters set forth therein. Every member shall be entitled to request the Secretary or Treasurer to report to it the entries regarding its membership so that it may confirm their accuracy.

9.04 Address of Members. All notices and Association correspondence sent to members or directors under these Bylaws shall be addressed to or delivered to the addresses of public record of the members and/or directors, except that any member or director may request in writing that notices of the Association correspondence to him be sent to such other address as he may from time to time direct.

9.05 Form of Corporate Seal. The Association shall have a seal of such design as the Board of Directors may adopt.

9.06 Custody and Use of the Seal. The seal of the Association shall be in the custody of the Secretary and shall, if required by applicable law, be affixed to corporate documents.

9.07 Dissolution of the Association. In the event of dissolution of the Association assets will be sold to cover any debts of the Association. Assets remaining will be donated to a non-profit organization with similar interests such as National Ski Areas Association, SnowSports Industries of America, Professional Ski Instructors of America, National Ski Patrol or Canadian Ski Council.

ARTICLE X AMENDMENTS

10.01 Amendments. These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any Annual or Special Meeting of the members, provided, however, that the notice of such meeting shall have been given as provided in these Bylaws, which notice shall mention that amendment or repeal of these Bylaws, or the adoption of new Bylaws, is one of the purposes of such meeting. These Bylaws may also be amended or repealed, or new Bylaws may be adopted, by the Board of Directors at any meeting thereof provided that Bylaws adopted by the Board of Directors may be amended or repealed by the members as hereinabove provided.

Exhibit A Requirements for Supplier Membership

Any individual, corporation, agency or association located in North America which:

- a. manufactures, sells or leases ski area equipment or associated products;
- b. is generally engaged in a business connected with cross country skiing, such as trail grooming, equipment repair, sponsoring or otherwise participating in ski competition; or
- c. writes or publishes books, magazines, journals, articles, pamphlets, etc. relating to skiing or the ski industry.

Exhibit B Requirements for Foreign Membership

Any individual, corporation, agency or association not located in North America which:

- a. manufactures, sells or leases ski area equipment or associated products;
- b. is generally engaged in a business connected with cross country skiing, such as trail grooming, equipment repair, sponsoring or otherwise participating in ski competition;
- c. writes or publishes books, magazines, journals, articles, pamphlets, etc. relating to skiing or the ski industry.
- d. operates a facility at which the public may cross country ski”

Exhibit C Requirements for Supporting Membership

Any individual, corporation, agency, or association located in North America which:

- a. is generally engaged in a business connected with cross country skiing, such as ski guide services, ski outfitters, ski schools; or
- b. is a school providing cross country ski coaching and/or competitive opportunities to its students; or
- c. is generally engaged in a ski and/or sport retail business.