



## **BYLAWS OF THE VERMONT ALPINE RACING ASSOCIATION**

### **ARTICLE I**

#### **Name, Non-Profit Status and Corporate Seal**

- A. The name of this organization shall be the Vermont Alpine Racing Association (hereinafter "VARA"), and it shall be recognized as an affiliated entity by the United States Ski & Snow board Association ("USSA), the National Governing Body, recognized by the United States Olympic Committee and International Ski Federation, as the governing body for skiing and snowboarding in the United States of America.
  
- B. The VARA shall be incorporated under the laws of the state of Vermont as a not-for-profit Corporation and it shall be organized so as to qualify as a non-profit, charitable, tax-exempt organization.
  
- C. The VARA shall have no corporate seals unless required by the laws of the State of Vermont.

### **ARTICLE II**

#### **Offices and Agent**

- A. The principal office of the VARA shall be located at Box 774, Woodstock, Vermont, or at such other location as may be approved by the Board of Directors of the VARA (hereinafter "Board").
  
- B. The principal office of the VARA shall be its registered office. The registered agent of the VARA at such registered office shall be the President.
  
- C. The VARA may maintain other offices at such locations as may be approved from time to time by the Board.

### **ARTICLE III**

#### **Vision, Mission and Objectives**

- A. The **vision** of VARA is to keep ski racing 1<sup>st</sup> in Vermont and Vermont ski racers 1<sup>st</sup> in the world, and to support USSA's vision of making the United States of America the best in the world in Olympic skiing.

- B. The **mission** of VARA is to support VARA's vision and the mission, vision and values of USSA by creating programs that are athletically and educationally based which will facilitate the development of Vermont skiers into world-class medalists and life-long enthusiasts of the sport.
- C. The objectives through which the VARA shall accomplish its mission shall include the following:
1. Disseminating education, training, and supporting VARA members in their goal to achieve sustained success in all levels of ski competition; and by helping members to use alpine ski competition to develop to their highest athletic and personal potential;
  2. Achieving and maintaining long-term financial stability;
  3. Administering and coordinating programs which provide competitive opportunities in skiing and establishing a clear path for athletic progression for USSA members;
  4. Establish a race calendar and entry criteria for those races consistent with USSA, USOC and FIS rules;
  5. Establish local rules and policies consistent with USSA rules and policies that facilitate excellence in competition and athletic development;
  6. Fostering and encouraging interest and participation in USSA sanctioned skiing;
  7. Assisting the USSA Alpine Sport Committee ("ASC") in the implementation of its mission to make recommendations to the USSA Board and implementing the directives of the USSA Board
  8. Disseminating SafeSport and Anti-doping resources at the request of USSA.

**ARTICLE IV**  
**USSA, USOC and FIS Compliance**

In compliance with the requirements of the FIS and USOC, the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, and USSA Bylaws, the VARA shall:

- A. Keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing;
- B. Provide an equal opportunity to amateur athletes, coaches, trainers, managers, officials, and administrators to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;
- C. Ensure that its Board of Directors and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;
- D. Ensure that its Board of Directors and any other committees with governance responsibilities include membership and voting strength of eligible athletes to be not less than twenty percent (20%). Athlete eligibility shall be defined as those individuals who have held a USSA and/or FIS competitor license and have competed in USSA and/or FIS competition (non-masters level) within the past ten years;
- E. Provide procedures for the prompt and equitable resolution of grievances of its members;
- F. Submit to binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of the USSA as an NGB with respect to any component or discipline of skiing or snowboarding, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;
- G. Provide USSA designee access to VARA books and records in order to permit USSA to ensure compliance with the above.

## **ARTICLE V**

### **Voting Rights and Affiliation**

- A. The VARA shall be a non-profit organization open to all regardless of race, creed, color, or sex, and who pay membership fees as the VARA board and the USSA Board shall approve from time to time.
- B. All full members of VARA must be members of USSA.

## ARTICLE VI

### **Government and Operation**

- A. The VARA shall have a Board of Directors (“the Board”) which shall lead the VARA in the pursuit of the realization of its vision and the fulfillment of its mission. The Board shall have and may exercise all the powers of the corporation, except as are conferred upon the members by law, by the Articles of Association or by these bylaws. The directors shall be elected annually by a ballot at the annual meeting of members by such members as have the right to vote.
1. The Board shall be comprised of members in good standing of the VARA and USSA who, except for eligible athlete representatives, shall be over twenty-one (21) years of age. Every member of the Board shall be entitled to vote in person on Board business unless the member is designated below as a non-voting *ex-officio* member or is ineligible under USSA’s conflict of interest policies.
  2. Voting by proxy shall not be permitted and each member of the Board shall have one (1) vote regardless of how many offices that person may hold.
  3. Each member of the Board shall serve a regular two-year term, beginning with the annual Board meeting. Board terms shall be subject to the following provisions:
    - a. Members of the Board may serve for a maximum of four (4) full consecutive terms, unless elected as an officer before the end of a fourth (4<sup>th</sup>) full consecutive term, in which case a member may serve on the Board until the expiration of his/her office.
    - b. The Board shall provide for staggering of terms on the Board by, from time to time, extending or shortening terms by up to one (1) year. Notwithstanding anything in these bylaws to the contrary, action to shorten or extend Board terms to provide for staggering of terms shall require a majority vote of a quorum of the Board.
    - c. Any director or officer may resign at any time by delivering his resignation in writing to the President or Secretary or to a meeting of the Board of Directors. Any director may be removed for cause by the Board by the affirmative vote of two-thirds (2/3<sup>rd</sup>) of all members of the Board, after due notice and opportunity to respond by the respective director. The members, at any meeting called for the purpose, may remove from office any director or officer, one or more.

4. The Board shall provide a reasonable opportunity during the annual meeting of members for members to comment upon the actions and policies of the Board.
5. The Board shall form, from among its members, an Executive Committee which shall be empowered to act upon all matters requiring Board attention between meetings of the full Board. The Executive Committee shall have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), during such times the Executive Committee shall possess the same powers, authority and responsibilities as the Board. The Executive Committee shall be a permanent standing committee, and shall discharge its responsibilities in accordance with the following provisions:
  - a. The Executive Committee shall consist of at least three (3) voting members, including the President; the Vice President; and one eligible athlete.
  - b. All actions taken by the Executive Committee must be ratified by the Board at its next meeting where a quorum is present, and if not so ratified, fail and measures taken in support of the action should be reversed to the extent reasonably possible. Ratification may be made through the use of mailed consents.
6. The Board shall form from among its members, a Nomination Screening Committee.
  - a. The Nomination Screening Committee shall be comprised of three (3) members of the Board, representing a cross-section of backgrounds, selected by the President, and shall include at least one eligible athlete representative.
  - b. The Nomination Screening Committee shall review each nominee to the Board to determine his/her ability to provide effective representation and leadership on the Board, including such things as whether such nominee appears to maintain as a principal focus the well-being of the VARA generally rather than any particular interest or issue; and whether he/she possesses the requisite understanding of competitive skiing generally, corporate operations or other matters necessary to provide effective representation on the Board.
  - c. The Nomination Screening Committee may also be used to assist the Board in appointing any committees created by the Board or which the Board is required to fill under these bylaws.

- d. The Nomination Screening Committee shall be a permanent standing committee.
7. It shall be the responsibility of the President and the directors to establish and maintain *other* such committees as are deemed appropriate to promote the goals of this corporation.
  8. At the first meeting following the annual meeting of members the Board shall elect, from among its voting members, a President, a Vice President, a Treasurer and a Secretary, each of whose terms of office shall be one (1) year. The election and duties of the President, Vice President, Treasurer and Secretary shall be as set forth below:
    - a. The responsibilities of the President shall be to preside at all meetings of the Board. The President shall be a full voting member of the Board, and also an *ex-officio* member of all committees. The term of office of the President shall be one year. Any member may nominate any other member for direct election to the office of President. At the time he/she takes office, The President shall vacate his/her former seat on the Board and shall occupy only the seat of President. His/her former seat shall be deemed vacated and shall be filled in accordance with the procedures set forth in these bylaws for filling mid-term vacancies. At the end of his/her first term in such office the Board may, but need not, vote to retain the President for a consecutive term, but no President shall serve for more than four successive terms.
    - b. The Vice President shall discharge the duties and obligations of the President in his/her absence or in case of his/her inability to serve. If the current President is retained for a consecutive term or if a new President is elected directly, the Board shall also vote on whether to retain the Vice President for a consecutive term. The Vice President shall be elected by the Board from among its current members every year at the annual meeting of members, and at a time prior to consideration of nominations of new members to the Board. No member may serve more than four consecutive terms in the office of Vice President. Any member of the Board may nominate any other member of the Board for the position of Vice President. The Vice President shall be seated and empowered from the time of his/her election until his/her successor is duly elected.
    - c. The Treasurer shall be the chief financial officer of the corporation and shall be in charge of its funds and valuable papers and also be the chief accounting officer of the corporation and shall be in charge of its books of account and accounting records and of its accounting procedures and shall have such other duties and

powers as may be designated by the Board or President. The Treasurer shall be responsible to and shall report to the Board but in the ordinary conduct of the corporation's business shall be under the supervision of the President.

- d. The Secretary shall keep a true record of all votes and proceedings of the members and of the Board which shall be open at all reasonable times to the inspection of the members. In the absence of the Secretary from any such meeting, a temporary Secretary shall be chosen by the chairperson of that meeting who will record the proceedings. The Secretary shall keep a membership book which records shall be available for the inspection of the members showing the names of the members and their addresses. The Secretary shall procure and file in his/her own office and in the office of the clerk of the town where the principal office of the corporation is located, copies of the papers required by law to be filed with the Secretary of State except the annual report of the corporation.
9. If the office of any officer or director becomes vacant for any reason, a successor may be elected by a majority vote of the Board of Directors at any meeting or by members at a meeting of the members. Any such successor may hold office for the unexpired term and until his/her successor shall be elected. The Board of Directors shall have and may exercise all its power notwithstanding the existence of one or more vacancies in its number as fixed by the members, provided there be at least a majority of the number of directors then in office as fixed by the meetings.

## **ARTICLE VII**

### **Meetings**

- A. The annual meeting of the membership shall be held in the month of April or May each year. Purposes for which an annual meeting is to be held, in addition to those prescribed by law, by the Articles of Association and by these bylaws, may be specified by the President or by a majority vote of the directors then in office. If such annual meeting is omitted on the day provided, a special meeting of the members may be held in place thereof, and any business transacted at such special meeting shall have the same effect as if transacted at the annual meeting.
- B. A special meeting of the members may be called at any time by the President or by a majority vote of the directors then in office. A special meeting of the members may also be called by the Secretary upon written application of 50 or more members who are entitled to vote.
- C. The annual meeting of the members or any special meeting of the members shall be held at such place as stated in the notice. Any adjourned session of

any annual or special meeting of the members shall be held at such place as designated in the vote of adjournment.

- D. A notice of each meeting of the members to be held shall be given at least fourteen (14) days before the meeting. This notice shall be published on the VARA website and members shall be notified by email where a current valid email address has been provided. Other notice may be made at the discretion of the President.
- E. At any meeting of the members, a quorum for the consideration of any question shall consist of the majority vote of members present and entitled to vote, except in any case where a larger quorum is required by law, by the Articles of Association or by these bylaws.
- F. Each full member entitled to vote shall have one vote. A plurality of the votes properly cast for any office shall elect to the office, except where a larger vote is required by law by the Articles of Association or by these By-Laws. Two thirds of the votes properly cast shall be required to change the Articles of Association or these By-Laws. The record date for the determination of the members entitled to vote at any meeting of members shall be the thirtieth (30th) day next preceding the date of such meeting.
- G. There shall be a Board of Directors of not less than eleven (11) directors, all of who shall be members and at least two (2) of who must reside in Vermont. The elected directors shall be elected annually by ballot at the annual meeting of the members by such members as have the right to vote. Each director shall serve a two year term.
- H. The annual meeting of the Board of Directors shall be held each year, immediately after the adjournment of the annual meeting of the members for the purpose of electing a President and other officers. No notice of such meeting need be given. Members of the Board of Directors will be notified in writing by the Secretary seven (7) days in advance of scheduled meetings of the board. Such notice will include an agenda for the meeting. Notice will also be published on the VARA website. The Annual business meeting of the Board of Directors will be held in October or November each year after the end of the fiscal year. The financial report for the previous fiscal year will be presented along with the budget for the current fiscal year. Special meetings of the Board of Directors may be held at any time or place when called by the President or two or more directors, reasonable notice being given thereof by the Secretary. A telephone call is deemed to be sufficient notice with 48 hours warning.
- I. All meetings of the Board shall be open to attendance by any interested member in good standing of the VARA, except that the board may close such meetings for discussion of matters of a legally sensitive nature.
- J. Any action required or permitted to be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the



action so taken shall be unanimously agreed to by all of the directors in office and filed with the President.

- K. In the event of a procedural dispute, Robert's Rules of Order, most current edition, will be consulted and will govern. In the event of any ambiguity or deficiency in these bylaws, the Board shall adopt an interpretation of the provision at issue by majority vote.
- L. The President shall arrange for the taking of minutes at all meetings of the Board and at the annual meeting of members and will certify they represent an accurate meeting history. Minutes of all meetings will be distributed to all directors, and be made available upon request to all members within thirty (30) days of each meeting.
- M. Any member of the Board not physically present at a meeting may participate in such meeting by the use of any telecommunication system which enables him/her to engage in two-way communication with all of the other directors taking part in the meeting, and shall be deemed present in case of such participation.
- N. At any meeting of the Board or any permanent standing committee, a quorum shall consist of a majority of all directors or members of the committee entitled to vote. A meeting at a which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or committee members if any action is approved by a number which would constitute at least a majority of the required quorum; provided that the following actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of annual budgets of the Board; and (iii) such other issues as may be designated elsewhere in these bylaws as requiring a certain number of votes or attendees.

## **ARTICLE VIII**

### **Conflict of Interest and Ethical Practices**

- A. The Board shall adopt USSA's code of conduct and USSA's conflict of interest and ethics policies.

## **ARTICLE IX**

### **Grievances, Suspensions and Appeals**

- A. **Grievances.** Every member of the VARA shall have the right to pursue written grievances concerning actions by the Board, any of its committees, or any of their members acting in their official capacities in accordance with the procedures set out below:

- A. A grievance shall be defined as an allegation by a member that the Board, any of its committees or any member while acting in an official capacity has violated these bylaws or has failed to discharge its obligations under the USSA Bylaws, USOC Bylaws or the Ted Stevens Olympic and Amateur Sports Act.
  
- B. A complainant may initiate the grievance process by filing a written complaint with the principal office of the VARA. The complaint shall include the following:
  - a. The identity of the complainant;
  
  - b. The identity of the members(s), Board(s), or committee(s) of the VARA against whom the grievance is directed (hereinafter collectively the "Respondents");
  
  - c. A short and plain statement of the facts giving rise to the grievance, including the action at issue, Bylaws or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought.
  
  - d. The signature of the complainant (and signature of his/her parent or legal guardian if he/she is under eighteen (18) years of age; and
  
  - e. Any reasonable filing fee adopted in advance by the Board.
  
- C. Within ten (10) days of receiving the Complaint, the Board shall refer the matter to USSA for disposition pursuant to Article IX of the USSA Bylaws.

## **ARTICLE X**

### **Indemnification**

- A. The members of the Board, as a board and individually are specifically held harmless by the VARA for all actions taken in good faith on behalf of the VARA, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence. No indemnification will be provided where an officer, director or other member is adjudicated to be liable and a central reason for this finding is that he/she acted in bad faith. No indemnification will be provided where he/she is found to have personally and substantially benefitted from his/her actions and these actions in any way injured

the VARA or placed it at risk of injury. Where the officer, director or member has not been adjudicated to be in bad faith and where his/her actions did not injure or threaten to injure the VARA, no indemnification will be provided to the extent that the officer or director personally profited as a result of his/her actions. No indemnification will be provided to an officer, director or member where liability was the result of an action initiated by that person and where the initiation of the action was unauthorized by the Board or these bylaws.

## **ARTICLE XI**

### **Amendments**

- A. Amendments to these bylaws may be proposed by any three members of the Board.
  
- B. Proposed amendments shall be voted upon by the members\_only at the annual meeting of members.
  
- C. Proposed amendments shall be presented as follows:
  - 1. State who is presenting the amendments.
  
  - 2. State in writing that portion of the existing text in its entirety, inclusive of all portions which are to be considered for change.
  
  - 3. Within the text of the above statement in 2., show any new phrases or addenda with all words to be added underlined thus: new verbiage.
  
  - 4. Within the text of the above statement in 2., show any dropped phrases or deletions with all the words to be deleted stricken through thus: ~~deleted verbiage~~.
  
  - 5. The proposed amendment must be accompanied by a brief explanation of the reasons for the proposed amendment, and the effect of the change, if adopted.
  
- D. Unless withdrawn, proposed amendments which have been prepared less than sixty (60) days and circulated less than thirty (30) days in advance of meeting at which such matter would otherwise be considered shall automatically be placed on the agenda for action at the next meeting of the Board which is at least thirty (30) days after the date of mailing of such proposed amendment.

- E. Amendments to these bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the members present and eligible to vote at a meeting called for the purpose.
  
- F. Any amendment of these bylaws shall become effective forty-five (45) days from the date of approval by the Board of the VARA and by the USSA Board.

## **ARTICLE XII**

### **Dissolution**

The VARA may dissolve only by an affirmative vote of the Board on the manner and proportions described below. Each member of the Board shall be given notice of a special meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three-quarters (3/4) of all then current directors must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of the VARA shall devolve upon the Board.