

Flatland Ski Association

Bylaws

Adopted June 26, 1993
Amended October 18, 1997
Amended February 6, 1999
Amended February 4, 2000
Amended January 31, 2001
Amended January 29, 2003

ARTICLE 1 - NAME

The name of this organization shall be the **Flatland Ski Association**, herein referred to as **FSA** or the **Association**.

ARTICLE 2 - OBJECT

The object of FSA shall be to promote and pursue the sport of snow skiing; to study, teach, promote, and disseminate the fundamental principles of downhill racing and encourage competition among racers; to promote and stimulate increased safety in snow skiing; and, to provide opportunities of camaraderie among member clubs.

ARTICLE 3 - MEMBERS

SECTION 1 - CLASSIFICATION:

The membership of FSA shall be composed of the approved members; herein referred to as "members" of individual ski organizations. The individual ski organizations shall be referred to as "Club".

SECTION 2 - ELIGIBILITY:

Any Club wishing to join the Association shall meet the following eligibility requirements:

- A. Membership Size. A Club must have a minimum of 50 members to apply for membership in the Association.
- B. Non-Profit Status. A Club must be a non-profit social and recreational Club as defined in the Internal Revenue Code.

SECTION 3 - APPLICATION:

A Club may apply for membership in the Association by submitting a written application to the Association Secretary. An application shall include evidence of organization, good reputation, financial responsibility, and non-profit status of the applicant Club (i.e., Sec. 501c7 IRS Code 1954). A copy of the application shall be supplied to the current Board of Directors.

SECTION 4 - ACCEPTANCE:

Any Club applying for membership and meeting eligibility requirements shall be granted membership status by the Board of Directors at its annual meeting or any special meeting. Upon acceptance, each new Club shall pay the Association a one-time initiation fee of \$50.00 plus \$0.50 per membership in that Club's organization as of January 1 of the year of acceptance. Upon acceptance by the Association, a new Club shall accept, in writing, membership in the Association and agreement with its By-Laws. Membership status will be granted by the Board of Directors at the next called meeting of the Association.

SECTION 5 - DUTIES AND PRIVILEGES:

The duties and privileges of membership include, but are not limited to the following:

- A. Club representatives shall be entitled to attend the annual Board of Directors meeting.
- B. Copies of the annual Board of Directors meeting and any other official meetings of the Association shall be provided to all Clubs.
- C. Clubs shall give aid and support to achieve the purpose of the Association.
- D. Clubs shall meet all the financial obligations of the Association in the manner and in the amount specified by the Board of Directors.

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- E. Clubs shall use Association contracted lodging for the Annual Flatland Ski Event in order to be entitled to approved activity ticket pricing and contracted lift ticket pricing. In the event a Club decides to utilize other lodging, the Board of Directors has the right to: impose up to a 100% surcharge on the member's activity ticket, refuse discount pricing on lift tickets; and/or deny participation in the Annual Flatland Ski Event.
- F. Clubs shall support the contractual commitments approved by the Board of Directors; Clubs found not in compliance by a majority vote of the Board of Directors shall be denied participation in the Annual Flatland Ski Event.
- G. Clubs shall accept appointment or election to the Committees provided for in these By-Laws, and to discharge, to the best of their ability, a reasonable share of the responsibility of the leadership of the Association.
- H. Each Club may designate and submit, in writing, annually, to the Secretary of the Association at least two (2) Club members to receive notices from the Association on behalf of Club members. The Association will mail up to three (3) addresses per Club.
- I. Any member of a Club who accepts a position of responsibility in the Association shall submit reports to the various Clubs on a timely basis.
- J. When a familiarization trip has been extended to the Association, only active Clubs may participate.

SECTION 6 - UNSPORTSMANLIKE CONDUCT:

Unsportsmanlike conduct shall be construed as, but not necessarily limited to, rude or insulting remarks, profane, loud, crude or vulgar language and/or gestures. Any member of a Club of the Association in attendance at any event sponsored by the Association or representing the Association that engages in unsportsmanlike conduct and/or the actual use of violence upon another member, officer or any person in the employ of the Association is subject to the following and/or termination from the Association:

Upon charges of Unsportsmanlike Conduct being levied, all parties involved will appear before the Board of Directors and if, after examination and investigation, there is deemed to be sufficient cause, a motion to sanction may be made. The following mandatory sanctions will apply if the Board of Directors, by secret ballot, approves the motion with a two-thirds (2/3) vote. All of the following sanctions apply; loss of all points, medals, awards and/or prizes that the member may have won during the event, loss of 100 points by the member's Club at the event, and the member may not attend any FSA function for two (2) years.

SECTION 7 - TERMINATION OF MEMBERSHIP:

Clubs may terminate their membership in the Association by resignation or expulsion.

- A. Resignation. Any Club may withdraw from the Association by submitting, to the Secretary, a written resignation.
- B. Expulsion for Reasons other than Non-Payment of Obligations.
 1. Any Club accused, in writing, of improper practices, or acts injurious to the interests of the Association, or of not fulfilling the obligations of membership in a satisfactory manner, may be expelled by the Board of Directors.
 2. A Club so charged shall have the opportunity to see the charges brought against it, and to answer them in writing.
 3. Both the charges and the accused Club's replies shall be considered by the Board of Directors and their action taken by secret ballot. Two-thirds (2/3) of the total Board of Directors must approve a motion to expel.
 4. If the accused Club appeals from a decision of the Board of Directors, its action shall not become effective until confirmed by a majority vote of all Clubs attending and voting at the next annual business meeting.
 5. In the interim, an accused Club is entitled to continue to receive the privileges of membership.

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6. Should any Club be expelled from the Association, it shall not again be entitled to membership, except that the Board of Directors may decide that extenuating circumstances and subsequent record may favor an application for admission from the expelled Club. In any event, such application may not be accepted by the Board of Directors within two (2) years from the date of expulsion unless new evidence is discovered which alters the decision of the Board of Directors.
 7. A Club may be expelled for lack of attendance at any regular or special meeting, or non-participation in the Annual Flatland Ski Event.
- C. Expulsion for Non-Payment of Obligations. Should a dues assessment be declared by the Board of Directors, any Club who fails to pay the assessment within three months after receiving written notice thereof, shall be notified in writing that its membership in the Association shall cease unless the dues are paid within thirty days. The Board of Directors may, at its discretion, reinstate a membership upon the payment of all dues in arrears. However, any Club accepting membership in the Association shall recognize that the formula of the assessment is fixed and shall agree (by accepting membership) to pay the assessment should one be declared.
- D. Termination of Privileges. On termination of membership in the Association, a Club shall cease use of the name of the Association, its emblems and insignia, and shall promptly return all property of the Association, which was retained during membership.

SECTION 8 - REVIEW OF MEMBERSHIP STATUS:

The Board of Directors may at any time review the status of a Club in regard to eligibility. It shall review promptly the status of Clubs who have made a change to determine if such changes affect their standing as a Club; and take action as the facts warrant.

ARTICLE 4 - DUES

SECTION 1 - DUES:

There shall be no set dues as a Club in the Flatland Ski Association. However, the Board of Directors shall have the authority to assess dues. The amount shall be assessed based on the membership size of Clubs. The dues shall never be declared for longer than one year.

SECTION 2 - FISCAL YEAR:

The fiscal year of the Association shall be from May 1 through April 30 of the following year.

ARTICLE 5 - OFFICERS

SECTION 1 - OFFICERS:

The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, a Flatland Activities Director and a Flatland Race Director.

SECTION 2 - QUALIFICATIONS:

A candidate for elective office shall have been a member in a FSA Club in good standing of the Association for at least three years and shall have attended and materially participated in two of the previous three Annual Flatland Ski Events. A candidate for the office of President shall have served on the Board of Directors for at least two years of the last three preceding years. The qualifications criteria may be waived by a two-thirds vote of the Board of Directors.

SECTION 3 - TERM OF OFFICE:

Elected officers of the Association shall serve in only one office of the Association at a time.

- A. Officers (except the Secretary and the Treasurer) shall be elected for term of one year or until their successors are elected. These elected officers shall not serve two consecutive terms in the same office.
- B. The Secretary and Treasurer shall be elected for a term of two years and will not serve more than two consecutive terms. These offices shall not both be filled by election in the same year. In the event of a vacancy, an appointee approved by the Board of Directors will complete the remainder of the term.

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- C. The offices of FSA Activity Director and FSA Race Director will be filled by a nominee from individual member Clubs. A club rotation for presenting a nominee will be maintained by the Secretary and presented to the Board of Directors at the June meeting. Nominees for these offices from member Clubs will be presented to the Board of Directors at the October meeting. In the event a member Club does not present a nominee at the October Meeting, the Nominating Committee will present a nominee from the overall FSA membership.
- D. The Club in rotation for activities director in the second year following the current Annual Flatland Ski Event shall select a nominee to serve as Flatland Activities Director in that year. That individual will serve as assistant activities director in the next Annual Flatland Ski Event and Flatland Activities Director in two years. This individual shall be approved by the Board of Directors but will not have a vote on the Board. (See Article 6, Section 1, Paragraph C)

SECTION 4 - VACANCY IN OFFICE:

A vacancy in the office of the President shall be filled by the Vice-President. The vacancy thus created in the office of Vice-President, and any other vacancy shall be filled by a vote of the Board of Directors at a regular or special meeting or the vote may be taken by mail ballot.

SECTION 5 - DUTIES:

All officers shall perform the duties prescribed by these By-Laws and by *Robert's Rules of Order Newly Revised*.

A. The President shall:

- 1. Be the Executive Officer of the Association in matters concerning its administration and shall be the official representative of the Association;
- 2. Preside at all meetings of the Board of Directors, Executive Committee and the membership;
- 3. Appoint a Parliamentarian, as required, subject to the approval of the Executive Committee;
- 4. Appoint standing and special committees, subject to the approval of the Board of Directors except as otherwise provided in these By-Laws; and
- 5. Preside over the bid negotiations and serve as the primary contact with ski areas.

B. The Vice-President shall:

- 1. Assist the President in the performance of his/her duties;
- 2. Preside over the Association Trip Committee;
- 3. Guide and monitor the functions of the Standing Committees; and
- 4. Succeed to the office of President for the unexpired term, in the event of a vacancy in that office.

C. The Secretary shall:

- 1. Record the proceedings of all meetings of the Board of Directors, the Executive Committee and meetings of the members;
- 2. Send a copy of the minutes of the previous Board of Directors meeting to each member of the Board of Directors within thirty days before the next meeting;
- 3. Act as custodian of all books and papers, except those specifically assigned to other officers;
- 4. Compile and update individual Club's list of incoming officers and general club information;
- 5. Maintain and retain copies of the By-Laws and Race rules;

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6. Send any correspondence that Officers request; and
7. Insure the timely filing of the annual incorporation papers with the State of Missouri.

D. The Treasurer shall:

1. Have custody of all permanent funds;
2. Collect any dues assessments and any other FSA funds;
3. Keep an account of all monies received and disbursed;
4. Prepare an interim report as requested by the President or the Board of Directors; and
5. Close the Treasurer's books within thirty (30) days of the close of the fiscal year.

E. The Flatland Activities Director shall:

1. Organize the activities for the Annual Flatland Ski Event;
2. Propose and submit a budget to the Executive Committee for approval prior to any contractual commitments;
3. Solicit advertisers and sponsors for Annual Flatland Ski Event;
4. Prepare the activities booklets and tickets for each Club in attendance;
5. Obtain help from his/her home Club to assist in the operation of the Annual Flatland Ski Event; and
6. Submit regular update reports to the Board of Directors as to the expenses incurred, preparations, etc.

F. The Flatland Race Director shall:

1. Organize the activities for the Annual Flatland Ski Event racing;
2. Propose and submit a budget to the Flatland Activities Director for Board of Director approval prior to any contractual commitments;
3. Recommend an Assistant Flatland Race Director to the Board of Directors for approval;
4. Preside at the meetings of the Flatlands Race Committee;
5. Present any proposed changes to the race rules to the Board of Directors;
6. Solicit and enlist the help of all Clubs to assist in the smooth functioning of the races; and
7. Keep the Club's race chairperson and the Board of Directors informed of the status of the preparations for the Annual Flatland Ski Event races.

G. The Past President shall;

1. Serve as the primary contact with sponsors; and
2. Assist the President with the bid negotiations.

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ARTICLE 6 - NOMINATIONS AND ELECTIONS

SECTION 1 - NOMINATING COMMITTEE:

- A. Composition: The Nominating Committee shall be composed of the immediate Past President, President, and the four Club Directors of the: prior year's Race Director, prior year's Activities Director, current year's Race Director and the current year's Activities Director.
- B. Call of Meeting: It shall be the duty of the President to select the date and the location of the Nominating Committee meeting at least 60 days prior to the annual meeting.
- C. Duties: The Nominating Committee shall consider the qualifications of all candidates. No name may be placed in nomination without the consent of the nominee. Nominations for the offices of Flatlands Activities Director and Flatland Race Director shall be nominated by their member Clubs to the Nominating Committee no later than the October meeting.
- D. Nomination Ballot: The Nominating Committee shall submit at least one name for each office to be filled. The Nominating Committee shall provide a report with their nominations to the Board of Directors at least 30 days prior to the annual meeting.
- E. Nominations from the Floor: Nominations shall be taken from the floor immediately following the Nominating Committee report and again immediately prior to the election of officers.

SECTION 2 - ELECTION OF OFFICERS:

Officers shall be elected by the Board of Directors at the FSA Annual Meeting. In the event there is more than one candidate for an office, the election for that office shall be by written ballot or sealed written absentee ballot. A majority vote shall elect. Officers shall assume their duties at the close of the FSA fiscal year.

ARTICLE 7 - BOARD OF DIRECTORS

SECTION 1 - COMPOSITION:

The Board of Directors, herein may be referred to as the "Board", shall be composed of the Officers, the immediate Past President, and one director from each member Club of the Association. The directors from each member Club shall herein be called "Directors". Each Director shall serve a two year term, with half of the Directors being elected each year. Each Club shall notify the President of the Association of the name and address of the delegate for the coming term.

SECTION 2 - DUTIES:

The Board of Directors shall have full power to conduct the business of the Association.

SECTION 3 - MEETINGS:

- A. The regular meetings of the Board of Directors shall be held three (3) times per year: Annual Flatland Ski Event, June and October. Notice of the regular meetings shall be sent to representatives of each Club not less than thirty (30) nor more than sixty (60) days prior to the meeting date. The notice shall contain the following:
 - 1. Date, time, and place of meeting;
 - 2. List of Clubs;
 - 3. List of officer candidates (annual meeting); and
 - 4. A tentative agenda.
- B. Special meetings may be called by the President and shall be called upon the written request of two (2) members of the Board of Directors. Notice of special meetings shall be given at least ten (10) days prior to the meeting, unless waived in writing by all members of the Board of Directors.

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SECTION 4 - VOTING:

Only Directors and Officers (excluding the President), may make motions. Only Directors and Officers (excluding the President, Flatland Activities Director and the Flatland Race Director) may vote. In the event of a tie vote, the President shall vote to break the tie. However, any Director, Officer or member of the Association may discuss any motion and make their views known.

SECTION 5 - QUORUM:

A majority of the Directors of the Board of Directors shall constitute a quorum.

SECTION 6 - MAIL BALLOT:

The Board of Directors shall be authorized to vote by mail, or e-mail, when it is deemed necessary. A 2/3 affirmative vote shall be required for any action from a mail or e-mail vote, and it must be verified and made a part of the minutes at the next Board of Directors' meeting.

SECTION 7 - RECORDS:

All files shall be forwarded to the newly elected officers more than thirty (30) days prior to the June meeting.

SECTION 8 - ACTIONS RESERVED BY THE BOARD OF DIRECTORS:

The following actions shall be binding on the Association only after approval by the Board of Directors present and voting at any regular or special meeting:

- A. Any action which would change the State of Incorporation of the Association.
- B. Any action which would cause the Association to lose its status as a tax exempt organization under the Internal Revenue Code, as it now exists or may hereafter be amended (or the corresponding provision of any future United States Internal Revenue Law).
- C. Any action which would significantly alter the purpose for which this Association was formed.
- D. Any amendment to the By-Laws which would:
 - 1. Change the method of voting; or,
 - 2. Amend Article 7 - BOARD OF DIRECTORS.

SECTION 9 - COMPENSATION:

Directors and Officers shall receive no salary for their services as Directors or Officers. Salaries of any employees of the Association shall be fixed by the Board of Directors.

SECTION 10 - MANAGEMENT OF ASSOCIATION FUNDS:

- A. The Association shall maintain a contingency fund for the purpose of defraying potential losses from conducting the Annual Flatland Ski Event. Should this fund drop below a minimum of \$5,000, the Board of Directors may, with a two-thirds (2/3) vote assess the Clubs a prorated amount on a one time basis to bring the fund to its minimum balance.
- B. No funds received by donation, bequest or any other means, shall be deferred from the use to which they may be assigned by the donator unless such use is contrary to or conflict with the purpose of the Association.

SECTION 11 - INFORMAL ACTION:

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if, prior to such action, written consent is signed by all members of the Board or members of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or the committee.

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ARTICLE 8 - EXECUTIVE COMMITTEE

SECTION 1 - COMPOSITION:

The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer, the immediate Past President of the Association, the Flatland Activities Director, and the Flatland Race Director.

SECTION 2 - DUTIES:

The Executive Committee shall:

- A. Be responsible for the transaction of necessary business between meetings of the Board of Directors and for business referred to it by the Board;
- B. Make a complete report of its transactions to the Board of Directors;
- C. Be responsible for nominations to the Board of Directors.
- D. Determine the amount of bond/insurance of personnel for whom coverage is required.

SECTION 3 - MEETINGS:

Meetings of the Executive Committee may be called by the President and shall be called upon the written request of two members of this Committee. Notice of the meetings shall be given at least seven days prior to the meeting.

SECTION 4 - QUORUM:

Four members of the Executive Committee shall constitute a quorum.

SECTION 5 - MAIL BALLOT:

The Executive Committee shall be authorized to vote by mail or e-mail when it is deemed necessary.

ARTICLE 9 - STANDING COMMITTEES

SECTION 1 - COMMITTEES:

The Standing Committees of the Association shall be Race, Activities and Association Trip.

SECTION 2 - DUTIES:

- A. The Race Committee shall plan, schedule and direct the races during Annual Flatland Ski Event and shall submit a report at the Board of Directors meetings.
- B. The Activities Committee shall plan, schedule and direct all other activities during Annual Flatland Ski Event and shall submit a report at the Board of Directors meetings.
- C. The Association Trip Committee shall be composed of the President, Vice President, Secretary, Treasurer and the immediate Past President of the Association. It shall plan, schedule and organize one summer and/or winter special association trip for all member Clubs. The committee shall be vested with such powers as the Directors grant. The committee shall be required to keep regular minutes of their transactions and shall report to the Board on a regular basis. The decisions of the committee must have final approval of the Board of Directors at any given meeting.

SECTION 3 - EX-OFFICIO MEMBERSHIP:

The President shall be ex-officio a member of all committees.

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ARTICLE 10 - SPECIAL COMMITTEES

SECTION 1 - BID COMMITTEE:

A committee will be appointed, and approved by the Board of Directors, to solicit, negotiate, and present to the Board of Directors, the bids from the ski areas for the Annual Flatland Ski Event. This committee may contain members of the Board of Directors and/or individuals from the Clubs.

SECTION 2 - SPECIAL COMMITTEES:

The Board of Directors may designate special committees, as required, for the purpose of carrying out the business of the Association. These committees shall exist for one year only, unless renewed by the Board of Directors.

ARTICLE 11 - INDEMNIFICATION

Every person who is, or shall be, or shall have been, a Director or Officer of the Association and his/her personal representative shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action suit, or proceeding to which he/she may be made a party by reason of his/her being, or having been a Director or Officer of the Association or of any subsidiary or affiliate thereof, except in relation of such matters as to which he/she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his/her duty as such Director or Officer. "Costs and expenses" shall include, but not be limited to attorney's fees, damages and reasonable amounts paid in settlement.

ARTICLE 12 - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern FSA in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE 13 - DISSOLUTION

SECTION 1:

FSA funds shall be used only to accomplish the purposes specified in these By-Laws and no part of such funds shall inure or be distributed to the individual members of FSA. Upon dissolution of the Association, any funds remaining shall be forwarded to the United States Ski Team.

SECTION 2:

This Article shall be in compliance with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 14 - AMENDMENT OF BY-LAWS

SECTION 1 - AMENDMENTS:

These By-Laws may be amended or revised by a two-thirds vote of the Directors present and voting at the Board of Directors meeting, provided notice of the proposed amendment(s) has been presented to the Directors thirty (30) days prior to the meeting.

- A. Amendments may be submitted by the Board of Directors, the Executive Committee, or any Club, provided the proposed amendment(s) are received by the Board of Directors at least thirty (30) days prior to the next meeting.
- B. The Board of Directors shall select a special committee for revision.