

**AMENDED AND RESTATED BYLAWS OF
THE ROCKY MOUNTAIN DIVISION, INC.
UNITED STATES SKI AND SNOWBOARD ASSOCIATION, INC.**

Recitals:

- A. As follows are the Amended and Restated Bylaws for the Rocky Mountain Division, Inc., of the United States Ski and Snowboard Association, Inc.
- B. The Rocky Mountain Division, Inc., is a Colorado not for profit corporation with IRC §501(c)(3) status.
- C. RMD is a region for the United States Ski and Snowboard Association, Inc.
- D. It is the wish of the current Board of Directors that the following be duly adopted by the membership of RMD and become the Bylaws for RMD, and that these Bylaws supercede and replace all prior Bylaws.

Amended and Restated Bylaws:

Article 1. Name.

- 1. Name. The name of the corporation is the Rocky Mountain Division, Inc., (herein the “Corporation” or “RMD”) a geographic division of the United States Ski and Snowboard Association, Inc. (herein “USSA”)

Article 2. Objectives.

- 2. Objectives. The objectives of this organization shall be to establish, administer and promote programs devoted to the development and training of athletes as a means of healthful recreation and physical fitness; to stimulate interest in the snow sports recognized by USSA in clubs, schools, colleges and universities; to give encouragement, coaching and instruction to participants; to promote snow sports competition and training; and to cooperate with the United States Olympic Committee, various Ski and Snowboard Associations, and other recognized entities for the promotion of snow sports.
- 3. Additional Objectives. To encourage snow sports competition in compliance with the rules governing such competition as set forth by the USSA or the International Ski and Snowboard Federation (herein “FIS”) and RMD.

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Article 3. Principal Office.

4. Principal Office. The principal office of the corporation is currently located at 950 Wadsworth Avenue, Lakewood, Colorado. The principal office may be changed by the board of directors. The corporation may also have offices at other places within or outside of Colorado as the board of directors may approve.

Article 4. Members.

5. Conditions for Membership. Membership in the Rocky Mountain Division, Inc. of the United States Ski Association, Inc. is contingent upon agreement to observe and be governed by the Bylaws of this organization. Membership is limited to entities and individuals from the geographic division identified by USSA for RMD, and other members as may be approved by the Board of Directors.

6. Regular Members. Regular Members are those individuals who join USSA annually and pay the currently approved dues and any applicable fees. Members over the age of eighteen (18) years as of December 31st of the previous year will hold voting status.

Article 5. Dues and Assessments.

7. Regular Members. Regular members shall pay dues or assessments in the amounts and at the times determined by the board of directors.

8. Nonpayment of Dues and Assessments. The failure to pay dues or assessments in the amounts and at the times determined by the board of directors shall cause the member's privileges or membership to be suspended or terminated, as determined by the board of directors.

Article 6. Meetings of Members.

9. Annual Meeting. An annual meeting of the members of the corporation shall be held at a time and date stated in or fixed in accordance with a resolution of the board of directors. The annual meeting shall be held for the election of directors and the transaction of such other business as may properly come before it.

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10. Special Meetings. A special meeting of the members may be called by the board of directors or by the direction of the president. A special meeting may also be called by the members in accordance with Colorado law.
11. Notice of Meetings. Notice of a meeting, whether annual, regular or special, shall include the place, date and time of the meeting and shall be posted on the RMD website on the internet no fewer than ten (10) days, nor more than sixty (60) days before the meeting. Notice of any meeting shall include a brief description of any matter or matters that must be approved by the members or for which membership approval is sought. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.
12. Voting by Members. All acts and resolutions of the members shall be deemed adopted upon a favorable vote of a majority of the votes cast by members qualified to vote. A member entitled to vote may vote or otherwise act in person or by proxy.
13. Quorum. Those members in good standing with the RMD who are present at the Annual Meeting shall be entitled to vote and shall constitute a quorum, provided however, that there shall be a minimum of three (3) Board members present.
14. Attendance by Telecommunication. Any or all of the members may participate in an annual, regular, or special meeting of the members, or the meeting may be conducted through the use of any means of communicating by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Article 7. Board of Directors.

15. General Powers. The business affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Articles of Incorporation or by the statutes of the State of Colorado.
16. Number, Tenure and Qualifications. The Board of Directors of the Corporation shall consist of between thirteen (13) and sixteen (16) directors all of whom shall have one voting right. Directors shall be removable in the manner provided for by the statutes of the State of Colorado.

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- 16.1. Elected Directors. There shall be nine (9) Elected Directors. Three (3) of the nine (12) Elected Directors shall be elected at the annual meeting of members by majority vote each year. The Elected Director's terms shall be three (3) years and shall be staggered such that three (3) of the directors are elected annually. Directors may be elected for successive terms. Directors shall serve until his or her successor shall have been elected.
- 16.2. Non-Elected Directors. There may be up to four Non-Elected Directors on the Board. The immediate past president shall be a Non-Elected Director. Three (3) other non-profit associations, Rocky Mountain Ski Race Officials, Inc., Colorado Ski Country USA, Inc., and the Colorado Ski Educational Foundation, Inc., shall each have the right to appoint one Non-Elected Director. Non-Elected Directors shall be affirmed annually by the Board.
- 16.3. Competition Committee Directors. There shall be at least one board member from each of the three standing competition committees, the Alpine Competition Committee, the Freestyle Competition Committee and the Jumping/Nordic Combined Committee, elected as provided above in section 16.1.
17. Vacancies. Vacancies on the board of directors may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining directors at any meeting of the board of directors. A vacancy created by an increase in the number of directors may be filled for a term of office continuing only until the next election of directors.
18. Power and Duties of the Directors. The board of directors shall have control and general management of the affairs, property and business of the corporation and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the board of directors may deem proper.
19. Election of Directors. The election of directors shall be at the annual meeting of the membership or such other method authorized by these bylaws.
20. Chairperson of the Board. From among its members, the board of directors shall elect a president, vice president, secretary, treasurer. The chairperson of the board shall preside at meetings of the members and the board of directors. The directors shall by corporate resolution identify board members to represent certain disciplines as identified by the USSA, including Alpine, Jumping/Nordic Combined, Freestyle and Masters.

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21. Board Meetings. Regular meetings of the board of directors may be held without notice of the date, time, place or purpose of the meeting. Special meetings of the board of directors shall be preceded by at least two days' notice of the date, time, and place of the meeting.
22. Quorum and Voting. A quorum of the board of directors consists of the lesser of five (5) directors or a majority of the number of directors in office immediately before the meeting begins. The affirmative vote of a majority of directors present is the act of the board of directors.
23. Action Without Meeting. Any action required or permitted to be taken at a board of director's meeting may be taken without a meeting if each and every member of the board in writing either: (a) votes for the action; or (b) votes against the action; or (c) abstains and waives the right to demand that a meeting be held. The affirmative votes must equal or exceed the minimum number necessary to take action at a meeting at which all of the directors then in office were present and voted.
24. Attendance by Telecommunication. Any or all of the members may participate in an annual, regular, or special meeting of the members, or the meeting may be conducted through the use of any means of communicating by which all persons participating in the meeting may hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

Article 8. Officers and Duties.

25. Officers. The officers of the corporation shall consist of a president who shall act as the chairperson of the board, one or more vice presidents, a secretary, a treasurer, and the immediate past president. Any two or more offices may be held by the same person, except the offices of president and secretary. Officers shall be reaffirmed, elected or appointed by the board of directors at the annual meeting of the directors. A vacancy in any office may be filled by the board of directors at any regular or special meeting called for that purpose.
26. Executive Committee. The Officers identified in paragraph 25 above shall also serve as the Executive Committee and shall have the right and duty to make decisions when a meeting cannot be called due to lack of time or otherwise. Decisions made by the Executive Committee will be subject to ratification by the entire board at its next meeting.

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27. Chairperson of the Board. The president as the chairperson of the board shall preside at all meetings of the members and the board of directors, and may have any other powers and duties as may be conferred by the board of directors.

28. Duties of the Officers:

28.1. President. The president shall, subject to the direction and supervision of the board of directors, be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The president shall have the authority to sign all contracts and other instruments on behalf of the corporation, except as the authority may be restricted by resolutions of the board of directors adopted from time to time.

28.2. Vice Presidents. Vice presidents shall have the duties that the board of directors or the president may delegate to them from time to time. In the absence of the president or his or her inability to act, the duties and powers of the office shall be performed and exercised by a vice president.

28.3. Secretary. The secretary shall have the responsibility for the preparation and maintenance of minutes from meetings of the directors and members, and other records and information required to be kept by the corporation and for authenticating records of the corporation. The secretary shall perform all duties usually incident to the office of the secretary, those duties specified in these bylaws, and other duties that may from time to time be delegated by the board of directors.

28.4. Treasurer. The treasurer shall have general supervision over the care and custody of the funds and securities of the corporation and shall deposit the same or cause the same to be deposited in the name of the corporation in the bank or banks, trust company or trust companies, that the board of directors may designate. The treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the corporation and whenever required by the board of directors, shall render or cause to be rendered financial statements of the corporation.

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28.5. Immediate Past President. The Immediate Past President shall be a Board and Executive Committee member with full rights and shall be primarily responsible for providing continuity as needed for the Board. If the Immediate Past President is unable to serve or unable to continue to serve, the position of Immediate Past President shall be vacant and can only be filled with another past president.

Article 9. Indemnification.

29. Indemnification by Corporation. The Corporation shall indemnify any and all of its directors and officers, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them, are made parties, or a party, by reason of being or having been directors or officers of the Corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaw, agreement, vote of members, state statutes, or otherwise. The Corporation shall maintain and provide at the Corporation's sole expense insurance against the actions of the members of the board.

Article 10. Committees.

30. Finance and Audit Committee. The Finance and Audit Committee shall be composed of the Treasurer, immediate past President and three (3) other members appointed by the Board of Directors to prepare a budget before the year beginning subsequent to the annual membership meeting, and to submit it to the Board at the next scheduled Board meeting. The Finance and Audit Committee can from time to time submit supplements to the budget for the current year. The Finance and Audit Committee shall also be responsible for the audit of the Treasurer's accounts on an ongoing basis and at the close of the fiscal year. The final audit shall be included in the President's annual report.

31. Nominating Committee. At least forty-five (45) days prior to the annual meeting of the meeting, a Nominating Committee of three (3) members shall be appointed by the President. The three (3) members shall consist of the Vice-President as chairman plus two other members, one of which must not be a Board member. It shall be the duty of the Committee to nominate candidates for offices to be filled at the annual meeting.

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32. Grant and Scholarship Committee. The Grant and Scholarship Committee will consist of the Treasurer, and representatives as appointed and approved by the Board of Directors. It shall be the duty of the Committee to review applications for grants and scholarships and make recommendations to the board as applicable.

33. Competition Committees. There shall be an Alpine Competition Committee, a Freestyle Competition Committee and a Jumping/Nordic Combined Committee, and each shall have a representative member as a director on the Board of Directors, as provided above in number 16.

34. Other Committees. Such other committees, standing or special, shall be appointed by the President and the Board of Directors as they shall from time to time deem necessary to carry on the work of the organization.

Article 11. Future Amendment of Bylaws.

35. Board Amendments. The board of directors may amend the bylaws at any time to add, change, or delete provisions as necessary from time to time due to the workings of USSA. Otherwise, a three-fourths majority of the members present at a board meeting or four of the five members of the executive committee can amend the bylaws unless it would result in a change of the rights, privileges, preferences, restrictions, or conditions of a membership class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class.

36. Member Amendments. All Bylaws shall be subject to alteration, amendment or repeal, and new Bylaws may be added, by the affirmative vote of a two-thirds ($\frac{2}{3}$ ^{rds}) vote of those members of the RMD who are present at the Annual Meeting, provided however, that there be a minimum of six (6) Board members present and provided that the amendment has been submitted to the general membership in writing or by electronic means approved by the board (e.g., posting on RMD web page) at least thirty (30) days in advance of the annual meeting.

Article 12. Books and Records.

37. Corporate Books. Except as otherwise required by laws of the State of Colorado. The books and records of the Corporation may be kept within or without the state of Colorado at such place or places as may be from time to time designated by the Board of Directors.

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Article 13. Dissolution and Winding-up.

38. Distributions and Obligations. No distribution of the property of this Corporation shall be made until all debts are fully paid, and then only upon complete dissolution including filing Articles of Dissolution with the Secretary of State and paying any fees attendant thereto. Upon dissolution, the balance of the assets of the Corporation shall be distributed under the direction of the Board of Directors to such tax exempt educational and charitable organizations, funds or foundations, organized and operated as such within the meaning of IRC §501 (c)(3) as shall in the opinion of the Board of Directors best benefit the objectives set forth above in Article 2 Objectives.

Article 14. Parliamentary Authority.

39. Robert's Rules of Order. The Rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this organization may adopt.

Article 15. Adoption of Amended and Restated Bylaws.

40. Effective date. The foregoing Amended and Restated Bylaws for the Rocky Mountain Division, Inc., of the United States Ski and Snowboard Association, Inc., are effective as of the affirmative vote of the members present at the Annual Membership Meeting for the Rocky Mountain Division of the United States Ski and Snowboard Association, held in Breckenridge, Colorado, on Sunday, 13 October 2013.

41. Confirmation of Adoption. The undersigned, being the duly elected Secretary of the Corporation, hereby confirms by signing below that the foregoing Amended and Restated Bylaws for the Rocky Mountain Division, Inc., a duly incorporated Colorado corporation with IRS 501(c)(3) status have been approved consistent with the requirements set forth in the Corporation's Articles of Incorporation.

Date: _____

Rocky Mountain Division, Inc.

By: _____
_____, Secretary