



**BY-LAWS  
OF  
PROFESSIONAL SKI INSTRUCTORS OF AMERICA  
AMERICAN ASSOCIATION OF SNOWBOARD INSTRUCTORS  
NORTHERN INTERMOUNTAIN DIVISION (PSIA-AASI-NI)**

**ARTICLE I  
NAME**

Professional Ski Instructors of America – American Association of Snowboard Instructors – Northern Intermountain Division (PSIA-AASI-NI)

**ARTICLE II  
OFFICE**

2.1 Principal Office. The principal office of PSIA-NI, an Idaho nonprofit corporation (the “Corporation”, is PO Box 8628 Boise, ID 83707. The Corporation may have other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

2.2 Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Title 30, Chapter 30 Idaho Statutes (“Act”), to be maintained in the State of Idaho is set forth in the Corporation’s Articles of Incorporation (the “Articles”), and may be changed from time to time by the Board of Directors.

**ARTICLE III  
PURPOSE**

Northern Intermountain (PSIA-AASI-NI) is a nonprofit Idaho corporation and is an autonomous geographic division of the American Snowsports Education Association (ASEA). PSIA-AASI-NI is affiliated with ASEA for the purposes of establishing, educating, certifying and maintaining, through training and supervision, minimum standards of snowsports teaching and advancing the best interests of snowsports as a whole. A further purpose, is the operation of NI for the mutual and individual benefit of the membership. All references to the “Association” in these by-laws are references to PSIA-AASI-NI, a nonprofit Idaho Corporation.

**ARTICLE IV  
MEMBERS**

There shall be six classes of individual membership in PSIA-AASI NI which shall be respectively (1) Registered Member (2) Certified Member (3) Alumni Member (4) Honorary Member (5) Lifetime Member (6) Affiliate Member. The Board of Directors (the Board) shall prescribe the requirements for membership, the categories of membership and the voting rights of members.

**ARTICLE V  
DUES**

The Board shall establish the annual dues for membership. A member who has not paid their dues by the due date are delinquent and must pay their dues prior to being entitled to the privileges of membership, including appointment to committees, voting privileges.

**ARTICLE VI  
MEMBERSHIP MEETINGS**

6.2 Special Meetings. Twenty percent (20%) voting members of the Association, under special and unusual circumstances requiring prompt action, may request a special meeting of the membership, provided notice of such meeting shall be mailed to each member at least thirty (30) days prior to the date of such meeting.

6.3 Quorum. At all meetings of the membership, a quorum shall consist of no less than twenty (20) percent of Association members in good standing present in person at the meeting. If such a quorum is not present, but there are at least ten (10) percent of the total voting membership present, voting in person is limited to allowing unanimous proposals from the floor to be sent to the general membership for a decision by ballot. The ballot process will be determined by the Board.

## **ARTICLE VII BOARD OF DIRECTORS**

7.1 Powers of the Board of Directors. The direction, control and government of the Corporation and of the entire business affairs of the Corporation, and the management, and disposal of its properties, interest and activities, shall be vested in the Board of Directors.

7.2 Number, Election, and Qualification of Directors. The Board, by resolution, may adopt from time to time the number of Directors to be elected. No person shall qualify to be a candidate for, or hold office as a director unless they are a Certified, Alumni or Certified Lifetime member of PSIA-AASI-NI in good standing.

7.3 Term of Office. Directors are hereby divided into three classes. Each class shall consist of one-third (1/3) of the number of Directors constituting the entire Board. The term of office of those of the first class shall expire at the annual spring BOD meeting. The term of office of the second class shall expire at the second annual spring BOD meeting after their election. The term of office of the third class shall expire at the third annual spring BOD meeting after their election. At each succeeding annual election, the Directors elected shall be chosen for a full term of three years to succeed those Directors whose terms have expired.

7.4 Election of Directors. Any member of the PSIA-AASI-NI may nominate any other member of PSIA-AASI-NI that satisfy the qualifications provided in Article 7.2. herein above. Voters shall be sent ballots prior to the annual spring BOD meeting of PSIA-AASI-NI. The dates for the election shall be determined by the Board of Directors.

7.5 Vacancies. Vacancies on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, as long as the person is a member of PSIA-AASI-NI that satisfies the qualifications in Article 7.2 herein. A Director elected to fill a vacancy is elected for the unexpired term of the Director's predecessor in office.

7.6 Removal of Directors. Board members who fail to attend more than two (2) unexcused face-to-face meetings during a three (3) year term shall be recalled from the office or service on the Board. Extenuating circumstances may be considered by the Board. At a meeting of the Membership called expressly for that purpose, any director may be removed without cause upon a vote of a two-thirds (2/3) majority of the members of PSIA-AASI-NI.

7.7 Directors' Meetings. Meetings of the Board of Directors, regular or special, may be held within or without the State of Idaho. The Board of Directors shall meet at a minimum of two (2) times during each calendar year. The President may call for a Board meeting at any time to resolve issues that requires immediate attention by the Board of Directors. Special Board Meetings shall be held

whenever called by the President or requested by any five (5) directors, or petitioned by twenty percent (20%) membership of PSIA-AASI-NI. Written notice of such meeting shall be made to the directors not less than five (5) days before the day on which the meeting is to be held.

7.8 Quorum and Voting Requirements. A majority of the number of authorized Directors, (ie. ½ of the Board members seated, plus 1; for example, if there are 6 Board Members, then a quorum is equal to 3+1= 4 Board Members to be present at the meeting.) constitutes a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors.

7.9 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video communication, or other electronic transmission so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

7.10 Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the Directors. The consent has the same effect as a unanimous vote.

## **ARTICLE VIII OFFICERS**

The officers of the Corporation will consist of a President, Vice President, Secretary, and Treasurer. The Board of Directors will elect the officers, who shall each serve terms of two (2) years. The Board of Directors may elect or appoint other officers or assistant officers in the Board's discretion. Any two (2) or more offices may be held by the same person except the offices of the President and Secretary.

## **ARTICLE IX COMMITTEES**

The President and the Board of Directors, may, from time to time, create and empower such committees as are deemed necessary. No action of any committee shall be an action of the Corporation and binding thereon unless the Board of Directors ratifies such action

## **ARTICLE X FINANCES**

The fiscal year of the Corporation shall end June 30<sup>th</sup> of each year.

**ARTICLE XI  
LIABILITY AND INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE XII  
MISCELLANEOUS**

11.1 Amendments. The Board of Directors may alter or amend the By-Laws subject to the following terms and conditions:

- (a) At any regular or special meeting of the Board of Directors when thirty (30) days advance notice is given;
- (b) Provided that two-thirds (2/3) of the directors in attendance and/or adhere to article 7.9 shall vote in favor thereof.

11.2 Ownership of Assets. No member, director, or officer shall have any proprietary interest in the

assets of the Corporation.

11.3 Distribution of Assets on Dissolution. In the event of dissolution, the assets shall not be distributed to the members but shall be disposed of in harmony with the purpose of the Corporation to another nonprofit organization or agency in compliance with the Articles of Incorporation, Article IX.

11.4 Gender. Any and all referenced herein designation in the masculine gender are intended to reflect, and be operative, in the masculine and feminine gender.

These By-Laws were duly adopted by the Board of Directors at a meeting held on February , 2019.

\_\_\_\_\_  
PRESIDENT

ATTEST: \_\_\_\_\_  
SECRETARY