

FAR WEST SKI ASSOCIATION

OPERATIONS MANUAL

Adopted by the Board of Directors: April 20, 2013



TABLE OF CONTENTS

Chapter 1

Policy and Practice

	Introduction
100	Organization
200	Membership
300	Finance
400	Meetings
500	Governance
600	Amendments to these Policies and Practices
700	Dissolution (Not Currently Used)
800	(Not Currently Used)

Chapter 2

(Not Currently Used)

Chapter 3

(Not Currently Used)

CHAPTER 1

POLICY AND PRACTICE

INTRODUCTION

Material for this section came from the Bylaws and reflects historic practices and procedures developed and used by this Association over the decades of its existence. Information has been placed into an easier-to-read format with individual paragraphs numbered to coincide with Articles of the Bylaws.

Additionally, this format enables the Board of Directors to alter policies and procedures to meet changing circumstances without going through an annual process of a Bylaws change, as detailed in the Association's Bylaws. Finally, the change process provides for member input directly to the Board of Directors prior to approval of the proposed change.

SECTION 100 ORGANIZATION

101. The Far West Ski Association is structured as defined in Article 1 of the Association Bylaws. The FWSA Bylaws take precedence over this document.

101.1. The Far West Ski Association is sometimes referred to herein as "FWSA" or the "Association".

102. The purpose for which the Far West Ski Association was formed, and is operated and conducted, are exclusively charitable, educational, civic, recreational and social; and its primary objectives are to take an active civil interest in and to encourage, develop, and maintain the sport of skiing as healthful outdoor recreation for the whole family. The Association shall undertake such activities as shall lead to the achievement of these objectives.

102.1. To promote, encourage and maintain friendly relations between skiers, members and other organizations interested in the sport of skiing; to cooperate with other such organizations instituted and maintained for purposes comparable to the purposes of this Association; to cooperate, if required, with any governmental or other agency engaged in activities affecting the sport of skiing and winter sports, to the end that the public at large may obtain the fullest appropriate use and enjoyment of areas particularly adapted to wintertime use and recreation.

102.2. To develop skill in skiing and to standardize rules governing ski competitions, races and other ski events.

102.3. To establish and maintain uniform tests of amateur standing among skiers in conformity with the higher ideals of gentlemanly sport.

102.4. To render such services as do not contemplate the distributions of gains, profits or dividends to its members and for all the purposes for which individuals may associate themselves subject to the laws and regulations applicable to non-profit corporations of the State of California.

102.5. To promote snowsport safety.

102.6. In general, to carry on any business and to exercise all rights and privileges and do all things incidental or desirable for carrying out the foregoing purposes.

SECTION 200 MEMBERSHIP

201. Definitions of Membership.

201.1. A "Club Member" shall be any individual member in good standing of an FWSA "Affiliated Ski Club".

201.2. A "Direct Member" shall be any individual member who is not a member of an FWSA "Affiliated Ski Club".

201.2.1 "Direct Members" shall submit, in writing, on the Association's Membership Application Form, accompanied by the appropriate dues, if any, prescribed by the Association, and addressed to the Vice-President for Membership of the Association.

201.3. An "Honorary Member" shall be any deserving individual who by affirmative vote of the Board of Directors is so designated.

202. Definitions of and Requirements of a Ski Club.

202.1. A "Ski Club" shall be a ski club, ski association, or there ski organization that has at least ten (10) individual members in good standing in accordance with the membership requirements of that club, association, or organization.

202.2. An "Affiliated Ski Club", hereinafter referred to as "Ski Club", herein, shall be a Ski Club that has fulfilled the requirements and application procedures for affiliation as set forth in paragraph 202.1, herein, has had its affiliation request accepted and processed by FWSA, and has paid the current annual affiliation fee, if any, as prescribed by the Association.

202.3. An “Unaffiliated Club” shall refer to any Ski Club that is not affiliated with FWSA.

202.4. A “Council Club” shall be any “Affiliated Ski Club” that is a member of an FWSA Council.

202.5. A “Direct Club” shall be any “Affiliated Ski Club” that is not a member of an FWSA Council.

203. Other Definitions

203.1. FWSA Members or Individual Members shall refer to the total number of Club Members or Direct Members of the Association.

203.2. FWSA Affiliated Ski Clubs shall refer to the total number of Council Clubs and Direct Clubs of the Association.

204. Application for Membership

204.1. Any ski club, ski association or other ski organization, whether incorporated or unincorporated, with its regular meeting place within the membership recruitment area of the Far West Ski Association, may apply to become an Affiliated Ski Club of the Association by following the procedures set forth, herein.

204.2. Application for Ski Club affiliation shall be submitted, in writing, on the Association’s Affiliation Application Form, accompanied by appropriate fees; addressed to the Vice-President of Membership of the Association; and signed by the responsible executive officer of the applicant/Ski Club.

204.3. Application for Ski Club affiliation shall be accompanied by a copy of the applicant’s Articles of Incorporation, Partnership Agreement, Unincorporated Association Agreement, Constitution or other similar document; a copy of its Bylaws, if any, and a membership roster at the time of application.

205. Additional Categories of Membership.

205.1. The Board of Directors is authorized to create additional categories of membership to be effective as specified by the Board of Directors and such action by the Board of Directors shall be subject to ratification by the Delegates at the next Annual Meeting of the Association.

206. Benefits of Membership.

206.1. Individual members shall have the right to attend meetings; express their opinions of matters considered at those meetings; hold an elected office or position on the Board of Trustees; hold committee positions within the Association; receive all regularly issued publications of the Association

and any special benefits offered by the association from time to time; and have such other rights, privileges and benefits as set forth in this manual.

207. Expulsion

207.1. Expulsion from membership or affiliation: Any Member, Affiliated Ski Club, or Ski Council may be expelled from membership or affiliation, respectively, by a two-thirds ($\frac{2}{3}$) affirmative vote of all votes actually cast on the issue at a Special Meeting of the Board of Directors called for such purpose.

SECTION 300 FINANCE

301. Dues and Fees

301.1 Dues for Direct Members shall be set annually by the Board of Directors and will be at least five dollars (\$5.00) higher than the cost to maintain their membership.

SECTION 400 MEETINGS

401. Meetings of the Association

401.1 A person shall be considered registered at an Annual or Special Meeting of the Association after filling out the required registration form(s) and paying the required registration fee(s), if any, for such meeting.

401.2. A "Delegate" shall be an individual who is a Member in good standing of FWSA as set forth in Article 2 in the Bylaws; is registered, as set forth in Article 4 of the Bylaws; and is officially registered with the Credentials Committee as set forth in Article 4 in the Bylaws, at the Annual or Special Meeting of the Association.

401.3. A member of a Ski Club shall be a person who has been officially accepted as a member of said Ski Club in accordance with said Ski Club's membership requirements and policies, is currently a member in good standing of said Ski Club and may not be a person who is still an applicant of said Ski Club.

401.4. The "Direct Members Bloc" shall be made up of all current Direct Members of record of the organization.

402. Annual Meeting of the Association

402.1 The Annual Meeting of the Association shall be held as stated in the Bylaws.

402.2. The agenda at the Annual Meeting of the Association shall include the following:

- Presentation and consideration of credentials
- Reading of minutes of the last meeting
- Reports from the President and Treasurer
- Reports from committee and panel meetings
- Reports from committees, which have not previously been submitted to the members
- Unfinished Business
- New Business
- Report from the Nominating Committee and election of Officers and Trustees
- Adjournment

403. Special Meetings of the Association.

403.1. Special Meetings of the Association shall be called as specified in the Bylaws.

404. Delegates to meetings of the Association.

404.1. A Delegate may represent either a Club Members or Direct Members at a meeting of the Association, but not both and may not be a Delegate for more than one Ski Club. Other criteria are detailed in Article 4 of the Bylaws.

404.2. To be an officially registered Delegate, a person must be on the Delegate List submitted by the Ski Club that they will represent or Delegate List from the Direct Members representing the Direct Members Bloc. Such lists must be submitted to the Credentials Committee prior to the time set for such submission at the meeting then in session.

404.3. Each Ski Club may appoint Delegates to all Annual and Special Meetings of the Association. This number shall be based on the number of Members of Record of said Ski Club or Direct Member Bloc as of 45 days prior to the date of each Annual or as of the date of any Special Meeting. These Delegates shall represent Club Members of the Association, and no person shall be appointed as a Delegate of a Ski Club, unless that person is a member in good standing of that Ski Club.

404.4. Delegates representing the Direct Members bloc shall be appointed by the Direct Members registered at the Annual or Special Meeting of the Association then in session as per the formula calculating the delegates as noted below.

404.5. Each Ski Club shall be entitled to appoint Delegates, based on its number of members in accordance with the formula noted below.

405. Quorum of Meetings of the Association

405.1. A quorum shall consist of a majority of the total number of officially registered Delegates.

406. Voting Procedures for Meetings of the Association

406.1. Votes at an Annual or Special Meeting of the Association may only be cast by officially registered Delegates to said meeting.

406.2. Each Delegate present at any Annual or Special Meeting of the Association and present at such meeting at the time a vote is taken on any motion, matter, or issue presented to the Delegates for consideration, shall be entitled to cast one (1) vote on such motion, matter or issue, unless otherwise stated, herein.

406.3. Passage of any motion, matter, or issue presented to the Delegates for consideration an an Annual or Special Meeting of the Association, shall require a majority vote of the quorum.

407. Determination of the Number of Delegates at meetings of the Association

407.1. The number of Delegates that may be appointed by a Ski Club or the Direct Members bloc shall be determined pursuant to the formula to calculate delegates, based on the number of members of record of said Ski Club or Direct Members bloc as of forty-five (45) days prior to the date of each Annual or Special Meeting.

407.2. Any dispute concerning the number of Delegates shall be resolved by the Credentials Committee.

407.3. The formula for calculating the number of Delegates which may be appointed by each Ski Club and the Direct Members bloc at Annual and Special Meetings of the Association is shown below.

Number of Members	Entitled Delegates	Number of Members	Entitled Delegates	Number of Members	Entitled Delegates
At least 10	2	70	9	200	16
15	3	80	10	250	17
20	4	90	11	300	18
30	5	100	12	350	19
40	6	125	13	400 +	20
50	7	150	14		
60	8	175	15		

408. Notice of Meetings of the Association

408.1. Notice of all Annual and Special Meetings of the Association shall be given at least thirty (30) days prior to the date set for the meeting and shall include the important items on the agenda for the meeting.

SECTION 500 GOVERNANCE

501. Elected Officers

501.1. An “Officer”, sometimes referred to as an “Elected Officer”, herein, of the Association shall be any individual elected to an elected office. Titles and tenure are defined in the Bylaws.

502. Eligibility for Election to Elected Office

502.1. Any member may be nominated and elected at an Annual Meeting of the Association for any one of the elected offices of the Association up for election at that Annual Meeting.

502.2. Any member nominated for an elected office shall hold membership in the Association and if elected to an elected office, said member shall maintain such membership during their term of office.

503. Voting for Elected Offices and Trustees

503.1. Each Delegate shall be entitled to cast one (1) vote for one (1) candidate in each elected office up for election at an Annual Meeting of the Association.

504. Election to Elected Offices/Trustees

504.1. The candidate who receives the highest number of votes cast in an election for an office of the Association, shall be elected to such office.

504.2. In the event of a tie for the highest number of votes cast in an election, there shall be a run-off vote between the candidates tied for the highest number of votes.

505. Duties of Elected Officers/Trustees

505.1. The Officers of this Association shall perform such executive and administrative duties and functions as shall be within the designation of their respective offices as well as such additional duties and functions as may be assigned, from time to time, by the President or the Board of Directors.

506. Line of Authority for Elected Officers

506.1. The Secretary, Treasurer, and all Vice-Presidents of the Association shall report directly to the President and shall be directed by the President in the performance of the duties and functions of their offices.

507. Resignation of Elected Officers

507.1. Any elected Officer or Director of the Association may, at any time, resign their position and said resignation shall become effective in accordance with its terms upon acknowledgement of receipt of said resignation, in writing, by the President or Secretary of the Association.

507.2. In the position of "Immediate Past President", that Director shall be deemed to have resigned his/her position on the Board of Directors upon missing three (3) meetings of the Board of Directors within twelve (12) months following any annual convention.

507.3. Should the Immediate Past President miss three consecutive meetings of the Board of Directors without just cause, that position may immediately be declared vacant by the President and removed from positions of the Board of Directors and Board of Trustees until such time as the position can again be filled by the current President when he/she no longer holds the elected office of President.

508. Filling Vacancies in Elected Offices

508.1. In the event of a vacancy in any elected office of the Association, the Board of Directors shall, within thirty (30) days, appoint a qualified person to fill such vacant office or position until that office or position is filled by an election by the Delegates at the next Annual Meeting of the Association. If the position filled by the appointment by the Board of Directors would not normally be scheduled for election at the next Annual Meeting, the election, referred to above, the new Officer shall only be for the length of time which remains in the original term of office.

509. Dual Positions in Elected Offices/Trustees

509.1. No individual may hold or be elected to more than one elected office at the same time, or serve as Immediate Past President and hold an elected office at the same time.

510. Removal of Elected Officers

510.1. Notice of intent to remove an elected Officer to the Members of the Association and notice of the meeting of the Board of Directors at which the proposed removal will be considered, shall be mailed to all members of the Board of Directors and the Officer whose removal is sought at least fourteen (14) days prior to said meeting. Said Officer shall be notified by certified mail with return receipt verified. The Officer whose removal is sought shall be afforded the opportunity to respond to the Board of Directors prior to the Board of Directors taking a vote on the proposed removal at the meeting referred to in the above mentioned notice.

510.2. Removal is effective upon affirmative vote by two-thirds ($\frac{2}{3}$) of the total number of members of the Board of Directors. Such action shall be presented at the next Annual Meeting.

511. Board of Trustees.

511.1 Terms of position for Trustees shall begin on the day of election.

511.2. Trustees shall be elected to two (2) year terms and the elections for the Trustees shall be staggered so that two (2) Trustees are elected each year.

511.3. Trustees shall serve their terms until their successors take office.

511.4. Chairman of the Board of Trustees.

511.4.1. The Chairman of the Board of Trustees must be one of the elected Trustees and may not be the Association's President, Immediate Past President, or Treasurer.

511.4.2. The Chairman of the Board of Trustees shall be elected annually by the members of the Board of Trustees at the first meeting of the Board of Trustees following each Annual Meeting of the Association pursuant to the requirements of action by the Board of Trustees.

511.5. Meetings of the Board of Trustees

511.5.1. The Board of Trustees shall meet at least two (2) times annually.

511.5.2. The Chairman of the Board of Trustees shall preside at meetings of the Board of Trustees.

511.6. Meetings of the Board of Trustees shall be called, scheduled and/or authorized by the Chairman of the Board of Trustees or any four (4) Trustees. Minutes of all meetings of the Board of Trustees shall be accurately kept and copies of those minutes shall be mailed to every member of the Board of Trustees, Board of Directors and Councils Committee in a timely manner.

511.7. A quorum of the Board of Trustees shall be necessary for the Board of Trustees to take action. No member of the Board of Trustees may vote upon a matter being considered at any meeting of the Board of Trustees unless that member is present at said meeting and present at the time the vote is taken.

511.8. A quorum of the Board of Trustees shall be necessary for the Board of Trustees to take action.

511.9. A quorum of the Board of Trustees shall consist of a majority of the Trustees.

511.10. The members of the Board of Trustees shall have no powers to act individually in the capacities as members of the Board of Trustees, but may act only as a Board.

512. Board of Directors

512.1 The President of the Association shall be the Chairman of the Board of Directors.

512.2. The Board of Directors shall meet at two (2) times annually.

512.3. The Chairman of the Board of Directors or in his/her absence the Chairman of the Board of Trustees shall preside at meetings of the Board of Directors.

512.4. Meetings of the Board of Directors shall be called, scheduled and/or authorized by the Chairman of the Board of Directors, or by seven (7) Directors.

512.5. Minutes of all meetings of the Board of Directors shall be accurately kept by the Secretary of the Association and copies of those minutes shall be mailed to every member of the Board of Directors in a timely manner.

512.6. A quorum of the Board of Directors shall be necessary for the Board of Directors to take action. A quorum of the Board of Directors shall consist of a majority of the total number of Directors.

512.7. Requirements for Action by the Board of Directors

512.7.1. Action by the Board of Directors shall require an affirmative vote of a majority of the Directors present, unless otherwise stated herein.

512.7.2. The members of the Board of Directors shall have no powers to act individually in the capacities as members of the Board of Directors, but may act only as a board.

512.8. Duties of the Board of Directors

512.8.1. The Board of Directors shall be responsible for administering the affairs of the Association, the operation and management of the Association and setting policies for guidance of the Officers and Trustees of the Association. No individual may hold more than one position of the Board of Directors at the same time.

513. Committees

513.1. Definitions for Committees

513.1.1. A "Committeeperson" shall be any designated Member serving on a Standing or Special Committee of the Association.

513.2. Special Committees shall be Committees formed for the purpose of performing specifically stated tasks or functions and shall exist until such tasks or functions are completed.

513.3. Authority for Creation of Committees

513.3.1. The Board of Directors may establish such Standing and/or Special Committees of the association as may be necessary for the guidance, operation or administration of the Association.

513.4. Chairman and Members of Committees

513.4.1. The Chairperson of such committees as established pursuant to Article 5 of the Bylaws shall be appointed by the President and confirmed by the Board of Directors. The President and the Board of Directors may delegate the appointment of individual members of said committees to the Chairman of the Committee or the Officer of the Association with whose area of function the Committee will operate.

513.5. All Chairmen and members of Committees shall be required to hold and maintain membership in the Association, as set forth in Article 5 of the Bylaws, while serving on committee so established.

513.6. The Chairman of each Committee shall report to and take direction from the Officer within whose area of responsibility such Committee operates. If there is no Officer of the Association whose area of responsibility cover the functions of the Committee, the Committee Chairman shall report to the President.

514. Conflict of Interest

514.1. No Elected Officer or Trustee shall serve in a capacity that has an adverse effect upon a similar Far West program as determined by the Board of Directors.

514.2. At any time that the Board of Directors considers, discusses, or votes upon a contract or other transaction between the Association and one or more of its Directors, or between the Association and any corporate firm, association, or business in which one or more of its Directors are financially interested, or in any position or control, the fact of such interest, shall be full disclosed by the Director involved and noted in the minutes.

514.3. The Board of Directors may authorize, approve, or ratify any such transaction in good faith and shall require a vote that would be sufficient for the purpose without counting the vote or votes of interested Director or Directors.

514.4. Any transaction undertaken by the Board of Directors in violation of this provision shall be void.

515. Presidential Veto

515.1. The veto must be exercised within 72 hours following the vote, except in cases where the President was not in attendance when the vote was taken. In such instances where the Chairman of the Board of Trustees presides at the meeting during which the vote was taken, the Chairman of the Board of Trustees must notify the President of the vote as soon as possible. The 72 hour period commences when the President has been notified of the vote. Notification may be telephonic or electronic.

515.2. The veto is exercised when the President notifies the Chairman of the Board of Trustees that the proposed action has been vetoed. A reason for the veto is not required. Notification must be in writing. Electronic mail is sufficient to satisfy this requirement.

515.3. The veto may be overridden as provided for in Article 5 of the Bylaws. An override must be verified by the Secretary and the President notified in a timely manner. Notification may be by mail, email, or by telephone.

SECTION 600 AMENDMENTS TO THE ASSOCIATION BYLAWS

601. Proposed Amendments to the Bylaws shall be presented to the Secretary or the President/Chairman of the Board of Directors under a cover letter used to convey the proposed amendment. Proposed amendments to the Bylaws submitted through the Board of Trustees is exempt from providing a cover letter.

602. To ensure the verifiability of the Association members signing (endorsing) a proposed amendment to the Bylaws, the signatory will also provide contact information which includes the printed name, phone number and the name of the ski club of which they are a member or state that they are a Direct Member of each endorser. Should an endorser of a proposed Bylaw Amendment fail to provide all of the required information above, that endorsement becomes invalid.

SECTION 700 (Not Currently Used)

SECTION 800
CHANGES TO CHAPTER 1, POLICY AND PRACTICE

801. The Association's Board of Directors is the sole authority for the approval of and adoption of any proposed change to the Operations Manual. Actions on changes to the Operations Manual may only be taken at a regularly scheduled or Special Meeting of the Board of Directors.

802. Changes to these policies and practices may be proposed to the Board of Directors by any member of the Board or by any Club or Direct Member. Proposed changes from a Club or Direct Member shall be endorsed by at least fifteen (15) Identifiable Club or Direct Members and include their contact information to include endorser's name, telephone number and name of the ski club to which they are a current member or indicate that the endorsee is a Direct Member. Proposed changes submitted by members of the Board of Directors need not be endorsed.

802.1. Proposed changes to the Operations Manual shall be submitted, in writing or electronically, to the Association Secretary within fifteen (15) days prior to the next regularly scheduled meeting of the Association's Board of Directors.

802.2. Once received by the Association Secretary, no changes may be made to the text of the proposed change, other than to correct spelling or grammatical errors. An initial vote on the proposed change will occur at the next regularly scheduled meeting of the Board of Directors.

802.2.1. Should the proposed change receive a simple majority (more than half of those present and eligible to vote) approval at this initial vote, the proposed change will be posted on the Association's web site. Public comments will be requested for a period of not less than sixty (60) days.

802.2.2. If the initial vote fails to receive a simple majority approval, the proposed change is rejected and no further action shall be taken. If the proposal is rejected, the proposer of said change will be appropriately notified in writing or by electronic means. No reason for the rejection is required.

802.2.3. Should the initial vote receive a super majority, two-thirds ($\frac{2}{3}$), approval, in addition to the request for public comment, the proposed change will immediately become temporarily effective until the final vote is taken on the proposed change in accordance with Section 603., below.

803. A final vote for acceptance of the proposed change will occur at the next regularly scheduled meeting of the Board of Directors following the closure of the period for public comment. At this vote, a minimum simple majority vote for approval is required to adopt the proposed change. If the proposed change fails to receive a simple majority at this vote, the proposed change is rejected and the proposer of said change shall be notified in writing or by electronic means. No reason for the rejection is required.

804. Should any renumbering of sections or other administrative action become necessary following approval of a proposed change, said renumbering or administrative action will be automatic with no

further proposed change required. Adopted changes will be become effective upon posting of said adopted change to the Association's web site.

RECORD OF CHANGES

<u>Change #</u>	<u>Date of BOD Meeting</u>	<u>Effected Sections</u>
2013-A	12/7/2013	600 & 800