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FAR WEST SKI ASSOCIATION

OPERATIONS MANUAL

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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

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 sometime referred to herein also as FWSA or the Association.

102 The purposes for which 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 civic interest in and to encourage, develop and maintain the sport of skiing as a healthful outdoor recreation for the whole family. The Association shall undertake such activities as shall lead to the achievement of these objectives.

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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 distribution 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.

200 MEMBERSHIP

201 Definitions for Membership

201.1 A "Club Member" shall be any individual Member who is a 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 A "Direct Member" shall be any individual who has submitted in writing, on the Association's Membership Application Form, accompanied by the appropriate dues, if any, prescribed by the Association and addressed to the V.P. of Membership of the Association.

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

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202 Definitions of and Requirements of a Ski Club

202.1 A "Ski Club" shall be a ski club, ski association or other ski organization that has at least 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 in good standing 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 and 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.

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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 as 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 V.P. 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 enabling 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 on 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 are 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 (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.

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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 \$5.00 higher than the cost to maintain their membership.

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 of the Bylaws is registered as set forth in Article 4 in 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 then in session.

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 of the 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.

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

- Presentation and consideration of credentials
- Reading of minutes of 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 stated in the FWSA Bylaws.

404 Delegates to Meetings of the Association

404.1 A Delegate may represent either 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 the 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 registered 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 the Direct Member bloc as of 45 days prior to the date of each Annual meeting 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 for calculating the delegates as noted below.

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

405 Quorum for 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 at 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 the Direct Member bloc as of forty-five (45) days prior to the date of each annual meeting or as of the date of any Special Meeting.

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

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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:

# of Ski Club/Direct Bloc Members	Entitled Delegates	# of Ski Club/Direct Bloc Members	Entitled Delegates
At least 10	2	90	11
15	3	100	12
20	4	125	13
30	5	150	14
40	6	175	15
50	7	200	16
60	8	250	17
70	9	300	18
80	10	350	10
		400 and more	20

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.

500 GOVERNANCE

501 Elected Offices

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 as defined in the Bylaws.

502 Eligibility for Election to Elected Offices

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 a membership in the Association and if elected to an elected office, said member shall maintain such membership in the Association during their term of office.

503 Voting for Elected Offices/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.

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504 Election to Elected Offices/Trustees

504.1 The candidate who receives the highest number of the 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 the votes cast in an election, there shall be a run-off vote between the candidates tied for the highest number of the votes cast.

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 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 from Elected Offices

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 acknowledgment 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 the twelve (12) months following any annual convention.

507.3 Should the Immediate Past President miss three (3) consecutive meetings of the Board of Directors without just cause, that position may immediately be declared vacant by the President and removed from the positions on 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

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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, of the new Officer shall only be for the length of time which remains in the original term for that 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 from Elected Offices

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 being 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 effected upon an affirmative vote by two-thirds (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 the election.

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

511.3 The 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, Past President or Treasurer.

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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 for 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 total number of Trustees.

511.10 The members of the Board of Trustees shall have no powers to act individually in their 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 least 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.

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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 any 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.

(Clarification added 4/17/96) ---> [Per "Robert's Rules of Order", "a majority vote means a majority (more than half) of the votes CAST, ignoring blanks (abstentions), at a legal meeting, a quorum being present." Therefore, if, at a regularly scheduled meeting of the BOD, any "additional" votes are cast (votes in addition to those cast by the Directors present, additional votes as are authorized by, and "otherwise stated, herein" in, Section "Voting privileges shall be extended, at all regularly scheduled meetings of the Board of Directors, to"), it will then take an affirmative vote of a majority of the total(all) votes CAST to adopt a motion/for "Action by the Board of Directors" at that meeting.] No member of the Board of Directors may vote upon a matter being considered at any meeting of the Board of Directors unless that member is present at said meeting and present at the time the vote is taken.

512.7.2 The members of the Board of Directors shall have no powers to act individually in their 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 the guidance of the Officers and Trustees of the Association. No individual may hold more than one position on the Board of Directors at the same time.

513 Committees

513.1 Definitions for Committees

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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 affairs 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 the individual members of said Committees to the Chairman of the Committee or the Officer of the Association within 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 8 of the Bylaws, while serving on any Committees 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 covers the function 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 corporation, firm, association, or business in which one or more of its Directors are financially interested, or in any position of control, the fact of such interest, shall be fully disclosed by the Director involved and noted in the minutes.

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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 that purpose without counting the vote or votes of the 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 is notified of the vote. Notification may be telephonic or electronic.

515.2 A veto is exercised when the President notifies the Chairman of the Board of Trustees that the proposed action is 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.

600 CHANGES TO THESE POLICIES AND PRACTICES

601 Changes to these policies and practices may be made by the Board of Directors upon a majority vote of those present at any regularly scheduled meeting or special meeting called for this purpose.

602 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 an individual or direct member shall be endorsed by a least five (5) club or direct members and bear their signatures.

603 Proposed changes to these policies and practices shall be posted electronically to the Association's web site and in regular publications of the Association at least 60 days prior to the next Board of Directors meeting at which the vote scheduled for the proposed change. Comments will be requested on the proposed change and are due to the person designated to receive these comments not later than 15 days prior to the Board of Directors meeting.

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604 Approved changes to these policies and practices shall be posted electronically to the Association's web site and in regular publications of the Association. The master copy of the Operations Manual will be updated by the Board of Trustees. Approved changes will take effect on the day the change is posted to the web site.

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Chapter 2 RESPONSIBILITIES OF OFFICERS, DIRECTORS AND COMMITTEEPERSONS (INDEX)

FWSA OFFICERS:

PRESIDENT
PAST PRESIDENT
SECRETARY
TREASURER
TRUSTEES, CHAIRMAN OF TRUSTEES
VP of COUNCIL SERVICES
VP of MEMBERSHIP
VP of PUBLIC AFFAIRS
VP of MARKETING
VP of COMMUNICATIONS
VP of RACING
VP of NORTH AMERICAN TRAVEL
VP of INTERNATIONAL TRAVEL

COUNCIL PRESIDENTS

APPOINTED POSITIONS:

NOMINATING COMMITTEE CHAIRPERSON
CONVENTION COMMITTEE CHAIRPERSON
CONVENTION SPONSORSHIP COORDINATOR
SILENT AUCTION COORDINATOR
HOST COUNCIL CONVENTION COORDINATOR
BY-LAWS COMMITTEE CHAIRPERSON
ATHLETIC SCHOLARSHIP COMMITTEE CHAIRPERSON
AWARDS COMMITTEE CHAIRPERSON
FAMILY & YOUTH INVOLVEMENT COMMITTEE CHAIRPERSON
CHARITIES & OUR COMMUNITIES COMMITTEE CHAIRPERSON
COUNCILS' MAN & WOMAN of THE YEAR COMMITTEE CHAIRPERSON
SAFETY COMMITTEE CHAIRPERSON
HISTORY COMMITTEE CHAIRPERSON
THE COUNCILMAN EDITOR
FAR WEST SKIER'S GUIDE EDITOR
WEBSITE MANAGER
DATABASE MANAGER
PARLIAMENTARIAN

General Responsibilities for all Functional VP Positions

- Reports to the Board of Directors under oversight from the President
- Fiduciary responsibility to corporation
- Participate in meetings of the Board of Directors
- Create and maintain a supportive volunteer structure
- Create not later than the midsummer meeting of the Board of Directors a draft annual plan with required resources (budget)
- Draft plans and policies for programs in their portfolio and execute them at the direction of the Board of Directors
- Be always cognizant of the modest resources of the Association
- Prepare an article for each Councilman the Skiers Guide, and the convention delegate book.

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