

BY-LAWS:

Southern Alpine Racing Association, Inc.

Adopted: November 8, 2014

As Amended: June 6, 2015

Article I – Corporation

Section 1

The name of the corporation is Southern Alpine Racing Association, Inc. (“SARA” or the “corporation”). SARA is formed exclusively for non-profit educational and charitable purposes.

Section 2

SARA may have registered or unregistered trademarks and/or logos, which shall not be used in any advertising, promotion, or sale of commercial goods or services, except as specifically authorized in writing by the SARA Board of Directors (“the Board”) or its designated representative.

Article II – Purposes

1. To provide strong leadership that establishes and supports athletic excellence in accordance with the United States Ski and Snowboard Association (“USSA”) mission and core values.
2. To promote the development of first-rate USSA ski competition and training programs in the southeastern United States. To create opportunities for alpine ski competition at ski resorts within the region of Virginia, West Virginia, and North Carolina for a variety of ages and athletic ability levels;
3. To cooperate and maintain good relationships with local, regional and national ski associations, ski areas and surrounding communities;
4. To be affiliated with the USSA through its Eastern Division; to comply with USSA’s competition regulations, Code of Conduct and the provisions of any other USSA rules and regulations applicable to USSA-affiliated organizations, and to participate in its programs and administer USSA-sanctioned, scored and unscored, alpine ski races in SARA;
5. To provide, and encourage others to provide, the physical facilities, financial assistance, coaching and other support to enable SARA competitors to achieve their full potential, including the opportunity for Eastern, National and International ski competition; and
6. To provide a variety of services and benefits for its members, including the promotion of ski racing education, alpine officials, sportsmanship, and safety.

Article III – Membership

Section 1

Membership in SARA shall be open to any person, or sponsor who subscribes to the purposes of SARA, regardless of race, religion, ethnicity, or gender. Members of the Board of Directors, Alpine Officials, coaches, and competitors must also be members of USSA. The SARA membership year is from July 1 to June 30. Any member shall be entitled to all the benefits of membership pertaining to his or her class of membership. Only SARA members in good standing may be considered for post-season events.

Section 2

Membership classes, dues and other fees shall be determined annually by the Board and shall be payable by the members to the SARA Organization. The Treasurer will handle all logistics pertaining to membership.

Article IV – Board of Directors

Section 1: Powers

All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the corporation managed by or under the direction of, the Board of Directors.

Section 2: Composition

1. The Board shall be comprised of:
 - a. President (elected)
 - b. Vice President (elected)
 - c. Secretary (elected)
 - d. Treasurer (elected)
 - e. Alpine Officials (AO) Chair (appointed by President)
 - f. Alpine Competition Committee (ACC) Chair (appointed by President)
 - g. Ski Club Representatives (appointed by ski club):
 - i. Beech
 - ii. Bryce
 - iii. Massanutten
 - iv. Snowshoe
 - v. Sugar
 - vi. Timberline
 - vii. Winterplace
 - viii. Wintergreen
 - ix. Appalachian
2. The SARA Secretary shall attend all official meetings of the organization.
3. The President, Vice President, Secretary, Treasurer shall be elected by the Board. The Alpine Officials Chair and the Alpine Competition Committee Chair will be appointed by the President of SARA.

Section 3: Qualifications

Each Board member must be a member in good standing of SARA and USSA and have the demonstrated expertise needed to execute the duties of the position. It is the goal of the organization to have representation from all active alpine racing programs in SARA.

Section 4: Terms and Elections

1. Candidates for the positions of the President, Vice President, Secretary, and Treasurer shall be nominated and elected by the board members at the spring meeting.
2. Terms for elected officials shall be set at two years, but may run for consecutive terms.
3. The elected Board members shall be nominated one month in advance of the spring meeting and elected annually at the spring meeting. The secretary has the responsibility of gathering the nominations and posting them on the SARA website, and distributing them by email to the board.
4. Voting: Each member of the Board shall have one vote. Votes shall be taken by a show of hands. At the secretary or the president's request, the names and votes of individual Board members shall be recorded. It is possible for a ski community (ski club, ski resort, or mountain community) to have members elected to more than one Board position. Individual board members may also hold more

than one board position, but may only have one vote. To insure an appropriate balance in SARA, no individual ski community shall have more than three votes. The Ski Club representative is responsible for designating the voting members. For a quorum to exist, two-thirds, (2/3) of the voting Board members must be physically present. Actions taken by the Board shall be made by a two-thirds (2/3) majority vote of a duly constituted meeting. Board members that cannot attend a meeting may vote by proxy assigned by letter or e-mail and presented at the meeting. The proxy will not be counted for determining quorum.

Section 5: Committees

1. The Board shall have three standing committees:
 - a. **An Executive Committee**, which shall consist of the President, Vice President, the Competition Committee Chair, Secretary and Treasurer. The Executive Committee shall act for the Board, providing circumstances demand such action and that the Board is not in session. The Executive Committee shall also exercise such responsibilities and powers as are delegated to it from time to time by resolution of the Board. The President shall be the chair of the Executive Committee. Minutes of any meeting on the Executive Committee will be kept. Meetings may be held by conference call. All actions made by the executive committee shall be reviewed and ratified by the Board at its spring meeting.
 - b. **An Appeals Committee**, which shall consist of the President, the U8-12 Chair, the U14 Chair, the U16 Chair, the U18-21 Chair, the Alpine Competition Committee Chair, the Masters' Chair, and the Alpine Officials Chair. The Appeals Committee shall have such powers and authority as is required pursuant to rules of USSA.
 - c. **The Alpine Competition Committee (ACC)** will consist of the following age class chairs: the U8-12, U14, U16, U18-21, and Masters chairs. The age class chairs will be appointed by the President during the annual spring meeting. The term of the age class chairs shall be one year. In addition, the Alpine Competition Committee should consist of one active coach and/or age class chair from each of the mountain ski communities, and would make recommendations for race protocols and qualifying procedures pertinent to SARA, coaches' education, racer management, and race safety. The competition committee must meet in person or via teleconference at least twice per year, in advance of both the spring and fall board meetings.
2. The Board of Directors, by resolution, may designate from among the Board members such special committees as it deems necessary and proper, and each such committee, to the extent provided in the resolution, shall have such authority as the Board determines. The Board may also designate additional members of any such committee from among the general membership of SARA in order to obtain special expertise and any such committee members shall be non-voting. The President shall be an ex-officio member of all special committees. The quorum for any special committee of the Board shall be two-thirds of the entire voting membership of the committee.
3. No committee of the Board shall have authority as to the following matters:
 - a. the filling of vacancies in the Board or in any committee
 - b. the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repeal-able
 - c. The indemnification of directors.

Article V – Meetings of the Board of Directors

Section 1: Annual Spring Meeting

The annual spring meeting of the Board of SARA shall be held on such date between April 1 and June 30 of each year and at such time and place as shall be designated by the President. In the absence of such designation of the date of the annual meeting of members by the President, the meeting shall be held such that it doesn't conflict with the Eastern Alpine Officials Meeting or the Alpine Competition Committee. Notice of not less than three weeks prior to the meeting, posted on the web site and an email sent to the Board shall be sufficient notice of the annual meeting.

The agenda of the annual meeting shall include if appropriate, but not be limited to:

1. Approval of previous meetings notes and the President's report on SARA activities;

Approval of the following:

2. Executive Committee Report
3. The Treasurer's report on SARA's membership, and cash flow report with comparative data from previous 2 seasons.
4. A review of the season;
5. Report from the Chair of the Alpine Competition Committee;
6. Report of the Alpine Officials' representative;
7. The election of directors;
8. Confirmation of Championship venue per the following rotation:

| Year | U16-21 | U10-14 |
|-------------|---------------|---------------|
| 2015 | NC | VA |
| 2016 | WV | NC |
| 2017 | VA | WV |

Rotation state is "first choice" and if one of the rotation states is unable to host, then a substitute is chosen by a vote but the rotation is not stopped; and

9. New Business

Section 2: Annual Fall Meeting

A regular fall meeting of the members of SARA shall be held on such date between September 1 and November 15 of each year, and at such time and place as shall be designated by the President and may be in conjunction with an Alpine Officials' Clinic. In the absence of such designation of the date of such regular meeting by the President, the meeting shall be held on the weekend closest to Nov. 15th. Notice three weeks prior to the meeting posted on the web site and an email sent to the Board of Directors and Mountain Representatives shall be sufficient notice of the fall meeting.

The agenda of the fall meeting shall include, but not be limited to:

1. Approval of the previous meeting notes and the President's report on SARA activities;

Approval of the following:

2. Executive Committee Report

3. The Treasurer's report on SARA's membership, and cash flow report with comparative data from previous 2 seasons
4. Report from the chair of the competition committee to include a review of the race schedule;
5. Report of the Alpine Officials Representative to include the assignment of Technical Delegates to races; and
6. New Business

Section 3: Special Board Meeting

A special board meeting shall be held on the call of the Board:

1. If 2/3rds of the Board agrees on an issue, they may call a meeting. They may propose the special meeting, sign, date, and deliver to the Secretary and /or President, one or more written demands for the meeting describing the purpose or purposes for which it is to be held. If the Secretary and /or President, shall not, within fifteen (15) days after receipt of such members' request, so call such meeting, such members may call the meeting. Notice of no less than three weeks prior to the special meeting, posted on the web site and an email sent to the Board shall be sufficient notice of the special meeting.
2. Only those matters specifically set forth in the notice of a special meeting shall be considered at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.
3. It is understood that special or called meetings may be convened as a conference call. Voting may be tallied verbally during a phone conference, but must be confirmed via e-mail.
4. A quorum for a special meeting of the Board of Directors shall be 2/3rds of the board.

Article VI – Director Removal, Resignation, Vacancy:

1. Pending no less than a 15 day notification to a director that may need to be removed, the members entitled to vote for the election of directors may remove one or more Elected Directors with or without cause. An Elected Director may be removed by the members entitled to vote for directors only at a meeting called for the purpose of removing him or her and the meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the director. The vote will require a 2/3rds majority of the board.
2. Pending no less than a 15 day notification to a director appointed by a ski club (“Club Representative”) that may need to be removed, the members entitled to vote for the election of directors may request that a ski community remove their club representative with or without cause. The request for removal of a club representative by the members entitled to vote for directors may only occur at a meeting called for the purpose of removing him or her and the meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the club representative. The vote will require a 2/3rds majority of the board. If approved, the President will have the responsibility to request, in writing, that the ski club remove their representative from the board, and appoint a replacement.
3. Any director may resign at any time by submitting their resignation in writing to the President or the Secretary or to a meeting of the Board of Directors.
4. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors (a) The members entitled to vote for directors may fill the vacancy; or (b) the Board of Directors may fill the vacancy; (c) in the event that a Board member holds two positions, they will only have one vote.

Article VII – Duties of Officers:

Section 1: President

The duties of the President shall include, but not be limited to:

- a. Serving on the Executive, Appeals and all special committees of the Board.
- b. Presiding at all meetings of the Executive Committee, the Board of Directors and the members.
- c. Call special meetings of the Board.
- d. Review and approve financial reports, audits, corporate filings, and legal filings made on behalf of the corporation.

Section 2: Vice President

The duties of the Vice President shall include:

- a. Serving on the Executive Committee.
- b. Performing the duties of the President in the absence of the President or inability of the President to perform the President's duties.
- c. Performing such duties as are assigned to the Vice President by the President.

Section 3: Secretary

The duties of the Secretary shall include:

- a. Serving on the Executive Committee.
- b. Recording and distributing minutes of all meetings of the Executive Committee, the Board and the members.
- c. Responsible for the update of the SARA website.
- d. Maintaining an accurate copy of the by-laws and distributing the by-laws to the Board and the members.
- e. Gathering the elected board member nominations and posting them on the SARA website, and distributing them by email to the board.

Section 4: Treasurer

The duties of the Treasurer shall include:

- a. Serving on the Executive Committee.
- b. Performing a review of receipts and disbursements at least annually.
- c. Making an annual financial report to the members, to include the Treasurer's report on SARA's membership, and cash flow report with comparative data from previous 2 seasons.
- d. Signing contracts on behalf of the organization.
- e. Authenticating and certifying records and documents of the corporation.
- f. Making all legal filings on behalf of the corporation.
- g. Provide the mechanism to collect all membership dues and maintain the database of all members.
- h. Negotiate services necessary for membership and race registration via the website.

Section 5: Alpine Officials Chair

The duties of the Alpine Officials Chair shall include:

- a. Physically attending all required USSA meetings for officials and report to the members on such meetings. If the Alpine officials chair cannot attend a USSA meeting, the chair must assign a substitute to represent SARA at the meeting. If the AO chair cannot physically attend a USSA meeting, and cannot find a substitute to attend the meeting, the AO chair must notify the executive committee of the Board not less than 30 days prior to the USSA meeting.
- b. Conduct such activities as may be required by USSA or as are necessary and appropriate to establish and maintain a high level of officiating within SARA.

- c. Monitor the credentials of all SARA officials. It should be noted that the documentation for any up-grade is the responsibility of the alpine official.
- d. Run officials clinics within the SARA region.

Section 6: The Alpine Competition Committee Chair

The duties of the Alpine Competition Chair include:

- a. Chair the Alpine Competition Committee whose mission is to work with the regions to establish an appropriate schedule for age group races and SARA championships. The President and the Alpine Officials' Chair would be ex-officio members of this committee.
- b. Formulate SARA policy for alpine competition in compliance with the rules, regulations and requirements of USSA and FIS.
- c. Present for approval to the Board of Directors, selection procedures and policies, ranking systems, point corrections, notification requirements and any other necessities for the SARA alpine competition teams.
- d. Publish the SARA Competition Guide each year at the spring meeting for approval. It will be posted on the website on the Race Info tab.
- e. Physically attend the Eastern ACC Meeting. If the ACC chair, cannot attend the eastern ACC meeting, the chair must assign a substitute to represent SARA at the meeting. If the ACC chair cannot attend the Eastern ACC meeting, and cannot find a substitute to attend the meeting, the ACC chair must notify the executive committee of the board no less than 30 days prior to the USSA meeting.

Section 7: The Club Representative

The duties of the Club Representative shall include:

- a. To represent their club and mountain organization to SARA
- b. To represent SARA to their club and mountain organization
- c. Identify and nominate Board Members
- d. In the case where more than three members of their ski community are board members, to designate the three voting members at any particular meeting.

Article VIII – Rules and Appeals

Section 1: Rules

The competition rules of SARA shall be those of FIS, the international governing body of alpine ski racing, and USSA, the national governing body of alpine ski racing and those rules established by SARA in compliance therewith and published each year in the SARA competition guide.

Section 2: Appeals

The Appeals Committee shall adjudicate any appeal and shall follow USSA rules and procedures in any such adjudication.

Article IX – Parliamentary Authority

All meetings of SARA shall be conducted in accordance with the most recent revision of Roberts Rules of Order.

Article X – Amendment of By-laws

Section I:

Any member of the Board may propose amendments to these by-laws. All such amendments to the by-laws are subject to the approval of the Board by a two-thirds vote of the full Board to be tallied at a regular meeting.

Section II:

Proposed amendments shall be presented to the Secretary in writing at least 30 days before a meeting of the Board and emailed by the Secretary to all members of the Board at least 15 days before the next scheduled meeting of the Board.

Section III: Proposed amendments will be presented as follows:

1. State who is proposing the amendment(s).
2. State in writing that portion of the existing text in its entirety, inclusive of all portions that are to be considered for change.
3. Within the text of the above statement, show any new phrases or addenda with all words to be added underlined.
4. Within the text of the above statement, show any new phrases or addenda with all words to be deleted stricken through.
5. A brief explanation of the reasons for the proposed amendment and the effect of the change, if adopted, must accompany the proposed amendment.

Article XI – Dissolution

In the event of dissolution of SARA, any assets remaining after the satisfaction of all obligations of the corporation shall be distributed for purposes within the scope of alpine racing competition and to benefit USSA or similar 501 (c) 3 organizations, as determined by the Board.