



PSIA-NW BYLAWS
“how the board speaks”

BYLAWS OF PSIA-NW

ARTICLE I NAME

PSIA-NW

ARTICLE II PURPOSE

To promote the art of snowsports instruction and any other lawful purpose.

ARTICLE III MEMBERSHIP

This corporation shall have no statutory members as defined under RCW 24.03A.010(45).

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers and Duties:

(a) The Board shall administer the business and property of the corporation. The Board may delegate responsibility for day-to-day operations to a CEO.

(b) In addition to all other duties and powers prescribed in the Washington Non-Profit Corporation Act (RCW 24.03A), the Articles of

Incorporation and other provisions of these Bylaws, the Board of Directors shall:

- (1) Appoint a registered office and agent.
- (2) Determine the principal place of business for the corporation, which need not be its registered office.
- (3) Elect officers. The officers of the corporation shall include the Chair, Secretary, and Treasurer, and other officers as may be authorized by the Board.

Section 2. Qualifications of Directors: The Board shall establish criteria for the purpose of selecting Directors to the Board. The Board shall periodically review these criteria.

Any Certified Level II or III, who has been a member for at least five years, and is in good standing with the Northwest, can be selected as a Director.

Section 3. Term of Office:

- (a) The Board will hold a selection for Directors as necessary.
- (b) Directors shall serve a term of three (3) years and a maximum of nine (9) years. A director may serve no more than three consecutive three-year terms. After serving three consecutive terms, a director must take a one-year break before being eligible for re-selection.
- (c) Director terms begin at the start of the fiscal year.

Section 4. Board of Directors Meetings:

- (a) The Board shall meet as often as necessary to conduct the business of the Board. The Board of Directors shall meet in person, or by some form of electronic communication, at least once (1 time) each year. The Board shall keep a record of attendance for each Board Meeting.
- (b) The Chair, or by written request of a majority of Board members to the Chair, may, from time to time, call a Special Board meeting. The Convener shall designate in advance the time and place.

Section 5. Quorum and Voting:

(a) A majority of the Directors when the attendance is taken shall constitute a quorum for the duration of the board meeting. A quorum is required to conduct business at a Board, regular or special, meeting. Electronic based meetings require participants to hear and be heard.

(b) All Directors can vote on matters brought before the Board.

(c) A majority vote prevails unless this document requires otherwise.

Section 6. Vacancies on the Board:

(a) A vacancy occurs when a Director resigns, is removed, dies, or is no longer able to fulfill the duties of such office.

(b) In the event of a vacancy on the Board of Directors, the Chair, with the approval of the board, shall have the authority to appoint a qualified individual to fill the vacancy for the remainder of the unexpired term. Any individual appointed must meet the criteria for Director selection as established by the Board of Directors and in Sections 2 and 3, supra. The appointee shall assume all duties and responsibilities of the vacated position upon appointment.

Section 9. Removal of Directors:

A two-thirds (2/3) majority of the Board of Directors can remove any Director, with or without cause, at any time.

ARTICLE V **COMMITTEES**

The Chair or 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 VI

FISCAL YEAR

The fiscal year of the Association is July 1st through June 30th of each year.

ARTICLE VII **LIABILITY AND INDEMNIFICATION**

Section 1. Liability:

No officer, director, committee member or employee shall be liable to the corporation by reason of any action or conduct except in case of gross negligence, actual fraudulent or dishonest conduct.

Section 2. Indemnification

Except in cases of gross negligence, actual fraudulent or dishonest conduct, the corporation shall indemnify and hold harmless each person and their heirs and administrators who serve at any time as a member of the Board of Directors or as an officer, agent or employee of the corporation. This undertaking by the corporation shall include the duty to defend any such person for any civil, judicial or administrative suit or proceeding, or any investigation or criminal proceeding, whether such is pending, threatened, impleaded, or otherwise. This undertaking shall obligate the corporation to reimburse any such person from all legal and other expenses, including attorney's fees, reasonably incurred by the person in connection with any such claim or liability or settlement thereof.

ARTICLE VIII **MEETING PROCEDURES**

The Board shall adopt and maintain its own meeting procedures to ensure fair, orderly, and efficient decision-making processes.

ARTICLE IX
MISCELLANEOUS PROVISIONS

Section 1. Amendments:

These Bylaws may be amended by a two-thirds (2/3) majority of the Board of Directors at a regular meeting or special meeting called for that purpose provided written notice of all proposed Bylaw changes is provided to each Board member by any means approved by the Board of Directors at least fourteen (14) days prior to the regular or special meeting called for that purpose.

Section 2. Ownership of Assets:

No director or officer, or member shall have any proprietary interest in the assets of the corporation.

Section 3. Distribution of Assets on Dissolution:

In the event of dissolution, the assets shall be disposed of in harmony with the purposes of the corporation to another non-profit corporation, organization or agency.

Section 4. Gender:

Any and all references herein designated in the masculine gender are intended to reflect, and be operative, in the masculine and feminine gender.

These Bylaws were duly adopted by the Board of Directors at a meeting held on the 4th of December 2024.