

**BYLAWS
OF THE
NORTHERN DIVISION
OF THE
NATIONAL SKI PATROL SYSTEM, INC.**

**Approved by the Board of Directors
September 17, 1989
Amended September 24, 2000**

**Revised & Updated with Clerical Changes
Approved By the Board of Directors
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NORTHERN DIVISION BYLAWS

PREAMBLE

The Northern Division of the National Ski Patrol System, Inc., (NSPS) recognizes that it operates as a subordinate unit of the NSPS and that it exists and operates under and by virtue of the Bylaws and corporate structure of the NSPS. The Northern Division does not desire to abrogate or usurp any of the authority of the NSPS or in any way act or attempt to act as a separate organization or corporation or to infringe or diminish the effect of the single corporation status of the NSPS which gives this division authority to act and its existence. These Bylaws shall be interpreted as a reaffirmation of the Northern Division's affiliation with the NSPS. These Bylaws of the Northern Division, therefore, are for the conduct of the business and affairs of the Northern Division only.

ARTICLE I

NAME AND TERRITORY

SECTION 1: The name of this organization is: Northern Division, a division of the National Ski Patrol System, Inc. (NSPS), a congressionally chartered, federal corporation (referred to herein as the Northern Division).

SECTION 2: The territorial limits of the Northern Division shall be as defined from time to time by the National Board of Directors of the NSPS. Presently, the territorial limits of the Division include the States of Montana, North Dakota, western portion of South Dakota and eastern part of Wyoming.

ARTICLE II

PURPOSE

SECTION 1: The primary purpose of the Northern Division is to render first aid, rescue and other appropriate and related assistance to the outdoor recreation community. These services shall be rendered to all desiring them without charge and without discrimination. They shall be rendered both within and without commercial ski areas and at any other place appropriate for the rendition of such services. It shall further be a purpose of the Northern Division to promote safety in outdoor recreation and skiing, taking all steps and measures appropriate thereto. The rendition of services necessary to fulfill these purposes shall be accomplished by formation of Regions and Patrols within this Division,

each consisting of competent skiers appropriately trained. To carry out this purpose it shall solicit contributions of money, services, and other property, and generally shall do such other things, as it shall deem necessary and proper to carry out the promotion of public safety in skiing.

SECTION 2: The Northern Division shall function only under the authority and supervision of NSPS, a non-profit, tax exempt organization under 501(c)(3), of the Internal Revenue Code. The division is not, nor shall it become, a private foundation as defined by the 1969 Tax Reform Act.

SECTION 3: No part of the net earnings of, or contributions to, the Northern Division or any regions or sections thereof will inure to the benefit of any private individual. The activities of the Northern Division shall not include attempting to influence legislation, nor will the Northern Division participate in or intervene in any way in political campaigns on behalf of candidates for public office. Further, the division shall not engage in any of the prohibited transactions in Section 503 of the Internal Revenue Code existing on the date of the adoption of these Bylaws or as written in any successor or similar provision of the Internal Revenue Code. If the Northern Division or any region thereof engages in any activities inconsistent with the purpose and limitations herein set forth, it shall thereby automatically cease to be apart of the NSPS. Following such an occurrence, the Northern Division may be reinstated only as a part of the NSPS upon a demonstration by it that such prohibited activities have ceased and upon additional proof as the NSPS may require.

SECTION 4: Upon termination of the Northern Division for any reason whatsoever, all funds or other property belonging to the division, after payment of its debts and obligations, shall pass to or be transferred and paid over to the NSPS if it is then an organization meeting the requirements of Internal Revenue Code Section 501(c)(3). If the NSPS does not then meet the 501(c)(3) requirements or is no longer in existence, all funds and property shall pass or be transferred in trust to a corporation or corporations organized under the laws of the United States of America or any State thereof whose property and assets are likewise devoted to the promotion of public safety, or to the trustees for the purpose of promoting public safety.

SECTION 5: The NSPS is authorized to include the Northern Division in its Group Exemption Letter presented annually to the Internal Revenue Service of the United States, and such authorization to the NSPS shall be

automatically renewed each year. The Division Director of the Northern Division shall annually file with the NSPS information required under Section 6033 of the Internal Revenue Code (and pertinent regulations thereunder) for the purpose of fulfilling the NSPS group information return requirements under Section 6033.

SECTION 6: The Bylaws of the NSPS, as amended from time to time, are incorporated herein by reference, and any conflict between NSPS Bylaws and those of the Northern Division herein shall be resolved in favor of the Bylaws of the NSPS, which are at all times absolutely controlling.

ARTICLE III

MEMBERSHIP

SECTION 1: Membership in the Northern Division shall be limited to ski patrollers registered with any patrol located within the territorial limits of the division who maintain their annual registration with the NSPS conforming with, and pursuant to, the manual and Bylaws of the NSPS.

SECTION 2: Membership in the Northern Division shall not be denied any person because of race, color, religion, creed, sex, or national origin, and membership will be open to all persons who meet the established membership requirements.

SECTION 3: The Requirements for membership in the Northern Division shall be the same as those set forth in the Bylaws and manual of the NSPS, or any amendments thereto or latest revisions thereof. Upon qualifying and conforming with the minimum requirements as set forth in the manual published by the NSPS, subject to any and all amendments thereto, each member shall adhere to the policies, rules, and regulations prescribed and published by the National Board of Directors of the NSPS to continue his or her membership.

ARTICLE IV

OFFICERS

SECTION 1: a. The Northern Division shall have the following officers: Division Director, Region Director, Patrol Representative and Division

Secretary. Additional officers may be appointed, including Assistant Division Director(s), Division Secretary or Assistant Region Director(s).

- b. Patrol Representatives shall be elected or appointed for one year terms in accordance with the method adopted by the individual patrols or ski area management and consistent with the general recommendation in the NSPS manual. Patrol Representatives may be re-appointed or re-elected.
- c. Region Directors shall be elected by Patrol Representatives serving in their respective regions for a two (2) year term. A Regional Director may be re-elected.
- d. The Division Director shall be elected for a two (2) year term by Patrol Representatives and Region Directors. The Division Director is the official liaison between the Northern Division and NSPS Divisions. It is the policy of the Northern Division that the Division Director be advised of all official correspondence transmitted outside the Northern Division by any member of the Northern Division. Exceptions are routine communications necessary to perform the various tasks required by patrols regarding registration and record keeping.
- e. The Division Treasurer shall be selected and appointed by the Division Director with the approval of the Executive Committee. The Treasurer shall serve a two (2) year term concurrent with the term of the Division Director. The Treasurer may be reappointed pursuant to this Section.
- f. A Division Secretary may be appointed by the Division Director for a two (2) year term to run concurrent with that of the Division Director. The Secretary may be re-appointed.
- g. The Assistant Division Director(s) shall be appointed by the Division Director for the term of one (1) year with the approval of the Executive Committee.
 - i. If there is more than one Assistant Director, the Division Director will designate a first assistant director.
 - ii. An Assistant Division Director(s) may be re-appointed.

SECTION 2: Qualification for Office:

The qualifications and duties of a Patrol Representative, Region Director and Division Director are those prescribed in the current NSPS Policies and Procedures manual. The Treasurer's duties are those assigned to him or her by the Division Director, in addition to those duties otherwise provided in these Bylaws. The Secretary's duties shall be those assigned by the Division Director. The Assistant Division Director's qualifications shall be the same as those proscribed in the applicable NSPS manual for the Division Director, and his or her duties will be delegated and assigned to him or her by the Division Director.

SECTION 3: Limit on Service:

No individual shall serve continuously for more than six years as Division Director, Assistant Division Director or Region Director. An individual barred from office by this rule shall be re-eligible for election or appointment following one year out of that particular office. He or she may be eligible for election or appointment to some other office during the year out of the previous position.

SECTION 4: Elections:

- a. No later than January 1 of every odd numbered year the Division Director shall appoint an election committee consisting of one or more patrollers who will receive nominations and pronouncements of candidacy for the offices of **Division Director and/or Region Director** depending on which offices terms are scheduled to expire. The Election Committee shall solicit and receive nominations of interested and qualified persons, who shall submit their letters of candidacy and a resume of ski patrol experience.
- b. If there is more than one qualified candidate for **Region Director** a ballot listing eligible candidates will be sent to electors by written hardcopy or electronic ballot using any reliable method or combination of methods, at dates specified by the Election Committee. The candidate that received a majority of the votes cast shall be elected. In the event of a tie, a run-off election will be conducted between candidates that received the same number of votes. If only one qualified Region Director candidate submits candidacy materials to the Election Committee as of the deadline

date for candidacy, no election will be held. The Division Director will be notified and the one candidate will be appointed and notified by telephone or email by the Division Director.

- c. If only one qualified candidate for Division Director submits candidacy materials as of the deadline date for candidacy, no election will be held. The Election Committee shall notify the Executive Board by telephone or email that only one qualified candidate has submitted required materials for the position. The Executive Committee shall appoint the one qualified candidate and shall notify the candidate that they have been appointed Division Director.

d. Division Director Electors

Electors for the office of Division Director are: Patrol Representatives and Region Directors. Electors for Region Directors shall be Patrol Representatives in their respective region.

e. Region Director Electors

Electors for Region Director are the Patrol Representatives in the respective regions.

SECTION 5:

Vacancies:

- a. A Division Director vacancy will be filled temporarily by an interim Division Director elected by majority vote of the Executive Committee.
- b. Any Region Director vacancy shall be filled by a Division Director appointment. The appointed Region Director shall continue to serve the remainder of the unexpired term.
- c. Any Patrol Representative vacancy shall be filled in accordance with the local patrol policy or bylaws as applicable.

SECTION 6:

Removal:

Any officer or advisor appointed by the Division Director may be removed from office for a cause deemed sufficient for removal by the Division Director or by a two-thirds vote of either the entire Executive Committee or the entire Board of Directors. All other elected or

appointed officers may be removed by the procedures specified, and for the reasons provided in, the NSPS manual.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1: The business and policy establishment of the Northern Division shall be managed by a Board of Directors. The Board of Directors of the Division shall consist of the Division Director, who shall be Chairman of the Board, Assistant Division Director(s), Division Treasurer, Region Directors, and Patrol Representatives. The Division Director will vote in the event of a tie vote. The Assistant Division Director, the Treasurer, the Secretary, and the Legal Advisor serve as ex official board members of the Board of Directors and are not entitled to vote.

SECTION 2: The Board of Directors of the Division shall have the following powers:

- a. to set forth and implement policy which shall govern the Northern Division;
- b. to discuss and direct the general business of the Northern Division;
- c. to receive and discuss reports of Division officers, advisors, and committee chair people; and,
- d. to consider and transact proposals relative to the administration and operation of the Northern Division including raising and spending money and budgeting.

Unless otherwise provided in these Bylaws, a simple majority shall be sufficient to approve any proposal, resolution, or motion.

SECTION 3: At any meeting of the Board of Directors, a quorum of fifty percent (50%) or more of the voting officers of the Division is necessary to conduct business.

SECTION 4: A Patrol Representative may give a written proxy to any other registered member of his or her Ski Patrol to represent him or her and exercise his or her vote at any meeting of the Board of Directors. Other officers must exercise their votes in person and may not give another their proxy. No individual can have more than one vote if he/she holds more

than one voting office. For example, a Region Director cannot vote both as a Division Officer and also by proxy for his/her Patrol Representative.

SECTION 5: Only the Division Director or any voting officer, or his or her proxy, may present motions at meetings of the Board of Directors.

ARTICLE VI

EXECUTIVE COMMITTEE

SECTION 1: The routine and daily administration and business of the Division shall be conducted by the Division Director who shall be assisted by an Executive Committee. The Division Executive Committee shall be composed of the Division Director, Assistant Division Director(s), Treasurer, and the Region Directors. The Division Secretary and Division advisors shall be ex officio, non-voting members of the Committee and shall assist the Committee and attend meetings at the direction of the Division Director.

SECTION 2: At least one meeting of the Executive Committee shall be held annually. The Committee will meet upon the call of the Division Director for an Executive Committee Meeting or at the request of two or more members of the Committee for an Executive Committee Meeting. Four members shall constitute a quorum. Whenever possible, all Committee members will be notified ten (10) days in advance of any Executive Committee Meeting. A meeting may be conducted by telephone or written correspondence or suitable electronic format such as email with the concurrence of a majority of the Committee members.

SECTION 3: Written minutes of decisions made and actions taken at any Executive Committee Meeting shall be kept and shall be open for inspection by any member of the Board of Directors. All actions taken as a consequence of such Executive Committee Meetings related to substantial business matters shall be reported by the Division Director at the next following meeting of the Board of Directors.

SECTION 4: The Executive Committee shall act under emergency conditions or other situations which cannot, or should not, in the judgment of the Division Director or a majority of the members of the Executive Committee await a regularly scheduled meeting of the Board of Directors.

ARTICLE VII

ADVISORS AND COMMITTEES

SECTION 1: The Division Director shall appoint division advisors to conform to the national advisorships and others as deemed advisable to the operation of the Division.

- a. Appointments must be approved by the Executive Committee.
- b. Division advisors are appointed for a one-year term and may be re-appointed for unlimited, successive one-year terms at the pleasure of the Division Director with approval of the Executive Committee.

SECTION 2: The Division Director, at his or her discretion, may designate committees and appoint any of the advisors as chairmen of such committees, and may appoint patrollers of the Division as committee members in such numbers as he or she deems appropriate.

SECTION 3: Special or ad hoc committees appointed by the Division Director shall perform duties and functions defined by the Division Director consistent with the NSPS manual and Bylaws, and these Bylaws.

SECTION 4: If a regional committee, sub-committee or advisorship is created consistent with the provisions of this Article, a Region Director may appoint members thereto to work with the Division advisor or committee with the approval and consent of the Division Director. Regional advisorships are to follow the same criteria as Division advisorships with regard to ARTICLE VII, SECTION 1.

ARTICLE VIII

FINANCES

SECTION 1: The Division Director shall be directly responsible for an accounting of the financial affairs of the Northern Division to the membership of the Division and to the NSPS and shall provide reports as may be required by the laws of the states in which the Northern Division functions, the federal Internal Revenue Service, or any other governmental agency. To assist in this, the Treasurer shall maintain the financial records of the

Division and shall advise the Division Director and the Board of Directors at their request regarding the finances of the Division.

SECTION 2: The records and accounts of the Division shall be maintained on a cash accounting system having a fiscal year from October 1 through the following September 30.

SECTION 3: The Board of Directors, at each Annual Meeting, shall establish a budget for the fiscal year.

SECTION 4: The Board of Directors may by majority vote at any time alter, amend, change or modify an annual budget. The Board of Directors may by majority vote authorize the Division Director or the Executive Committee to increase or decrease the annual budget, to transfer funds between accounts, or between advisors, or authorize the over-expenditure of an amount budgeted for any particular advisorship or committee.

SECTION 5: The Treasurer shall prepare an annual report for representation to the Board of Directors at the Annual Meeting, or such earlier date as the Board establishes. The report shall summarize current income, expenses, and balances by category and be supported by a journal that lists sources and amounts of income and the payee, purpose, amount, and date of all payments or expenditures. The report may at the discretion of the Board of Directors include other information as the Board may direct.

SECTION 6: The Treasurer, in consultation with the Division Director, shall prior to each Annual Meeting prepare a proposed budget for the next fiscal year and shall present the budget for approval to the Board of Directors at its Annual Meeting or at any other time as the Board directs. At least thirty (30) days before the annual meeting of the Board of Directors, each officer and advisor shall submit his or her budget request to the Treasurer. The Treasurer shall consolidate these requests to prepare a draft division budget. The Board of Directors shall approve or disapprove the proposed submission by each officer or advisor, and if disapproved the Board of Directors may establish what amount, if any, shall be allocated to each officer or advisor for the fiscal year.

SECTION 7: The Executive Committee shall determine the official depository or depositories to be used for the finances of the Division and shall designate at least three authorized signatures for each Northern Division

bank or savings and loan account including the signatures of the Division Director and the Division Treasurer. Two signatures, including that of the Division Treasurer, shall be required to transact any business exceeding \$500.00. Signatures other than the Division Treasurer and the Division Director are required only when the Division Treasurer or the Division Director are incapacitated or otherwise unavailable for a period in excess of seven consecutive days.

SECTION 8: Request for payment of monies by any advisor, committee member, or other member of the Northern Division shall be submitted to the Division Director for approval. The Division Director may, at his or her discretion, delegate this authority to the Assistant Division Director. The request will be approved or disapproved promptly. If approved, the request shall be promptly paid. If disapproved, the requesting advisor, committee member, officer, or other member of the division shall be promptly notified along with the reasons for the disapproval. Prior approval by the Division Director shall make another approval by the Division Director. All requests approved by the Division Director or Assistant Division Director, as designee, shall be promptly forwarded to the Treasurer for payment. A request made by the Division Director for payment to himself or herself shall be approved by the Assistant Division Director. Requests made by the Division Treasurer for payment to himself or herself shall be approved by the Division Director. Without prior approval of the Board of Directors or the Executive Committee, neither the Division Director nor the Treasurer shall approve or pay any amount in excess of \$500.00 unless itemized as part of a budget previously submitted and approved by the Board of Directors.

SECTION 9: All receipts and expenditures shall be submitted and reported to the Division Director or Assistant Division Director within thirty (30) days of the date the expenditure was incurred or the receipt was received and within the same fiscal year.

SECTION 10: Prior to assuming his or her duties, the Treasurer shall file with the Board of Directors a surety bond in an amount to be determined by the Board.

SECTION 11: A fifteen (15) day grace period shall be allowed at the end of each fiscal year for submission of expense vouchers for reimbursement. Vouchers not submitted by June 15 shall not be paid by the Division.

SECTION 12: Within thirty (30) days following the end of the fiscal year in odd numbered years, the Executive Committee shall appoint a Financial Review Committee, consisting of one or more persons, to review the Division Financial Records and submit a report to the Executive Committee. The report shall be submitted at least ten (10) days prior to the Annual Meeting of the Board of Directors.

SECTION 13: Within thirty (30) days following the conclusion of the Treasurer's term of office, the Treasurer shall prepare the Division Financial Records for review by the Executive Committee. This review may be used to satisfy the review requirements as stated in SECTION 12, if applicable. During this same thirty (30) day period, the Treasurer shall provide any reasonable information and or assistance required to facilitate transfer of his or her duties to the newly designated Treasurer and, if required, ensure that any Division funds, as budgeted, are available to approve Division fund users as specified in these Bylaws.

ARTICLE IX

MEETINGS

SECTION 1: Meetings shall be held at each level of the Northern Division as follows:

- a. **Ski Patrols:** Each ski patrol shall hold a minimum of one (1) regular meeting each year. Whenever possible, these meetings should be held after appropriate notice at regular specific dates and at a certain time and place. Each of the officers of the Division above the patrol level shall be informed of the time and place such meetings shall be held.
- b. **Region:** Region meetings may be held concurrently with the Annual Business Meeting of the Division.
- c. **Annual Division Meeting:** The Annual Division Meeting of the Board of Directors shall be held in the month of September of each year on such date as the Board of Directors shall designate. The third weekend of September is preferred.
 - i. The meeting of the Board of Directors may be held at any location directed by a resolution of the Board of Directors,

geographically located between Fairmont Resort and Billings, Montana.

- ii. The responsibility of the meetings will be rotated among the regions and may be hosted by a region, the division, and/or a patrol(s).
 - iii. The host must submit a proposal to the Board of Directors at the Annual Division meeting one year before.
 - iv. The Division Director shall chair the meeting. In his absence, the Assistant Division Director (First Assistant) shall assume the functions of the Division Director.
- d. Board of Directors: Meetings of the Board of Directors of the Northern Division shall be held at least once a year, concurrent with the annual business meetings of the Division. The regular business meetings of the Board of Directors shall be open for attendance by NSPS members of the Division. The Division Director may, as Chairman of the Board of Directors, declare the meeting closed in his or her discretion. Until he or she re-opens the meeting, members of the Board of Directors, the Secretary, and Legal Advisory, if not asked to withdraw due to involvement in the business at hand, in addition to any other persons specifically invited by the chairman, may remain in attendance. At a meeting of the Board of Directors, all Division business matters, proposals, policy changes, budget, and dues for the ensuing season shall be considered and acted upon.
- e. Special Board Meetings: Special meetings of the Board of Directors may be called at any time by the Division Director or upon written request of any six members of the Board of Directors. Meetings other than the Annual Meeting shall be called by written notice sent to each board member fifteen (15) or more days prior to the date the meeting is to commence. Service of such notices shall be complete upon their deposit in the United States mail or electronically such as but not limited to email. Such notice shall state the purpose, place, date, and time of such meeting.
- f. Majority Vote of Quorum and Minutes: Unless otherwise prescribed herein, all approved resolutions, appointments, appropriations, directions, orders, or other acts of the Board of Directors must be passed by a majority of those present and constituting a quorum at

any meeting. Written minutes of the proceedings of all meetings of the Board of Directors shall be kept by the Secretary or other person designated by the Division Director. The minutes shall be open for inspection at a reasonable place and time by any officer or member of the Northern Division.

SECTION 2: Parliamentary procedure at all Division meetings including meetings of the Board of Directors, the Executive Committee, advisor committees, or other special or ad hoc committees, or other subdivisional meetings such as Region or Patrols, shall be governed by the most current revised Roberts Rules of Order. The Division Director or his/her designee shall serve as the parliamentarian and decision/rulings shall be final.

SECTION 3: A quorum for conducting business at any division meeting including meetings of the Board of Directors, the Executive Committee, advisor committees or other special or ad hoc committees, or any subdivisional meetings, Region or Patrol, shall be at least fifty percent (50%) of those present who are entitled to vote.

ARTICLE X

AMENDMENTS

SECTION 1: The Board of Directors shall have the power and authority to make, alter, amend, and repeal the Bylaws of the Northern Division by an affirmative vote of two-thirds majority of the entire Board of Directors.

SECTION 2: Procedure: All proposals to amend the Bylaws must be submitted in writing or by email to the Division Director thirty (30) days before the Board of Directors' annual meeting or any special meeting. A special meeting may be convened to consider Bylaws amendments as provided in ARTICLE IX, SECTION 1 (e).

SECTION 3: Thirty (30) days advance written notice by any reliable method shall be given to the entire Board of Directors prior to any vote on a proposed amendment to the Bylaws. Failure to comply with this requirement shall result in postponing final action on the proposed amendment until the next regular or special meeting of the Board of Directors following the meeting at which the amendment was presented.

ARTICLE XI

INVALIDATING CLAUSE

SECTION 1: Should any article, section or provision of these Bylaws be held invalid by any court of law, federal or state, or by any government authority, federal or state, or any subdivision thereof, or by any agency or commission of any government unit, or by the NSPS Board of Directors or other constituted authority of that organization, such holding shall not affect the validity of any remaining articles, sections, or provisions of these Bylaws.

ARTICLE XII

SUPERSESION

SECTION 1: These Bylaws as adopted and as hereafter amended from time to time shall supersede, effective the date of their adoption, all prior Bylaws of this organization. Approved by the Board of Directors this 20th day of September, 2014.

The Northern Division, a division of the National Ski Patrol System, Inc.

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