BYLAWS OF THE NORTHERN VERMONT REGION EASTERN DIVISION NATIONAL SKI PATROL SYSTEM, INC.

Adopted June 28, 2004 As amended January 2, 2011



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Preamble

The purpose of this document is to create an outline document with the minimum verbiage necessary to describe the operation of the Region under the new National and Eastern Division By-Laws. The By-Laws are a skeleton document designed to outline, in briefest detail, what the Region does, the Policies & Procedures lists how the Region does it. Nothing in these documents is intended to direct how individual patrol's conduct their affairs.

ARTICLE I

NAME AND ORGANIZATION

Section 1.1 - Name

The name of the region shall be "Northern Vermont Region."

Section 1.2 - Organization and Area

- A) Northern Vermont Region (the "Region") is a sub-unit of the Eastern Division, National Ski Patrol System, Inc. ("NSPS") serving the interests of NSPS and its constituent members.
- B) The Region is comprised of two Sections: Northern Section, and Southern Section. The dividing line between the two Sections shall be US Route 2.

ARTICLE II

MEMBERS

Section 2.1 - Members

All patrollers, alumni and candidates with a current NSPS registration card, dues paid and active in NSPS in the Region shall be Members of the Region.

Section 2.2 - <u>Voting Members</u>

- A) Voting Members for Regional Director shall be defined as all Region Members who may cast votes for Region Director under the Eastern Division By-Laws. Voting members shall each have one vote.
- B) Voting Members for Section Chief and other Region matters shall be all members from Section 2.2.A plus paid patrollers registered with a Q067, Q076 and Q092 prefix.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1 - Elections

The Elections of the Region shall be conducted each year at the fall OEC refresher or refreshers, or at a similar gathering requiring attendance of a majority of Voting Members held by calendar year end, for the purpose of casting ballots for the Region Director and two Section Chief's in the last year of their term or filling any vacancy in one or more of the elective offices and conducting such other business as the Voting Members may determine.

Section 3.2 - Special Meetings

Special meetings, to conduct Region business, may be held at the call of the Region Director or ten percent of all the Voting Members to conduct such business as the Voting Members may determine. Fifty percent of the total number of Voting Members in the Region, present, shall constitute a quorum for special meetings.

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In the absence of a quorum, a simple majority of those present may adjourn the meeting.

Section 3.3 - Voting

Votes for election, or removal, of Region Officers and amendments to these By-Laws shall be by paper ballot. There shall not be proxy voting on Region issues, but absent Voting Members may vote by absentee ballot in writing and signed under such rules as maybe adopted by the Region Election Committee. Any Region matter, other than those described specifically in the by-laws, must be submitted to, and acted upon, at all meetings of members in a fall series of OEC refreshers before adoption, irrespective of the existence of a quorum in the first such meeting. Voting on other Region issues shall be conducted in accordance with rules that maybe established by the Election Committee for that event.

Section 3.4 - Notice of Meeting

Written, personal or telephone notice of voting and/or meetings shall be given to the Voting Members 14 days prior to the date of the meeting giving the place, date and time. The place, date and time of the meeting shall also be posted on the Region web page.

Section 3.5 - Region Election Committee

No later than January 15th of each year Regional Director shall appoint at least three active members to the Region Election Committee, as required to meet the Eastern Division By-laws, and to properly staff the oversight of the election.

At least one appointee shall have served on a previous election committee within the past 3 election cycles.

The committee shall appoint one of their number to act as chair of the Election Committee.

Any patroller who is running for an elected office shall be excused from serving on the Election Committee, and shall be replaced by the Regional Director within 15 days of notification of intent to run for office.

The Election Committee shall be responsible for conducting the voting for Regional Director in accordance with the Eastern Division By-Laws.

Election of Section Chiefs shall follow the procedure described for Regional Director.

The Election Committee members shall be selected each year.

ARTICLE IV

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 4.1 - Executive Committee

The Executive Committee shall consist of the Region Director, the Section Chiefs and a Patrol Representative of each Patrol of the Region having one. It shall meet at the call of the Committee Chair, who shall be the Region Director, or at the request of any three Members of the Committee. The Committee must meet at least annually before the Eastern Division Spring Annual Meeting to install the new Region officers. Two-Thirds of the total number of members of the Executive Committee shall constitute a quorum. The Committee shall exercise all powers of the Members between meetings including the power to fill vacant elective offices temporarily, but the Committee shall have no power to elect officers to a full term. The Committee shall recommend Region liaisons to programs created by the Eastern Division By-Laws.

Section 4.2 - Other Committees

The Regional Director may create other regular or special committees, the members of which shall be approved by the Executive Committee. The Region Director shall appoint one such Member as chair. Committees may be dissolved in the same manner. Committee members shall be selected each year.

ARTICLE V

OFFICERS

Section 5.1 - Eligibility

No officer shall be elected or appointed who shall not meet the eligibility requirements of the office in effect at the time of the election, nor shall such officer continue to hold office in the event of later ineligibility.

Section 5.2 - Section 5.2 - Region Director

The Region Director shall be elected by the Voting Members in accordance with the Eastern Division By-Laws. The Region Director shall supervise the affairs of the Region, shall attend all Executive Committee and special meetings and shall perform such other duties as may be given to the Regional Director at any annual or special meeting by a majority vote. The Region Director shall hold no other elective office in NSPS.

Section 5.3 - Section Chief

There shall be two Section Chiefs, one from each Section, who shall be elected by the Voting Members for a two-year term. Election for Northern Section chief shall be on even numbered years, and elections for the Southern Section Chief shall be on odd numbered years. The Section Chiefs shall perform such duties as shall be given by the Region Director. The Section Chiefs shall have a vote in all Region and Eastern Division matters as provided by these By-Laws and the Eastern Division By-Laws. The Section Chiefs shall hold no other elective office in NSPS.

Section 5.4 - <u>Alternate Region Director</u>

The Section Chief with the longest time served in the current position shall also serve as Alternate Region Director, unless that Section Chief abdicates to the other Section Chief. The

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Alternate Region Director shall have the power granted by the Eastern Division By-Laws including the power to serve as Region Director in the absence of Region Director.

Section 5.5 - Executive Committee Delegate

Individual Patrols shall select a Patrol Delegate to sit on the Executive Committee. The Patrol Delegate shall be selected by the members of the Patrol in accordance with the Patrol's wishes.

Section 5.6 - Other Region Officers and Advisors

Following the installation of the Region Director, such Director shall appoint additional officers or advisors as may be necessary to fulfill Region responsibilities, and conduct the business of the region, with the concurrence of the Executive Committee for example: Legal Advisor, Treasurer or Secretary. The Regional Director with concurrence of the Executive Committee, may terminate any of these appointed officers, advisors, or positions. The term for these positions shall last until the next election for Regional Director

Section 5.7 - Removal of an Officer

No elected officer shall be removed, prior to the end of their term, except by a vote of twothirds of all the Voting Members in the Region.

Section 5.8 - Vacancy

- A) If, for any reason, the Regional Director position becomes vacant, the position shall be filled in accordance with the Eastern Division By-Laws.
- B) If, for any reason, a Section Chief position becomes vacant, the Executive Committee shall appoint a replacement to fill such vacancy until the next regularly scheduled election for the vacant office.
- C) If, for any reason, the Alternate Regional Director position becomes vacant, the other Section Chief shall automatically assume the title and duties until the next election.

Section 5.9 - Qualifications

- A) The Regional Director shall have the qualifications as described by the Eastern Division By-Laws.
- B) The Section Chiefs shall have the same qualifications as for Regional Director.

Section 5.10 - Terms of Office

- A) The term and term limits for Regional Director shall be in accordance with the Eastern Division By-Laws.
- B) The term for Section Chief shall be two years. A Section Chief may be elected for up to three consecutive terms, if elected, not counting any terms served in accordance with Section 5.7 herein. The Section Chief's term shall commence on April 1, after the election.

ARTICLE VI

CONSTRUCTION

Nothing in these By-Laws shall conflict with the By-Laws or policies of the Eastern Division. A section of these By-Laws found to be incompatible it shall not have the effect of invalidating the remaining By-Laws.

ARTICLE VII

DISSOLUTION

Upon dissolution of the Region for any reason, the funds and property in the hands of the Region shall be distributed per capita (by Members) to the patrols comprising the Northern Vermont Region at such time. In the absence of a patrol, such funds and property shall be distributed to the Eastern Division NSP or any exempt organization or organizations under section 501 (c) (3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Internal Revenue law as the Executive Committee shall determine.

ARTICLE VIII

INDEMNIFICATION

The Region shall indemnify each person who has served or is serving as a Region Officer or Region appointed Advisor and who by reason of his or her position, as such, is made a party or is threatened to be made a party to any legal proceeding to the full extent permitted under the law. If it becomes necessary to determine whether such person has met the standards of conduct required by law for indemnification and, if the determination is not made by a court, the determination shall be made by the Executive Committee, but only by a majority of a quorum consisting of Committee members who are not parties to the proceeding. If there is no such quorum, the determination shall be made in a written opinion by independent legal counsel chosen by a majority of the entire Executive Committee. The Executive Committee shall have power to purchase and maintain insurance on behalf of any person who is or was such a Region representative against any liability arising out of his or her status as such, whether or not the Region would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE IX

SEPARABILITY

Should any Article, Section or provision of these By-laws be held invalid by any court or government agency, such holding shall not be construed as effecting the validity of the remaining provisions of these By-laws and they shall stand, notwithstanding the invalidity of any such Article, Section or provision.

ARTICLE X

<u>AMENDMENT</u>

Proposed amendments to these By-Laws shall be voted upon at the next available election

for Regional Director or Section Chief. Proposed amendments to these By-Laws shall be

submitted in writing to the Region Director at least 60 days prior to the first balloting. The Region

Director shall transmit the proposal amendments to the Election Committee at least 45 days prior

to the election. The Election Committee shall include the proposed amendment with the election

information packet and shall include a place on the ballot for the members to vote on the proposed

amendment.

The affirmative vote of two-thirds of all the Voting Members shall be required to adopt any

amendment.

Amended May 21, 2004

Amended January 2, 2011

Amended _____,___

Amended _____,___