

CONSTITUTION AND BY-LAWS OF THE PENNSYLVANIA ALPINE RACING ASSOCIATION (PARA)

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. The name of the organization is The Pennsylvania Alpine Racing Association, referred to as PARA, and it shall be recognized as an affiliated entity by the United States Ski & Snowboard Association (“USSA”), the National Governing Body, recognized by the United States Olympic Committee (USOC) and International Ski Federation (FIS), as the governing body for skiing and snowboarding in the United States of America. PARA is formed exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Section 2. The objectives of the organization are: to organize, sponsor, promote and further amateur ski competition; to coordinate all Pennsylvania skiing competition within the USSA; to foster instruction to ski competitors, coaches, and race officials; and to foster the ideals of good sportsmanship, clean competition and fair play.

Section 3. Vision and Mission

A. The vision of PARA is to support USSA’s vision of making the United States of America the best in the world in Olympic skiing and snowboarding.

B. The mission of PARA is to support the mission, vision and values of USSA.

C. The objectives through which PARA shall accomplish its mission shall include the following:

1. Disseminating education, training, and supporting USSA members in their goal to achieve sustained success in all levels of ski and snowboard competition; and by helping members to use ski and snowboard competition to develop to their highest athletic and personal potential.

2. Achieving and maintaining long-term financial stability.

3. Administering and coordinating programs which provide competitive opportunities in skiing and snowboarding and establishing a clear path for athletic progression for USSA members.

4. Establish a race calendar and entry criteria for those races consistent with USSA, USOC and FIS rules.

5. Establish local rules and policies consistent with USSA rules and policies that facilitate excellence in competition and athletic development.

6. Fostering and encouraging interest and participation in USSA sanctioned skiing and snowboarding.

7. Assisting the USSA Alpine Sport Committee (“ASC”) in the implementation of its mission to make recommendations to the USSA Board and implementing the directives of the USSA Board.

8. Disseminating SafeSport and Anti-doping resources at the request of USSA.

ARTICLE II: MEMBERSHIP

Section 1. Membership is open to all persons and families with a bona fide interest in ski competition, including alpine, nordic and freestyle competition, upon payment of annual Membership Dues for each Membership Year in such amount as is established from time to time by the Board of Directors (“the Board”).

Section 2. Any person, without regard to race, color, creed or sex is eligible to participate in PARA programs and shall be removed therefrom only for failure to observe the rules of amateur competition applicable to ski events held under the auspices of PARA and USSA, for violation of the Code of Conduct, or for failure to pay by January 15 of each Membership Year Dues as assessed.

Section 3. Membership Dues may be waived by the Executive Committee of the Board in the event payment thereof shall cause financial hardship to the individual applicant.

Section 4. Memberships shall consist of Individuals, Coaches and Officials. Only members having paid current Membership Dues are entitled to serve on the Board.

Section 5. Members shall annually declare to PARA at the time of payment of their Membership Dues, but no later than January 15, the PARA membership Region in which the member shall be entitled to serve as a Regional Director on the Board and participate in Regional programs and competitions of PARA. The Region selected may be the area in which they predominately ski or race, or the area in which they reside. Once the declaration of membership Region is made it may not be changed during that membership year without the written permission of the Executive Committee and then only in cases of extreme hardship. If such declaration is not made prior to January 15, the membership Region shall be the one most recently previously declared, or in the case of new members, the area nearest their place of residence.

Section 6. The PARA geographic regions (including representative clubs) are: (1) CENTRAL PA (Liberty Mountain, Roundtop Mountain Resort, Tussey Mountain, Ski Sawmill & Whitetail Resort), (2) EASTERN PA (Jack Frost/Big Boulder, Montage Mountain & Blue Mountain), (3) NORTHEAST PA (Camelback Mountain, Elk Mountain & Ski Shawnee) and (4) WESTERN PA (Blue Knob, Hidden Valley, Seven Springs & Wisp Mountain).

From time to time, the Board may at its Annual Meeting redistribute Clubs from one region to another in order to better balance membership within Regions. Such changes shall only be made with the approval of 2/3 of the Board and the unanimous consent of all Directors present from the Region(s) involved.

Section 7. Ski clubs in the PARA Areas may choose to be associated with PARA through the Regional organization and Regional programs of PARA. From time to time the Board or USSA may redefine the boundaries of PARA or accept membership from outside the generally accepted boundaries. In order for a Club to be accepted as a member of PARA they must have members who are paying PARA Membership Fees, be a USSA Member club and be accepted for membership by the affirmative vote of two-thirds (2/3)

of the Board at the Annual Meeting preceding the first year of membership. Each member Club shall pay to PARA an Annual Club Membership Fee of \$25 (Twenty-five Dollars) by no later than October 15 of each Membership Year. Failure to pay Club Membership Fees, to have Members paying PARA Dues or maintain USSA Member Club status will be cause for removal of the Club from PARA. A Club removed for cause shall be ineligible to host PARA competitions or continue representation on the Board. A Club may be removed, for cause, by the Executive Committee following at least thirty (30) days written notice of its intention to do so including a statement of the steps necessary to correct any deficiencies leading to removal.

ARTICLE III: OFFICERS AND DIRECTORS

Section 1. The business, property, and affairs of PARA shall be managed by a Board of at least twenty-eight (28) persons. There shall be four (4) Officers and six (6) Directors for each Region within PARA, which should include at least one (1) Athlete Representative as a Director in each Region. Should a person holding a Director position be elected an Officer then that Regional position shall become vacant and be filled by the Region. The term of Officers, Directors and Athlete Representatives shall be two (2) years. There shall be no limit on the number of additional terms for which an Officer, Director or Athlete Representative may be elected except that no term may be extended without election by the Board. All Officers and Directors must be at least twenty-one (21) years of age. All Athlete Representatives must be at least eighteen (18) years of age.

If at any time the number of Clubs holding a current membership in a PARA Region exceeds the number of Directors allocated to a Region then the number of Directors in all regions shall be increased to allow a minimum of one (1) Director per club in all regions. The additional Director(s) shall be apportioned in accordance with each Region's selection procedure in accordance with Section 2 of this Article. Should the number of Clubs holding membership later decrease, then the number of Directors in all Regions shall be adjusted down to no less than six (6) Directors per Region as required by these bylaws. Any increase or decrease shall take effect on the day following the Annual Meeting where the number of member clubs was approved by vote of the Directors in accordance with Article II, Section 7.

Section 2. The six (6) Directors representing each Region shall be chosen as follows. Each member Club shall select one (1) Director to serve on the Board. The positions remaining after each Club has filled one (1) position shall be selected by the Directors representing each of the Member Clubs until a total of six (6) Directors have been chosen. The manner by which each region selects Directors beyond one (1) per club shall be approved in advance by an eight (8) member committee made up of the Executive Committee and each Regional Chairperson. The President shall serve as chairperson of the committee but shall not vote. Once approved, each Region shall publish its procedure to the membership of the Region.

Selection of Regional Directors shall take place no less than seven (7) days prior to the Annual Meeting. The PARA Secretary and the Regional Chair shall be immediately notified of the results of selections so that a directory of Directors may be established for quorum and voting at the Annual Meeting. Directors representing a membership Region must have declared that Region according to Article II Section 5. The terms of the newly selected Directors shall commence on the day following the selection. The Regional Directors shall select from among themselves a Regional Chair who shall be responsible for communications with the Executive Committee and coordinating the PARA programs in their Region. If such selection of a Regional Chair is not concluded prior to the Annual Meeting, the President of PARA shall appoint a Regional Chair from within the elected Directors of that Region to serve until such time as a Chair is selected by the Regional Directors.

Section 3. The Board shall at the Annual Meeting elect a President, a Vice President, a Treasurer and a Secretary of the Board by a plurality of votes properly cast, at the Annual Meeting, for any office shall elect such office. The members may elect an officer whose term is expired for an additional term. While there shall be no limit on the number of terms for which an Officer may be elected, no single term shall exceed two (2) years. The term of these officers shall commence immediately following the Annual Meeting.

Section 4. All Officers, Directors, Athlete Representatives and Chairs must be active members of both USSA and PARA as of Dec 1, each year. Any member who is not shown as Active on the membership roles of both

organizations (unless able to show proof demonstrating an error) as of this date shall immediately be relieved of the position and be replaced within 10 days by the organization empowered to make the selection for such position. The PARA Secretary shall provide Notice to non-conforming individuals no later than five (5) business days after the deadline.

Section 5. The President, Vice President, Secretary and Treasurer shall have the duties usually associated with their respective offices. The president shall be the Chief Executive Officer of PARA, and shall have the authority generally associated with such a position. The President shall be responsible for the operation and supervision of the business of PARA. The President may delegate responsibility as necessary for the prompt and appropriate operation of PARA. The President shall preside at all meetings of the members and the Board and the Executive Committee. Should the President not be available to preside then the Vice President shall act in his place.

The Vice President shall have such duties and powers as shall be designated from time to time by the Board or by the President and in any case shall be responsible to and report to the President. The Secretary shall record the minutes of the meetings of the Board and the members in a minute book and maintain the official records of the organization, and shall be responsible for issuing notices of all meetings. The Treasurer shall be the Chief Financial Officer of PARA and shall be in charge of its funds and valuable financial papers and also be the Chief Accounting Officer and shall be in charge of its books of account and accounting records and of its procedures and shall have such other duties as may be designated from time to time by the Board or by the President. The Treasurer shall be responsible to and shall report to the Board, but in the ordinary conduct of business shall be under the supervision of the President.

Section 6. The President may appoint Committees (which may or may not have more than one member), other than the Executive Committee, to carry out such purposes as the Board may authorize. Among these Committees shall be the Membership and Quotas Committee, the Race Committee, The Alpine Officials Committee, The Coaches Committee, Alpine Competition Committee, and three (3) Age Group Committees. Membership on a committee shall not carry voting rights other than those afforded to individual members as Directors or Officers.

Section 7. The Executive Committee shall select representatives to be USSA Delegates and to fill other USSA posts for which PARA may be eligible.

Section 8. All vacancies on the Executive Committee shall be filled by appointment by the President, subject to approval by the remaining members of the Executive Committee at its next meeting or at any special meeting called for this purpose. Once approved such appointees shall serve the remaining term of the Officer replaced. The President shall be succeeded by the Vice President who shall appoint a replacement Vice President as specified by this section.

ARTICLE IV: EXECUTIVE COMMITTEE

Section 1. The Executive Committee of PARA shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall, between meetings of the Board and while the Board is not in session, have all the power to exercise all the duties of the Board in the management of urgent business of PARA or of any other business of PARA as may be delegated to it by the Board. Executive Committee meetings may be called by the President, or any two (2) members of such Committee, three (3) members constituting a Quorum, participation wherein may be in person or by conference telephone call. Notice of such meetings shall be considered served so long as a quorum is present.

ARTICLE V: MEETINGS

Section 1. The Annual Meeting shall be held on the First Saturday in May unless changed by vote of the Executive Committee. Notice of the time, place, and purpose of the meeting shall be given at least ten (10) days but not more than thirty (30) prior to the Meeting by written notice to all Directors. The annual election of Officers whose terms have expired shall be held at the annual meeting.

Section 2. The Board shall hold other meetings at such time and place as they may determine, or at the call of the President upon at least ten (10) but not more than thirty (30) days prior written notice. Special meetings may also be called by ten (10) of the Directors upon at least five (5) but not more than thirty (30) days prior written notice. Notices shall state the time, place, and purpose of the meeting.

Section 3. At all meetings of the Board, a majority of Directors shall constitute a Quorum. If a Quorum is not present, those members in attendance may, by a simple majority, vote to adjourn the meeting to another time and place without further notice other than announcement at such adjourned meeting of the time and place of any rescheduled meeting. At any rescheduled meeting, members constituting a Quorum shall be entitled to transact any business, which could have been conducted at the originally scheduled meeting.

Section 4. Each Officer and Director on the Board shall be entitled to one vote. Voting by Proxy or by mail shall not be permitted. Only Directors attending in person shall be counted when determining a Quorum. When a Quorum for the consideration of a question is present at any meeting, the majority of the votes properly cast upon the question shall decide the question, except in any case where a larger vote is required by law or by these by-laws.

Section 5. Members of PARA, as defined in Article II Section 4 of these bylaws, shall have the privilege of the floor at any meeting of the Board, but shall not be entitled to vote at those meetings.

Section 6. All meetings of the Board shall be open to attendance by any interested member in good standing of the USSA, except that the Board may close such meetings for discussion of matters of a legally sensitive nature.

Section 7. The Board shall provide a reasonable opportunity during the Annual Meeting for members to comment upon the actions and policies of the Board.

Section 8. Robert's Rules of Order shall govern in all procedures not covered by this Constitution and By-laws or laws of the Commonwealth of Pennsylvania.

ARTICLE VI: FINANCE

Section 1. The Fiscal year of PARA shall end on the last day of June each year.

Section 2. The Board shall have the sole authority to authorize expenditure of funds, other than expenditures pursuant to a budget previously approved.

Section 3. The execution of all papers, including deeds, sanctions, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations, made accepted or endorsed by the Organization shall be signed by the President or Vice President or by the Treasurer when previously authorized or budgeted by the Board at a duly authorized meeting. In cases where action must be taken without the authorization of the full Board then two (2) members of the Executive Committee must execute any documents or contracts.

Section 4. All funds of PARA shall be deposited in and maintained in Accounts insured by an Agency of the United States of America.

ARTICLE VII: AMENDMENTS

Section 1. The Constitution and By-laws of PARA may be amended by a two-thirds (2/3) vote of the Board at any regular or special meeting duly convened for such purpose, provided that notice of the meeting and a copy of any proposed amendments were sent to all Directors ten (10) days prior to the meeting.

Section 2. Any amendment of these By-laws shall become effective immediately upon approval by the Board.

Section 3. The Board may from time to time adopt rules and regulations consistent with these By-laws.

ARTICLE VIII: NOTICES

In any case where Notice is required by these By-laws such notice shall be considered given if sent to all necessary parties either by US Mail or by Electronic Mail. The Secretary of PARA shall certify in writing that such Notice was completed and by what method. The presence of a Quorum at any meeting so called shall be considered Proof of Notice. It shall be the responsibility of all Directors to notify the Secretary in writing of any change of Address. Failure to do so shall relieve PARA of its obligation to provide Notice to that Director.

ARTICLE IX: CODE OF CONDUCT & SANCTIONS

Section 1. PARA shall adopt and will operate by the Code of Conduct established by USSA and published in the USSA Alpine Competition Guide as it applies to activities and competitions conducted by PARA. The Code of

Conduct shall apply to all members of PARA whether they are competitors, Coaches, Officials, parents or clubs.

Section 2. PARA shall have the right to impose sanctions upon persons or entities violating the Code of Conduct or of any laws of any Jurisdiction with Standing over the area in which the offense occurred. Sanctions levied upon individuals shall include forfeiture of points in PARA standings, exclusion from future competitions, revocation of membership in PARA, and revocation of credentials issued by USSA as they may be utilized within PARA events. Sanctions against Clubs shall include removal of future events from the competition calendar or the refusal of event scheduling for a period not to exceed one (1) season. In the case of repeated offenses of the same nature or for violations of the laws of any jurisdiction with authority over the area where the offense occurred the offending party may be barred from all future participation in PARA. No sanction shall affect a person or club in their ability to carry on operations or compete outside PARA.

Section 3. Sanctions may only be imposed upon the affirmative vote of at least three (3) members of the Executive Committee meeting in person, or via conference phone call, at a meeting called specifically for this purpose. Any individual or entity being considered for Sanction shall have the right to be in attendance, and shall be given Notice of the time and place of such meeting, to present evidence to the Executive Committee prior to any decision, but not during voting. Appeals of any Sanction so imposed may be made to the Executive Committee and will be resolved by an Appeal Committee composed of the Chairman of each PARA Region, the Vice President of PARA, the Chairman of the Alpine Officials Committee and the Chairman of the Coaching Committee. The Appeals Committee shall meet either in person or by conference call within ten (10) days of the submission of an Appeal. The Vice President of PARA shall be the Committee Chairman and shall preside over the meeting. The Chairman shall be entitled to vote only to break a tie vote of the remaining Committee Members.

ARTICLE X: USSA, USOC AND FIS COMPLIANCE

In compliance with the requirements of the FIS and USOC, the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, and the USSA Bylaws, PARA shall:

A. Keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding.

B. Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate.

C. Ensure that its Board and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex.

D. Ensure that its Board should include membership and voting strength of eligible athletes. Athlete Representation eligibility shall be defined as a current USSA/PARA member who has competed in USSA (non-masters level) events within the past ten (10) years.

E. Provide procedures for the prompt and equitable resolution of grievances of its members.

F. Submit to binding arbitration, conducted in accordance with the Commercial Rules of the American Arbitration Association, in any controversy involving (i) the recognition of the USSA as an NGB with respect to any component or discipline of skiing or snowboarding, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition.

ARTICLE XI: CONFLICT OF INTEREST AND ETHICAL PRACTICES

A. The Board shall adopt USSA's code of conduct and USSA's conflict of interest and ethics policies.

ARTICLE XII: GRIEVANCES, SUSPENSIONS AND APPEALS

A. Every member of PARA shall have the right to pursue written grievances concerning actions by the Board, any of its committees, and Official or any other member acting in their official capacities in accordance with the procedures set forth below:

1. A grievance shall be defined as an allegation by a member that the Board, any of its committees, any Official or any member while acting in an official capacity has violated these bylaws or has failed to discharge its obligations under the USSA Bylaws, USOC Bylaws or the Ted Stevens Olympic and Amateur Sports Act.

2. A complainant may initiate the grievance process by filing a written complaint with the President of PARA. The Complaint shall include the following:

(a) The identity of the complainant(s).

(b) The identity of the Officer(s), Director(s), Athlete Representative(s), Official(s), Committee(s) or member(s) of PARA against whom the grievance is directed (hereinafter collectively the “Respondents”).

(c) A short and plain statement of the facts giving rise to the grievance, including the action at issue, bylaws or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought.

(d) The signature of the complainant (and the signature of his/her parent or legal guardian if he/she is under eighteen (18) years of age) and,

(e) A filing fee of \$100.00 (cash or money order), or such other reasonable filing fee adopted in advance by the Board.

3. Within ten (10) days of receiving the Complaint, the Board shall refer the matter to USSA for disposition pursuant to Article IX of the USSA By-laws.

B. Every Regional Chair of PARA shall have the right to pursue written confirmation, clarification, or direction concerning actions by the Board, any of its committees, and USSA requirements with the procedures set forth below:

1. A formal request shall be submitted in writing to the PARA Executive Committee and at a minimum each Regional Chair.
2. A formal request must contain the following information:
 - a. Person(s) submitting the request
 - b. A short and plain statement of the request for confirmation, clarification, or direction being requested of the PARA Executive Committee.
 - c. Provide reference to emails, meeting minutes, or other pertinent information that sparked the formal request.
3. The PARA Secretary, on behalf of the PARA Executive Committee, will respond confirming receipt of the formal request within 48 hours.
4. Within ten (10) days of receiving the formal request, the PARA Secretary, on behalf of the PARA Executive Committee, shall respond with PARA's formal response.

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(As amended and adopted May 7, 2016)
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