

1.0 SECTION 1 - ARTICLES OF INCORPORATION

- 1.1. These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a corporation under the provisions of Chapter 181 of the Utah Statutes, without stock, and non-profit.
- 1.2. **ARTICLE I** - The name of this corporation is the United States Collegiate Ski & Snowboard Association, Inc. ("USCSA")
- 1.3. **ARTICLE II** - The period of existence shall be perpetual.
- 1.4. **ARTICLE III** - The purpose or purposes of this corporation are as follows:
 - 1.4.1. To operate solely for the following purposes which shall remain limited to those aspects thereof which are exclusively educational, charitable and scientific.
 - 1.4.2. To be the governing body for intercollegiate team racing competition in the disciplines of Alpine, Nordic, Freeski and Snowboard for United States colleges and universities; including providing support and participation for U.S. representation in international collegiate ski & snowboard competition.
 - 1.4.3. To promote and support amateur national collegiate ski & snowboard competition, to offer training camps and clinics, to support both team and individual training for national competition, including the organizing and administration of a national championship.
 - 1.4.4. To foster parity both of representation and ultimately competition to create and maintain a level playing field and do all we can to raise the level of competition throughout all our programs from the bottom up.
 - 1.4.5. To develop and procure equipment necessary to offer collegiate racers the best possible environment for advancement in ski & snowboard competition.
 - 1.4.6. To be a supportive body, on the collegiate level, of the United States Ski & Snowboarding Association, including the administration of specific programs beneficial to the USSS, in recognition of it being the officially sanctioned body by the U.S. Olympic Committee, the U.S. Senate, and the FIS for governing U.S. Ski & Snowboard competition.
 - 1.4.7. To promote the ideals of amateurism in competitive events, good sportsmanship, justice and fair play.
 - 1.4.8. To promote intercollegiate ski & snowboard competition for the benefit of U.S. college students.
 - 1.4.9. To cooperate with other snowsport governing bodies and their respective committees in promoting and securing the foregoing purposes.
- 1.5. **ARTICLE IV** - The mailing address of the corporate office is 177 Huntington Ave, Suite 1703 #22462, Boston, MA 02115-3143.

- 1.6. ARTICLE V** - The total number of directors shall be fixed by the corporation's By-Laws but shall not be less than three.
- 1.7. ARTICLE VI** - The names and addresses of directors constituting the initial board are listed in the initial Articles of Incorporation.
- 1.8. ARTICLE VII** - The By-Laws of the Corporation shall set forth in detail the method of accepting and discharging members, any denial or restriction of voting rights, classification of members, including distinguishing features of each class.
- 1.9. ARTICLE VIII** - No part of the net earnings of this corporation shall be used for purposes other than are set forth in Article III above, and no part of such earnings shall inure to the benefit of any member, director or officer, except as they may benefit from either their membership, or participation in its activities. No part of the activities of the Corporation is carrying on propaganda, or otherwise attempting to influence legislation or to participate in or intervene in any political campaign on behalf of any candidate for public office. Upon dissolution of this Corporation, if ever, all remaining assets and trademarks hereof shall be distributed to organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954.

2.0 SECTION 2 - BY-LAWS OF THE UNITED STATES COLLEGIATE SKI & SNOWBOARD ASSOCIATION, INC.

2.1. MISSION STATEMENT.

- 2.1.1.** To be the National governing body of team ski and snowboard competition at the collegiate level.
- 2.1.2.** To promote and increase awareness of and participation in alpine skiing, nordic skiing, freeskiing and snowboarding in the United States.
- 2.1.3.** To provide competition and development opportunities for student-athletes in a team atmosphere leading toward National Championships in each discipline.

2.2. ARTICLE I – OFFICES.

- 2.2.1. Principal and Business Offices.** The Corporation may have such principal and other business offices, either within or outside the State of Massachusetts, as the Board of Directors may designate or as the business of the Corporation may require from time to time.
- 2.2.2. Registered Office.** The registered office of the Corporation required by the Massachusetts Business Corporation Law to be maintained in the State of Massachusetts may be, but need not be, identical with the principal office in the State of Massachusetts, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the Corporation shall be identical to such registered office.

2.3. ARTICLE II – MEETINGS

- 2.3.1. Annual Meeting.** The annual meeting of the Board of Directors shall be held at the date and hour in each year as designated by the Board of Directors, but at least once a year, for the purpose of electing directors and officers, and for the transaction of such other business as may come before the meeting. The annual meeting is to take place in the spring or early summer of each year, with notice of the meeting to be given at least thirty (30) days in advance of such meeting.
- 2.3.2. Special Meetings.** Special meetings may be called by standing committees, by the Board of Directors, or by the President, as the occasion may demand; to take care of necessary business as may be required. Thirty (30) days advance notice has to be given for any special meetings, this to include time, date and location in addition to all material to be covered by such a meeting. Special Meetings may be conducted by conference call, e-mail, physical presence at a meeting site or by any other agreed upon method. The method for the conduct of a Special Meeting will be determined by the members of the Board.
- 2.3.3. Place of Meeting.** The Board of Directors may designate any place, in the continental US as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

2.3.4. Notice of Meeting. Written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than the number of days set forth in Section 2.01 and 2.02. Such notices shall be deemed to be delivered when deposited in the United States mail or as dated in E-mail.

2.3.5. Quorum. Due to the special status of this Corporation and taking into consideration the composition of the board of directors, a quorum shall exist for a duly authorized meeting by virtue of the attendance of those persons eligible to vote on the affairs of this corporation. Matters approved at such an authorized and duly publicized meeting, shall be considered valid and in force until amended by a subsequently held meeting.

2.3.6. Conduct of Meetings. The President, or in his absence the Executive Vice-President, or in their absence in the order provided under section 10.5.1, shall call the meeting to order, and act as Chairperson of the meeting. The appointed Secretary, but in the absence of the Secretary the presiding officer may appoint any other person to act as Secretary, shall record all minutes and actions taken at the meeting.

2.3.7. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or By-laws, or any provision of law to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, ~~shall be signed~~ by all members of the Board of Directors entitled to vote with respect to the subject matter thereof.

2.3.8. Board Member Replacement and Proxy Votes at Meetings. A proxy vote shall not be permitted for a Board member.

2.4. ARTICLE III – BOARD OF DIRECTORS

2.4.1. General Power, Number, and Selection. The business and affairs of this Corporation shall be managed by its Board of Directors. The Board of Directors shall set policies, guidelines and the direction of the corporation and advise on rules. The number of directors of the Corporation shall be such as to provide the necessary nucleus to represent and direct the activities of this Corporation from the territory serviced by this Corporation. Temporary director vacancies may be filled through appointment by the President of the Corporation, in consultation with appropriate committee chairpersons. If a person holds two or more voting positions, that person shall receive only one vote.

2.4.2. Members

2.4.2.1. Board. All are voting members except the Corporate Secretary, Executive Director, Immediate Past President and President Emeritus. This is a maximum of nine (9) votes. Individuals having dual positions only have one vote.

2.4.3. Vacancies. Any vacancy occurring in the Board of Directors may be filled until the next succeeding annual election by the President of this Corporation, in

consultation with appropriate committee chairpersons, if it is determined that their expertise and services are required.

2.4.4. Compensation. This Corporation, being non-stock and non-profit, may, with discretion, authorize reasonable compensation to Directors, not to exceed personal expenses while they are engaged in approved corporate activity.

2.4.5. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof of which he is a member, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless his dissent or abstention shall be entered in the minutes of the meeting, or unless he shall file his written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent or abstention by registered mail to the President of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstention shall not apply to a Director who voted in favor of such action.

2.4.6. Committees. The Board of Directors by resolution so adopted by the affirmative vote of a majority of the number of Directors present, may designate one or more committees, each committee to consist of two or more participants. To the extent provided in said resolution as initially adopted, and as thereof supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of its assigned affairs of the Corporation, except action in respect to election of the principal officers or the filling of vacancies on the Board of Directors or committees created pursuant to this section.

2.4.7. Staff. The Board of Directors may appoint individuals to serve the Corporation in corporate positions as required.

2.4.8. Conference Coordinators. There will be 11 conference coordinators representing the 11 USCSA Conferences, respectively. Each of the conferences will hold elections for their Conference Coordinator, according to their by-laws. It is strongly recommended the conferences adopt similar by-laws to the USCSA operating by-laws for officers and terms of office. If a new Conference Coordinator is elected, the USCSA Board of Directors will be charged with approving or denying the candidate elected by the conference. Conference coordinators duties include but are not limited to: upholding the tenets of the USCSA Mission Statement, representing the USCSA at a local level, registration, and adherence to the standard operating procedures for Conference Coordinators, fiscal responsibility and reporting, upholding USCSA rules, upholding eligibility requirements, and the USCSA code of conduct. Removal of a USCSA conference coordinator would be subject to violation of the requirements put forth for the Conference Coordinators and be decided by an ad hoc panel made up of the President, Vice President, Treasurer, VP of Conferences and one other member chosen.

2.5. ARTICLE IV – OFFICERS

2.5.1. The Board. The Board shall be made up of the principal officers of the Corporation, consisting of the President, Executive Vice-President, Treasurer, Vice-President of Sport, Vice-President of Conferences, up to four (4) Executives-at-large, Corporate Secretary (non-voting), the President Emeritus (non-voting), the Immediate Past President (non-voting), and the Executive Director (non-voting). The Board may authorize the President to create other positions deemed necessary on a temporary or experimental basis. Any two or more offices may be held by the same person except the office of President and Treasurer, and those of President and any Vice-Presidency. The Board may also select an Executive Director to manage the day to day operations of the Corporation.

2.5.2. Election And Term Of Office. Members of the Board are nominated and elected by the designated list of voting members in 10.5.2.2 at an annual meeting, except for the Vice President of Conferences, who is appointed by the Conference Coordinators, Corporate Secretary, who is appointed by the President, and the President Emeritus, Immediate Past President and Executive Director, who are all Ex-officio. The President may not serve more than two 3-year terms in succession. All other members serve 3-year terms, with no limit on the number of consecutive terms. The President, Executive Vice President, Vice President of Sport, Executives-at-large, and Treasurer will be elected in alternating years. Executive-at-large positions should not allow for more than 2 positions to be filled in a given year, except in cases of vacancy. Each officer shall hold office until a successor shall have been duly elected or until his prior death, resignation or removal.

2.5.2.1. Nominations shall be sought by the President/Nominations & Awards Committee 8 weeks prior to the annual BOD Meeting. Nominations shall be closed 4 weeks later. Following receipt of nominations, the list of nominations shall be distributed to the existing directors with the name of the nominator(s). The nominees with a single nominator shall be put forth for seconding of their nominations by the existing directors. Seconds will be accepted for 1 week following distribution. Candidates will be notified of nomination and requested to submit a candidate's statement within 1 week. All statements received will then be distributed to the directors. The election of officers shall be the first item of new business on the meeting agenda. In the case of more than two nominees (or 4 for the Executive –at-Large position), a primary election shall be held to reduce the field to two candidates prior to the general vote. Elections shall be conducted using a single paper ballot with all nominees' names listed for the available position. In the case of a candidate receiving the greatest number of votes for two positions, they will be allowed to relinquish one position and the process will be repeated, primary & election, including all the original nominees still available. The term of office for directors will begin with the start of next fiscal year (July 1st) of the organization.

2.5.2.2. Voting Members. The voting members of this organization for elections are listed as follows (unless otherwise noted): The Board of Directors, the Conference Coordinators, and all Vice Presidents.

O.I. Rotation of Voting for Officers, starting in:

<i>President</i>	<i>2020</i>
<i>Executive Vice President</i>	<i>2020</i>
<i>Vice President of Sport</i>	<i>2019</i>
<i>Vice President of Conferences</i>	<i>2018</i>
<i>Treasurer</i>	<i>2018</i>
<i>Executive at Large 1</i>	<i>2018</i>
<i>Executive at Large 2</i>	<i>2019</i>
<i>Executive at Large 3</i>	<i>2020</i>
<i>Executive at Large 4</i>	<i>2019</i>

2.5.3. Removal. Any officer or agent may be removed by the Board of Directors whenever the judgment is that the best interest of the Corporation will be served thereby.

2.5.4. Vacancies. A vacancy in any principal office because of death, resignation, or removal, disqualification or otherwise, shall be filled by the Board of Directors for the un-expired portion of the term. If required, the President may appoint an acting replacement for any vacant elected position with the consent of the Board.

2.5.5. Chairperson of the Board. The Chairperson of the Board is the President, and he/she shall preside at all meetings of the Board of Directors at which he/she is president. The President may select another member of the Board to chair the meeting if he/she so designates. In the absence of the President, the Board meeting will be chaired by the Executive Vice-President. In the absence of both, the Board of Directors may select one of the Directors to chair that particular meeting.

2.5.6. President. He/she shall be Ex-officio a member of all Standing Committees and shall be chairperson of such committees as is determined by the Board of Directors. He/she shall have such other powers and duties as may from time to time be prescribed by the by- laws or by resolution of the Board of Directors. The President shall be responsible for executive and managerial duties in conjunction with the Executive Director, and subject to control of the Board of Directors. He/she shall assure that the financial affairs of the organization, including daily disbursements, collections, audits, and financial reviews, are

properly maintained and executed. He/she shall have the authority to sign, execute and acknowledge, on behalf of the Corporation all contracts, leases, reports, expenditures, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business affairs, except those which require annual Board approval as designated by the Board of Directors (pertaining to imposed restrictions which limit the assigned rights and duties of standing committees); and, except as otherwise restricted, authorize the Executive Vice President or other officers or agents of this Corporation to sign, execute and acknowledge such documents or instruments in his place instead. The President will serve on the USSS Collegiate Committee and be in attendance of that meeting or may delegate this responsibility.

2.5.7. Executive Vice-President. The Executive Vice-President assists the President in the discharge of supervisory, managerial and executive duties and functions. In the absence of the President, or in the event of his death, inability or refusal to act, the Executive Vice- President shall perform the duties of the President. He shall perform such other duties as from time to time may be assigned to him by the Board of Directors or the President.

2.5.8. Vice President(s). The Vice-Presidents will be Committee & Sub-Committee Chairpersons (as appropriate) with assigned committee responsibilities. He/she may have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. These will also be 3-year terms and will follow standard election procedures (2.5.2). Vice Presidents will also include; Vice President of Academic Affairs, Vice President Alpine (Rules and Sport/Programs), Vice President Nordic (Rules and Sport/Programs), and Vice President Snowboard/Freeski (Rules and Sport/Programs). These specific sport VPs (Rules and Sport/Programs) may be combined into respective single discipline VPs if critical mass is not attained in those memberships.

<i>Vice President of Academic Affairs</i>	<i>2019</i>
<i>Vice President of Snowboard/Freeski Rules</i>	<i>2019</i>
<i>Vice President of Alpine Rules</i>	<i>2021</i>
<i>Vice President of Nordic Rules</i>	<i>2020</i>
<i>Vice President of Snowboard/Freeski Sport/Programs</i>	<i>2019</i>
<i>Vice President of Alpine Sport/Programs</i>	<i>2021</i>
<i>Vice President of Nordic Sport/Programs</i>	<i>2020</i>

2.5.9. Corporate Secretary. The Secretary shall keep the minutes of all Board meetings and conference calls. Send all notices as stipulated in these by-laws. Be the custodian of the Corporate Records. Have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or Board of Directors.

2.5.10. Treasurer. The Treasurer shall be responsible for acting as a guardian over the financial transactions of the organization. Investigate financial matters and records concerning financial health of the organization, particularly as directed by the Board. Bring forth issues to the ~~Executive~~ Board concerning the fiscal operation of the organization. In conjunction with the President, assure that the financial affairs of the organization, including daily disbursements, collections, audits, and financial reviews, are properly maintained and executed.

2.5.11. Executive Director. The Board may designate an individual to manage and administer the daily affairs of the Association and assign responsibilities as may be deemed necessary. The Executive Director serves at the discretion of the Board. The Executive Director shall, in general, supervise and control the business affairs of the Corporation, and shall serve on all committees in a non-voting position.

2.5.12. Executive-At-Large. The Executives-At-Large will be representatives elected from the USCSA at-large pool, to the Board of Directors by the board. These positions will be up to four (4) (3) year terms and they will rotate in election. It is strongly preferred that the Executives-at-large do not hold other positions within the organization.

2.5.13. Vice President of Conferences. The Vice President of Conferences will be a representative put forward by the Conference Coordinators, to represent the Conferences on the Board of Directors. The Vice President of Conferences will act as a liaison between the Board and Conference Coordinators and represent the interest of the Conferences in the governance of the USCSA.

2.5.14. Vice President of Sport. The Vice President of Sport will be a representative to advocate for the development of all Sport Programs, to the Board of Directors. The Vice President of Sport will chair the Sport/Programs committee.

2.6. ARTICLE V – PERMANENT STANDING COMMITTEES

2.6.1. Number. The following are to be considered the permanent Standing Committees and sub-Committees of the Corporation:

2.6.1.1. Sport/Programs Committee

2.6.1.1.1. Alpine Sport/Programs Sub-Committee

2.6.1.1.2. Nordic Sport/Programs Sub-Committee

2.6.1.1.3. Snowboard/Freeski Sport/Programs Sub-Committee

2.6.1.2. Rules Committee

- 2.6.1.2.1. Academic Affairs Sub-Committee
- 2.6.1.2.2. Alpine Rules Sub-Committee
- 2.6.1.2.3. Nordic Rules Sub-Committee
- 2.6.1.2.4. Snowboard/Freeski Rules Sub-Committee
- 2.6.1.3. Governance Committee
 - 2.6.1.3.1. Business and Legal Committee
 - 2.6.1.3.2. Strategic Planning Committee
- 2.6.1.4. Finance Committee
- 2.6.1.5. National Office and Executive Director Committee
- 2.6.1.6. Other Sub-Committees Falling under the responsibility of the Executive Director for management and guidance.
 - 2.6.1.6.1. Technology Committee
 - 2.6.1.6.2. Marketing Committee
 - 2.6.1.6.3. Nominations and Awards Committee
 - 2.6.1.6.4. Membership Committee
 - 2.6.1.6.5. Historian Committee
- 2.6.2. **Administration.** The permanent Standing Committees shall be headed by and coordinated through respective committee chairs (as designated). The committee chair shall represent that committee to the Board of Directors as requested.
 - 2.6.2.1. The **Sport/Programs Committee** shall have no more than eight (8) total voting members, including one student and two representatives from each discipline. The primary purpose is to serve as an advocate and steward of excellence in all disciplines and to foster the development and growth of all disciplines throughout the organization. All non-rule related issues shall be the responsibility of this committee, as well as being a resource for conference coordinators and the Executive Director, to further sport development.
 - 2.6.2.1.1. The **Alpine Sport/Programs Sub-Committee, the Snowboard/Freeski Sport/Programs Sub-Committee and the Nordic Sport/Programs Sub-Committee** shall be chaired by the Vice-Presidents of Alpine Sport/Programs, Snowboard/Freeski Sport/Programs and Nordic Sport/Programs. The committees shall run sub-committee meetings for program reviews, improvements, and advancement; report results to the Board of Directors for approval; field questions during the year as pertaining to that discipline; and, be a resource for Conference Coordinators, be an advisor for the national championships and assist in site recommendations for the national

championships. These sub-committees may exist as the same entity as housed under the Rules Committee if there are not sufficient membership pools available for separate sub-committees.

2.6.2.2. The **Rules Committee** shall have no more than eight (8) total voting members, including one student and two (2) representatives from each discipline. The committee chair shall be selected from the committee membership. The primary purpose is to ensure fair and equitable competition for athletes in all disciplines. This committee is charged with updating and submitting new rules and rule changes to the Board of Directors (prior to Board of Directors Meeting, or ad-hoc if necessary out of meeting cycle), run subcommittee meetings for each discipline, field questions during the year, advise to conference coordinators and Executive Director as needed. Be tasked with the annual updates of the Competition and Rules Manual, per the approved meeting minutes and changes that take place at the annual Board Meeting. The annual edition of the USCSA rule book will be released on the first day of September. All rules changes will be noted in a color other than black for easy identification.

2.6.2.2.1. The **Alpine Rules Sub-Committee**, the **Snowboard/Freeski Rules Sub-Committee** and the **Nordic Rules Sub-Committee** shall be chaired by the Vice-Presidents of Alpine Rules, Snowboard/Freeski Rules and Nordic Rules. The committees shall update and submit new USSS and FIS rules to the Rules Committee; run sub-committee meetings for rules and changes to be submitted; field questions during the year as pertaining to that discipline; and, be an advisor for the national championships. These respective committees may also be required to handle rule exceptions or interpretations in an ad-hoc manner. All Rules related work and recommendations should be done outside and prior to the annual Board of Directors meeting. These sub-committees may exist as the same entity as housed under the Sport/Program Committees if there are not sufficient membership pools available for separate sub-committees.

2.6.2.2.2. The **Academic Affairs Committee** is an authority on the rules of USCSA and NCAA. The committee handles all items around rules that are not specific to the sport/programs of the disciplines. The committee will include a chairperson and three members. The committee will be chaired by the Vice President of Academic Affairs. A USCSA staff person will be an Ex-Officio member to the committee. The committee shall:

- Receive copies of appeals regarding eligibility.
- Review eligibility registration forms of select institutions.
- Keep the eligibility forms up to date in terms of our rules of eligibility.

2.6.2.3. The **Governance Committee** shall be chaired by the President of the organization and all members are appointed by the committee chair. The committee serves to ensure the board's self-perpetuation and ongoing effectiveness. It is the responsibility of this committee to develop and implement conflict of interest and other board policies; new member recruitment and orientation; officer succession planning and nomination; plan and conduct annual board evaluation; develop board member capacity and knowledge in key governance areas.

2.6.2.3.1. The **Business and Legal Sub-Committee** and chairperson shall be appointed by the President with approval of the Board of Directors. The committee will include up to five additional members that the President appoints. The Executive Director will serve as a non-voting member.

2.6.2.4. The **Strategic Planning Committee** shall be chaired by a member of the organizations board of directors and membership shall be appointed by the President. Members should include non-board members with expertise in snow sports trends and innovation, business development, and organization change. The purpose of this committee is to ensure ongoing, visionary planning for the organization's continued growth and programmatic excellence. The committee is tasked in working in partnership with the Executive Director to develop a multi-year strategic plan for USCSA; track progress and adjust course as needed to achieve greatest ROI for members, volunteers, and other key constituents.

2.6.2.5. The **Finance Committee** shall be chaired by the Treasurer and members shall be appointed by the Treasurer to include non-board members with expertise in accounting, financial management, risk management, strategic budgeting/forecasting and similar experience. The purpose of this committee is to provide fiscal oversight for the organization and develop (with staff) a budget that reflects/supports the organization's strategy, monitor adherence to budget; financial planning (setting financial goals) and reporting; creation and monitoring of internal fiscal controls and accounting policies.

2.6.2.5.1. The **Development Sub-Committee** shall be chaired by a member of the organization's board of directors and membership shall be appointed by the President with a recommended 4-6 members. The membership shall include non-board members with fundraising experience and/or well networked and willing to access network for the organization's benefit. Assist in raising the charitable support/contributed income the organization needs to fully execute its mission. It is the responsibility of this sub-committee to lead and facilitate the board's involvement in advancing the organization's fundraising plan; open doors as appropriate and assist ED in cultivating and soliciting corporate, foundation and individual donors/sponsors.

- 2.6.2.6. National Office and Executive Director Committee** membership: Executive Vice President, Treasurer, Immediate Past Presidents remaining active on the BOD Committee Duties: Overseeing all aspects National Office operations. More specifically, to:
- 2.6.2.6.1.** Make decisions regarding any capital improvements (phone, computer, computer software, etc.) needed at the national office.
 - 2.6.2.6.2.** To conduct annual reviews, including salary reviews, for our Executive Director.
- 2.6.2.7. Additional Standing Sub-Committees** which fall under the responsibility of the Executive Director. Most of these committees exist with the purpose of assisting the organization in the day-to-day operation of the organization and providing expertise in specific disciplines that help to fulfill the mission statement of the organization.
- 2.6.2.7.1.** The **Nominations and Awards Committee** chairperson and two additional members shall be appointed by the President.
 - 2.6.2.7.2.** The **Technology Committee** is charged with proposing, evaluating, and recommending implementation of new technologies to advance the mission, efficiency, and accuracy of the business of the USCSA. Committee is comprised of 4 members initially appointed by the president. Going forward, annually, the president will consider nominations from the committee for new appointments. The committee will select a chair annually from the committee members following the annual Board of Directors Meeting.
 - 2.6.2.7.3.** The **Marketing Committee** is charged with promoting the USCSA and developing, fostering, and executing on the plan regarding the outward and internal marketing and branding of the USCSA. The committee chair is appointed by the President and members are made up of individuals that are experienced in the field of Marketing.
 - 2.6.2.7.4.** The **Membership Committee** is responsible for the data integrity of the membership database, managing the data of the members, and being good stewards of the membership data. Data requests and information gathering, and sharing should be approved by the Membership committee. The chair of this committee is appointed by the President and members are experienced in the field of member and data management.
 - 2.6.2.7.5.** The **Historian Committee** is charged with researching, maintaining and publishing the history of the USCSA. The Committee Chair shall initially be appointed by the President. The Chair and the President shall name additional committee members. The committee will be assigned two orders of business: Create and adopt operating rules and procedures for committee membership and election of the Committee Chair; and Document the past National Championships (i.e

results, photographs, article clippings, etc.) throughout the history of USCSA/NCSA Championships.

2.6.3. Committee Responsibilities. Committee chairpersons shall annually submit to the Board of Directors for approval, all proposals of operation for their respective committees, in time for the annual meeting of the Board of Directors, or as required. All Committees will schedule a regular monthly meeting and submit meeting minutes for those meetings, to the Executive Director.

2.6.4. Additional Special or Ad Hoc Committees. The President and Board of Directors can create whatever additional committees that may be required to meet short term objectives. The number of permanent standing committees (See Section 2.6.1) shall remain fixed unless these By-Laws are amended accordingly. The President shall be responsible for appointing the chairperson and members of special and ad hoc committees.

2.7. ARTICLE VI – MEMBERSHIP AND MEMBERSHIP OBLIGATIONS

2.7.1. Team Membership. A college ski or snowboard team can gain membership in the USCSA only through membership in an USCSA sanctioned and affiliated conference, these constituting:

2.7.1.1. Region 1 – West

Northwest Collegiate Ski Conference

Rocky Mountain Collegiate Ski Conference

Grand Teton Collegiate Ski Conference

2.7.1.2. Region 2 – Far West

Northern California Collegiate Ski & Snowboard Conference

Southwest Collegiate Ski Conference

2.7.1.3. Region 3 - Midwest

Midwest Collegiate Ski Conference

2.7.1.4. Region 4 – Eastern

Eastern Collegiate Ski Conference

2.7.1.5. Region 5 – Mid-Atlantic

Allegheny Collegiate Ski Conference

Southeast Collegiate Ski Conference

Atlantic Highlands Collegiate Ski Conference

2.7.1.6. Region 6 – Mideast

Mideast Collegiate Ski Conference

- 2.7.2. Conference Jurisdiction.** No Conference may expand its territory into another USCSA conference's assigned area of jurisdiction, without permission of the conference affected and by affirmative vote at a meeting of the Alpine, Snowboard, and Nordic Sports/Programs and Rules Committees.. The USCSA does not recognize any other collegiate racing program for jurisdictional purposes if such program holds no USCSA affiliation. USCSA member teams may compete in any affiliated conference on the basis of proximity and convenience.
- 2.7.3. Canadian Team Participation.** The USCSA permits Canadian team membership as part of an USCSA affiliated conference structure based in the continental United States. Canadian teams must petition the USCSA Board of Directors for membership through a regional USCSA conference. Membership will be granted only if a conference votes unanimously in support of such petition.
- 2.7.4. Conference Obligations.** An USCSA affiliate conference is the official USCSA competition sanctioned structure within the assigned conference territory, and, therefore, represents the USCSA and has the obligation to execute for that region all official policy and rule requirements. No affiliate Conference shall have the independent authority to implement policy which is not in agreement with USCSA policy unless waived by committee decision to accommodate a unique and justifiable regional abnormality, and to do so could be cause for loss of affiliation or sanctions.
- 2.7.5. Conference Liabilities For USCSA Assets.** Each conference is held responsible for any and all equipment loaned to it by this Corporation, this to be returned in good working order or that replacement financial restitution is made in the event of an affiliate status termination, or as may be ordered by the specific Sport/Programs Committee.
- 2.7.6. USCSA rights to Conference Assets.** Each USCSA conference shall stipulate in its bylaws that, in the event a conference is dissolved, or in the event of becoming inactive, all remaining conference assets shall immediately become property of the USCSA.
- 2.7.7. Suspension.** The USCSA Competition Committee may terminate, suspend, or fine any team, coach or affiliate which behaves in such manner as to jeopardize the good name of this Corporation or that of another member or affiliate. Membership in this Corporation should be considered an honorable distinction which is only extended on an invitational basis.
- 2.7.8. Sanctions by USCSA.** When deemed necessary, the USCSA shall utilize its powers to assure fair treatment, protection and favorable conditions for all members and affiliates in their financial and competitive dealings with others, and vice versa. These powers include, among others, such sanctions as financial penalties, ineligibility to participate in USCSA functions, boycott, legal action, etc.
- 2.7.8.1.** A confirmed qualified team or individual who doesn't participate in a regional or national championship may have sanctions brought against them by the USCSA Board of Directors.

- 2.7.8.2.** Institutions/Teams/Individuals allowing membership to lapse or terminating membership while sanctioned by the organization must petition the USCSA Board of Directors for reinstatement of membership privileges.
- 2.7.9. USCSA Financial Aid For Regional Affiliate Programs.** The USCSA may make available grants-in-aid to partially cover the expense of operation for regional affiliate conferences. Until fully used for intended purposes, all remaining funds shall remain the property of the USCSA. Full documentation of all funds utilized must be provided to the USCSA to meet the requirements of USCSA internal and external audits. In the event of program termination, all remaining USCSA provided funding shall be returned to the USCSA treasury. This holds true also for moneys obtained through commercial sponsors, in which the USCSA negotiated and guaranteed performance on behalf of its affiliates and committees. Any equipment purchased in part or in whole with such funds shall become the property of the USCSA and be subject to USCSA policy.
- 2.7.10. Application Of Rules.** USCSA competition and eligibility rules shall uniformly govern all affiliated conference competitive events and the teams participating in them. It is the responsibility of the Rules ~~Competition~~ Committee to fairly develop and administer those rules in joint cooperation between representative conferences. In the event that a school's athletic department eligibility policy differs from USCSA policy, USCSA eligibility rules are the minimum standards for eligibility and competition, (some institutions may exceed these minimums). USCSA ski & snowboard teams are required to become familiar with all applicable competition eligibility rules of the Association.
- 2.7.11. Member Representation.** Affiliated teams of the USCSA shall be represented through their elected conference representative, and the appointed representatives on the Alpine, Nordic and Snowboard/Freeski Sport/Programs & Rules Committees.
- 2.7.12.** The **Student/Athlete Coordinator** shall be appointed by the President with approval of the Board of Directors. This Coordinator is responsible for making sure that Representative positions are filled, Student Athlete Representatives are educated and communicated with, as well as act as a liaison between the Representatives and the Board. This position will serve as the day-to-day manager for the Representatives.
- 2.7.13. Student Athlete Representatives**
- 2.7.13.1.** There will be six representatives from among the student-athletes: Two Alpine, two Nordic, and two Snowboard/Freeski - one female and one male for each. They will be selected for consideration by the Board through applications. Each representative will serve a two-year term and may be re-elected for two terms. May serve in this position within five years following graduation.

The student-athlete representative's mission is to

- Support the student-athletes by representing their interests to their committees.
- Work with the committees to ensure that the goals of the USCSA are focused on the student-athletes.
- Develop and implement programs to enhance the student-athletes' ski & snowboard competition experience.
- Be actively involved with the USCSA student-athletes.
- Generate interest among the student-athletes to become involved with the USCSA at the conference, regional and/or national level(s).

2.7.13.2. Election Procedures. The election of the student-athlete representatives should be done by selecting one nordic, one snowboard and one alpine representative each year. Elections shall be one female nordic athlete, one male snowboard athlete and one male alpine athlete in odd years, and one male nordic athlete, one female snowboard athlete and one female alpine athlete in events.

2.7.13.3. Student-athletes wishing to become representatives will submit an application in writing consisting of a brief resume and position statement, as well as two written recommendations, one from outside ski & snowboard. Applications will be submitted to the National Office and reviewed by the student-athlete representative nomination committee.

2.7.13.4. The committee will consist of the six student-athlete representatives and the chairperson of the Board's Nomination Committee. Representation will be from geographical areas within the USCSA members to the extent possible from the applications received. The committee will review and discuss the applications and present the final recommendations to the Board of Directors for approval. Any representative seeking a second term will not participate in reviewing the applications for that position.

2.7.13.5. The nominations period shall open January 2. Nominations / Application period shall close 15 business following the close of the USCSA National Championships annually. The new Student / Athlete Representatives to be selected prior to the USCSA Board of Directors Meeting. Selections will be made by May 1st.

2.7.13.6. Student Athlete Reimbursement Policy. Student Athlete Reps may receive reimbursement up to \$500 for travel to USCSA National Championships and Board of Directors Meeting. Student Athlete Reps will not be eligible for reimbursement for travel to the USCSA National Championships should they qualify and compete in a given year, as these costs are incumbent upon all student athlete competitors in the organization. In all instances where reimbursement will be sought by the Student Athlete Reps, notice of intention to attend the event and prior

approval must be obtained from the USCSA. Requests should be sent to the National Office 30 days prior to the event for review and response.

2.7.14. Principles of Sportsmanship and Ethical Conduct. In order to fulfill the mission and purposes of the Association the rigid observance of a set of “principles of conduct” is required. To enable USCSA programs and events to promote the character and development of participants, enhance the integrity of higher education, promote fair and safe competition, and promote civility in society, all student-athletes, coaches, and all others associated with USCSA programs and events shall adhere to such fundamental values as respect, fairness, civility, honesty and personal responsibility. These values should be manifest not only in specific USCSA programs and events, but also in the broad spectrum of activities involved with and affecting the USCSA programs. To maintain the desired level of sportsmanship and ethical conduct, it is the responsibility of each member program to be aware of and adhere to their institution’s policies regarding sportsmanship and ethical conduct in intercollegiate athletics, to include applicable NCAA rules when applicable and the following USCSA Principles of Conduct.

2.7.15. USCSA Principles of Conduct. Membership in the United States Collegiate Ski and Snowboard Association is a privilege, not a right. All USCSA members (athletes, coaches, officials and volunteers) when participating in any USCSA activity must agree to conduct themselves according to USCSA’s core values and abide by the spirit and dictates of this Principles of Conduct. All members must agree to conduct themselves in a sportsmanlike manner and are responsible for their actions while attending or participating in all USCSA activities (including but not limited to camps, competitions, projects, meetings and related business associated with the aforementioned).

2.7.15.1. Sportsmanlike conduct is defined as, but is not limited to: respect for following members, competition officials, volunteers, USCSA and resort employees, and the skiing and snowboarding public, respect for facilities, privileges and operating procedures, the use of courtesy and good manners, acting responsibly and maturely, refraining from the use of profane or abusive language, and abstinence from; illegal use of alcohol, legal use of alcohol during competitions & use of illegal or banned drugs.

2.7.15.2. While participating in any USCSA activity:

2.7.15.2.1. USCSA members shall be subject to the jurisdiction of the USCSA Bylaws, and the USCSA Principles of Conduct.

2.7.15.2.2. USCSA members shall conduct themselves at all times and in all places as befits worthy representatives of the United States of America, USCSA, their conference, division, or school and in accordance with the best traditions of national and international competition.

2.7.15.2.3. USCSA members are responsible for knowledge of and adherence to competition rules and procedures. Members are also responsible for knowledge of and adherence to the rules and

procedures of the USCSA Conferences, Divisions and ski resorts or site at which a function has been calendared.

- 2.7.15.2.4.** USCSA members shall maintain high standards of moral and ethical conduct, which includes self-control and responsible behavior, consideration for the physical and emotional well-being of others, and courtesy and good manners.
- 2.7.15.2.5.** USCSA members shall abide by USCSA rules and procedures while traveling to and from and participating in official USCSA activities.
- 2.7.15.2.6.** USCSA members shall abstain from illegal and/or immoderate consumption of alcohol. Absolutely no consumption of alcohol is permitted during an athletic event (competition, training) or for individuals under the age of 21.
- 2.7.15.2.7.** Members under 21 years of age shall not participate in gatherings involving consumption of alcohol unless it is an official USCSA event.
- 2.7.15.2.8.** No USCSA member shall knowingly engage in criminal activity.
- 2.7.15.2.9.** No USCSA member shall engage in any conduct that could be perceived as harassment based upon gender, age, race, religion, disability or sexual preference.
- 2.7.15.2.10.** No USCSA member shall engage in any conduct that could be perceived as bullying as presented in the USCSA Anti-Bullying Policy or by state and federal laws.
- 2.7.15.2.11.** USCSA members will avoid profane or abusive language and disruptive behavior.
- 2.7.15.2.12.** USCSA members agree to abide by anti-doping rules and procedures established by WADA, USADA, and/or FIS.
- 2.7.15.3.** Failure to comply with any of the above provisions may lead to disciplinary action by the appropriate USCSA Division, Conference or National Bodies. Disciplinary action may include:
 - Removal from the event(s)
 - Suspension from competition(s)
 - Elimination of coaching, officiating, volunteering and/or competition privileges, and other benefits.
 - Forfeiture of USCSA membership.
- 2.7.15.4.** USCSA is committed to principles of fairness, due process and equal opportunity. Members are entitled to be treated fairly and in compliance with USCSA's Bylaws, policies and procedures. Members are entitled to

notice and an opportunity for a hearing. Information on the processes for grievances, suspensions and appeals is available at www.uscsa.com.

- 2.7.15.5.** Nothing in this Code shall be deemed to restrict the individual freedom of a USCSA member in matters not involving activities in which one could not be perceived as representing USCSA. In choices of appearance, lifestyle, behavior and speech while not representing USCSA, Competitors, coaches, officials and volunteers shall have complete freedom, provided their statements and actions do not adversely affect the name and reputation of the USCSA. However, in those events where one is representing or could be perceived as representing USCSA, USCSA demands that its members understand and agree to behave in a manner consistent with the best traditions of sportsmanship and USCSA's core values.
- 2.7.16. ANTI-BULLYING POLICY.** USCSA is committed to providing all members a healthy and safe environment. USCSA will ensure that procedures exist to allow complaints of bullying to be dealt with and resolved within USCSA, without limiting any person's entitlement to pursue resolution of their complaint with the relevant statutory authority. USCSA is committed to the elimination of all forms of bullying.

This policy applies to all members of USCSA. It applies at all times when members might be interacting to carry out the objectives of the USCSA. There will be no recriminations for anyone who in good faith alleges bullying.

2.7.16.1. DEFINITIONS.

2.7.16.1.1. Bullying is unwelcome or unreasonable behavior that demeans, intimidates or humiliates people either as individuals or as a group. Bullying behavior is often persistent and part of a pattern, but it can also occur as a single incident. It is usually carried out by an individual but can also be an aspect of group behavior (see "mobbing" Section 10.8.14.1.2 below). Some examples of bullying behavior are:

- Verbal communication
- Abusive and offensive language
- Insults
- Teasing
- Spreading rumor and innuendo
- Unreasonable criticism
- Trivializing of work and achievements
- Manipulating the work environment

- Isolating people from normal work interaction
- Excessive demands
- Setting impossible deadlines Psychological manipulation
- Unfairly blaming for mistakes
- Setting people up for failure
- Deliberate exclusion
- Excessive supervision
- Practical jokes
- Belittling or disregarding opinions or suggestions
- Criticizing in public

Context is important in understanding bullying, particularly verbal communication. There is a difference between friendly insults exchanged by long-time work colleagues and comments that are meant to be, or are taken as, demeaning. While care should be exercised, particularly if a person is reporting alleged bullying as a witness, it is better to be genuinely mistaken than to let actual bullying go unreported.

2.7.16.1.2. Mobbing and Hazing. Mobbing is a particular type of bullying behavior carried out by a group rather than by an individual. Mobbing and Hazing are social isolation of a person through collective unjustified accusations, humiliation, general harassment or emotional abuse. Although it is group behavior, specific incidents such as an insult or a practical joke may be carried out by an individual as part of mobbing and hazing behavior.

2.7.16.2. CONSEQUENCES OF BULLYING. Bullying is unacceptable behavior because it breaches principles of equality and fairness, and it frequently represents an abuse of power and authority. It also has potential consequences for everyone involved.

The purpose of this policy is to communicate to all members that the USCSA will not in any instance tolerate bullying behavior. Members found in violation of this policy will be disciplined, up to and including revocation of membership privileges in perpetuity.

Bullying may be intentional or unintentional. However, it must be noted that where an allegation of bullying is made, the intention of the alleged bully is irrelevant, and will not be given consideration when meting out

discipline. As in sexual harassment, it is the effect of the behavior upon the individual which is important.

2.7.16.3. RESPONSIBILITIES.

2.7.16.3.1. Officers and Coordinators.

- Ensure that all members are aware of the anti-bullying policy and procedures.
- Ensure that any incident of bullying is dealt with regardless of whether a complaint of bullying has been received.
- Provide leadership and role-modeling in appropriate professional behavior.
- Respond promptly, sensitively and confidentially to all situations where bullying behavior is observed or alleged to have occurred.

2.7.16.3.2. Members.

- Be familiar with and behave according to this policy.
- If you are a witness to bullying, report incidents to your Division or Conference Coordinator, or an Officer of the USCSA as appropriate
- Where appropriate, speak to the alleged bully(ies) to object to the behavior.

O.I.: An athlete who qualifies for a non-USCSA event calendared in conflict with some or all of the USCSA Collegiate Skiing & Snowboarding National or Regional Championships shall remove themselves from competitions held for the purposes of qualifying teams to USCSA event in conflict.

2.8. ARTICLE VIII – AFFILIATION, JURISDICTION, AND COMMERCIAL SPONSOR OBLIGATIONS

2.8.1. Affiliations. The Board of Directors of this Corporation may enter into agreements of affiliation in order to achieve corporate program objectives with other non-profit incorporated ski & snowboard industry related associations.

2.8.2. Territory. This Corporation shall have operational jurisdiction in the continental United States and Alaska.

2.8.3. National Sponsorship Agreements. This Corporation may enter into national sponsorship agreements, the implementation of which shall be accomplished through all respective committees and USCSA Competition Conferences. National sponsorship programs and their implementation shall have priority over regional considerations.

2.9. ARTICLE X – COMMERCIAL MEMBERSHIP

2.9.1. Commercial Membership. The USCSA Board of Directors may annually permit the establishment of a commercial membership. Proceeds from such membership classification shall be used exclusively to defray the cost of the annual USCSA “United States Collegiate Skiing and Snowboard Championships”.

2.9.2. Benefits To Commercial Members. The Board of Directors of this Corporation may approve whatever inducements it sees appropriate in order to attract such membership.

2.10. ARTICLE XI – ALUMNI MEMBERSHIP

2.10.1. Association of USCSA Alumni. The USCSA shall offer an alumni membership, with the benefits and dues to be annually determined by the Board of Directors. The management and promotion of the USCSA alumni program shall be implemented through a standing committee and the national office.

2.11. ARTICLE XII – AMENDMENTS OF BY-LAWS

2.11.1. By-Laws Amendments. Any portion of these By-Laws may be amended by a two-thirds majority vote of the Board of Directors at a duly authorized Board meeting, with the details of recommendation for change having been mailed to all Board members no less than thirty (30) days prior to such date of meeting.

2.11.2. Grammar, Spelling, and Punctuation. Grammar, spelling, and punctuation changes may be recommended by a simple majority vote of the Business and Legal Committee and a simple majority vote of the Board. The Board may independently initiate and approve grammar, spelling, and punctuation with a simple majority vote.

2.12. ARTICLE XIII – GENERAL CONDUCTING OF MEETINGS

2.12.1. Parliamentary Procedures. All meetings of the Board of Directors and those of the standing committees shall be governed by parliamentary procedures as outlined in Robert's Rules of Order. The chairperson for each meeting shall designate a parliamentarian for that meeting. The Board of Directors and committees may move to suspend parliamentary procedures for portions of a meeting.

2.12.2. Advance Notice of Meeting Agenda. The Board of Directors and standing committee representatives shall receive the meeting agenda no less than thirty (30) days in advance. No formal action may be taken on any item not appearing on such advance agenda unless approved by the Board at the meeting.

2.12.3. Posting of Meeting Minutes. Meeting minutes shall be posted within 30 days following the annual Board of Directors' meeting and shall be marked "unapproved" until such time as the Board approves the minutes when assembled following the meeting. Upon Board approval, the 'unapproved' notation shall be replaced with 'Approved DATE' where date shall mean the date of Board Approval. Minutes shall be posted for each meeting for no less than five

(5) years following the meeting on the USCSA website (or other accessible media outlet) for all Board Members, committee representatives, coaches, and athletes to view and reference.

2.13. ARTICLE XIV – EXECUTIVE COMPENSATION

2.13.1. Executive Compensation. The Corporation may engage the services of professional and non-elected paid administrators, to implement Board approved programs and supervise other staff and volunteer activities.

2.14. ARTICLE XV – COMPLIANCE WITH THE USCSA BY-LAWS

2.14.1. By-Law Enforcement. It shall be the obligation of the Board of Directors of this corporation to enforce the By-laws as stated and amended, by any suitable means to ensure compliance on behalf of the membership of this Association.

2.15. (End of USCSA Articles of Incorporation and By-Laws)