

BY-LAWS
OF THE
WESTERN MASS REGION OF THE NATIONAL SKI PATROL

ARTICLE 1

NAME, MEMBERS, PATROLS AND PURPOSE

1.1 Name. The name of the organization shall be

WESTERN MASS REGION of the NATIONAL SKI PATROL

1.2 **Members.** The Western Mass Region (the "Region") is a sub-unit of the Eastern Division (the "Division"), of the National Ski Patrol ("NSP"). It is a region without sections serving the interests of NSP and its constituent members as defined by the Division By-laws. The "Members" of the Western Mass Region shall be all Active, Inactive, and Alumni patrollers, and active candidates currently (i) registered with the NSP, (ii) annual dues paid to NSP, Division and Region, and (iii) active in NSP as defined by the Division By-laws. "Members" shall not include patrollers who are registered exclusively in the Professional Division. Patrols currently included in the Region are: Berkshire East, Blandford, Bousquet, Butternut, Eaglebrook, Jiminy Peak, Mt. Greylock, Northfield Nordic, Notchview Nordic, Otis Ridge, Thunderbolt, USMA West Point, and Williams College.

1.3 **Voting Members.** Voting Members shall consist of Members described in Article 1.2 excluding candidates and each member shall have one vote.

1.4 **General Purposes.** The Region shall serve its Members and the public as the representative of NSP in its geographical area and shall operate pursuant to and in accordance with the provisions of the NSP Congressional Charter, the NSP Certificate of Incorporation and By-laws, Division By-Laws, these By-Laws and such other resolutions as shall, from time to time, be adopted by the NSP, Division or Region..

1.5 **By-laws.** The purpose of these By-laws is to establish the procedures for the governance and operation of the Region. Nothing herein shall be inconsistent with the Division or NSP governing documents except as authorized by The Division or NSP. No By-law adopted by any subdivision of the Western Mass region shall be inconsistent with these By-laws and, in case of such inconsistencies, these By-laws shall control.

ARTICLE 2
OFFICERS & OFFICERS MEETINGS

2.1 Officer Eligibility. Only Voting Members shall serve as elective officers of the Region and no officer shall hold more than one Region elective position at any one time. Any Voting Member may be appointed to an advisory position, staff position or program supervisory position regardless of other titles or duties. The Region Director and Alternate Region Director shall have the qualifications set forth in the Division By-laws. All other Region Officers shall be Voting Members of the Region as defined in these By-laws. No more than two of the four who comprise the Region Director and Assistant Region Directors may be from the same Patrol.

2.2 Region Director. The Region Director shall be elected by the Voting Members in accordance with the Division By-Laws . The Region Director shall fulfill the duties on the Division Board of Directors in accordance with Division By-Laws . The Region Director shall supervise the affairs of the Region, shall preside at all Executive Committee and special meetings and shall perform such other duties as may be given him/her at any annual or special meeting by a majority vote of the Voting Members present. The Region Director shall hold no other elective office in NSP.

2.3 Assistant Region Director. There shall be three Assistant Region Directors who shall be nominated by the Region Director and endorsed by the Executive Committee for a two-year term at the annual Fall Executive Committee meeting. One Assistant Region Director Position will be filled in synchronization with the two-year term of the Region Director and the other two positions will be filled on the alternate year. If a simple majority of Executive Committee members do not endorse the nominee, the Region Director will nominate an alternative candidate. The Assistant Region Directors shall perform such duties as shall be assigned by the Region Director and shall represent the Region at all Eastern Division meetings requiring a vote by Voting Region Delegates as described in Division by-laws. The Region Director, with Executive Committee assent, shall identify one Assistant Region Director as Alternate Region Director who shall have powers granted by Division By-laws, including the power to serve as Region Director in the absence of Region Director. The Assistant Region Directors shall have a vote in all Region and Division matters as provided by these By-laws and the Division By-laws. The Assistant Region Directors shall hold no other elective office in NSP.

2.4 Patrol Director/Representative. Each Patrol within the Region will have one voting Representative on the Region Executive Committee. This Representative shall be selected according to each Patrol's By-laws or designated process. An individual acting as a Patrol Director/Representative may not also hold the position of Officer or Advisor as outlined or defined herein.

2.5 Advisors/Other Officers. The Region Director may appoint Advisors to advise and report to the Region as may be necessary or desirable. The Region Director may appoint other non-voting officers of the Region including, but not limited to, Treasurer and Secretary. No individual shall be permitted to simultaneously hold more than one Advisor role.

2.6 Removal of an Elected Officer. Removal of the Region Director or an Assistant Region Director shall be in accordance with the NSP By-Laws and Policies & Procedures. No elective officer shall be removed by the Executive Committee. No elective officer shall be removed except by a vote of two-thirds of the Voting Members present at a meeting(s) called for the purpose of such removal.

2.7 Vacancy. In the absence of the Region Director because of death, resignation, disability, or other lengthy incapacity, the position shall be filled by the Alternate Region Director until the Region Director is able to resume the position or until an election is held at the next refresher cycle or scheduled gathering of such Region to replace such Region Director. If, for any reason, an Assistant Region Director position becomes vacant, the Region Director shall appoint a replacement to fill such vacancy until the next regularly scheduled election for the vacant office.

2.8 Powers. The business of the Region shall be conducted, and its property and affairs managed, by the Region Officers which may exercise all of the powers delegated to it by the Division and/or NSP and such implied powers as are necessary to manage the affairs of the Region properly, except those powers extended herein to others.

2.9 Voting. Each Officer shall have one vote.

2.11 Officers Meetings. The Officers shall meet at least annually. The Officers may also meet at such other times as determined by them.

2.12 Quorum. Three Officers shall constitute a quorum for the transaction of business. In the absence of a quorum, the Officers present, by a majority vote, may adjourn the meeting from time to time without notice until a quorum shall attend. Officers may be present via telephone or other electronic means.

ARTICLE 3

EXECUTIVE COMMITTEE AND COMMITTEES GENERALLY

3.1 Executive Committee. The Executive Committee shall consist of the Region Director, the Assistant Region Directors and the Patrol Director/Representative of

each Patrol of the Region. It shall meet at the call of the Committee Chair who shall be the Region Director, or at the written request presented to the Region Director by any three Members of the Committee. The Committee shall meet at least annually either within the current Division fiscal year or the Fall of the Fiscal Year preceding the Division Spring Officers Meeting to install the new Region officers. The Committee shall exercise all powers of the Committee Members between meetings. The Committee shall have no power to elect officers to a full term. The Region Director, with Executive Committee endorsement, shall recommend Region liaisons to programs created by Article 7 of the Division By-laws.

3.2 Quorum. Nine Executive Committee members shall constitute a quorum for the transaction of business. In the absence of a quorum, the Executive Committee members present, by a majority vote, may adjourn the meeting from time to time without notice until a quorum shall attend. Executive Committee members may be present via telephone or other electronic means.

3.3 Other Committees. The Executive Committee may create other regular or special subcommittees of the Executive Committee, the members of which shall be filled by the Region Director. The Region Director shall appoint one such Member as chair. Committees may be dissolved in the same manner.

ARTICLE 4 **MEETINGS OF MEMBERS**

4.1 Annual Meeting. Annual Fall OEC Refreshers shall serve as segmented Region meetings for the purpose of electing Region Director as prescribed in the Division By-laws.

4.2 Special Meetings. Special Meetings may be held at the call of the Region Director or by ten percent of the Voting Members to conduct such business as the Voting Members may determine.

4.3 Quorum. Twenty percent of the Region's Voting Members present in person shall constitute a quorum for any Special Meeting. There shall not be proxy voting, but absent Voting Members may vote by absentee ballot in writing and signed under such rules as are adopted by the Region Election Committee. Any matter other than the election of officers must be submitted to 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.

4.4 Notice of Special Meeting. Notice of any Special Meeting shall be given to the Voting Members no less than 15 days prior to the date of the meeting giving the place, date and time. This notice will appear on the Region's web site and be sent electronically to all Patrol Representatives for distribution to Patrol

Members. In addition to, but not in place of the previous two methods, the notice may also be electronically delivered directly to Members at the discretion of the Regional Director.

4.5 Region Election Committee. At least 90 days before the annual meeting and in accordance with Article 5 of Division By-laws, the Region Director shall appoint a Region Election Committee consisting of the Region's three Assistant Region Directors and Election Coordinators from each active Region patrol. One non-Executive Committee Member shall be designated Chair by the Region Director. The Committee shall receive nominations for Region Director and determine the eligibility of the candidates according to a time line established by the Election Committee. The Election Committee shall publish the nominees' names, biographies and position statements to the Voting Members at least 15 days before the beginning of balloting. The Election Committee shall supervise voting, secure the ballots until the last Region OEC refresher has taken place and then count the ballots. The Election Committee Chair shall break ties using an impartial method. The Election Committee Chair shall send the names of the candidates prevailing by a simple majority to the Region Director, Region Executive Committee and Chair of the Eastern Division Board of Directors Election Committee.

ARTICLE 5 **REGION DUES**

5.1 Dues Purpose. Region dues money is to be spent in a manner that benefits Region members by assuring representation of their interests at Division meetings and supporting delivery of programs within the Region. In addition, Region funds are intended to support activities such as the annual patrol competition, alumni day, web site and awards program. Allocation of Region Dues will be determined by a two thirds majority of the Executive Committee present in any meeting at which a quorum is available to vote.

5.2 Establishing Dues. The amount of Region dues shall be established year to year by the Region Director with assent by two-thirds of the Executive Committee. The Region treasury should maintain a minimum balance that would be required to operate the Region for at least one season without receipt of dues. Beyond that, annual dues can be adjusted to cover Region activities felt to be appropriate by the Executive Committee.

5.3 Dues Payment. Annual Region dues are to be paid by all active Members to the NSP not later than December 31st of each year. Failure to pay Region dues by the date due will result in a late fee per Member and may result in other penalties imposed by the governing bodies referenced herein.

5.4 Inactive Patrol Status. Failure to pay Region dues with late fees by the last day of February in the following year will result in the Patrol being considered an

inactive Region Patrol until such time as Region dues obligations have been satisfied. Members of inactive Region Patrols shall not be permitted to participate in Region activities. These include but are not limited to the following:

- Members of inactive patrols will forgo the right to vote in Region elections.
- Members of inactive patrols will be expected to pay a per capita fee to participate in Region OEC and OET refreshers regardless of location.
- Members of inactive patrols will be denied the privilege of participating in the Region Patrol Competition.
- Members of inactive patrols will be denied access to Region, Division and National awards.
- Members of inactive patrols will lose their Executive Committee representation

ARTICLE 6 **CONSTRUCTION**

Nothing in these By-Laws shall conflict with the By-Laws or policies of the Division or NSP. They shall be construed in all cases to be compatible with such by-laws. A section of these By-Laws found to be incompatible shall not have the effect of invalidating the remaining By-Laws.

ARTICLE 7 **CONDUCT OF THE Executive Committee BUSINESS**

In the absence of specific provisions in these By-laws governing the conduct of meetings, the business of the Western Mass region Executive Committee and its meetings shall be conducted in accordance with Robert's Rules of Order, as amended.

ARTICLE 8 **FISCAL YEAR**

The Fiscal Year for the Region shall coincide with that of the Eastern Division.

ARTICLE 9 **DISBURSEMENT OF FUNDS UPON DISSOLUTION**

Upon dissolution of the Western Mass region, the Officers, shall, after paying or making provisions for the payment of all liabilities of the Region, distribute all funds and property in the hands of the Region per capita (by Members) to the active patrols comprising the Western Mass Region at such time. In the absence of any active patrol within the Western Mass Region, such funds and property shall be distributed to the Division.

ARTICLE 10
INDEMNIFICATION

The Region shall indemnify each person who has served or is serving as an Executive Committee representative, Region officer, Region appointed Advisor and who by reason of his or her position is made a party or is threatened to be made a party to any proceeding to the full extent permitted By-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 Region Officers. In any instance where the Officers decision regarding the choice of independent legal counsel results in a tie vote, the choice of independent legal counsel will be made by the Division Legal Advisor. The Officers shall have power to purchase and maintain insurance on behalf of any risk and/or person who is or was in a position described above 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 11
GRIEVANCE AND APPEAL PROCEDURES

A Member shall have all of the rights to express a grievance and appeal afforded to any registered member of the National Ski Patrol System, Inc. as set forth in its By-laws.

ARTICLE 12
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 affecting 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 13
CHOICE OF LAW

These By-laws shall be construed by, and in accordance with, the Laws of the State of Massachusetts.

ARTICLE 14
AMENDMENT

Proposed amendments to these By-Laws shall be submitted in writing to the Region Director at least 90 days prior to the meeting at which action or such amendments are to be taken. The Region Director shall transmit the proposed amendments to the Executive Committee at least 60 days prior to such meeting. The affirmative vote of two-thirds of the Executive Committee shall be required to adopt any amendment. Informational notice of the pendency of such amendments shall also be given to the Members at least 30 days prior to the Executive Committee meeting considering such amendments. For the purposes of this Article only, the vote of the Executive Committee may be accomplished by any means legally permissible and consistent with the Division By-Laws; to include but not be limited to, in person vote, telephone voice vote or email vote, or any combination thereof.

Amended: 09/27/17