

BYLAWS
OF
PACIFIC NORTHWEST SKI EDUCATION FOUNDATION

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BYLAWS
OF
PACIFIC NORTHWEST SKI EDUCATION FOUNDATION
(the “Corporation”)

ARTICLE 1.
TRUSTEES

Section A. Number, Classification and Qualification of Trustees. All the powers and authority of the Corporation will be exercised by or under the authority of, and the affairs of the Corporation will be managed by a Board of Trustees (the "Board"). The Board shall consist of not less than two (2) persons and not more than eight (8) persons elected to serve as trustees in accordance with the provisions of Section B of this Article 1 (“Elected Trustees”) and not less than two (2) persons and not more than eight (8) persons appointed to serve as trustees in accordance with the provisions of Section C of this Article 1 (“Appointed Trustees”). Accordingly, the total number of Trustees shall be between four (4) and sixteen (16), with the actual number fixed by resolution adopted from time to time by the Board of Trustees with the number of Elected Trustees equal to the number of Appointed Trustees (including vacant positions). Any person who is at least eighteen (18) years old and a resident of the United States is qualified to serve as a Trustee except that no person may serve more than two (2) consecutive terms as a Trustee without one (1) intervening year of having been absent from the Board.

Section B. Elected Trustees. Elected Trustees will be nominated to serve as Trustees either by nominating committee organized in the manner set forth in Section D of Article 2 below and may also be nominated from the floor at the Pacific Northwest Ski Association Annual Convention (the “PNSA Convention”). All nominees must consent, either verbally or in writing, to having their names placed into nomination prior to their election. From those persons duly nominated, those persons who receive the most votes (which need not be a majority) from delegates at the PNSA Convention shall be elected to serve as an Elected Trustee except that not less than half of the Elected Trustees shall be persons who are current or former directors or officers of the Pacific Northwest Ski Association. Except as set forth below, Elected Trustees shall serve a term of three (3) years commencing with the date of the PNSA Convention and continuing until the PNSA Convention most closely occurring to expiration of such three year term and the election and qualification of their successors in office, subject to earlier resignation or removal in accordance with Section F of this Article 1. In the event of a position resulting from an increase in the size of the Board, the term of the person receiving the least number of votes shall be for one, two or three years as appropriate so as to assure that the terms of approximately one-third of all Elected Directors expire each year.

Section C. Appointed Trustees. Appointed Trustees will be nominated to serve as Trustees by any member of the Board of Trustees. All nominees must consent, either verbally or in writing, to having their names placed into nomination prior to their appointment. A person duly nominated will be appointed to the Board of Trustees if such appointment receives the affirmative vote of a majority of the Trustees present at any meeting of the Board of Trustees at which a quorum is present. Not less than half of the Appointed Trustees shall be persons who are current or former directors or officers of the Pacific Northwest Ski Association. Except as set forth below, Appointed Trustees shall serve a term of three (3) years commencing with the date of the PNSA Convention preceding their appointment and continuing until the

PNSA Convention most closely occurring to expiration of such three year term and the appointment and qualification of their successors in office, subject to earlier resignation or removal in accordance with Section F of this Article 1. In the event of a position resulting from an increase in the size of the Board, the term of the person appointed to fill such position shall be one, two or three years as appropriate to assure that the terms of approximately one-third of all Appointed Directors expire each year.

Section D. Advisory Trustees. The President, Vice President, Secretary and Treasurer of the Pacific Northwest Ski Association shall automatically serve as Advisory Trustees for so long as they hold these offices. In addition, the past-president of the Corporation, if no longer an Elected Trustee or an Appointed Trustee shall serve as an Advisory Trustee for so long as he or she is the past-president of the Corporation. As Advisory Trustees, they shall be entitled to notice of and to attend all meetings of the Board of Trustees but shall not be entitled to vote at such meetings and shall not be counted towards the existence or lack of a quorum.

Section E. Honorary Trustees. All living founders of the Corporation (as listed in the Corporation's original Articles of Incorporation dated October 27, 1969) and all past Presidents of the Corporation shall be honorary members of the Board of Trustees. Honorary Trustees shall not be entitled to notice of or to attend meetings of the Board of Trustees, shall not be entitled to vote at such meetings and shall not be counted towards the existence or lack of a quorum.

Section F. Resignation or Removal of Trustees. A Trustee may resign at any time by delivering written notice of such resignation to the President or Secretary of the Corporation. The Board may remove any Trustee with or without cause by the vote of a majority of the Trustees then in office at any regular or special meeting of the Board of Trustees.

Section G. Vacancies. Any vacancy on the Board of Trustees, for whatever reason including a vacancy resulting from an increase in the number of Trustees, may be filled by the affirmative vote of a majority of the remaining Board of Trustees, even though less than a quorum is present. A trustee appointed to fill a vacancy resulting from the resignation or removal of a Trustee shall serve for the unexpired term of his or her predecessor in office. A trustee appointed to fill a vacancy resulting from an increase in the number of Elected Trustees shall serve for a term which expires at the next annual PNSA Convention.

Section H. Annual Meeting of the Board. The annual meeting of the Board will be held during and in the same city as the annual PNSA Convention. The President will designate the specific date, place and time for such meeting.

Section I. Regular and Special Meetings. The Board will endeavor to hold at least one regular meeting during the fall of each year on such date and at such time and place as the President may determine. Special meetings of the Board may be called by either the President or any two (2) Trustees.

Section J. Notice of Meetings. The Secretary will, at least ten (10) days prior to any meeting of the Board mail to each Trustee written notice of the date, place and time of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice.

Section K. Waiver of Notice. A Trustee may, at any time, waive any notice required by these Bylaws, the Corporation's Articles of Incorporation or the Washington Nonprofit Corporation Act. Except as otherwise provided in this Section K, the waiver must be in writing, be signed by the Trustee, must specify the meeting for which notice is waived, and be delivered to the Corporation for inclusion in the

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minutes and filing in the corporate records. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where the Trustee at the beginning of the meeting or promptly upon the arrival of the Trustee at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section L. Telephonic Meetings. Any Trustees may participate in a meeting of the Board by means of a conference telephone or any similar communications equipment by means of which all of the persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section M. Quorum. One-third of the number of Trustees then fixed by the resolution of the Board as provided in Section A of this Article 1 shall constitute a quorum for the transaction of business.

Section N. Voting. The act of the majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board, unless otherwise provided by the Washington Nonprofit Corporation Act, the Corporation's Articles of Incorporation or these Bylaws. A Trustee who is present at a meeting of the Board at which corporate action is taken shall be presumed to have assented to the action taken unless: (i) the Trustee files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting, (ii) or shall forward such dissent or abstention by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not be available to any Trustee who at the meeting voted in favor of the action taken.

Section O. Attendance at Board Meetings. Meetings of the Board will generally be open to any PNSA member who is interested in the activities of the Corporation. However, the President, or in the absence of the President the presiding officer at the Board meeting, may have the power to order the removal of any person, except a Trustee, who is disrupting the orderly conduct of business of the meeting. In addition, the Board, by majority vote of those in attendance, will be entitled to go into executive session to consider any matter which the Board believes to be of a sensitive nature.

Section P. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, describing the action so taken, is signed by all of the Trustees. A copy of all such consents will be included by the Secretary in the minutes and filed with the corporate records. The action is effective when the last Trustee signs the consent, unless the consent specifies a later effective date. A consent signed under this Section P has the effect of a meeting vote and may be described as such in any document.

Section Q. Compensation. All Trustees will serve as such without remuneration from the Corporation. Trustees may receive reimbursement for expenditures incurred on behalf of the corporation and properly documented.

Section R. Powers of Board. The Board of Trustees shall have the sole responsibility for the management of the business of the Corporation. In the management and control of the property, business and affairs of the Corporation, the Board is vested with all of the powers possessed by the Corporation itself, so long as this delegation of power is not inconsistent with the Washington Nonprofit Corporation Act, the Corporation's Articles of Incorporation, or these Bylaws. The Board may designate one or more officers of the Corporation who will have the power to sign all deeds, leases, contracts, mortgages, deeds of trust and other instruments and documents executed by and binding upon the Corporation. In the absence

of a designation of any other officer or officers, the President will be the officer so designated.

ARTICLE 2.
COMMITTEES OF THE BOARD

Section A. Committees and Appointments. The Board may designate standing and ad hoc committees which will have such authority and responsibilities as may be delegated and assigned by the Board, subject to the limitations on such powers as set forth in Section B of this Article 2 and provided that no committee will have the power of the Board to bind the Corporation or to make expenditures of the Corporation's funds without the prior approval of the full Board of Trustees or the concurrence of the President and Treasurer of the Corporation. Each committee will consist of two or more Trustees appointed by the Board. Any committee member may resign from such committee at any time by delivering written notice of such resignation to the President or Secretary of the Corporation. The Trustees, at any meeting, may remove any committee member from such committee, with or without cause, by the vote of a majority of the Trustees then in office.

Section B. Limitation on Powers of Committees. No committee shall have the authority to amend, alter or repeal these Bylaws, to elect, appoint or remove any member of a committee or any Trustee or officer of the Corporation, to amend the Corporation's articles of incorporation, to adopt any plan of merger or adopt any plan of consolidation with another corporation, to authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation except in the ordinary course of the Corporation's business, to authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; to adopt a plan for the distribution of the assets of the Corporation, or to amend, alter or repeal any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. Committee chairpersons will report to the Board on the activities of their committees upon the request of the President or a Vice-President.

Section C. Executive Committee. The Executive Committee will consist of the President, the Vice President(s), the Secretary, the Treasurer and, unless he or she is no longer a Trustee, the immediate Past-President of the Corporation. The Executive Committee shall act on behalf of the Board of Trustees with the same powers as the Board of Trustees on any and all matters which may come before the Executive Committee between meetings of the Board subject to the limitations set forth in Section B of this Article 2.

Section D. Nominating Committee. The Nominating Committee will consist of trustees at large, and is chaired by a trustee so chosen by the committee members. The nominating committee will, prior to the PNSA convention, prepare and submit a list of the names of qualified persons who are willing to serve as trustees of the corporation. The Nominating Committee will, prior to the first meeting of the board which follows the PNSA convention, prepare and submit a list of names of qualified persons who are willing to serve as Officers of the corporation and a list of the names of qualified persons who are willing to serve as chairpersons of the various committees. The Nominating Committee will not have the power to elect, appoint or remove trustees, officers or chairpersons, or to fill vacancies resulting from the resignation or removal of such persons.

Section E. Committee Procedures. The provisions of Sections I, J, K, L, M, N, O and P of Article 1 of these Bylaws will also apply to all committees. Each committee will keep written records of its activities and proceedings. All significant actions by a committee will be reported to the Board at the next meeting following the action and the Board may ratify or may revise or alter such action, provided that no rights or actions of third parties will be adversely affected by any such revision or alteration.

ARTICLE 3. OFFICERS

Section A. Composition. The executive officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers shall be elected by a majority vote of the Trustees present at the first meeting of the Board which follows the PNSA Convention. The Board may also similarly elect such other officers and assistant officers and agents of the Corporation as it may deem necessary or appropriate to have the authority and to perform such duties as the Board may prescribe. All officers will hold their office until the election and qualification of their successors in office, subject to prior resignation or removal. Officers of the Corporation must be members of the Board of Trustees except that an officer whose term as a Trustee expires at the PNSA Convention may continue to serve in such office until his or her successor in office is elected and qualified.

Section B. President. The President shall be the chief executive officer of the Corporation and will, in general, supervise and control its business and affairs. The President shall preside at all meetings of the Board of Trustees. The President is authorized to sign such contracts, documents, certificates and other instruments on behalf of the Corporation as may be necessary or appropriate in the ordinary course of the Corporation's business or as directed by the Board of Trustees. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section C. Vice-President. One or more Vice-Presidents shall assume the powers and shall perform the duties of the President in the absence of the President or in the event of the President's refusal or inability to act. In the event that more than one Vice-President has been designated, the designation shall also set forth the order in which such Vice Presidents may assume such powers. The Vice-Presidents shall also have such powers and perform such duties as may be assigned by the Board of Trustees.

Section D. Secretary. The Secretary shall keep, or cause to be kept, the minutes and records of all the meetings of the Board of Trustees in books provided for such purpose. The Secretary shall give notice of meetings to the Board and will perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Trustees. In the absence of the Secretary or in the event of the Secretary's refusal or inability to act, the duties and responsibilities of the Secretary shall be assumed by a Vice-President or other person requested by the President or the Board of Trustees.

Section E. Treasurer. The Treasurer shall keep or cause to be kept, full and accurate accounts of all receipts and disbursements of the Corporation in books of account kept for that purpose. The Treasurer shall receive and deposit or cause to be received and deposited all monies and other assets of the Corporation in the name and to for the account of the Corporation in the accounts and depositories as may be authorized from time to time by the Board of Trustees. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation in accordance with the policies and directions adopted by the Board of Trustees. The Treasurer shall render to the President and to the Board of Trustees whenever they may request, accounts of all transactions and of the financial condition of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Trustees.

Section F. Resignation or Removal of Officers. Any officer may resign at any time by delivering written notice of such resignation to the President or Secretary of the Corporation. The Trustees, at any meeting, may remove any officer from office, with or without cause, by the vote of a majority of the

Trustees then in office. A vacancy in any office, for whatever reason, may be filled by the Board for the unexpired term and until a successor is elected and qualified.

**ARTICLE 4.
AMENDMENTS**

These Bylaws may be altered, amended or repealed in whole or in part, by the Board of Trustees at any meeting upon the affirmative vote of at least the lesser of: (i) a majority of the Trustees then in office, or (ii) 2/3rds of the Trustee's present at a meeting at which a quorum is present.

The rules of procedure at meetings of the board and committees of the board will be rules contained in Roberts' Rules of Order on Parliamentary Procedure, or another such set of rules of procedure, as deemed appropriate and effective by the board.

**ARTICLE 5.
SEVERABILITY**

If any provision of these Bylaws is found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions will not be affected.

These Bylaws were adopted by the Board of Trustees of the Corporation at their meeting on November 27, 2012.

Signed by the Secretary of the Corporation: _____

Last Date of Printing: May 31, 2018