

New Jersey Ski Racing Association
P.O. Box 265 McAfee, N.J., 07428

December 15, 2011

BYLAWS OF NEW JERSEY SKI RACING ASSOCIATION (NJSRA)

Adopted June 22, 1981
Amended December 15, 2011
Amended MONTH DAY, 2016

ARTICLE I NAME

Section 1. The name of this organization shall be the New Jersey Ski Racing Association (hereinafter "NJSRA"), and it shall be recognized as an affiliated entity by the United States Ski & Snowboard Association ("USSA"), the National Governing Body, recognized by the United States Olympic Committee and International Ski Federation, as the governing body for skiing and snowboarding in the United States of America.

ARTICLE II VISION, MISSION and OBJECTIVES

- A. The **vision** of the NJSRA is to support USSA's vision of making the United States of America the best in the world in Olympic skiing and snowboarding.
- B. The **mission** of the NJSRA is to support the mission, vision and values of USSA by providing access to competitive winter sports in New Jersey.
- C. The objectives through which NJSRA shall accomplish its mission shall include the following:
 - 1. Disseminating education, training, and supporting USSA members in their goal to achieve sustained success in all levels of ski and snowboard competition; and by helping members to use ski and snowboard competition to develop to their highest athletic and personal potential;
 - 2. Achieving and maintaining long-term financial stability;

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3. Administering and coordinating programs which provide competitive opportunities in skiing and snowboarding and establishing a clear path for athletic progression for USSA members;
4. Establish a race calendar and entry criteria for those races consistent with USSA, USOC and FIS rules;
5. Establish local rules and policies consistent with USSA rules and policies that facilitate excellence in competition and athletic development.
6. Fostering and encouraging interest and participation in USSA sanctioned skiing and snowboarding.
7. Assisting the USSA Alpine Sport Committee (“ASC”) in the implementation of its mission to make recommendations to the USSA Board and implementing the directives of the USSA Board.
8. Disseminating SafeSport and Anti-doping resources at the request of USSA.

ARTICLE III
USSA, USOC and FIS Compliance

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

- A. keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding;
- B. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;
- C. ensure that its Board of Directors and any other committees with governance responsibilities

are composed of members selected without regard to race, color, religion, national origin, or sex;

- D. ensure that its Board of Directors and any other committees with governance responsibilities include membership and voting strength of eligible athletes to be not less than twenty percent (20%). Athlete eligibility shall be defined as those individuals who have held a USSA competitor license and have competed in USSA competition (non-masters level) within the past 10 years.
- E. provide procedures for the prompt and equitable resolution of grievances of its members;
- F. submit to binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of the USSA as an NGB with respect to any component or discipline of skiing or snowboarding, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;
- G. provide USSA access to NJSRA books and records in order to permit USSA to ensure compliance with the above.

ARTICLE V

Voting Rights and Affiliation

- A. NJSRA shall be a non-profit organization open to all regardless of race, creed, color, or sex, and who pay such membership fees as the USSA Board shall approve from time to time.
- B. All members of NJSRA must be members of USSA.

ARTICLE VI

OFFICES

Section 1. The corporation shall, maintain a registered office in the State of New Jersey as required by law. The corporation may also have offices in such other places, in The United States or elsewhere, as the Board of Trustees may, from time to time, appoint or as the business of the corporation may require.

ARTICLE VII

SEAL

Section 1. The seal of the corporation shall be circular in form and shall have the name of the corporation, "New Jersey Ski Racing Association" on the circumference and the words and numerals "Corporate Seal New Jersey 1980" in the center.

ARTICLE VIII **MEMBERSHIP**

Section 1. There shall be one class of members. The members shall consist of one HOUSEHOLD where an individual or individuals indicate an interest and involvement in the purposes of the corporation and, who pay the annual dues.

Section 2. Each member individual or individuals shall pay such annual dues as are determined by the Board of Trustees to cover the cost of operation of the corporation. The dues of an individual may be waived by the Board of Trustees in the event that payment thereof shall cause financial hardship to the member.

Section 3. A membership shall be terminated upon resignation; death, or removal for cause. Cause for removal shall include, but not be limited to, failure to observe the regulations of the corporation, failure to observe the rules of amateur ski competition applicable to ski meets held under the auspices of the corporation, or failure to pay the dues of the corporation. A member may be removed for cause by a majority vote of the Board of trustees.

Section 4. Each member HOUSEHOLD of the corporation shall have one vote at all meetings of the membership of the corporation.

Section 5. No member of the corporation, by virtue of membership in the corporation, shall have any interest in property owned by the corporation either during the operations of the corporation or upon its dissolution.

ARTICLE IX **MEETINGS**

Section 1. Meetings of the membership of the corporation shall be held in the State of New Jersey, or from time to time, as may be designated by its Board of Trustees. All meetings of the Board of Trustees shall be open to attendance by any interested member in good standing of the USSA and NJSRA, except that the Board may close such meetings for discussion of matters of a legally sensitive nature

Section 2. The Annual Meeting of the membership of the corporation shall be held between MARCH 31st and MAY 31st of each year on a date and at a place to be fixed by the President for the transaction

of such business as may be brought before the meeting. The Annual meeting shall be called to order between the hours of 9 a.m. and 9 p.m. Any business which may properly be brought before a meeting of the membership may be considered and transacted at the Annual Meeting. The Annual Meeting shall provide a reasonable opportunity to comment upon the actions and policies of the Board.

Section 3. Special meetings of the membership may be called by the President or by a majority of the Board of Trustees.

Section 4. Written notice of all meetings of the membership shall be mailed or delivered electronically to each member at least thirty (30) days prior to the meeting. Such notice shall state in general terms the purposes for which the meeting is to be held.

Section 5. At any meeting of the membership, those members present in person shall constitute a quorum for the transaction of business.

Section 6. The President, and in the absence of the President, the Vice President, and in the absence of the Vice President, such person as is designated by the President shall preside at all meetings of the membership.

Section 7. The Secretary of the corporation shall act as Secretary of all meetings of the membership; and, in his/her absence; the President shall appoint a person to act as Secretary of the meeting.

Section 8. All meetings and the voting thereat shall be conducted in accordance with practices as set forth in Robert's Rules of Order. This section shall also apply to Trustee meetings and voting. However, when the members or Trustees present agree, meetings may be conducted on an informal basis.

ARTICLE X **BOARD OF TRUSTEES**

Section 1. The property, business, and affairs of the Corporation shall be managed and controlled by a Board of Trustees (hereinafter "Board.") which shall consist of nine (9) persons all of whom must be members in good standing of the NJSRA and USSA. The Board is composed by club representation and at large trustees elected by the NJSRA membership.

Section 2. To qualify as an **At Large Member of the Board** an individual must have been a member in good standing for one (1) year, must have attained the age of 21 and have served on an NJSRA committee. Trustees may not be PROGRAM DIRECTORS, OWNERS or RESORT MANAGEMENT. A Club is defined as a legally organized entity, located in New Jersey, or if not located in New Jersey

accepted by a two-thirds vote of the Board, recognized by USSA, and with a competition program. Such a Club is automatically a member of NJSRA. Clubs not meeting these criteria may not qualify for club representation.

Section 3. **As NJSRA and clubs exist today** the board will be constructed as follows:

AT LARGE REPRESENTATION (5) – FIVE (5) members will be elected as trustees by the members via electronic voting with results announced at the annual meeting of the members.

CLUB REPRESENTATION – ONE (1) Club President **or designated officer** from each USSA clubs or clubs recognized by NJSRA

The At-Large Trustees shall be elected in the following manner:

- A. These At-Large Trustees must be elected by the membership of the corporation. That election should take place electronically within thirty (30) days of notification. Candidates are deemed eligible after review by the Nominating Committee and certified by the board of trustees as having met the requirements of trustee.
- B. At least 2 trustees will be elected by the membership each year and will be associated with that class year for a two-year term. (For example TWO (2) trustees nominated and elected in 2012 would be designated Class 2012)

Section 4. Term. The term of office of the Trustees elected by the membership shall be for two (2) years commencing immediately following the annual meeting at which they are elected for 24 months at each annual meeting.

Section 5. In case any vacancy shall exist in the Board of Trustees from any cause, causing the Board to have a membership of less than nine (9), the remaining Trustees may, by the vote of a majority of a quorum, fill such vacancy or vacancies for the unexpired term.

Section 6. The Board of Trustees may hold meetings and keep the books of the corporation outside the State of New Jersey. But, unless otherwise specified in the notice of the meeting, all meetings of the Board of Trustees shall be held in New Jersey.

Section 7. A meeting of the newly elected Board of Trustees, of which no notice shall be necessary provided a majority of the whole Board be present, shall be held immediately following the annual

meeting or immediately following any adjournment thereof at which the Board of Trustees shall have been elected for the ensuing term for the purpose of the organization of the Board and for the transaction of such other business as may conveniently and properly be brought before such meeting.

Section 8. Regular meetings of the Board of Trustees shall be held at such times and places as shall, from time to time, be fixed by resolution adopted by the Board and notice of such regular meetings is required to be published.

Section 9. Special meetings of the Board of Trustees may be called by the President or by any other two Trustees elected by the membership.

Section 10. Written notice of the time, place and purposes of any special meeting the Board of Trustees shall be given to the Trustees by the Secretary at least ten (10) days before the meeting, if mailed, or at least seven (7) days if delivered personally or sent by email. It shall be the duty of the Secretary, notwithstanding notice thereof be not required, also to give like notice in like manner of the time and place of regular meetings of the Board.

Section 11. Fifty (50) percent of the Trustees shall constitute a quorum at any meeting of the Board.

Section 12. Any Trustee may resign at any time, in which event the vacancy shall be filled as provided in Section 2 of this Article.

Section 13. The Board of Trustees shall have the additional specific duty to:

- A. Determine the policies of the corporation and assist the President in the execution of the policies.
- B. Determine the eligibility and amateur standing of the individual racing competitors under the following guidelines:

An amateur racer shall be defined as one who has not competed for money and, is otherwise an amateur in accordance with the rules of the United States Ski Association (USSA) and the Federation Internationale du Ski (FIS).

A competitor shall be an amateur in good standing to be eligible to compete in any ski meet supported by the corporation.

The competitor shall be enrolled on the individual roster of the corporation, except as otherwise provided by the Race Committee of a particular race.

C. The decision of the Trustees shall be final and binding.

ARTICLE XI
OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such Officers as the Board of Trustees may from time to time elect. These officers may not be club representatives. The President shall serve as the Chairman of the Board of Trustees.

Section 2. The officers shall be elected by the Board of Trustees, with the exception of the Treasurer who may be appointed, after the election of the Trustees, to hold office for one (1) year and until their successors shall be elected or appointed and shall qualify. Any officer chosen by the Board of Trustees may be removed from office at any time by the affirmative vote of two-thirds of the entire Board.

Section 3. The President shall exercise such duties as customarily pertain to the office of President of a corporation, and shall have general and active management of the property, business and affairs of the corporation, subject to the supervision and control of the Trustees and, if there be such, the Executive Committee, and he shall perform such other duties as may be prescribed from time to time by the said Board or Committee or by the Bylaws.

Section 4. The Vice President shall, in the absence of the President, discharge the duties of that office where required.

Section 5. The Treasurer shall have general custody of the corporate funds and securities and general supervision of the collection and disbursement of funds of the corporation and of the accounts of the corporation. He/She shall, if required by the Board of Trustees, give bond for the faithful performance of his duty in such sum and with such surety as shall be approved by the Board of Trustees.

Section 6. The Secretary shall attend meetings of the membership and Board of Trustees and record the same in the Minute Book of the corporation. He/She shall cause notice to be given of meetings of the membership and of the Board of Trustees. He/She shall maintain a current roster of membership and an active file of pending actions, and He/She shall conduct all correspondence of the corporation. He/She shall have custody of the corporate seal and general charge of the records, documents and papers of the corporation not pertaining to the performance of the duties vested in other officers, and shall have such other powers and duties as generally pertain to the office of the Secretary. He/She shall be sworn to the faithful discharge of his duties.

Section 7. The funds of the corporation shall be kept in such depositories as shall from time to time be prescribed by the Board of Trustees. The funds shall be kept in a general account and such

special account as from time to time may be prescribed by the Board of Trustees and/or the Executive Committee. The general funds shall be those derived from membership dues. All donations and other receipts shall be designated restricted funds and shall be expended only upon approval by two-thirds of the Board of Trustees. All checks or rather orders for the payment of money shall be signed by the Treasurer or such other person or agent as may from time to time be thereunto authorized by the Board of Trustees and/or the Executive Committee, with such countersignature, if any, as may be required by the Board of Trustees and/or the Executive Committee. The general funds of the corporation may be expended by the Treasurer only for the purpose of paying current expenses incurred in ordinary and regular transactions of the corporation without the approval of the Board of Trustees and or the Executive Committee. Before checks or other orders for the payment of the funds of the corporation are issued, vouchers therefore shall duly be certified as-correct in accordance with the practice of the corporation.

Section 8. The President, or such other officer or officers as may from time to time be authorized by the Board of Trustees or the Executive Committee, shall have power to sign and execute on behalf of the corporation, deeds, conveyances and contracts, and any and all other documents requiring execution by the corporation.

Section 9. The Board of Trustees may delegate the powers or duties of any officer, in case of his absence or disability, to another officer or a Trustee for the time being.

Section 10. In case any office shall become vacant, the Board of Trustees shall have power to fill such vacancy.

ARTICLE XII **COMMITTEES**

Section 1. Executive Committee.

The Executive Committee consists of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall not have authority to alter or amend the Bylaws but shall exercise all other powers of the Board of Trustees between the meetings of the said Board except the power to fill vacancies on the Board of Trustees or in their own membership, which vacancies shall be filled by the Board of Trustees. The Executive Committee shall meet at stated times or on notice to all by any of their own number. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole Committee shall be necessary for any action to be taken. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees. It is intended that the Executive Committee shall initiate and plan the programs of the corporation.

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Section 2. Permanent Committees.

The following are Permanent committees of the corporation: FISCAL, COMPETITION (Scheduling would be a subcommittee of Competition), FUND DEVELOPMENT and NOMINATING. Age category chairpersons are automatic members of the Competition committee. Committee members need not be limited to trustees. Permanent committees shall each be composed of such number of persons as may be appointed thereto by the Board of Trustees or by the Executive Committee if so directed by the Board of Trustees.

Section 3. Temporary Committees.

The Board of Trustees or the Executive Committee may appoint such other committees as they may see fit for such purposes as are deemed appropriate in the light of the purposes and activities of the corporation.

ARTICLE XIII
FISCAL YEAR

Section 1. The Board of Trustees shall have power to fix, and from time to time, change the fiscal year of the corporation.

ARTICLE XIV
MISCELLANEOUS

Section 1. Any notice required to be given to any member, Trustee or officer under the provisions of these Bylaws or otherwise shall (subject to the provisions of law and of the Certificate of Incorporation of the corporation) be deemed to be sufficiently given if such notice be written or printed and be deposited in the post office addressed to such member, Trustee or officer at his address as the same appears on the books or records of the corporation, or such notice may be sent by email the emailing of such notice or email, as the case may be, shall constitute due notice.

Section 2. Any notice required to be given under the provisions of these Bylaws or otherwise may (subject to the provisions of law and the Certificate of Incorporation of this corporation) be waived by the member, Trustee or officer to whom such notice is required to be given.

Section 3. At any meeting of the membership or Trustees of the corporation, if less than a quorum be present, a majority of those present shall nevertheless have power to adjourn such meeting.

ARTICLE XV
AMENDMENT OF BYLAWS

Section 1. The Board of Trustees shall recommend amendments to the Bylaws of the corporation by the vote of two-thirds of Board for approval by a majority of the members. Any amendment to these bylaws shall be effective forty-five (45) days from the date approval by the members of NJSRA and acceptance by USSA.

ARTICLE XVI
DISSOLUTION

Section 1. The procedure for dissolution shall be that dictated by Title 15 of the New Jersey Statutes.

Section 2. No distribution of the assets of the corporation shall be made until its debts have been fully satisfied.

Section 3. After all debts have been fully satisfied, the remaining assets of the corporation shall be distributed and paid over to an association not for profit which has identical or similar purposes to those of the corporation **or**, they shall be distributed as ordered by the Superior Court of the State of New Jersey; provided, however, that the receiving organization or organizations shall be qualified under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and provided further, that no assets and no part of the net earnings of the corporation shall inure to the benefit of any members of the Corporation.

ARTICLE XVII
CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE:

NEW JERSEY SKI RACING ASSOCIATION (NJSRA) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support.

Therefore, the IRS as well as state regulatory and tax officials view the operations of NEW JERSEY SKI

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RACING ASSOCIATION (NJSRA) as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between NEW JERSEY SKI RACING ASSOCIATION (NJSRA) and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity.

The board, officers, and management employees have the responsibility of administering the affairs of NEW JERSEY SKI RACING ASSOCIATION (NJSRA) honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of NEW JERSEY SKI RACING ASSOCIATION (NJSRA).

Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with NEW JERSEY SKI RACING ASSOCIATION (NJSRA) or knowledge gained there from for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED:

This statement is directed not only to directors and officers, but to all employees who can influence the actions of NEW JERSEY SKI RACING ASSOCIATION (NJSRA). For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning NEW JERSEY SKI RACING ASSOCIATION (NJSRA).

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to NEW JERSEY SKI RACING ASSOCIATION (NJSRA).
2. Persons and firms from whom NEW JERSEY SKI RACING ASSOCIATION (NJSRA) leases property and equipment.
3. Persons and firms with whom NEW JERSEY SKI RACING ASSOCIATION
4. (NJSRA) is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.

5. Competing or affinity organizations.
6. Donors and others supporting NEW JERSEY SKI RACING ASSOCIATION (NJSRA).
7. Agencies, organizations and associations which affect the operations of NEW JERSEY SKI RACING ASSOCIATION (NJSRA).
8. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with NEW JERSEY SKI RACING ASSOCIATION (NJSRA).
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with NEW JERSEY SKI RACING ASSOCIATION (NJSRA).
3. Receiving remuneration for services with respect to individual transactions involving NEW JERSEY SKI RACING ASSOCIATION (NJSRA).
4. Using NEW JERSEY SKI RACING ASSOCIATION (NJSRA)'s time, personnel, equipment, supplies, or good will for other than NEW JERSEY SKI RACING ASSOCIATION (NJSRA)-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with NEW JERSEY SKI RACING ASSOCIATION (NJSRA). Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy. The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of NEW JERSEY SKI RACING ASSOCIATION

(NJSRA).

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof].

Disclosure involving directors should be made to the board president, (or if she or he is the one with the conflict, then to the board vice-president) who shall bring these matters to the [board or a duly constituted committee thereof]. The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to NEW JERSEY SKI RACING ASSOCIATION (NJSRA).

The decision of the board or a duly constituted committee thereof on these matters will rest in their sole discretion, and their concern must be the welfare of NEW JERSEY SKI RACING ASSOCIATION (NJSRA) and the advancement of its purpose.

ARTICLE XVIII
Grievances, Suspensions and Appeals

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

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

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

- A. The identity of the complainant;
- B. The identity of the member(s), Board(s), or committee(s) of the NJSRA against whom the grievance is directed (hereinafter collectively the “Respondents”);
- C. A short and plain statement of the facts giving rise to the grievance, including the action at issue, Bylaws or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought;
- D. The signature of the complainant (and the signature of his/her parent or legal guardian if he/she is under eighteen (18) years of age); and
- E. Any reasonable filing fee adopted in advance by the Board.

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