

**BYLAWS of the
PACIFIC NORTHWEST DIVISION 8/2022**

**ARTICLE I
PURPOSE**

The Pacific Northwest Division (PNWD) of the National Ski Patrol System, Inc. (NSPS), in addition to the purposes set forth in the National Ski Patrol Policies and Procedures Manual, is established to fulfill the following goals:

1.0 GOALS:

- 1.1** To promote outdoor recreation, safety, and public awareness of safe practices in outdoor activities;
- 1.2** To educate its members in snow sports safety, bike sports safety, mountaineering, avalanche awareness, outdoor rescue techniques, outdoor emergency care, and leadership principles;
- 1.3** To encourage the formation of local ski and bike patrols, along with Host and other Associate Units throughout the PNWD;
- 1.4** To assure all patrollers meet or exceed the minimum skill levels established by NSPS and the PNWD;
- 1.5** To solicit, receive and disburse contributions of money, services, and property for the purpose of achieving these goals; and
- 1.6** To engage in other similar activities authorized by the NSPS, and deemed desirable by the PNWD Board of Directors.

**ARTICLE II
NAME AND ORGANIZATION**

- 2.1 NAME:** The name of this organization shall be Pacific Northwest Division, National Ski Patrol System, Incorporated. ("Pacific Northwest Division", "PNWD", "NSPS, "NSP")
- 2.2 MEMBERSHIP:** All registered members of ski or bike patrols, and associate units (see 3.1) under the jurisdiction of the PNWD, and all registered alumni members in the PNWD, are members of the PNWD as long as they continue to comply with the requirements for membership of the NSPS, the PNWD, and any local requirements. No person shall be denied membership in the PNWD because of gender, gender expression, sexual orientation, age, race, color, creed, citizenship, or national origin. Alumni members do not have the right to vote in any division elections.
- 2.3 COMPOSITION:** (see Article III) The PNWD shall consist of all the patrols (see 3.1) associate unit, and their respective members registered with the NSPS located in the states of Washington, Oregon, and that portion of Idaho designated by the NSPS to be included within the PNWD.
- 2.4 RELATION TO NATIONAL SKI PATROL SYSTEM, INC.:** The PNWD is a non-profit association and participating member of the NSPS, a not-for-profit membership corporation formed as an association in 1938, incorporated in New York in 1948 and Colorado in 1953, and chartered by the United States Congress in 1980, with headquarters in Lakewood Colorado.

2.5 TAX EXEMPT STATUS: The PNWD and the regions (see 3.2) and patrols and associate units (see 3.1.1, and 3.1.2) comprising it, and the NSPS are tax exempt organizations under Sec. 501 (c) (3) and other provisions of the Internal Revenue Service Code. The PNWD shall not become a private foundation as defined in the Internal Revenue Service Code.

ARTICLE III STRUCTURE

3.1.1 PATROLS: As used in these Bylaws, an “active patrol” refers to a patrol which regularly performs ski or bike patrolling functions as described in the NSPS Policies and Procedures Manual, or would do so except for circumstances beyond its control (for example, lack of snow). A ski area ski patrol or bike patrol is not active if area management has relieved the patrol of its responsibilities.

3.1.2 ASSOCIATE UNITS: As used in these Bylaws, an “active associate unit” refers to a unit which regularly performs functions as described in the NSPS Policies and Procedures Manual, or would do so except for circumstances beyond its control (for example, lack of snow). A unit is not active if area management has relieved the unit of its responsibilities.

Associate members are not voting members of the PNWD or the NSP.

A Patrol or Associate Unit and it’s members may not participate in division events if that patrol or unit is not registered with NSPS and Division for the current season.

3.2 REGIONS: The PNWD shall be divided into five (5) regions, known as:

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|-----------------------------|------|
| (1) Northwest, Region | #701 |
| (2) Wy’east, Region | #702 |
| (3) Inland Empire, Region | #703 |
| (4) Oregon, Region | #704 |
| (5) Southern Idaho, Region | #705 |
| (6) British Columbia Region | #707 |

The boundaries of said regions shall be determined in accordance with common geographic usage. All boundary questions shall be resolved by the Division Executive Board and ratified by the Board of Directors.

3.3 SECTIONS: As needed, Region Directors may create sections in their respective regions.

ARTICLE IV BOARD OF DIRECTORS

4.1 ESTABLISHMENT AND AUTHORITY: The governing body of the PNWD shall be the Board of Directors. The Board shall be composed of the following officers of the Division:

- Division Director,
- Region Directors,
- and Patrol Directors/Patrol Representatives.

Associate Unit Representatives are not members of the PNWD governing board.

The PNWD Board shall have the following authority:

- A. To amend these Bylaws as provided in ARTICLE IX;
- B. To develop and to adopt plans for the PNWD programs and to set policy relating thereto;

- C. To develop and to adopt the annual budget for the PNWD; and
- D. To do those things reasonably necessary or advisable to accomplish the goals of the PNWD stated in ARTICLE I.

4.2 SELECTION: The officers of the PNWD shall be selected in the following manner:

Division Director: The Division Director must have the qualifications set forth in the NSPS Policies and Procedures Manual and shall serve a three (3) year term, not to exceed two consecutive terms.

The Division Director shall be elected by a vote of the ballots cast for Division Director. The eligible voters are the members of the PNWD Board listed in 4.1 above that are in good standing. The candidate receiving the most votes will be deemed elected.

The election timetable and procedures will follow the guidelines set forth in the PNWD Policies and Procedures.

A. When nominations close and there is only one nominee for the position of Division Director the nominee will be deemed elected by acclamation.

B. If the election results in two or more candidates tied for the highest number of votes, the election results shall be determined by a drawing of the name by the Election Coordinator at the Spring Board Meeting as the first order of business. Only the names of the highest tied candidates will be included in this drawing.

C. The Division Director will take office in accordance with Division policy at the Spring Board meeting following a regular election, or as soon thereafter as the election is resolved. In the case of a special election, the newly elected Division Director takes office one (1) week (7 days) after the announcement of the election results. Division Directors shall serve until the successor is duly elected and takes office, except in the case of death, resignation, or disqualification.

D. Vacancies in the office of Division Director shall be filled by special election in accordance with the procedure set forth above. The board of Directors shall set a date of election not less than eight (8) weeks (fifty-six (56) days) after the date the vacancy occurred.

E. In the case of an emergent or unplanned vacancy in the office of Division Director, the office will be temporarily filled by the Executive Board of Directors until the special election is completed as set forth in subparagraph D above.

The election timetable and procedures will follow the guidelines set forth in the PNWD Policies and Procedures.

Region Directors: Region Directors must have the qualifications and be elected as set forth in the PNWD Policies and Procedures Manual.

Patrol Directors/ Patrol Representatives:

Patrol Directors/Patrol Representatives shall be selected as determined by their respective patrols in accordance with NSPS Policies and Procedures.

Associate Unit Representatives:

Unit Representatives shall be selected as determined by their respective units in accordance with NSPS Policies and Procedures.

4.3 POWERS AND DUTIES: The officers shall have the following powers and duties:

Division Director. The Division Director shall have the duties set forth in the NSPS Manuals and PNWD policies and procedures.

Assistant Division Director. If appointed, the Assistant Division Director shall be an administrative office under the Division Director as outlined in the PNWD Policies and Procedures.

Region Directors. The Region Directors shall, for their respective regions, have the duties set forth in the PNWD Policies and Procedures Manual, and shall perform such functions as may be delegated to them by the Division Director.

Patrol Directors/Patrol Representatives. The Patrol Directors/Patrol Representatives shall have the duties set forth in the NSPS Policies and Procedures Manual, and their respective patrol bylaws.

Associate Unit Representatives. The Unit Representatives shall have the duties set forth in the NSPS Policies and Procedures Manual, and their respective unit bylaws.

4.4 MEETINGS: A general meeting of the Board of Directors of the PNWD shall be held annually at a time and place to be determined by the Division Director. The Division Director may call other Board meetings.

4.5 QUORUM: A Majority (excess of 50%) of Officers of the PNWD Board of Directors (see 4.1) and in good standing with the NSPS shall constitute a quorum for conducting any business. Officers may be present in person or by proxy. A minimum of 33% of the actual officers must be physically present to constitute a quorum.

4.6 VOTING: A voting member may give their proxy to any PNWD member in good standing. No individual may carry more than one proxy.

A Patrol Director may not vote or grant a proxy if their patrol is not registered with the NSP for the current season, or if the patrol is not currently active.

ARTICLE V EXECUTIVE BOARD

5.1 ESTABLISHMENT AND AUTHORITY: An Executive Board of Directors is hereby established. In addition to the specific duties set forth in the PNWD Policies and Procedures, the Executive Board is empowered to take action when, in the judgment of the Division Director or a majority of the Executive Board, a situation exists which cannot await a meeting of the Board of Directors without resulting detriment or loss of opportunity to the PNWD. At each meeting of the Board of Directors, the Executive Board shall submit a report of all action taken since the last meeting of the Board of Directors. With the exception of the authorization of expenses listed in the PNWD Policies and Procedures, all actions of the Executive Board shall be subject to ratification by the Board of Directors at the following meeting of the Board. The Executive Board shall establish and maintain the PNWD policies and procedures.

5.2 MEMBERSHIP: The Executive Board shall consist of the following members, all of whom must be in good standing with the PNWD:

- The current Division Director, who shall be the Executive Board chair
- The current Region Directors of the five (5) regions

In the event one or more Region Directors are unable to serve on the Executive Board, the Division Director may appoint a Past Division Director, or past Region Director to serve on the Executive Board, subject to approval by the Executive Board.

5.3 MEETINGS: The Executive Board shall meet at least once a year.

5.4 QUORUM: A Majority (excess of 50%) of Officers of the PNWD Executive Board (see 5.2) and in good standing with the NSPS shall constitute a quorum for conducting any business. Officers must be present in person to be counted toward the quorum.

5.5 CALL INS: Members of the Executive Board or any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

5.6 VOTING: A voting member may give their proxy to any PNWD member in good standing. No individual may carry more than one proxy.

ARTICLE VI ADVISORS

6.1 ESTABLISHMENT: The Division Director may appoint such advisors as they deem appropriate. All Advisors serve at the discretion of the Division Director, and, unless removed, serve concurrent terms with the Division Director.

6.2 ASSISTANT DIVISION DIRECTOR: If the Division Director appoints an Asst. Division Director for the PNWD. The Asst. Division Director must be approved by the Executive Board prior to taking office.

6.3 APPROVAL: All funded advisor positions must be approved by the Executive Board.

ARTICLE VII FINANCES

7.1 FISCAL YEAR: The fiscal year of the PNWD shall be determined by the Board of Directors.

7.2 DEPOSITORY: All funds received by the PNWD shall be deposited for safe keeping in a financial institution insured by the Federal Deposit Insurance Corporation, or equally protected institution. All deposits shall be held in the name of "Pacific Northwest Division, National Ski Patrol System, Inc." and shall be held solely for the benefit of the PNWD.

7.3 TREASURER/CONTROLLER: The Division Director shall appoint a Division Treasurer/Controller for the PNWD. The Division Treasurer/Controller must be approved by the Executive Board prior to taking office and shall have the duties as outlined in the PNWD Policies and Procedures.

7.4 DUES: The PNWD dues for each individual member of the PNWD shall be set by the Board of Directors at the annual meeting of the Board of Directors.

7.5 AUDIT AND INSPECTION: At each Board of Directors annual meeting, the Division Director shall appoint an audit committee to review the PNWD financial records.

ARTICLE VIII INTERPRETATION

8.1 WASHINGTON LAW: These Bylaws shall be interpreted in accordance with Washington State law.

8.2 SEVERABILITY: If any provision of these Bylaws is declared invalid by a court of the United States or the States of Washington, Oregon or Idaho, the remainder of these Bylaws and the application to other persons and circumstances shall not thereby be affected.

ARTICLE IX AMENDMENT

9.1 AMENDMENT: These Bylaws may be amended by a majority vote of the Board of Directors at any Board meeting. Proposed amendments to these Bylaws may be made by any member of the Board of Directors. Proposed amendments shall be signed by the initiator and shall be sent by mail or email to the Division Director not less than sixty (60) days prior to the meeting at which they are to be considered. The Division Director shall distribute proposed amendments to each Board member not less than thirty (30) days prior to the meeting at which they are to be considered.

ARTICLE X
EFFECTIVE DATE

Upon adoption of these Bylaws by a majority of the Board of Directors, all prior Bylaws shall be repealed. These Bylaws shall take effect, and all prior Bylaws shall be deemed repealed, on **August 14, 2022.**

I certify that these Bylaws were adopted by a majority of the Board of Directors at the Pacific Northwest Division annual meeting held virtually on August 14, 2022.

DATED THIS 13th day of August, 2022.

DIVISION DIRECTOR

Signed copy on file Shelley Urben

DIVISION LEGAL ADVISOR

Signed copy on file Britt Bachtel Browning