



## **Pocono Alpine Ski Educational Foundation, Inc.**

### **Bylaws**

#### **Article I. Name, Purpose and Charter**

**1. Name.** The name of this organization shall be Pocono Alpine Ski Educational Foundation, Incorporated (the "Corporation" or "PASEF").

**2. Purpose.** The purpose of the Pocono Alpine Ski Educational Foundation, Inc., (PASEF), is to:

- a. Support the team members, and enhance their experience through promotion of alpine ski and snowboard racing as well as skiing and snowboarding in general as lifelong sports. Emphasize alpine and freestyle sports safety, healthy recreation, athleticism, and sportsmanship.
- b. Educate and inform all racers as to important information regarding ski and snowboarding safety both during training and competition.
- c. Organize, plan, educate and inform all parents and athletes as to important information regarding ski and snowboard competition.
- d. Provide education and information to participants in the many aspects of snow sports including free skiing, ski racing, snowboarding, freestyle, etc.
- e. Organize and conduct training programs, races, clinics and training camps.
- f. Conduct social and recreational events for PASEF members and their families, coaches and other involved parties.
- g. Engage in fundraising activities to support PASEF.
- h. Conduct the business of PASEF in an official manner to instill in the athletes the basic tenets of professionalism, athleticism, volunteerism, and sportsmanship.

i. Operate, manage and promote the race programs at Camelback Mountain Resort or its successors and assigns, including, but not limited to, the alpine race and developmental programs, the alpine adult race league and the freestyle program.

j. To promote alpine ski and snowboard competition in the Pocono region of Pennsylvania and specifically at Camelback Mountain Resort or its successors and assigns.

k. Engage, contract with, manage and compensate a staff of coaching subcontractors as well as employ any support staff necessary or desirable to operate PASEF.

l. Engage any and all outside contractors or professional service providers necessary or desirable to operate PASEF.

**3. Character.** The character of PASEF shall be that of a completely nonprofit, volunteer corporation, relying primarily upon racer parent/guardian membership involvement for executive oversight and relying upon paid subcontractors or employees for operations. PASEF is both the race program itself, a parent association for the support of the program, and the program's liaison with Camelback Mountain Resort, its successors or assigns.

## **Article II. Powers, Statutory Authority, and Prohibitions**

**1. Powers.** PASEF shall have the purpose of engaging in any lawful activity for nonprofit organizations in the Commonwealth of Pennsylvania.

**2. Statutory Authority.** PASEF, its board of directors and members shall comply with regulations governing nonprofit organizations specifically, Section 501(c) (3) of the federal tax code, and all Pennsylvania codes regarding nonprofit corporations.

**3. Prohibition Against Profit to Members.** PASEF is prohibited from engaging in any form of trade or commerce or from carrying on any activity that will directly result in remunerative profit to its directors or members. However, nothing herein shall prohibit PASEF from engaging in an activity that incidentally benefits its directors or members so long as there is full disclosure and transparency to the members.

## **Article III. Board of Directors/Officers**

**1. General Powers.** The Board of Directors, (the "Board"), shall manage the affairs of PASEF. The Board shall have the power to propose amendments to these bylaws, which must be approved at a regularly scheduled meeting of the General Members before taking effect.

**2. Board Membership.** The number of elected, voting members of the Board shall be five (5). The Board members shall include the President, the Vice-President, the Secretary, and the Treasurer. Any Board member may hold more than one office, except the same Board member shall not be President and Secretary. Board members may not include more than one person from the same immediate family, defined as spouse, children, or parents or grandparents.

**3. Eligibility.** Only members who are parents/guardians of competition athletes in “good standing” of the alpine or freestyle competition teams, are eligible for Board membership. To be in good standing, members are obligated to pay the dues and fees provided in PASEF policy and comply with any other criteria provided in PASEF policy.

**4. Tenure.** Each elected member of the Board shall hold office for two years, beginning on the date of election, except that those board members elected to the newly constituted Board effective at the 2019 annual meeting, shall be elected to staggered terms ranging from one to two years in order to ensure future orderly transition on the Board.

**5. Election.** Members of the Board shall be elected at the annual spring meeting of the General Membership or at a properly advertised special meeting.

Board members shall be elected by majority vote at the annual meeting with each member entitled to one vote. Proxy voting is permitted subject to the following restrictions:

- (a) Every member entitled to vote at the annual meeting may authorize another person to act for him by proxy. Proxies must be submitted in writing prior to the annual meeting on a form approved by the board.
- (b) Proxy votes shall be considered in deciding whether a quorum exists at the annual meeting to conduct business.
- (c) Every proxy shall be signed or authenticated by the member or by the member's authorized attorney-in-fact and filed with or transmitted to the secretary of the PASEF or its designated agent prior to the start of the annual meeting.
- (d) A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice has been given to the secretary of the PASEF or its designated agent in writing or by electronic transmission.

**6. Vacancy.** Any vacancy that occurs may be filled by the Board, until the next annual meeting, when an election can be held or at any special election called by a majority of the Board. Such a special election shall be conducted in any manner selected by the Board including, but not limited to, telephonic conference call, email or other electronic means.

## **7. Officers Duties, Responsibilities and Powers.**

These are the responsibilities of the Officers:

### **President:**

- (a) Develop and institute policies and guidelines;
- (b) Ensure compliance with Bylaws.
- (c) Advocate PASEF and alpine racing to Camelback Mountain Resort, its successors or assigns;
- (d) Approve the development of a training program with the coaching staff;
- (e) Collaborate with the Alpine Director/Head of Training Program in the selection process for all coaching staff;
- (f) Prepare agendas and set the time and place for meetings;
- (g) Oversee and approve all disciplinary actions;
- (h) Preside over all meetings;
- (i) Set budget goals and spending guidelines;
- (j) Approve operational decisions including, but not limited to, program structure, coach subcontractor engagements and terminations, purchases and spending; Terminations should be the privy of the Alpine Program Director based on the incident.
- (k) Supervise the other officers of the Board to ensure proper execution of duties;
- (l) Review bank reconciliation and spending reports;
- (m) Create committees and appoint and supervise all committee chairpersons to ensure proper execution of duties;
- (n) Spearhead capital projects;
- (o) Oversee all hosted races' administration; and
- (p) Enforce parent volunteer requirements.

### **Vice President:**

- (a) Assume the role of President in the President's absence or in the event of a conflict;
- (b) Oversee development and maintenance of critical technology platforms, including e-commerce, enterprise management and productivity platforms
- (c) Manage point of sale operations Manage use and application of approved PASEF and Camelback (or successor) logos and intellectual property;
- (d) Enforce parent volunteer requirements; and
- (e) Assist the President in the performance of his duties.
- (f) Act as Fundraising Committee Chairperson
- (g) Manage use and application of approved PASEF and Camelback (or successor) logos and intellectual property ; and
- (h) Assist the President in the performance of his duties.

**Treasurer:**

- (a) Handle and/or oversee hired staff, contractors, and management of all PASEF funds, bank accounts, receipts, and disbursements;
- (b) Act as custodian of all PASEF records, documents and the Corporate Seal;
- (c) Audit coaches' expense reports;
- (d) Formalize and implement the budget goals set by the President;
- (e) Maintain all insurance for PASEF, Board members, coaches and athletes;
- (f) File yearly tax returns and all other required filings;
- (g) Renew and maintain any licenses; and
- (h) Provide reports to the Board and other officers of PASEF finances.

**Secretary:**

- (a) Oversee all communication to membership
- (b) Handle all communication processes on teams
- (c) Record minutes from all meetings of the Board, Membership and Special Meetings
- (d) Manage new member enrollment
- (e) Keep and organize files of membership
- (f) Keep an updated membership roster

**General Member:**

- (a) Generally assist board in all PASEF matters as needed
- (b) Act as liaison to both development and team groups
- (c) Supervise all Committee Chairpersons to ensure proper performance of duties;

Notwithstanding any of the responsibilities this paragraph outlines, any of these duties may be delegated to any other board member. However, such delegation shall not relieve the responsible Board member of the ultimate responsibility for such duties.

**8. Removal.** Any Board member may be removed or relieved of his office and duties with or without cause by a majority vote of the remaining Board members, or two-thirds majority vote of the General Membership. For the purposes of this section, no Board member shall vote on his or her removal. The Past President shall vote in that Board member's stead as if a regular Board member if necessary, but only in the event that the remaining Board members' vote is split.

A Board member who misses two consecutive board meetings without providing advance notice to the President or Board Chair, along with an excuse determined by the Board to be adequate, shall be deemed to have resigned. For the purpose of this provision, a meeting is defined as a gathering either in person or by electronic communications (e.g., telephone or web conference).

**9. Voting.** Each Board member shall have one vote. Any vote, at which a majority of the Board is present, shall be considered an approved action by the Board. Votes may be made in person, by telephone or other electronic means of communication, including, but not limited to, email. If any vote of the full Board relating to a measure that is deemed by the President to relate to a matter requiring action or decision (as opposed to a discretionary item) shall result in an evenly split vote, the President shall cast the deciding vote. If such vote relates to a discretionary measure, such measure shall be deemed not to carry absent majority support of the voting members of the Board.

**10. Non-Elected Positions.** The Board may appoint non-elected officers and directors to fulfill specific roles and duties deemed necessary or appropriate to carry out the operation and purposes of PASEF.

a. Past President: The outgoing President shall by succession, become the Past President. The term will be concurrent with the President's term including any and all consecutive terms. The position may be left vacant at the discretion of the Board. The primary duty for the position will be to serve as an advisor to the Board on any matters related to the transition of leadership or on which the Board may seek the counsel of the Past President:-

b. In addition, the Board may appoint such other non-elected officers and directors as the Board deems necessary or helpful to carry out the operations of PASEF and manage its affairs. The Board may delegate any of the directors' duties to other persons as the Board deems appropriate. However, the Board may not delegate ultimate responsibility and oversight.

**11. Compensation.** No member of the Board shall receive any salary or compensation by reason of his or her office. No member of the Board or person serving at the discretion of the Board shall be an employee of Camelback Mountain Resort, its successors or assigns.

**12. Meetings.**

a. Regular board meetings shall take place at least twice a year, on days designated by the Board.

b. Special meetings may be called by the President, at the request of any two Board members, or not less than 1/3 of the General membership when circumstances dictate its necessity. Written notification of the special meeting must be given to all Board members and to the general membership at least seven (7) days prior to the starting time of the special meeting by email to the email addresses on file with the Foundation or by personal service, at the discretion of the Board. It is the responsibility of the membership to notify the Foundation of their email addresses so that proper notice may be given.

c. Participation by Telephone/Web Conference. Directors who are unable to attend an in-person meeting may participate and vote by telephone or web conference or by means of any other technology whereby all Directors participating can hear one another. Action taken by voice vote during a telephone/web conference shall be a valid action of the Board and shall be reported at the next regular meeting of the Board.

d. Quorum. One more than half of the Board members shall constitute a quorum for the transaction of business at any meeting. For all general membership votes, a simple majority of the current voting membership shall constitute a quorum.

e. Open. Any member desiring to discuss a particular topic should give notice to the President of the concern before a meeting, so it can be placed on the agenda.

f. Parliamentary Authority. The parliamentary rules in the most current edition of Robert's Rules of Order shall govern the deliberations of all meetings, when not in conflict with these bylaws or any special rules specified or adopted by the Board.

**13. Committees.** The Board may establish and staff such committees as it deems necessary and appropriate to carry on the activities and purposes of PASEF (including, for example, Race Administration, Communications, Fundraising/Development, Banquet and Events, etc.). A Chairperson shall be selected by the President for each committee. Committee chairs shall have the authority to enlist any member for his or her committee. Any non-member must be approved as a committee member by the Board, however, no committee member shall be employed by Camelback Mountain Resort, or its successors and assigns in any management position. Committee chairs may be asked to report at Board or General Membership meetings.

**14. Responsibilities.** General responsibilities of the Board include:

a. To conduct the affairs of PASEF.

b. Act as liaison between USSA (United States Ski Association), PARA (Pennsylvania Alpine Racing Association), Camelback Mountain Resort, its successors and assigns, the General membership and local community.

c. Develop an annual budget.

d. Ensure sufficient funding is available to fund the business of PASEF.

e. Exercise final approval of all coaching personnel decisions.

f. Exercise final decision making power in regard to all disciplinary matters.

## **Article IV. Membership**

### **1. Membership.**

a. The General Membership shall consist of the parents, guardians, or sponsors of a youth enrolled in any PASEF operated program other than the adult race program. All fees due to PASEF in respect of such member's enrolled youth must be paid in full in order to be a member in good standing of PASEF. All required paperwork and proof of memberships must be provided to PASEF to be a member of any of the PASEF operated teams. NO ATHLETE SHALL BE PERMITTED TO PRACTICE OR COMPETE AS PART OF ANY PASEF OPERATED PROGRAM UNTIL ALL FINANCIAL OBLIGATIONS AND ELIGIBILITY REQUIREMENTS ARE MET.

b. Membership is for the season beginning June 1 for one year, or from the time of enrollment until the following May 31. In order to be eligible, all of the following criteria must be met:

i. Training fees will be required and collected from each member family, and will be due on or before a date prior to each season to be set by the Board.

ii. All enrollment and medical forms must be satisfactorily completed.

iii. All eligibility criteria are met for the program in which enrollment is sought (e.g., Head Coach's approval for elevation to competitive programs.)

c. PASEF shall maintain a roster of Membership and make it available to all members.

### **2. Voting.**

a. Each member family, or household shall have one vote per eligible youth racer.

b. Voting by proxy shall be acceptable in the manner prescribed herein.

### **3. Responsibilities.**

a. All members shall abide by rules and regulations of PASEF and/or Camelback Mountain Resort, its successors or assigns, including any Board approved suggestion regarding etiquette raised at the preseason meeting.

b. All parent/guardian members are to ensure that their sponsored youth athletes:

i. Have proper equipment.



ii. Have transportation to and from all training, races, and other activities and events.

iii. Have lift tickets and entries for races, along with racer and parent/guardian membership with USSA and PARA, if applicable.

c. The current and future success of PASEF depends on the active participation of its parent-members to manage the association and to organize and host the races and other events for the team. Each family is REQUIRED to help with events and sponsored races at Camelback Mountain as well as general support of the PASEF organization. Each family is REQUIRED to help with sponsored races at Camelback Mountain. It is strongly encouraged that each family be involved in at least one of the committees.

d. Members and team participants should support each other through positive reinforcement, be good teammates for each other and represent Camelback Mountain Resort, its successors or assigns, in a positive manner. Members and athletes shall follow the "skier's responsibility code" at all times.

e. All Parent/Guardian Members shall sign a Volunteer Pledge form if prescribed by the Board.

#### **4. Meetings.**

a. There shall be no less than two annual meetings of the General Membership each year: One preseason, a second meeting post-season.

b. Notice and location of meeting shall be established by the Board. Notice shall be given to allow reasonable time for participation. Items for the Agenda may be proposed by any Member in good standing in accordance with the procedures prescribed herein.

c. There shall be at least 51% of the eligible members present in order to conduct business. Vote by proxy will be allowed and will be included in the calculation of attendance. Proxy voting must be in writing on a form approved by the board. A simple majority of the members in attendance shall constitute a quorum sufficient to pass any motion.

d. If a quorum of members is not present to approve a proposed budget, the budget last ratified by the Members is to continue in effect until such time as the Members ratify a subsequent budget proposed by the Board.

e. Those Members entitled to vote who attend a meeting of Members that has been previously adjourned for one or more periods aggregating at least 15 days because of an absence of a quorum, although less than a quorum as fixed in this section, shall

nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those Members who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

## **Article V. Financial Matters and Spending**

**1. Fiscal Year.** The fiscal year will be from June 1 to May 31. Said fiscal year may be altered by majority vote of the Board without ratification by the General Membership.

**2. Budget.** A budget shall be prepared annually and made available to any Member in good standing upon request.

**3. Coaches Expenses.** In addition to any compensation for coaching services, each coach's reasonable travel expenses, including lodging, meals, mileage and authorized expenditures on behalf of or in the performance of services for PASEF, shall be reimbursed by PASEF.

### **4. Income.**

a. All program fees received shall be collected by the Vice President and Treasurer or his or her designee. The Board shall determine the amount of all program fees.

b. Race hosting and fund raising events will be an additional source of income.

c. The PASEF Board may, if circumstances arise, assess members for additional fees.

### **5. Spending.**

a. The Board shall have the power to spend as it deems necessary for the integrity and operation of PASEF and/or for the safety of athletes, their families, coaches, officials, employees of Camelback Mountain Resort or spectators.

b. The Board shall have the power to use PASEF funds to extend scholarships pursuant to Article XII below.

c. The Board shall have the power to spend PASEF funds on capital improvements to Camelback Mountain Resort, and/or its successors or assigns, that promote and foster the interests of PASEF, provided that if any such expenditure would cause PASEF to exceed its aggregate annual budget by more than 10% or would require PASEF to incur debt, it shall be subject to ratification by a simple majority vote of the general membership.

## **Article VI. Books and Records**

PASEF shall keep correct and complete books and records of accounts and business affairs. Minutes will be kept of proceedings of the Board, committees and General Membership.

### **Article VII. Seal**

The Board shall maintain a corporate seal, which shall have inscribed thereon “Corporate Seal, Pocono Alpine Ski Educational Foundation, Inc.”

### **Article VIII. Written Policies**

**1. Scope.** PASEF will maintain current written policies for, but not limited to, the following:

- a. Athlete Guide and Code of Conduct
- b. Child Protection Policy

### **Article IX. Insurance**

**1. Required Coverage.** The following items must be covered by the PASEF insurance policies:

- a. Club liability
- b. Coaches' liability when traveling off Camelback Resort property while on team business whether or not our athletes are participating in a USSA sanctioned event. This coverage shall cover the coaches while traveling pre- or post- season for training, races or while the coaches are attending any team organized event.
- c. An appropriate workers compensation policy as is necessary to cover PASEF in the event it becomes an employer.
- d. Any other policy of insurance required by law.

**2. Annual Review.** There shall be an annual review of coverage and consent by the Board.

**3. Authorization.** The following items may be purchased by PASEF at the Board's discretion.

- a. Directors' and Officers' Insurance.

b. Any other coverages the Board deems necessary or advisable to protect the interests of PASEF, its Members, athletes, officers, directors, or employees.

### **Article X. Nondiscrimination Policy**

PASEF prohibits discrimination against and harassment of any member, athlete, officer, director, or employee because of race, color, national or ethnic origin, age, religion, disability, sex, sexual orientation, gender identity and expression, veteran status or any other characteristic protected under applicable federal or state law. All persons who are responsible for the administration and operation of PASEF activities are charged to support this effort and to respond promptly and appropriately to any concerns that are brought to their attention.

### **Article XI. Amendment of Bylaws**

**1. Changes.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board members, and/or the general membership in the manner specified herein. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each Director within the time and the manner provided for the giving of notice of meetings of Directors.

**2. Notice and Review.** Any amendment to the Bylaws shall be presented to the General Membership for review and comment no less than thirty (30) days prior to a ratification vote.

**3. Ratification Vote.** Ratification of an amendment to the Bylaws, shall require a simple majority vote of the entire General Membership.

### **Article XII: Scholarships**

**1. Academic Scholarships.** Scholarships for graduating qualified college bound athletes will be awarded based on the criteria set forth in the scholarship guidelines. Guidelines are available upon request from the PASEF President.

**2. Program Scholarships.** The Board, at its discretion, can award financial aid to athletes in need of support or who are at risk of dropping out of snow sports participation.

### **3. Definitions**

**Winter Snow Sports:** All non-motorized snow sports sanctioned by USSA recognized associations.

**Eligible Member:** A member is considered eligible and in good standing if they have registered and paid all PASEF fees and completed all other eligibility requirements.

**4. Use of Proceeds.** Scholarship funds must be used for deserving racers for educational purposes, or to cover program fees and dues, as designated by PASEF.

**5. Endowments and Restricted Funds.** The interest earned by endowments and restricted funds may only be used for the designated purpose of each fund.

### **Article XIII. General Provisions**

**Notice.** Any notice required herein may be made in person, by telephone or by any other electronic means, including, but not limited to, email.

