



**EASTERN DIVISION
BYLAWS**

**As Adopted
November 16, 2020**



**BYLAWS OF
PROFESSIONAL SKI INSTRUCTORS OF AMERICA
EASTERN DIVISION**

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**ARTICLE I
NAME, PURPOSE AND JURISDICTION**

SECTION 1.1 - NAME (AMENDED 10/31/82). The name of this corporation shall be PROFESSIONAL SKI INSTRUCTORS OF AMERICA - EASTERN DIVISION, referred to herein as PSIA-E or this "Association".

SECTION 1.2 – VISION AND MISSION STATEMENT (ADDED 12/12/90; AMENDED 6/4/94, AMENDED 10/20/02)

(a) PSIA-E Vision Statement: PSIA-E works to inspire life-long passion for snowsports.

(b) PSIA-E Mission Statement: To provide professional development opportunities that continuously improve member fulfillment and guest satisfaction in order to strengthen the snowsports industry.

SECTION 1.3 - TERRITORIAL JURISDICTION (RENUMBERED AND AMENDED 12/12/90). The territorial jurisdiction of the Association shall include the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Maryland, Delaware, Virginia, West Virginia, North Carolina, South Carolina, Georgia, Florida, Washington, D.C., and other territorial areas assigned by PSIA and accepted by the Division.

SECTION 1.4 - MEMBERS (RENUMBERED 12/12/90; AMENDED 8/28/78, 12/12/90). Any person of good moral character who, at the time of application, has an interest in snowsports instruction, is employed as a snowsports instructor, or intends to seek employment as a snowsports instructor, may apply for membership set forth in Article III hereinafter. The term snowsports shall include all Alpine, Nordic, snowboard, or other related disciplines; duly accepted by PSIA and the Division for membership.

ARTICLE II MEMBERSHIP

SECTION 2.1 - GENERAL PRIVILEGES (RENUMBERED 12/12/90; 4/4/92; AMENDED 8/28/78). A member of the Association shall have the right to receive notices of meetings; to attend and to speak at meetings; to resign, if all obligations to the Association have been fulfilled;; to inspect official records of the Association; to insist on the enforcement of the Bylaws of the Association and to exercise any other right granted to members pursuant to these Bylaws.

SECTION 2.2 - VOTING RIGHTS (RENUMBERED 12/12/90, 4/4/92; AMENDED 8/28/78, 10/31/82, 12/12/90, 4/4/92, 6/4/94, 6/10/06, 10/18/09). All members in good standing as of December 31 of each year may vote in the subsequent election. Any Honorary or Life member who was qualified to vote at the time of appointment shall retain voting rights.

**ARTICLE III
DUES**

SECTION 3.1 - ANNUAL DUES. Not later than April 1 of each year, the Board of Directors, by a vote of two-thirds (2/3) of the Directors in attendance, shall establish the annual dues for each class of membership for the forthcoming fiscal year.

**ARTICLE IV
MEETINGS OF THE MEMBERS**

SECTION 4.1 - REGULAR MEETINGS (AMENDED 12/1/76, 10/31/82). Each year, the Board of Directors, upon at least thirty (30) days of notice to the membership, shall designate a time, date and place for a regular meeting of the membership to be held within the territorial jurisdiction of the Association.

SECTION 4.2 - SPECIAL MEETINGS (AMENDED 4/13/79, 10/31/82, 9/26/92). Special meetings of the membership may be held upon vote of the Board of Directors and at least thirty (30) days written notice to the membership. The Board of Directors may call such special meetings upon its own motion or upon receipt of a written petition for such meeting signed by at least 100 voting members.

SECTION 4.3 - QUORUM (AMENDED 8/28/78, 4/13/79, 10/31/82, 9/26/92). At meetings of the membership, the Voting Members of the Association in attendance shall constitute a quorum for the transaction of business, provided that notice of the meeting has been given the membership as provided above.

SECTION 4.4 - VOTING (AMENDED 8/28/78, 10/31/82, 9/26/92). At all meetings of the membership, all questions, the manner of deciding which is not specifically regulated by statute or by these Bylaws, shall be determined by a majority vote of the Voting Members present in person. All voting shall be either by show of hands or by voice, except that upon the request of twenty (20) Voting Members, a vote shall be by written ballot which shall be recorded upon proper identification of each member voting. Each vote cast shall require the personal presence of the Voting Member, and no proxy votes shall be permitted.

ARTICLE V BOARD OF DIRECTORS

SECTION 5.1 - ROLE OF THE BOARD (Amended 11/16/20; Renumbered 11/16/20) The Board of Directors shall have the responsibilities and authority as stated in the Board Policy Manual. Such directors shall, in all cases, act as a board, regularly convened, by a majority, unless otherwise specifically provided for by statute or by these Bylaws. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with these Bylaws or the laws of the State of Connecticut.

SECTION 5.2 - BOARD COMPOSITION (AMENDED 11/21/77, 9/7/80, 10/31/82, 12/1/88, 4/4/92, 10/22/01, 8/23/18, 11/16/20; RENUMBERED 11/16/20). The Board of Directors shall be composed of ten (10) members including:

- (a) Four member-elected representatives with full voting privileges; one in each of four election zones: Zone 1 (Northern New England including NH, ME and VT); Zone 2 (Southern New England including CT, MA and RI); Zone 3 (Mid-Atlantic including NJ, NY and PA) and Zone 4 (South including DE, MD, NC, VA, WV and other states south of NJ and PA).
- (b) Four at-large representatives with full voting privileges.
- (c) Immediate Past Board Chair. The Past Board Chair may retain a seat on the Board of Directors without a vote for one (1) term immediately succeeding his/her final term as Board Chair.
- (d) Board Chair. The Board Chair shall serve as a Board member-at-large, and will have only tie-breaking or written ballot voting privileges when a written ballot is called for by a majority of the Board.

SECTION 5.3 - QUALIFICATIONS (“TERM OF OFFICE” DELETED 9/26/92) (AMENDED 8/28/78, 6/4/94 6/2/96, 10/20/02, 6/10/06, 10/15/06, 11/16/20; RENUMBERED 9/26/92, 11/16/20). An individual must be a certified level 1, 2 or 3 member in his/her fourth year of continuous membership to be qualified to serve on the Board of Directors. No full-time, year-round employee of the Association, as defined from time to time by the Board of Directors, may hold a position on the Board of Directors. This includes full-time office staff and year-round discipline coordinators. The maximum representation of Education Staff (inclusive of ETS and BOE in all disciplines) on the Board is 50% of the total seats.

In addition:

- (a) A member who has been censured or suspended shall not be eligible to run for the Board of Directors for a 5 year period after the date of censure or end of the suspension. However, this restriction may be waived by two-thirds vote of the Board for good cause.
- (b) A former member of the Board of Directors who resigned from the Board, shall be ineligible to run for the Board for a period of 3 years from the end of the term from which he/she resigned. However this restriction maybe be waived by two-thirds vote of the Board for good cause shown.
- (c) An individual who was expelled as a member or removed “for cause” either as a Director or member of the Education Staff shall not be eligible to run for the Board of Directors. The Board of Directors may waive this prohibition not less than 5 years from the date of removal (or reinstatement) by two-thirds vote of the Board, for good cause shown.

The Board of Directors reserves the right to exercise full disclosure to the membership relative to a candidate’s information, background and status regarding previous association with the Board and (or) organization.

SECTION 5.4 - REGULAR MEETINGS (AMENDED 12/1/76, 10/31/82, 4/4/92, 10/22/01, 6/10/06; 11/16/20; RENUMBERED 9/26/92, 11/16/20). Regular meetings of the Board of Directors shall be not less than one (1) time per year and shall be held at such times and places as the Board may from time to time determine.

SECTION 5.5 - SPECIAL MEETINGS (AMENDED 8/28/78, 10/31/82; RENUMBERED 9/26/92, 11/16/20). Special Meetings of the Board of Directors may be called by the Board Chair at any time, and shall be called by the Board Chair or the Secretary upon the written request of four (4) Directors. A Special Meeting of the Board of Directors shall also be held upon the written petition of 100 members eligible to vote.

SECTION 5.6 - NOTICE OF MEETINGS (AMENDED 10/31/82, 11/16/20; RENUMBERED 9/26/92, 11/16/20). Notice of in-person meetings shall be at least fifteen (15) days before the date therein designated for such meetings, including the date of mailing, a written or printed notice thereof, specifying the time and place of such meetings and the business to be brought before the meetings. No business other than that specified in said notice shall be transacted at any Regular or Special Meeting unless the same is attended by a quorum of the Directors.

SECTION 5.7 - WAIVER OF NOTICE (RENUMBERED 2/26/92, 11/16/20). Whenever the vote of Directors is required to be taken at a meeting of the Board, the meeting and the vote of Directors may be dispensed with if all of the Directors who would have been entitled to vote upon the action, if such meeting were held, shall consent to such action being taken.

SECTION 5.8 - QUORUM (AMENDED 10/31/82; RENUMBERED 9/26/92, 11/16/20). At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time not more than 30 days later.

SECTION 5.9 - VOTING (AMENDED 6/10/06, 5/17/18, 11/16/20; RENUMBERED 9/26/92, 11/16/20). At all meetings of the Board of Directors, all questions, the manner of deciding which is not specifically otherwise regulated by these Bylaws or by law, shall be determined by a majority vote of the Directors present except in situations where the Board determines a two-thirds majority is desirable. Each Director shall have one (1) vote and shall not be permitted to vote by proxy. E-mail and conference call voting may be allowed but only as an alternative when meeting as a group is deemed impractical or unnecessary.

SECTION 5.10 - COMPENSATION (RENUMBERED 9/26/92, 11/16/20). No Director shall be compensated for his (her) service as a Director, but each Director shall be entitled to receive, for attendance at each meeting of the Board or of any duly constituted committee thereof which (s)he attends, such expenses as may be determined reasonable by the Board.

SECTION 5.11 - VACANCIES (AMENDED 4/13/79, 10/31/82, 12/1/88; 11/16/20 RENUMBERED 9/26/92, 11/16/20). Vacancies on the Board shall be filled for the unexpired portion of the term by a qualified member and shall be appointed by the Board of Directors.

SECTION 5.12 - TERMS and TERM LIMITATIONS (ADDED 9/28/98, AMENDED 10/22/01; 11/16/20; RENUMBERED 11/16/20). Outgoing Board members will complete their terms prior to the completion of the fiscal year in which they do not run or are not reelected. Newly elected Board members will begin their terms prior to the beginning of the fiscal year following their election. All board members may serve a maximum of two three-year terms (6 years) either consecutively or not, after which they must sit out from elections and board service for a minimum of three terms (9 years) before running for election again. The only exception to these term limits applies if a board member is elected to serve as Board Chair and that two-year term will put him or her over the 6 year maximum.

SECTION 5.13 - REMOVAL OR RESIGNATION OF DIRECTORS (AMENDED 4/13/79, 4/4/92, 10/15/06; RENUMBERED 9/26/92, 9/28/98, 11/16/20). A Director may be removed for cause by a two-thirds (2/3) vote of the Board of Directors. Any Director may resign his (her) office at any time, such resignation to be made in writing except as provided below and to take effect on the date designated therein with or without the acceptance of the Board. Any Director missing two consecutive regular and special Board meetings during a term of office shall be deemed to have resigned his (her) office and the vacancy shall be filled as provided above. Resignation of a Director is not a bar to subsequent disciplinary action, related to conduct during the former member's tenure.

ARTICLE VI OFFICERS

SECTION 6.1 - DESIGNATION. (RENUMBERED 11/16/20) The officers of this Association shall be a Board Chair, Vice Chair, Treasurer and Secretary. No two offices shall be held by the same person. The Board Chair is the only officer with a separate position; all other officers are part of the sitting Board.

SECTION 6.2 - ELECTION (AMENDED 12/1/76, 10/31/82, 10/22/01, 11/16/20; RENUMBERED 11/16/20). Officers of the Association shall be elected by the sitting members of the Board of Directors.

SECTION 6.3- TERM OF OFFICE (AMENDED 12/1/76, 10/31/82, 4/4/92, 10/22/01, 11/16/20; RENUMBERED 11/16/20). The term of office of each officer shall be two (2) years from the meeting at which (s)he was elected or otherwise designated and thereafter until his/her successor has been duly elected or otherwise designated. No person shall serve as Board Chair for more than one consecutive term unless as determined by a two-thirds vote of the Board due to extraordinary circumstances.

SECTION 6.4 - QUALIFICATIONS (AMENDED 8/28/78, 4/4/92, 9/26/92, 9/28/98, 10/22/01, 6/10/06, 11/16/20; RENUMBERED 11/16/20). Any duly elected member of the Board of Directors may be elected an officer.

SECTION 6.5 – COMPENSATION (RENUMBERED 11/16/20) No officer shall be compensated for his/her services as an officer; but each officer shall be entitled to receive such expenses as (s)he incurs in carrying out the duties of his/her office as may be determined as reasonable by the Board of Directors.

SECTION 6.6 - VACANCIES. (AMENDED 10/22/01, 6/10/06, 11/16/20; RENUMBERED 11/16/20) The vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors from among its members as outlined in Article V. An officer losing an election retains the officer seat until a successor is named.

SECTION 6.7 - REMOVAL OR RESIGNATION OF OFFICERS. (AMENDED 10/22/01, 11/16/20; RENUMBERED 11/16/20) An officer may be removed for cause by a two-thirds (2/3) vote of the Board of Directors. Any officer may resign his/her office at any time. Such resignation to be made in writing and to take effect on date designated therein with or without the acceptance of the Board of Directors. In the case that the Board Chair resigns prior to the end of his/her designated term, the Board Vice Chair would serve out the balance of that term. In said case the Board of Directors will elect a new Board Vice Chair, in adherence with Section 6.4 (Qualifications) to serve out the balance of that same term.

ARTICLE VII P.S.I.A. NATIONAL REPRESENTATIVE

SECTION 7.1 - P.S.I.A. BOARD REPRESENTATIVE (AMENDED 10/31/82). The Board of Directors shall appoint a representative to serve on the Professional Ski Instructors of America (PSIA) Board of Directors. His(her) term of office and duties shall be as provided by PSIA bylaws. (S)he shall maintain liaison between the Association and PSIA and make regular reports relating thereto to the Board.

ARTICLE VIII LIABILITY, INDEMNIFICATION AND REIMBURSEMENT OF DIRECTORS, OFFICERS AND EMPLOYEES

SECTION 8.1 - LIABILITY. No officer, director or employee of the Association shall be liable to the Association or any of its members for any of his (her) activities in such capacity, notwithstanding damage or injury to the Association or its membership, so long as (s)he was attempting to perform his (her) duties as such director, officer, or employee in good faith.

SECTION 8.2 - INDEMNIFICATION AND REIMBURSEMENT. Each director, officer or employee of the Association shall be indemnified and reimbursed for expenses necessarily incurred by him (her) in connection with the defense or reasonable settlement of any action, suit or proceeding in which (s)he is made a party by reason of his (her) being or having been a director, officer or employee of the Association except in relation to matters as to which such director, officer or employee is finally judged in such action, suit or proceeding to be liable for intentional misconduct in the performance of his (her) duties.

ARTICLE IX FISCAL MANAGEMENT

SECTION 9.1 - FISCAL YEAR. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Association. Until otherwise fixed by the Board, the fiscal year of the Association shall commence on July 1.

**ARTICLE X
AMENDMENT OF BYLAWS**

SECTION 10.1 - BY THE BOARD OF DIRECTORS (AMENDED 4/13/79, 10/31/82, 4/4/92, 11/16.20; RENUMBERED 11/16/20). The Board of Directors may amend or repeal the Bylaws at any regular or special meeting of the Board provided that notice of such proposed action is given in the Association Newsletter or by e-mail to the membership at least thirty (30) days prior to the date the Board adopts such amendment or repeal. A two-thirds majority shall be required to pass any amendment or a repeal of any part of these Bylaws by the Board of Directors. In addition, the Board may amend bylaws language for the purpose of clarification of existing policy or for document reorganization only, with no revision or addition to existing policy, by a majority vote at any regularly scheduled meeting of the Board of Directors.

SECTION 11.2 - EFFECTIVE DATE. Each amendment of the bylaws, unless otherwise provided at the time of adoption, shall become effective on the date of adoption.

**ARTICLE XI
CONCLUDING PROVISIONS**

SECTION 11.1 - CORPORATE SEAL. The seal of the corporation shall be the name of the Association circled about the words "seal" in such form as may be adopted from time to time by the Board of Directors.

SECTION 11.2 - PRINCIPAL OFFICE. The principal office of the Association shall be at such place within the territorial jurisdiction of the Association as may be designated from time to time by the Board of Directors. The Board of Directors may also designate any other office or offices in which to conduct certain affairs on behalf of the Association.

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