Eastern Division

By-Laws

As Amended April 2017

BY-LAWS

OF THE

EASTERN DIVISION OF THE NATIONAL SKI PATROL

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BY-LAWS

OF THE

EASTERN DIVISION OF THE NATIONAL SKI PATROL

ARTICLE 1

PREAMBLE, MEMBERS AND PURPOSES

1.1 **Name**. The name of the organization shall be

EASTERN DIVISION of the NATIONAL SKI PATROL

1.2 **Members**. The Members of the Eastern Division shall be all Active, Inactive, and Alumni patrollers currently registered with the National Ski Patrol, Inc. (NSP) and patrolling in the States of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Maryland and Delaware and the northern portion of West Virginia or, in the future, such States as shall constitute the Eastern Division as determined by the Board of Directors of NSP. "Members" shall not include patrollers who are registered exclusively in the Professional Division.

1.3 **General Purposes**. The Division shall serve its Members and the public as the representative of NSP in its geographical area and shall operate pursuant to and in accordance with the provisions of the NSP Congressional Charter and the NSP Certificate of Incorporation and By-laws and such other resolutions as shall, from time to time, be adopted by the NSP Board of Directors.

1.4 **By-laws.** The purpose of these By-laws is to establish the procedures for the governance and operation of the Eastern Division. Nothing, herein, shall be inconsistent with the NSP governing documents set forth in Paragraph 1.3 except

as authorized by NSP. No By-law adopted by Regions or other subdivisions of the Eastern Division shall be inconsistent with these By-laws and, in case of such inconsistencies, these By-laws shall control.

1.5 **Officer Eligibility**. Only Active Members shall serve as elective officers of the Eastern Division and no officer shall hold more than one Eastern Division elective position. Any Member may be appointed to an advisory position of a Board committee or as a staff member of a Program Supervisor.

ARTICLE 2

REGIONS AND PATROLS

2.1 **Boundaries and Number of Regions**.

A. There shall be 15 Regions in the Eastern Division or such number as determined by the Board in accordance with this Article.

B. The geographic boundaries shall remain as they existed on April 1, 2004 except as modified in accordance with this Article.

2.2 **Change in Region Boundaries or Number**. The Board may approve a change to the boundaries of a Region or the number of Regions by a two-thirds collective vote of the whole number of Directors. This action may be originated only upon the petition of all the Regions affected by such change, adopted by a two-thirds vote of the “Region Officers,” as specified by the Region By-laws of each affected Region, and of the Region Delegates within such affected Regions.

2.3 **Transfer of a Patrol from Region to Region**. The Board may move one or more Patrols from Region to Region by a two-thirds vote of the whole number of Board members upon the petition of each such Patrol adopted by two-thirds of the voting Members of the affected Patrols.

ARTICLE 3

BOARD OF DIRECTORS

3.1 **Composition of the Board**. The Board of Directors of the Eastern Division shall consist of all the Region Directors elected pursuant to these By-laws for the term of their office and the Division Director chosen as provided herein. If one of the Region Directors is chosen as Division Director, such Region Director shall vacate the Region Director position immediately. The vacant position thus created shall be filled by the respective Alternate Region Director, who shall serve as a member of the Board until an election is held at the next scheduled refresher or scheduled gathering of such Region to replace such Region Director, as provided in Sections 5.2 and 5.3.

3.2 **Powers**. The business of the Eastern Division shall be conducted and its property managed by the Board of Directors which may exercise all of the powers delegated to it by NSP and such implied powers as are necessary to manage the affairs of the Eastern Division properly, except those powers extended by Section 5.7 to Region Delegates.

3.3 **Duties**. The Board of Directors shall:

A. Manage the Division in a financially responsible fashion in good faith and with the degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions;

B. Prepare and adopt a budget annually;

C. Prepare and document a strategic plan for the Division;

D. Periodically measure the effectiveness of the Division programs in meeting the plan;

E. Insure the needs of the Members are being met;

F. Insure that Members have reasonable access to high-quality programs;

G. Periodically examine the need for new or updated programs to meet the changing requirements of the Members;

H. Operate within the constraints of these By-laws;

I. Appoint Division Nomination and Election Committees; and,

J. Ratify standing committee members proposed by Division Director.

K. Appoint special committees.

3.4 **Resignation**. No Director may resign from the Board without also resigning as Region Director. At the end of a Director's term as Region Director, such Director shall no longer be deemed a member of the Board, but a reasonable transition period may be allowed by the Board as necessary.

3.5 **Absence of a Director.** In the absence of a Director because of death, resignation or disability, the position shall be filled by the Alternate Region Director until the Region Director is able to resume the position or until an election is held at the next refresher cycle or scheduled gathering of such Region to replace such Region Director as provided in Sections 5.2 and 5.3.

3.6 **Voting**. Each Director shall have one vote. The Division Director shall have one vote to be exercised only in the case of a tie. Proxy voting will not be allowed except as provided in Section 5.8, Proxy Voting.

3.7 **Action Taken Without a Meeting.** The Board may, at the call of the Division Director or by motion of the Board, provide for alternative meeting methods. A resolution of the Board may be adopted without a meeting in writing if the same is signed by all of the Directors.

3.8 **Vacancies**. A vacancy created by the end of a Region Director's term as a Director shall not be filled by the Board but shall be filled as provided herein.

3.9 **Meetings**. The Board of Directors shall meet at least once a year in the Spring in April or May. The Board may also meet at such other times as determined pursuant to Section 3.11. The Spring Meeting shall be the Annual Meeting.

3.10 **Quorum**. Ten Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the Directors present, by a majority vote, may adjourn the meeting from time to time without notice other than an announcement of the adjourned meeting date until a quorum shall attend.

3.11 **Special meetings**. Special meetings may be called by the Division Director or any eight Members of the Board of Directors. A written or electronic notice shall be sent to each member of the Board by the Secretary, as directed by the Division Director or any one of the eight Members requesting the special meeting, at least three days in advance of the meeting, unless waived by a majority of all Directors during the special meeting.

ARTICLE 4

ELECTION OF REGION DIRECTORS

4.1 **Eligibility**. Region Director candidates must be Active registered patrollers in the Region which they seek to represent, have a minimum of five seasons of patrolling experience, and have achieved Senior Alpine, Senior Nordic, or Certified status. Members currently registered as Patrollers are qualified to become Region Director candidates if they have met the requirements described above at some point in their patrol career.

4.2 **Term**. The term of a Region Director shall be two years. A Region Director may serve no more than three consecutive terms, if elected, not counting any terms served in accordance with Sections 3.1 or 3.5 herein. The Region Director's term shall commence on April 1, after the election.

4.3 **Election Procedure**. The Region Director shall be elected by a direct vote of the Active Members in such Region as provided in Sections 5.2 and 5.3.

ARTICLE 5

REGIONS, REGION DIRECTORS, ALTERNATE REGION DIRECTORS, and REGION DELEGATES

5.1 **Powers**. When not contradicted by law or by these By-laws or by NSP By-laws, policies or procedures, a Region may organize itself and manage its affairs independent from the direction or control of the Eastern Division Board or the NSP Board.

5.2 **Election of Region Director**. Region Directors shall be elected by the Active Members of each Region voting at, or during the period of, the Fall Outdoor Emergency Care Refreshers, or similar meetings held at the same time, requiring attendance of all Patrollers. An Active Member shall be defined as a Member with a NSP registration number reflecting primary membership in a patrol within the Region where the election is being held, and Alumni members but, excluding Medical Associates, Candidates, and Professional Division Members. Members with dual registrations may cast only one vote in the Region of their primary patrol. Region elections within the Division shall be structured so that approximately one-half of the Regions hold their Region Director elections each year. Seven Regions (Western Mass., New Jersey, New Hampshire, Central New York, Eastern New York, Genesee Valley, and Northern Vermont) will hold their elections in even numbered years and take office the following spring and eight Regions (Eastern Pennsylvania, Western App., Southern Vermont, Connecticut, Maine, Western New York, Southern New York, and

Eastern Mass. and Rhode Island) will hold their elections in odd numbered years and take office the following spring.

5.3 **Region Director Election Procedures**. Each Region shall appoint a Region Election Committee of at least three Active Members to oversee the nomination and the election process for the Region Director, with one member appointed to act as Chair. The identity of the Region Election Committee shall be sent to the Chair of the Division Nomination and Election Committee and shall be posted on the Region's website along with a call for candidates and other election notices. Notice of upcoming elections shall be given to the members of a Region by email and such other method as the Region shall decide by no later than January 30th of the year in which an election is to be held. During January of the year in which an election is to be held in a Region, the Division Nomination and Election Chair, or a designate, shall contact the respective Region Election Committee Chairs and remind them of the pending election so that advance election notice and solicitation of candidates can be sent to the Region's Members.

5.3.1 **Voting Options.** Voting may be by written or electronic secret ballot. A Region may select only one balloting option for a single election. Written and electronic balloting cannot be mixed except as provided below. The only exception to the non-mixed ballot will be for patrollers that do not have an email address available for their use in the election process, and it is a requirement of the selected electronic ballot process. Such a member must make a written request for an alternative method to vote. In this case a numbered ballot can be mailed to the patroller. The election chair will track the ballots by patroller name,

patroller number, date sent, and date received. Proxy votes shall not be permitted but absentee votes shall be permitted for good cause shown to the Region Election Committee.

5.3.2 **Electronic Balloting**. Electronic balloting shall be performed via the approved on-line portal as designated by the Region. Electronic balloting: shall incorporate state-of-art technology to maintain the security and privacy of the process; shall use data check registration based on the voter's NSP registration number; and shall allow only one vote per member.

5.3.3 **Election Supervision.** Balloting and vote count shall be supervised by the Region Election Committee. Security of the written or electronic balloting process shall be maintained to assure no duplicate or ineligible voting or "hacking" takes place. Ballots shall not be counted until substantially all of the Patrollers have been given the opportunity to vote, after which, the tally shall be made and the candidate receiving the greater number of votes cast (a plurality) shall be declared the winner. Ties shall be broken in a manner determined by the Chair of the Region Election Committee.

5.4 **Alternate Region Director**. Each Region shall identify an Alternate Region Director to serve as Region Director should the elected Region Director be unable to serve or otherwise complete a term. The Region Election Committee shall submit the name of this Alternate to the Division when selected. The Alternate Region Director must meet the Region Director qualifications contained in Section 4.1. The Alternate Region Director may, but need not, attend all meetings of the Board and may have the privilege of the floor if recognized by the

Chair and shall have the right to vote and perform other duties and responsibilities as a Member of the Board when acting in the stead of the Region Director or when carrying a proxy vote from a Region Delegate. The Alternate Region Director shall perform such other duties as specified in the Region by-laws or given by the Region Director.

5.5 **Region Delegates**. Each Region shall have the number of Region Delegates equal to the number of Section Chiefs or Assistant Region Directors with voting rights on April 1, 2003 or such amended number as hereinafter provided. Within five years of the adoption of these by-laws, and every five years thereafter, the Eastern Division Board of Directors shall review the allocation of Region Delegates to determine if the distribution is equitable based upon distribution of membership. A change to the apportionment of Region Delegates shall require a two-thirds vote of the Board of Directors and the Region Delegates. The Chair of the Division Nomination and Election Committee shall maintain the current list of eligible Region Delegates as well as Region Directors and Alternate Region Directors.

5.6 **Choosing Alternate Region Directors and Region Delegates.** The Alternate Region Director and the Region Delegates may be elected in a similar manner to Region Directors as provided in Section 4.3 or they may be elected or selected by the Region in accordance with the Region's by-laws. The position of Alternate Region Director and Region Delegate may be combined. In such event, that person shall have two votes at the Board of Director's meetings when the Alternate Region Director is representing the Region Director pursuant to

Section 5.4 on matters requiring the vote of Region Delegates pursuant to Section 5.7.

5.7 **Rights and Duties of Region Delegates.** Region Delegates shall perform such duties and enjoy such rights as assigned by the Region. They shall have the right but not the duty to attend meetings of the Board of Directors and shall have the privilege of the floor when recognized by the Chair. They shall have the right to cast a vote for the following agenda items:

A. The Division budget;

B. A proposal to change members' dues; and,

C. A proposal to amend these By-laws.

The Board of Directors shall assign at least two Region Delegates to serve on each Program and Standing committee of the Board and at least one Region Delegate to serve on other committees formed by the Board.

5.8 **Proxy Voting.** Region Delegates may vote by written and signed proxy naming the Region Director, Alternate Region Director, or another Region Delegate of such Region as proxy. A person holding one or more proxies shall have one vote for each proxy held, in addition to such person's own vote.

ARTICLE 6

OFFICERS

6.1 **Election of Officers by the Board.** At the Spring meeting in even numbered years, the Board of Directors shall elect, by a plurality, a Division Director for a term of two years. The Division Director shall be selected from among the Active Members who meet the criteria for Region Director. The

Division Director shall serve as Chair of the Board. The term “Chair” and “Division Director” shall be synonymous. At such meeting, the Division Director shall nominate from among the members of the Board an Assistant Division Director subject to ratification by the Board. At such meeting, the Board shall elect from among the Division Members a Secretary and a Treasurer. At the discretion of the Board of Directors, the Board may elect additional officers from the Division Members such as an Assistant Secretary or Assistant Treasurer. All such officers shall assume their duties immediately upon the close of such meeting. The officers shall hold office until their successors are elected. Any vacancy occurring in any of the above offices shall be filled for the unexpired portion of the term by action of the Board of Directors, except as provided in Section 3.8 and in the case of the inability of the Division Director to serve the Board shall elect a replacement within 30 days.

6.2 **Division Director**. The Division Director shall preside at all meetings of the Board of Directors and shall have responsibility for the day-to-day activities of the organization. The Division Director shall perform all duties described in the published regulations of NSP and all other duties incident of such office and such other duties as may, from time to time, be assigned by the Board of Directors. The Division Director shall propose members of the standing committees of the Board for each calendar year subject to ratification by the Board of Directors.

6.3 **Additional Division Director Duties**. The Division Director shall be responsible for overseeing the following non-inclusive duties:

A. Follow the objectives of the Board of Directors;

B. Make regular contact with the Board of Directors;

C. Report decisions made to the Board of Directors;

D. Manage support services such as Awards, Memorial Fund, Web Site, and so forth;

E. Act as liaison with the National office;

F. Act as liaison with Program Supervisors;

G. Distribution of the Division calendar of events;

H. Appoint Special Committees; and,

I. Distribution of the proposed Annual Budget and any proposed By-law amendments at least ten days prior to the Annual Meeting.

J. Ensure that New York State, Department of State Division of Corporations contact information is kept current with the new Division Director's name.

6.4 **Assistant Division Director**. The Assistant Division Director shall serve as Division Director and as Chair of the Board in the absence or the inability to serve of the Division Director, and shall have such powers as are delegated by the Division Director and such other duties, as from time to time, may be assigned by the Board.

6.5 **Terms of Division Director and Assistant Division Director**. The Division Director may serve up to three consecutive, two-year terms, if elected. The Assistant Division Director may serve up to three consecutive terms, if appointed

and confirmed. Partial terms caused by interim or temporary appointments shall not count.

6.6 **Secretary**. The Secretary shall issue or cause to be issued all notices of all meetings of Members or Directors where required by these By-laws and shall keep or cause to be kept all minutes of the Board of Directors meetings. The Secretary shall sign such instruments as required and shall perform such other duties as usually pertain to the office or as may be appropriately assigned by the Board of Directors. The Secretary shall have no voting rights unless selected from the Board of Directors.

6.7 **Treasurer**. The Treasurer shall be the Chief Financial Officer of the Division, shall have general responsibility for the care and custody of all money and securities of the Division, and shall not serve as Chair of the Board's Finance Committee. The Treasurer shall have no voting rights unless selected from the Board of Directors.

6.8 **Omnibus Delegation Powers.** Officers' duties may be delegated by the Board of Directors in the case of the absence of any officer of the organization or inability to serve for any reason. The Board of Directors may delegate, for the time being, the power of such officer to any other Director.

ARTICLE 7

PROGRAMS

7.1 **Appointment**. Program Supervisors shall be appointed by the Board of Directors from among the Members possessing relevant skills, experience and organizational ability to supervise the delivery of NSP and Division services to

Members. Such appointments shall be for one year. A Supervisor shall serve no more than six consecutive years in a single program. The Program Supervisor shall organize the delivery of such services with full discretion to achieve prompt, efficient and cordial service delivery. The Program Supervisor, with the guidance of the Division Director and the Board, shall appoint as many Members as are necessary to facilitate the provision of service to the Members. However, a minimum of one program advisor registered in each Region shall be appointed by the OEC Program Supervisor, Ski and Toboggan Supervisor and Instructor Development Supervisor for such program in each Region. These appointments shall be made after consultation with the respective Region Director.

7.2 **Board Program Committees**. The Board of Directors shall create and appoint Program Committees for each NSP program made available by the Division to the Members. The Board of Directors shall create at least the following Committees: Outdoor Emergency Care, Ski and Toboggan Training, Avalanche, Mountain Travel and Rescue, and Instructor Development. At the discretion of the Board of Directors, Program Committees shall be composed of Members, Board Members and at least two Region Delegates. Each Program Committee shall be chaired by a Board Member.

ARTICLE 8

DIVISION DIRECTOR APPOINTMENTS AND REMOVALS

8.1 **Division Administrator.** The Division Director may appoint a Division Administrator who shall perform such duties as are specified by the Division Director and which are necessary for the day-to-day operations of the Eastern

Division, at such compensation as shall be recommended by the Treasurer and adopted, from time to time, by the Board of Directors. Such appointment shall be ratified by the Board.

8.2 **Advisors**. The Division Director shall appoint the following advisors at the time of the Annual Meeting who shall serve for one year and be subject to ratification by the Board: Alumni, Awards, Legal Counsel, Assistant Legal Counsel, Historian, Medical, Memorial Fund, Nordic, Professional, Risk Management, Special Olympics Liaison, Student Patroller Liaison, Telecommunications, Trail Sweep Editor, Webmaster and Certified Administrator who shall be the Certified Chair elected pursuant to the Certified Program By-laws, and such other advisors as, from time to time, shall be necessary. The Board may create or eliminate any such position or combine them, as required, to serve the Members of the Division.

8.3 **Removal of Officers and Advisors by the Division Director.** The Division Director shall not have the power to remove any elected officer, nor the Administrator, nor one or more Program Supervisors, nor a member of any Standing Committee or Special Committee established by the Board. The Division Director may remove any other Advisor or members of any Special Committee established by the Division Director. The Board may remove any of the appointees specified in this Section.

8.4 **Removal by the Board of Directors.** The Board may remove the Division Director by a vote, in person, taken at a Special Meeting called for that purpose, of two-thirds of the whole number of Directors. At such meeting, the Division

Director may be represented by not more than two persons who need not be Members. The Board may remove any other officer by a two-thirds vote of the whole number of Directors, at a meeting called for that purpose. The Board may not remove a Region Director or a Region Officer who was elected by Members. Region By-laws shall control such removal. The Board may remove a member of any Standing or Special Committee. The Board may remove any Program Supervisor. The Board may remove the Chair of any such committee with or without removing such person as a member from the committee.

ARTICLE 9

COMMITTEES

9.1 **Finance Committee**. The Finance Committee shall be charged with overseeing and auditing or causing to be audited the actions of the Treasurer and other accounting personnel. The Finance Committee shall consist of a minimum of five Members selected by the Division Director, ratified by the Board and must have a Director as one of its Members.

9.2 **Other Standing Committees**. The following Standing Committees shall be created and must have a Director as one of its Members:

A. **By-law Committee** of which the Division Legal Advisor or the Advisor's designee shall be Chair. The Secretary shall be a member of such committee;

B. **Legal and Risk Management Committee** consisting of at least five Members including the Assistant Legal Advisor and the Legal Advisor, who shall be the Chair;

C. **Marketing and Public Relations Committee**;

D. **Long-Range Planning Committee**;

E. **Medical Advisory Committee**; and,

F. **Communications Committee**.

ARTICLE 10

CONDUCT OF THE BOARD BUSINESS

In the absence of specific provisions in these By-laws governing the conduct of meetings, the business of the Eastern Division Board and its meetings shall be conducted in accordance with Robert's Rules of Order, as amended.

ARTICLE 11

FISCAL YEAR

The Fiscal Year for the Division shall be April 1 to March 31 in each year.

ARTICLE 12

DISBURSEMENT OF FUNDS UPON DISSOLUTION

Upon dissolution of the Eastern Division, the Board of Directors, shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the organization exclusively to such organization or organizations as are organized and operated exclusively for

charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Internal Revenue law as the Board of Directors shall determine.

ARTICLE 13

INDEMNIFICATION

The Division shall indemnify each person who has served or is serving as a Board representative, a Region Delegate, or a Division officer or Division appointed Advisor and who by reason of his or her position, as such, is made a party or is threatened to be made a party to any legal proceeding to the full extent permitted under the law. If it becomes necessary to determine whether such person has met the standards of conduct required by law for indemnification and, if the determination is not made by a court, the determination shall be made by the Board, but only by a majority of a quorum consisting of Directors who are not parties to the proceeding. If there is no such quorum, the determination shall be made in a written opinion by independent legal counsel chosen by a majority of the entire Board. The Board shall have power to purchase and maintain insurance on behalf of any person who is or was such a Division representative against any liability arising out of his or her status as such, whether or not the

Division would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE 14

GRIEVANCE AND APPEAL PROCEDURES

A Member shall have all of the rights to express a grievance and appeal afforded to any registered member of the National Ski Patrol System, Inc. as set forth in its By-laws.

ARTICLE 15

SEPARABILITY

Should any Article, Section or provision of these By-laws be held invalid by any court or government agency, such holding shall not be construed as effecting the validity of the remaining provisions of these By-laws and they shall stand, notwithstanding the invalidity of any such Article, Section or provision.

ARTICLE 16

CHOICE OF LAW

These By-laws shall be construed by, and in accordance with, the Laws of the State of New York.

ARTICLE 17

AMENDMENTS

17.1 **Submission**. Proposed amendments to these By-laws shall be submitted in writing to the Division Director and the Division By-laws Chair not less than

thirty days prior to the date of the Spring Annual Meeting for distribution to the Board and Region Delegates, as provided in Section 6.3(I).

17.2 **Approval**. At such Annual Meeting, the affirmative vote of two-thirds of the whole number of Directors and Region Delegates voting at such meeting shall be required to adopt any amendment. Proxies of Region Delegates shall be permitted as provided in Section 3.6.

Revised	05/07/66	Amended	04/27/69	Amended	04/25/71
Amended	04/ /72	Amended	04/27/74	Amended	04/ /76
Amended	04/21/79	Reworded	04/26/81	Amended	04/23/83
Amended	04/29/84	Amended	04/23/89	Amended	04/29/90
Amended	04/25/93	Amended	04/30/94	Amended	04/30/95
Amended	04/26/97				

Revised as of April 24, 2004

5-1-05 Added new Eastern Division Logo to cover
4-30-06 Added Item “J” to Section 6.3

Amended as of May 3, 2009
Amended as of April 24, 2010
Amended as of April 29, 2012
Amended as of April 28, 2013
Amended as of April 17, 2016
Amended as of April 29, 2017