

BYLAWS
OF
THE
ALLEGHENY COLLEGIATE
SKI CONFERENCE

As Amended and Approved to October, 2005

ARTICLE I

NAME, PURPOSE, AND JURISDICTION

SECTION 1.1 - NAME. The name of this organization shall be the Allegheny Collegiate Ski Conference, referred to herein as ACSC, or "Conference".

SECTION 1.2 - STATEMENT OF MISSION AND PURPOSE. The Allegheny Collegiate Ski Conference has, as its primary mission, to develop and implement a competitive **team** ski-racing program on an ongoing basis for colleges and universities within its jurisdictional area. In addition, it has the general charge to promote and support those programs in such a manner that will assure a high quality experience for all schools and individual athletes involved.

SECTION 1.3 - TERRITORIAL JURISDICTION. The territorial jurisdiction of the Conference shall include colleges and universities within the states of Pennsylvania, Maryland, and West Virginia. Institutions that closely border the New Jersey, Southeast, or Allegheny Conferences may elect which conference they will compete within during the regular season, but must make that decision by the end of their Conference's fall meeting. Both the organizer of the Conference they are leaving and the organizer of the Conference they are joining shall be advised in writing of such decision. Names and addresses of conference coordinators/directors can be obtained by contacting the National Office of USCSA. Any such geographic decisions will be binding for the entire upcoming season.

SECTION 1.4 - GOVERNANCE. The Conference shall be governed by a Board of Directors, and an Executive Committee (see related Sections later). Policy actions taken in the name of the Conference must have the approval of the Board and/or the Executive Committee and/or the Director. Decisions of the Board shall in all cases be considered binding upon all members of the Conference.

SECTION 1.5 - MANAGEMENT. The Conference shall appoint a Director to manage and administer the affairs of the Conference on an ongoing basis. The Director shall report to the Board of Directors through the Executive Committee. Responsibilities and authority are delegated to the Director by the Board and/or the Executive Committee (see related Section later).

ARTICLE II

MEMBERSHIP

SECTION 2.1 - MEMBER. A "Member" in the ACSC is designated as the **Institution** which duly pays annual dues and fees and meets all requirements of membership. The term "Member", as used throughout these Bylaws, applies to the Institution, and not to racers, coaches, or any other individuals.

SECTION 2.2 - MEMBERSHIP REQUIREMENTS. A legitimate skiing organization representing a college or university within the approved ACSC area (see SECTION 1.3) that offers a minimum of an Associate or Bachelor's degree is eligible to apply for annual membership in the Conference, and must meet the following ongoing requirements:

- a) Demonstrate the ability to provide required financial support of the Conference by paying all fees in a timely fashion, and by producing an adequate and consistent number of racers at each race, and paying race fees, as required.
- b) Demonstrate the ability to provide required attendance at Conference Board of Directors meetings, assuming duties and responsibilities delegated, and exhibiting conduct suitable to the efficient and effective operation of the Conference.

Membership is on an annual basis, and requires the payment of all USCSA and ACSC fees by the stated deadlines, and the successful completion of all required institutional and individual forms of both organizations.

SECTION 2.3 - GENERAL RIGHTS/PRIVILEGES. A "Member" of the Conference shall have the right/privilege to: receive all information regarding each season's race program; receive notices of meetings; have a representative at all Board meetings; have a hearing with the Board of Directors before expulsion of either the institution or one of its constituents; inspect official records of the Conference; insist on enforcement of the By-laws of the Conference; and, exercise any other right granted to members pursuant to these Bylaws.

SECTION 2.4 - VOTING RIGHTS. Each Institution shall have one vote on the Conference Board of Directors. To have a vote at the Spring and Fall meetings each year, an institution must have been a member in good standing during the racing season immediately preceding the Spring meeting.

ARTICLE III

CODE OF ETHICS

SECTION 3.1 - THE CODE. In order to fulfill the purposes of the Conference, as set forth in Article I, the rigid enforcement of this Code of Ethics is urged upon its Institutional Members and all individual racers, coaches, or others who represent those institutions (both referred to under this Article as "member"):

- a) No member shall engage in conduct or behavior which could be judged as bringing discredit to the Conference.
- b) No member shall abuse any privilege that may be extended as a result of membership in the Conference from such sources as ski area management, manufacturers, merchandisers, or other amateur or professional groups.
- c) No member shall allow the use of name or likeness in such a manner as to misrepresent ski merchandise, or otherwise mislead the public concerning any product or service.
- d) No member shall misrepresent personal or institutional status, competence or experience for the purpose of institutional or personal gain.

SECTION 3.2 - PROCESS. Any challenge to a member under the conditions of this Code of Ethics must be addressed to the Board of Directors, and sent to the Conference Office. Investigation, fact gathering, and final decision will be reached by the Board of Directors.

ARTICLE IV

CENSURE AND EXPULSION

SECTION 4.1 GENERAL VIOLATIONS. The refusal or neglect of any Member to comply with the provisions of the Bylaws, rules or regulations of the Association, or the commission of any crime involving moral turpitude, shall render such member liable to censure or expulsion by the Board of Directors.

SECTION 4.2 - ETHICS VIOLATIONS. Any violation of the Association's Code of Ethics shall be punished by censure or expulsion, depending upon the severity of the violation as determined by the Board of Directors. Violations requiring repeated censure shall be grounds for expulsion.

SECTION 4.3 - PROCEDURE TO INVOKE CENSURE OR EXPULSION.

CENSURE: If for any reason a Member (individual or team) conducts itself in a degrading manner or violates the policies or rules of the Conference, the Executive Committee may censure said Member. A unanimous vote of The Executive Committee is required for censorship. If the censorship is not unanimous, then the situation may be referred to the full Board of Directors for a majority vote of all institutions. The penalty incurred by censure shall be a fine of not less than \$25.00, and suspension of membership privileges for not less than two races.

EXPULSION: If for any reason a Member (individual or team) exhibits conduct so degrading to the Conference, and/or in wanton violation of its policies and rules, that said organization's presence in the Conference is no longer desirable, the Board of Directors may expel said member from the Conference. A two-thirds vote of all institutional Members is required for expulsion.

PROCESS:

(a) Charges alleging any violation of the Code of Ethics or other misconduct shall be submitted in writing to the Board of Directors. They may be submitted by either a Member or non member of the Conference.

(b) The Member against whom such charges have been submitted shall be notified of the same in writing and given written notice of the time and place the Board of Directors shall hold a hearing on such charges.

(c) No action on such charges shall be taken until the Board of Directors has held a hearing at which time the Member so charged shall be given an opportunity to appear and answer such charges in person and to have witnesses appear on its behalf. Censure or expulsion vote requirements are stipulated above.

(d) Within thirty (30) days after such hearing the Board of Directors shall notify the Member against whom such charges were preferred of its decision. The decision shall be sent in writing by Certified Mail.

(e) In the event a Member is censured or expelled, it shall have a period of thirty (30) days from the date of such notice within which to file an appeal pursuant to the provisions of Section 5.4.

(f) In the event of expulsion, the offending Member shall immediately be removed from the membership roll of the Association and shall forfeit all rights and privileges except the right to appeal.

SECTION 4.4 - RIGHT OF APPEAL. Any Member who shall have been censured or expelled pursuant to the provisions of these Bylaws shall have the right to appeal to the Board of Directors at any regular meeting, or special meeting called for such purpose, provided such appeal is endorsed by five other Members, and presented in writing to the Board of Directors. A two-thirds (2/3) vote of the entire institutional membership, not just a simple quorum, is required to reverse an action.

SECTION 4.5 - REINSTATEMENT. A Member expelled by the Board of Directors may not apply for membership in the Conference until the second season following the date of expulsion. Upon reapplication, a majority vote of the Board of Directors shall be required to reinstate.

ARTICLE V

MEETINGS

SECTION 5.1 - REGULAR MEETINGS. Each year the Board of Directors shall hold two regular meetings at which policy making for the year shall take place. These shall be in the spring before May 1, and in the fall before November 1.

SECTION 5.2 - SPECIAL MEETINGS. Special meetings of the membership may be held upon the approval vote of two-thirds of the members of the Board of Directors, for the expressed purpose of handling a specific issue.

SECTION 5.3 - TELEPHONE MEETINGS. The Board of Directors or the Executive Committee may, as necessary, agree to conduct business between regularly scheduled meetings by telephone. Such meetings and any subsequent votes shall be considered valid, but may be open to ratification at the next regular meeting.

SECTION 5.4 - MAIL VOTES. The Board or Executive Committee may, as necessary, agree to conduct business between regular meetings by postal mail or e-mail. Such business and any subsequent votes shall be considered valid, but may be open to ratification at the next regular meeting.

ARTICLE VI

FINANCIAL

SECTION 6.1 - ANNUAL FEES. At the Spring meeting each year the Board of Directors shall establish the annual Conference membership and race fees for the forthcoming fiscal year.

SECTION 6.2 - FISCAL YEAR. The fiscal year for the Conference shall be from July 1 through June 30.

SECTION 6.3 - BUDGET. At each Spring meeting the Conference Director shall present a budget report of the current fiscal year, and a budget recommendation for the upcoming year. The Board of Directors shall approve the budget for the upcoming fiscal year at the Spring meeting.

SECTION 6.4 - USCSA RIGHTS TO CONFERENCE ASSETS. In the event the conference is dissolved, or in the event of becoming inactive, all remaining conference assets shall immediately become property of the USCSA. (See USCSA Bylaws, Article 7.06)

ARTICLE VII

BOARD OF DIRECTORS

SECTION 7.1 - CONDUCT OF CONFERENCE AFFAIRS. The Board of Directors shall have responsibility and authority for the general policy management of the Conference. Such Directors shall, in all cases, act as a Board, regularly convened, by majority vote, unless otherwise stipulated by these By-laws. The Directors may adopt such policies, rules and regulations for the conduct of their meetings and the management of the Conference as they deem proper and necessary, not inconsistent with these by-laws. The Board of Directors shall establish the policies and guidelines for the conduct of the Conference and all races, including, but not limited to: establishing general member school requirements for membership; appointing the Race Juries and all other officials and gatekeepers for each season; appointing host schools for each race; working with the Conference Director to set up the race schedule and venues each season; overseeing Conference expenditures through the approval of the annual budget; deciding official protests, as required; and, providing for the general operation and stability of the Conference. Decisions and actions of the Board of Directors shall, in all cases, be considered binding upon all Members of the Conference

SECTION 7.2 - NUMBER. The Board of Directors shall be composed of one designated representative from each Member institution in good standing within the Conference each year.

SECTION 7.3 - APPOINTMENT. Each member institution shall have the responsibility of appointing its Board member, and shall inform the Conference office of his/her name before the Spring Board meeting.

SECTION 7.4 - QUORUM AND VOTING. At any regular meeting of the Board of Directors, those Member institutions attending shall constitute a quorum for the transaction of business. Each institution shall have one vote on the Board. The person voting must be the designated Board member for that institution, or an approved proxy. Proxy votes must be requested in advance of a Board meeting through the Conference office. All proxies must be present and approved prior to the beginning of a Board meeting. All matters will be decided by a majority vote of those in attendance, unless otherwise stipulated in these By-laws. To have a vote at the Spring and Fall meetings each year, an institution must have been a member in good standing during the racing season immediately preceding the Spring meeting.

ARTICLE VIII

OFFICERS

SECTION 8.1 - EXECUTIVE COMMITTEE. The Executive Committee shall consist of four officers elected by the Board of Directors to serve in this function. These four individuals shall be a President, Vice President, Treasurer, and Secretary. This Executive Committee shall have such responsibility and authority as is delegated to it by these By-laws, or by the Board of Directors to carry out the ongoing business of the Conference between regular Board meetings. It shall not, however:

- a) Amend the By-laws of the Conference;
- b) Fill any vacancies among the Officers or Director of the Conference;
- c) Approve any expenditure in excess of \$500 outside budgeted allocations;
- d) Make or amend any policies for the Conference.

All actions of the Executive Committee shall be in accordance with the general policies of the Board of Directors, and within authority delegated by the Board, and shall be subject to ratification by the Board at any regular or special meeting.

SECTION 8.2 - ELECTION. "Officers" of the Conference shall be elected by the Board of Directors at each Spring Board meeting.

SECTION 8.3 - TERM OF OFFICE. The term of office of each officer shall be for one year from the meeting at which he/she was elected. Officers may succeed themselves so long as they are approved members of the Board of Directors.

SECTION 8.4 - QUALIFICATIONS. Any Member representative on the board of Directors who has served previously on the Board, or any other school team member who has attended a Board meeting(s) previously, may be elected an officer. This qualification may be waived only in the case of not having enough candidates who qualify under this requirement. In such case, all positions shall be filled by such qualified members before the rule is waived, in the order of President, Vice President, Treasurer, and Secretary.

SECTION 8.5 - DUTIES OF THE OFFICERS. The Officers of the Conference (Executive Committee) shall assist the Conference Director in carrying out the business of the Conference between Board meetings. Duties shall include, but not be limited to:

- a) Advising the Conference Director on policy interpretations and policy enforcement.
- b) Studying and making recommendations on policy development for referral to the full Board.
- c) Assisting, as required, in determining the best way to resolve race issues and disputes.
- d) Assisting in planning race activities, and assigning race responsibilities.
- e) Making recommendations to the Conference Director for the appointment of committees, and for the chairperson of such committees.

OTHER SPECIFIC DUTIES OF THE OFFICERS OF THE CONFERENCE:

PRESIDENT: If necessary, assume certain duties in case (only) of the absence of the Conference Director, as specifically requested, to include: preparing for and chairing Board meetings; conducting on-site race-day registration responsibilities; receiving and depositing funds, paying bills, and signing official documents. Execute other specific assignments as requested by the Conference Director, or as made by the Board of Directors.

VICE PRESIDENT: Assume any or all duties of the President in his/her absence, or as assigned. Execute other specific assignments as requested by the Conference Director, or as made by the Board of Directors.

TREASURER: Consult with the Conference Director on financial affairs of the Conference, receive financial reports of the Conference, and make recommendations for financial policies and procedures. Execute other specific assignments as requested by the Conference Director, or as made by the Board of Directors.

SECRETARY: Assist the Conference Director in recording the minutes of each Board meeting. The Director shall be responsible for final drafting and distribution. Maintain certain official Conference records. Execute other specific assignments as requested by the Conference Director, or as made by the Board of Directors.

SECTION 8.6 - COMPENSATION. No officer shall be compensated for his/her services. The Board may approve to pay certain expenses incurred in the performance of approved duties.

SECTION 8.7 - VACANCIES. A vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors from among its members.

SECTION 8.8 - REMOVAL OR RESIGNATION OF OFFICERS. An Officer may be removed for cause by a two-thirds vote of the full Board of Directors. Any Officer may resign his/her office at any time. Such resignation is to be made in writing and to take effect on the date designated therein.

ARTICLE IX

COMMITTEES

SECTION 9.1 - APPOINTMENT. The Board of Directors may appoint a committee at any time for a special assignment or list of duties.

SECTION 9.2 - STANDING COMMITTEES. The Board may appoint a standing committee(s) to handle a specific ongoing assignment(s). The life of such committee(s) will be indefinite, and it will serve at the pleasure of the Board.

SECTION 9.3 - AD HOC COMMITTEES. The Board may appoint an ad hoc Committee(s) to handle a specific assignment(s). Such a committee(s) shall be of a temporary nature, and it shall be dissolved upon completion of the assignment.

SECTION 9.4 - COMMITTEE CHAIRPERSONS. The Board of Directors or the Director shall appoint the chairperson of committees.

SECTION 9.5 - COMMITTEE RESPONSIBILITIES AND AUTHORITY. Any committee appointed by the Board of Directors shall be responsible to the Board or the Director, and shall have authority to pursue only the specific assignment made, with recommendations back to the Board. No committee shall have policy making authority.

ARTICLE X

CONFERENCE DIRECTOR

SECTION 10.1 - GENERAL FUNCTION. The Conference Director shall be the chief administrative and managerial official of the Conference. He/she shall have authority to manage all of the business and race affairs of the Conference, working within the policies approved by the Board of Directors. He/she shall report to the Board of Directors, through the Executive Committee.

SECTION 10.2 - DUTIES AND RESPONSIBILITIES. As the chief administrative and managerial official of the Conference, the Conference Director shall carry out duties and responsibilities as outlined in the official Conference Director job description - "Attachment A", and as assigned from time to time by the Board.

ARTICLE XI

LIABILITY

SECTION 11.1 - LIABILITY. No Director, Officer or employee/consultant of the Conference shall be liable to the Conference or any of its Members, representatives or participants for any of his/her activities in such capacity, notwithstanding damage or injury to the Conference or its Members, representatives or participants, so long as he/she was attempting to perform his/her duties in good faith.

ARTICLE XII

FISCAL MANAGEMENT

SECTION 12.1 - FISCAL YEAR. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Conference. Unless otherwise fixed by the Board, the fiscal year of the Conference shall commence on July 1.

SECTION 12.2 - EXECUTION OF NOTES, CONTRACTS, ETC. By virtue of his/her position, the Conference Director is authorized to execute notes, contracts and checks for the Conference. If necessary, in his/her absence, the President and Treasurer are each also authorized to do so.

SECTION 12.3 - ANNUAL BUDGET REVIEW. The Board of Directors shall direct the Conference Director to perform an annual budget review and make report of same to each Spring meeting of the Board.

ARTICLE XIII

PARLIAMENTARY PROCEDURES

SECTION 13.1 - ROBERTS RULES OF ORDER. In all matters not specifically covered by these Bylaws, the conduct of the business of the Association shall be generally governed by the latest edition of Roberts Rules of Order.

ARTICLE XIV

AMENDMENT OF BYLAWS

SECTION 14.1 - BY THE BOARD OF DIRECTORS.

The Board of Directors may amend or repeal the Bylaws at any regular or special meeting of the Board. A two-thirds vote of those present and voting shall be required to pass any amendment or a repeal of any part of these Bylaws by the Board of Directors.

SECTION 14.2 - EFFECTIVE DATE. An amendment of the bylaws, unless otherwise provided at the time of adoption, shall become effective on the date of adoption.