

**BYLAWS OF GENESEE VALLEY REGION
EASTERN DIVISION
NATIONAL SKI PATROL SYSTEM, INC.**

Adopted April 4, 1991
Amended December 25, 1996
Amended June 9, 2004
Amended November 11, 2007
Amended March 11, 2013

ARTICLE I

NAME AND ORGANIZATION

Section 1.1 – Name

The name of the region shall be “Genesee Valley Region” (the “Region”).

Section 1.2 – Organization and Area

The Region is a sub-unit of the Eastern Division, National Ski Patrol System, Inc. (“NSPS”). It is a region without sections serving the interests of NSPS and its constituent members.

ARTICLE II

MEMBERS

Section 2.1 – Members

All patrollers, alumni and candidates with a current NSPS registration

card, dues paid and active in NSPS in the Region shall be Members of the Region.

Section 2.2 – Voting Members

Voting Members shall consist of Members actively patrolling and each shall have one vote.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1 – Annual Meeting

The annual meeting of the Region shall be conducted each year at the fall OEC refresher or refreshers for the purpose of casting ballots for the Region Director and one Assistant Region Director, whose term is expiring, or filling any vacancy in the elective offices and conducting such other business as the Voting Members may determine.

Section 3.2 – Special Meetings

Special meetings may be held at the call of the Region Director or ten percent of the Voting Members in writing to conduct such business as the Voting Members may determine.

Section 3.3 – Quorum

Twenty percent of the Voting Members present in person shall constitute a quorum for the annual meeting or any special meeting. There

shall be proxy voting for all issues except the election of Regional Director and Assistant Regional Director, but, on any matter, absent Voting Members may vote by absentee ballot in writing and signed under such rules as are adopted by the Region Election Committee (“Election Committee”). Any matter other than the election of officers must be submitted to all meetings of members in a fall series of OEC refreshers before adoption, irrespective of the existence of a quorum in the first such meeting.

Section 3.4 – Notice of Meeting

Written, electronic, personal and telephone notice of meeting shall be given to the Voting Members prior to the date of the meeting giving the place, date and time.

Section 3.5 – Region Election Committee

At least 30 days before the annual meeting (refreshers are considered an annual meeting), the Region Director shall appoint an Election Committee consisting of one Member of the Executive Committee and at least two other Members. Candidates for election shall not be eligible. One non-Executive Committee Member shall be designated Chair by the Region Director. The Committee shall receive nominations for Region Director and/or Assistant Region Director, determine the eligibility

of the candidates, send the nominees names, biographies and position statements to the current Patrol Directors at least 15 days before the beginning of balloting, supervise the voting, secure the ballots, count the ballots, break ties using an impartial method and send the names of the prevailing candidates by a plurality to the Region Director and the Executive Committee. The Election Committee members may hold over for one year.

ARTICLE IV

EXECUTIVE COMMITTEE AND COMMITTEES GENERALLY

Section 4.1 – Executive Committee

The Executive Committee shall consist of the Region Director, the Assistant Region Directors and the Patrol Directors of each Patrol of the Region. It shall meet at the call of the Committee Chair, who shall be the Region Director, or at the request of any three Members of the Committee. The Committee must meet at least annually before the Division Spring Annual Meeting to install the new Region officers. The Committee shall exercise all powers of the Members between meetings including the power to fill vacant elective offices temporarily, but the Committee shall have no power to elect officers to a full term. The Committee shall recommend Region liaisons to programs created by Article 7 of the Division By-laws.

Section 4.2 – Other Committees

The Executive Committee may create other regular or special committees, the members of which shall be filled by the Region Director. The Region Director shall appoint one such Member as chair. Committees may be dissolved in the same manner.

ARTICLE V

OFFICERS

Section 5.1 – Eligibility

No officer shall be elected or appointed who shall not meet the eligibility requirements for the equivalent office contained in the Division By-Laws, Section 4.1, as amended, in effect at the time of selection, nor shall such officer continue to hold office in the event of later ineligibility.

Section 5.2 – Region Director

The Region Director shall be elected by the Voting Members and shall serve for a term of two years. The Region Director shall supervise the affairs of the Region, shall preside at all annual and special meetings and shall perform such other duties as may be given him at any annual or

special meeting by a majority vote of the Voting Members present. The Region Director shall hold no other elective office in NSPS.

Section 5.3 – Assistant Region Director

There shall be two Assistant Region Directors, who shall be elected for a two-year term in alternate years. The Assistant Region Directors shall perform such duties as given by the Region Director. The Executive Committee shall identify one Assistant Region Director as Alternate Region Director who shall have the power granted by the Division By-laws including the power to serve as Region Director in that officer's absence. The Assistant Region Directors shall have a vote in all Region and Division matters as provided by these By-laws and the Division By-laws. The Assistant Region Directors shall hold no other elective office in NSPS.

Section 5.4 – Other Region Officers

Following the installation of the Region Director, such Director shall appoint a Secretary and a Treasurer and such additional officers or advisors as may be necessary to fulfill Region responsibilities.

Section 5.5 – Removal of an Officer

Removal of the Region Director or an Assistant Region Director shall be in accordance with the NSPS Policies & Procedures Manual, Sections 7.2.2.H and 7.2.3, as amended. No elective officer shall be removed by the Executive Committee. No elective officer shall be removed except by a vote of two-thirds of the Voting Members present at a meeting called for the purpose of removal.

Section 5.6 – Vacancy

If, for any reason, an Assistant Region Director position becomes vacant, the Executive Committee shall appoint a replacement to fill such vacancy until the next regularly scheduled election.

Section 5.7 – Term Limits for Elected Officers

Notwithstanding any provision to the contrary, no Member shall serve more than three terms as Region Director or Assistant Region Director. An appointment to fill a vacancy shall not count as a term for the purpose of determining the number of terms served.

ARTICLE VI

CONSTRUCTION

Nothing in these By-Laws shall conflict with the By-Laws or policies of the Eastern Division or NSPS, and they shall be construed in all cases to be compatible with such other by-laws. A section of these By-Laws found to

be incompatible shall not have the effect of invalidating the remaining By-Laws.

ARTICLE VII

DISSOLUTION

Upon dissolution of the Region for any reason, the funds and property in the hands of the Region shall be distributed per capita (by Members) to the patrols comprising the Genesee Valley Region at such time. In the absence of a patrol, such funds and property shall be distributed to the Eastern Division NSP. Any assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located. In no event shall the property of the Region be distributed to any individual nor to any organization not qualified under Section 501 (c) (3) of the Internal Revenue Code, as amended.

ARTICLE VIII

AMENDMENT

Proposed amendments to these By-Laws shall be submitted in writing to the Region Director at least 60 days prior to the meeting at which action on such amendments are to be taken. The Region Director shall transmit the proposal amendments to the Executive Committee at least 30 days prior to such meeting. The affirmative vote of two-thirds of all the Voting

Members of the Executive Committee shall be required to adopt any amendment. Notice of the pendency of such amendments shall be given to the Members at least 60 days prior to the Executive Committee meeting considering such amendments. At least every five years, the Region Director shall appoint an *ad hoc* By Laws Committee to study the By Laws and recommend any revisions necessary.