

BYLAWS OF THE
HIDDEN VALLEY SKI TEAM
Revised May 3, 2012

A. ORGANIZATION

- (1) Not for Profit Status. The Hidden Valley Ski Team (hereinafter "HVST") shall be maintained as a not for profit corporation under the Laws of the State of Missouri.
- (2) Registered Office. The registered office of the HVST shall be the address of the current registered agent of the not for profit corporation, as maintained by the Missouri Secretary of State, and/or such other addresses as may be designated for certain business of the corporation.
- (3) Affiliation. HVST shall be affiliated with the United States Ski Association (USSA) through its Central Division. In its alpine ski competition programs HVST will comply with the USSA's competition regulations.

B. PURPOSE.

The purpose of the HVST is to provide alpine ski competition training programs and opportunities for alpine ski competition for Members of various ages and abilities, with emphasis on junior programs.

C. MEMBERSHIP

- (1) Definition of "Member". A Member is defined as a family with one or more children participating on the ski team. Regardless of the number of children on the team, the family is considered one (1) Member.
- (2) Open Membership. Membership in HVST shall be open to any individual without regard to race, color, sex, nationality or creed who:
 - (i) subscribes to the purpose of the HVST,
 - (ii) recognizes that alpine skiing and particularly competition racing and training is an inherently hazardous sport that has many dangers and risks and, as a condition of membership in HVST, assumes responsibility for, and releases the HVST its directors officers and coaches from, all liability for personal injury or property damage arising from participation in HVST activities and programs,
 - (iii) while participating in HVST programs, agrees to ski safely and responsibly at all times and to follow instructions of the HVST coaching staff and the policies of HVST including but not limited to

HVST's "Skier's Responsibility Code" as may be amended from time to time,

(iv) agrees to take no action on behalf of HVST unless authorized by the HVST ByLaws, the Board of Directors or the Executive Committee, and

(v) has paid the annual membership dues and any other fees as required by team.

(3) Dues and Fees. The Executive Committee shall determine annual membership dues, and other fees, for the different classes of membership. Such dues and fee may change from time to time.

(4) Classes of Membership. Upon approval of the Executive Committee, the HVST may sponsor competitive and/or noncompetitive or other classes of membership.

(5) Reimbursement of Dues. Members who resign or are expelled from the HVST shall not be entitled to any reimbursement of dues.

(6) Representation on Board and Executive Committee. Members under 18 years old may be represented on the Board of Directors meetings, the Executive Committee meetings and at business or other general membership meetings by not more than one parent or guardian. Any Member at least 18 years old may serve on the Board of Directors and/or Executive Committee, and may represent themselves at business or other general membership meetings.

(7) Development Team. In any year that the HVST sponsors a noncompetitive class of membership, such class shall be known as a Development Team which shall exist primarily for the purpose of developing alpine skiing skills in generally noncompetitive training. The HVST shall not be required to provide competition coaching to anyone participating as a Development Team Member.

(8) Travel Team. In any year that the HVST sponsors a competitive class of membership, such class shall be known as a Travel Team, which shall exist primarily for the purpose of improving competition performance. Travelling Team membership shall be available to any Member at the sole discretion of the coaching staff based on an appraisal of skiing skill and conduct supporting the purposes and welfare of the team. The coaching staff will, to the extent permitted by the limited resources of the HVST, attempt to

provide competition coaching for any Travel Team Member at any USSA Central Division competition or other HVST sponsored competition.

- (9) Termination of Membership. Membership may be terminated voluntarily by the Member or involuntarily by the President in accordance with rules of Member conduct as enacted by the Board of Directors.
- (10) Proxies. A Member may vote either in person or through a proxy executed in writing by the Member or the holder of a lawful power of attorney of said Member. No proxy shall be valid after one (1) year from the date of its execution, unless otherwise expressly provided in the proxy.
- (11) Voting. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members. The affirmative vote of a majority of the Members represented at the meeting shall be the act of the Members as a whole unless the vote of a greater number of Member is required by law or otherwise in these Bylaws.
- (12) Action by Consent. Any action which may be taken at any meeting of the Members may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Members entitled to vote with respect to the subject matter thereof. The written consent may be executed in several identical counterparts by the Members with the effect as if the Members had executed a single document.

D. BOARD OF DIRECTORS

- (1) Number, Election and Term. The HVST shall have at least three (3) Directors but no more than five (5) who shall be elected at an annual meeting of Members for a one-year term. At least one Director shall be a Coach (not needing to have a child on the team). All other Directors, with the exception of Coach-Directors, must have a child actively participating on the ski team. Interim vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors.
- (2) Powers. The activities and assets of HVST shall be managed and controlled by the Board of Directors which shall exercise all the powers of the corporation and do all acts and things as are not, by law, the Articles of Incorporation or these Bylaws, directed or required to be done or exercised by the Members, and specifically to:
 - (i) appoint the HVST Officers,
 - (ii) oversee the operation of HVST programs,

- (iii) audit the financial records of the HVST,
 - (iv) oversee and ratify the actions of the Executive Committee, and
 - (v) dispose of HVST assets in the event of dissolution.
- (3) Regular Meetings. Regular meetings of the Board of Directors shall be held at such places, within or outside the State of Missouri, and on such days and at such times as shall be set from time to time by the Board of Directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the Board of Directors. Notice of such regular meetings need not be given to the Membership.
- (4) Quorum. A majority of Members of the Board shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.
- (5) Special Meetings. Special meetings of the Board may be held at any time and place, within or outside the State of Missouri, upon the call of two (2) Directors by written notice delivered to each Director not less than three (3) days before such meeting; provided, however, that any Director may, at any time, in writing, waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For purposed of this section, "delivery" of notice of a Board of Director's meeting may be accomplished either by hand-delivery, through the U.S. Postal Service, through a private parcel carrier service, or electronically by e-mail or facsimile transmission. "Delivery" is completed upon receipt by the director through any of the aforementioned means except when delivery of notice is by U.S. Postal Service or private parcel carrier service, in which case, delivery shall be completed upon delivery of the notice to the director's last known home address.
- (6) Director Meeting via Telephone Conference. Directors may appear at a meeting of the Board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a Director appearing at Board meeting via telephone conference shall also be allowed


to vote by this medium. Furthermore, it is permissible for all Directors to appear at a meeting of the Board of Directors via telephone conference or similar communication system.

- (7) Action by Consent. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. The written consent may be executed in several identical counterparts by the Directors with the effect as if the directors had executed a single document.
- (8) Resignation of Directors. Any Director of the corporation may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairman of the Board, or the corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the Board of Directors or one of the above-named officers.
- (9) Filling of Vacancies. Vacancies on the Board and newly created directorships resulting from any increase in the number of directors to constitute the Board of Directors may be filled by a duly approved resolution of a majority of the Directors then in office. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. Any Director elected to fill a vacancy or a newly created directorship shall serve until the next election of Directors by the Members of the corporation. The death of any Director shall be treated as a voluntary resignation by the corporation.
- (10) Power and duties of the Board of Directors. The property and business of a corporation shall be controlled and managed by a Board of Directors; however, the Board may delegate duties to the Officers of the corporation to the full extent allowed by law.
- (11) Removal of Directors. The Board of Directors may remove a Director by resolution adopted by the affirmative vote of sixty-six percent (66%) or more of all of the Directors of the corporation, i.e. not 66% of those Directors in attendance at the meeting.

E. EXECUTIVE COMMITTEE

- (1) Executive Committee. The Executive Committee shall consist of the Board of Directors and the Officers.
- (2) Authority and Duties. The Executive Committee shall at all times be subject to the authority and control of the Board of Directors. Subject to that control, the Executive Committee shall (a) establish an annual operating budget for the corporation, (b) select and/or hire and dismiss coaches, (c) approve committees and committee members appointed by the President, and (d) audit the financial records of the HVST as necessary.
- (3) Participation by Members. Any Member at least age 18, parent or guardian of a Member under age 18, or Coach shall be invited to attend Executive Committee meetings to provide advice to the Executive Committee actions, but such Member shall not have a vote on committee matters.

F. OFFICERS

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- (1) Number, Election and Term. The officers of the corporation shall be a president, vice president, secretary, and treasurer who shall be selected by the Board of Directors at its first meeting. The Board of Directors may approve such other officers with such titles and duties as it may determine are appropriate. Any two or more offices may be held by the same person. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the Board of Directors after the next succeeding election of the Board of Directors and until their successors shall have been duly elected and qualified. The compensation, if any, of the officers of the corporation shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the corporation.
 - (2) Eligibility of Coaches to be Officers. Coaches may be officers only if they have a child on the ski team.
 - (3) Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not effect the contract rights, if any, of the officer or agent so removed.

- (4) President. The President shall:
- (i) call and preside over meetings of the HVST;
 - (ii) create committees to support and promote the programs and purposes of the HVST, such as coaching, publicity, membership, race organizations, fund raising, equipment management, record keeping, awards, functions and communications; and to appoint Members and chairs to those committees subject to the approval of the Executive Committee; and
 - (iii) approve disbursements.
- (5) Vice President. The VicePresident shall:
- (i) perform the duties of an absent President and duties delegated by the President; and
 - (ii) approve disbursements.
- (6) Secretary. The Secretary shall:
- (i) record the minutes of all meetings;
 - (ii) maintain the records of the HVST;
 - (iii) perform executive duties delegated by the President; and
 - (iv) annually file all reports necessary to maintain the not forprofit status of the HVST.
- (7) Treasurer. The Treasurer shall:
- (i) collect all money paid or donated to the HVST;
 - (ii) maintain deposited accounts of HVST funds;
 - (iii) prepare checks to pay bills of the HVST on approval of the President or VicePresident;
 - (iv) maintain current financial records of the HVST; and
 - (v) make reports and records available for audit by the Directors and/or Officers.
 - (vi) Prepare and file all necessary tax forms for HVST.

G. COACHES

- (1) Head Coach. The Board of Directors shall select a Head Coach whose duties shall be:

- (i) to recommend the appointment of a coaching staff,
 - (ii) to establish and conduct training programs, and
 - (iii) to delegate coaching duties.
- (2) Duties of Coaches. General duties of all Coaches shall include:
 - (i) to conduct training programs to support the purpose of the HVST,
 - (ii) to coach Members in USSA sanctioned races or other HVST sanctioned races, and
 - (iii) to maintain responsible conduct of Members during HVST programs.
- (3) Compensation of Coaches. A Coach being compensated or reimbursed for his services or expenses at a competition shall not participate in such competition if such competition would, on balance, adversely affect coaching of other Members at the competition.
- (4) Membership Fees. Directors, Officers, and Coaches and their families shall not be exempt from membership fees.

H. DISCIPLINE

- (1) Any Coach shall have the right to remove any Member from any HVST activity for discipline.
- (2) Any Member removed from a HVST activity for discipline may request a hearing by the Executive Committee or the Board of Directors at the next meeting called for business of the HVST.
- (3) A Member involved in recurrent discipline action by the coaching staff may be expelled from the HVST by a vote of three-fourths of the Executive Committee after giving the Member written notice of: the disciplinary complaint, an intent to vote on expulsion and the right to explain or rebut the disciplinary complaint.

I. MEMBERS RESPONSIBILITIES

- (1) No Member shall be allowed to participate in any HVST training or competitive activity unless the Member or the member's parent or guardian has provided for HVST records a statement of assumption of risk from participation in HVST activities.
- (2) Except as authorized by the Executive Committee as reimbursement for coaching expenses, the HVST shall have no responsibility for providing

equipment, lift tickets, transportation or lodging for any Member or supervision of any minor Member.

- (3) Travelling Team Members or their parents/guardians are expected to assist in operation of competitive events as requested by event organizers.

J. INDEMNIFICATION

- (1) Indemnification of Directors, Officers, Committee Members and Coaches. To the fullest extent permitted by the laws of State of Missouri, including future amendments of those laws, the corporation shall indemnify and hold harmless each Director, Officer, Committee Member and Coach of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:
 - (i) any breach of such person's duty of loyalty to the corporation or its Members,
 - (ii) any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his or her conduct was unlawful; or
 - (iii) any transaction from which such person derived any improper personal benefit.
- (2) Determination of Entitlement to Indemnification. The decision concerning whether a Director, Officer, Committee Member or Coach seeking indemnification has satisfied the provisions of Section 10.1 shall be made by (i) the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion; or (iii) a vote of the Members.
- (3) Indemnification of employees and agents. The Board of Directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the corporation, and persons

who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

K. MISCELLANEOUS

- (1) Amendment of Bylaws. The Bylaws may be amended by a majority vote of the Members present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent.
- (2) Fiscal Year of the Corporation. Unless the board of directors shall select another date through a duly adopted resolution, the fiscal year of the corporation shall begin on the first (1st) day of July of each year and end on the thirtieth (30th) day of June.