

**BY LAWS
ASSOCIATION OF PROFESSIONAL PATROLLERS
PROPOSED UPDATES DATED 6-2-2017**

SECTION ONE

NAME AND MISSION

1.1 Name: The name of this organization shall be (The) Association of Professional Patrollers INC., hereafter referred to as "organization" or "APP". The objectives of the organization will be those set forth in the Articles of Incorporation.

1.2 Mission: The Association of Professional Patrollers provides a Progressive, High Caliber program for Ski Patrollers and Mountain Operation Professionals through Education, Evaluation and Certification.

SECTION TWO

ADMINISTRATION

2.1 Board of Directors: The affairs of this organization shall be administered by a Board of Directors consisting of nine (9) members, who shall be elected by the regular voting members, as hereinafter defined, of this organization. Qualifications for this Board of Directors shall be determined from time to time by the regular voting members, and each members of said Board shall be a Regular Member or Lifetime Member of this organization with Certified status. One additional Board Member shall be appointed by the Board of Directors, by a simple majority, to be a representative of the Volunteer category. Each Board Member shall have one vote.

2.2 Executive Director: The role of the Executive Director is to design, develop and implement strategic plans for the APP organization in a cost-effective and time-efficient manner. The Executive Director is also responsible for the operation of the organization, including managing committees, staff and developing plans in collaboration with the Board for the future of the organization. The Board may offer suggestions and ideas to the Executive Director about how to improve the organization. The Executive Director is accountable to the Board and reports to the Board on a regular basis. In essence, the Board grants the Executive Director the authority to run the organization.

The Executive Director is appointed by the board of directors will receive a salary or compensation to cover established expenses, which will be determined by the Board of Directors.

This position will be reviewed by the board on an annual basis.

2.3 Committees: There may also be such additional Boards or Committees as shall be determined from time to time, consisting of those persons who may be selected or appointed by the Board of Directors.

SECTION THREE

OFFICERS

3.1 Officers of the organization shall consist of an, President, a Vice-President, and a Secretary/Treasurer, who shall be members of the Board of Directors.

3.2 The Officers shall not receive any salary for their services as officers of the organization. Travel expenses shall be paid to adequately cover reasonable cost incurred by Board members, committee members, or persons so deserving, as approved by the Board of Directors, for to and from legitimate Board approved functions. A written request with mileage, date, and location to and from, shall be submitted to the Secretary/Treasurer prior to any reimbursements made.

3.3 The Officers shall be chosen every ~~two (2) years by the Board of Directors at the Spring General Meeting~~ *year at the first meeting following the completion of the election*. Each officer shall hold his/her office for a minimum of two (2) years or until he/she shall resign, be removed by the Board of Directors, or otherwise be disqualified to serve, or until his/her successor shall be elected or appointed to fill the position.

SECTION FOUR

OFFICER'S DUTIES AND RESPONSIBILITIES

4.1 President: The President shall preside over all meetings of the General Membership and of the Board of Directors. The President shall have such other powers to perform duties required of him/her by the Board of Directors. The President may also appoint members to various committees or other groups set forth by the Board of Directors, and define their duties. The President shall also be the representative of the Association of Professional Patrollers to all other organizations which might enhance the reputation of the APP by the President's attendance.

4.2 Vice President: The Vice President shall, in the absence of the President, perform all of the duties and have all of the powers of the President. The Vice President shall also have such other powers or perform such other duties as assigned by the President or Board of Directors. The Vice President shall also preside as Chairperson of the Criteria Committee

4.3 Secretary/Treasurer: The Secretary shall keep a record of the proceedings of any meetings of the Board of Directors or of the General Membership. In the absence of a board member to fill the position the APP Board may appoint a suitable candidate. The Secretary shall also keep all records pertaining to membership, dues, certification status, testing results, membership cards, and certification clinic proceedings. The Secretary shall maintain all correspondence directed to the APP or other such correspondence directed by the President, Vice President or Board of Directors. The Treasurer shall furnish, prepare and keep a full set of books and accounts, showing every financial detail of the business, and all receipts and disbursements, the amount of cash on hand, the amount of moneys owed by the organization or owing to it, and such other information as may be required by the Board of Directors. A full accounting shall be made to the membership at the spring General Meeting of the organization or as may be requested by the Board of Directors. This position can be a standing board member or appointed by the board (if not a board member, they do not have a vote).

SECTION FIVE

BOARD OF DIRECTORS

5.1 General Powers of the Directors: The Board of Directors shall be responsible for the management of the business of the organization. They shall exercise these powers through a simple majority rule. Six (6) board members shall constitute a quorum.

5.2 Specific Powers of the Directors:

Without prejudice to such general powers, it is hereby declared that the Directors shall have the following specific powers:

- a) To adopt and alter an insignia of the organization.
- b) To make and change regulations, so long as they are consistent with these By-laws, for management of the organization's business and affairs.
- c) To regulate and adopt membership and testing fees.
- d) To appoint, or direct the President to appoint, a five (5) member Criteria Committee, to be chaired by the Vice President, for the purpose of establishing certification standards and criteria.
- e) To make appointments of Certified Members as Head Judges and Assistant Head Judges.
- f) To fund and administer the APP Educational Foundation.
- g) To organize and execute the various testing and educational clinics and seminars.
- h) To designate and appoint various committees on any subject within the scope of the organization, either provided for within these By-Laws or determined necessary by the Board of Directors.

5.3 Elections to the Board:

- a) An Election Committee shall be appointed by the Board of Directors to oversee the election of new Board Members.
- b) ~~Board Members will be elected at the Spring General Meeting with voting taking place at the Spring Clinic, also electronically through the APP website until June 1st of that same year.~~

See Section 9.

The term for a Board Member shall be two (2) years. These two year terms shall be staggered, and an election held each year, to insure that a complete turnover of Board Members will not occur.

- c) Nominations shall be open to the floor at the General Meeting, but may also be submitted to the Board of Directors prior the General Meeting at the Spring Clinic.
- d) The elected members of the Board shall be those candidates receiving the most votes. In the event of a tie, a re-ballot will be taken until a candidate receives a majority vote.

SECTION SIX

MEMBERSHIP

6.1 Membership in the organization shall consist of the following categories:

- a) Regular
- b) Subscribing
- c) Honorary
- d) Lifetime

All members, regardless of their status, shall receive a newsletter and be eligible to attend all educational and social functions of the organization

6.2 Regular Member:

Regular members shall retain their standing as long as they remain employed as a professional patroller, a ski area employee in a related mountain operations or risk management field, a recognized

volunteer at a ski area within the geographical area of this organization or as defined by the Board of Directors. (Employment or volunteer status must be without a break of more than two season) Exceptions may be made for unusual circumstances by a majority vote of the Board of Directors. All regular members shall be subject to membership dues and testing fees outlined by the Board of Directors.

Regular membership shall consist of the following categories:

- a) Certified Must have reached a certified level in all testing categories. Entitles the member to ~~one vote and may~~ serve as a judge in any category. Entitles member to be appointed a Head Judge or Assistant Head Judge.
- b) Associate Must have reached at least an associate level in all testing categories. Entitles the member to ~~one vote and may~~ serve as a judge in those categories where a certified level has been attained.
- c) Sustaining Must have reached a sustaining level in at least one testing category. May not vote but may assist in judging any category where a certified level has been attained.
- d) Auxiliary Limited to non-skiing members of a patrol who have reached an Associate or Certified level in the following categories: Medical, Risk Management, and Hill Safety. These members shall not be entitled to vote but may assist in judging in any category where a certified level has been attained.
- e) Volunteer Must be a recognized Area Volunteer who has been endorsed by a specific ski area Paid Patrol Director. Must also attain a Sustaining, Associate, or Certified level in all testing categories. Any Volunteer Member may assist in judging those categories where an APP certified level has been attained. Volunteers can qualify to be a Head Judge or Assistant Head Judge in any category if the Volunteer Member is fully certified in all categories, and has been approved by the Board for that position. Fully certified volunteer members will be entitled to vote in APP elections.
- f) Professional Patrol Director (Leader) Must be an Active Professional Patrol Director who does not qualify for any other membership category. Entitles the member to one vote but may not assist in judging in any category. This member shall not be subject to annual dues. Any Regular Member may change their status to another level of membership providing they qualify for that status level.

6.3 Subscribing Member:

A Subscribing Member is an individual sponsored by a Regular Member and approved by the Board of Directors who wishes to continually contribute to the organization by participating on a regular basis in the social and educational functions of the organization. Subscribing membership does not include voting privileges or judging status. Subscribing Members will be assessed the regular dues fee and receive a newsletter.

6.4 Honorary Member:

An honorary member is an individual who is not an active patroller, active related ski area employee, or volunteer that the Board of Directors feel should be honored with the title of "Honorary Member". Honorary membership may also be extended to Regular Members who have retired from ski area employment or volunteer status but who wish to remain a member. Honorary membership does not include voting privileges or judging status. Honorary members will not be assessed the regular dues fees but shall receive a newsletter.

6.5 Lifetime Member:

Any Regular or Honorary member may be extended a Lifetime Membership by the Board of Directors on the basis of their outstanding service, dedication, and accomplishments within the APP and the ski industry. Lifetime membership maintains a member's regular status and includes voting privileges and judging status. Lifetime members will not be assessed the regular due fees.

6.6 Membership Fees:

The Board of Directors may determine the amount of membership fees or dues for any class or classes of membership of this organization. (APP fiscal year starts November 1st)

6.7 Termination of Membership:

The Board of Directors may terminate any membership of whatever classification for any infraction of these By-Laws, rules and/or regulations of this organization; or for other valid reasons determined by the Board of Directors.

6.8 Certificates of Membership:

Certificates of membership, signed by the President or Secretary/Treasurer or other officers as may designated by the Board of Directors, shall be issued to each member certifying the class of membership held. Certificates of membership shall not be transferable.

SECTION SEVEN

ANNUAL MEETINGS OF MEMBERSHIP

7.1 Meetings: There shall be two annual meetings of this organization to be held in the Fall and Spring each year at a place to be determined by the Board of Directors. Notification of the time and place of these annual meetings shall be given to the membership at least 30 days prior to the meeting.

7.2 Special Meetings: A special meeting of the membership of this organization may be called by the President or any two (2) Directors for the purpose of electing members of the Board of Directors, in the event vacancies should occur in the Board reducing the number to less than a

quorum. Notification of the time and place of these meetings shall be given to the membership at least 30 days prior to the meeting.

SECTION EIGHT

DONATIONS

8.1 Donations: As prescribed in the Articles of Incorporation, this organization may solicit, receive, and enlist financial or other aid from individuals, trusts, corporations, associations, societies, institutions, or other organizations or authorities desirous of contributing to the purpose for which this corporation is formed. The APP is a 501c3 non-profit organization.

SECTION NINE

(AMENDMENTS) MEMBER VOTING, ELECTIONS, AND AMENDMENTS

~~9.1 These By-Laws may be amended by majority vote of the Regular voting members present at a meeting called for that purpose or by a majority of responses received from voting members on a mail-in and or e-mail ballot.~~

9.1 All voting for any reason shall be done by members who have certified in at least one discipline, are active in good standing, with dues paid.

9.2 Voting for By-Law changes, or Board Elections will be as above and completed using electronic ballot that shall be open for at least 30 days.

9.3 All voting results will be decided by a majority of the members voting.

SECTION TEN

MISCELLANEOUS PROVISIONS

10.1 Corporation Office: An office of the corporation may be established by the Board of Directors if they deem necessary, or if the business of the corporation may require.

10.2 Checks, Drafts, or Notes: All checks, drafts, or other orders for the payment in the name of the organization for debts of the organization shall be signed by the President and countersigned by at least one other authorized member of the Board of Directors.

10.3 Written Consent in Lieu of a Meeting: Any action of the majority of the Board of Directors, although not at a regularly called meeting, and the record thereof is consented to in writing by all of the Board Members, shall always be as valid and effective in all respects as if passed by the Board at a regular meeting.

June 2, 2017