

**BYLAWS OF THE SOUTHERN NEW YORK REGION
EASTERN DIVISION
NATIONAL SKI PATROL SYSTEM, INC.**

Adopted October 2, 2008

ARTICLE I

NAME AND ORGANIZATION

Section 1.1 - Name

The name of the region shall be “Southern New York Region.”

Section 1.2 - Organization and Geographical Area

The Southern New York Region (hereinafter referred to as “the Region”) is a sub-unit of the Eastern Division, National Ski Patrol, Inc. (NSP). It encompasses two sections, the Northern Catskills Section and the Southern Catskills Section and shall serve the interests of the NSP and its constituent members.

Section 1.3 - General Purposes

The Region shall serve its Members and the public as the representative of NSP in the Region’s geographical area and shall operate pursuant to and in accordance with the provisions of the NSP Congressional Charter and of the Certificates of Incorporation and By-laws and Policies and Procedures of the NSP and the Eastern Division of the NSP.

Section 1.4 - Purpose and Interpretation of These By-Laws

The purpose of these By-laws is to establish the procedures for the governance and operation of the Region. No provision of these By-laws shall be inconsistent with the NSP and Eastern Division governing documents set forth in Section 1.3 of these By-laws.

ARTICLE II

MEMBERSHIP

Section 2.1 - Members

The Members of the Southern New York Region shall be all Active, Inactive and Alumni patrollers currently registered with the NSP and with patrols in the Region.

Section 2.2 - General Voting Members

The General Voting Members shall consist of each Active Member of the Region and shall be eligible to vote in the election of the Region Director and on any other matter put to a vote of the Members generally. The term “Active Members” encompasses each Member who has an NSP registration number reflecting primary registration with a patrol in the Region. “Active Members” shall not include Alumni, Medical Associates, patroller candidates, and patrollers registered exclusively in the Professional Division.

Section 2.3 - Special Voting Members

(a) For the purpose of election of a Section Chief, the Voting Members shall consist of the Patrol Representative of each ski patrol affiliated with the Region and the particular Section., each of whom shall have one vote.

(b) For purposes of the conduct of all Region business other than the election of the Region Director and other matter put to the Members for a vote, and the election of Section Chiefs, the Voting Members shall consist of the Region’s Executive Committee, as defined in Section 3.1 of these By-laws.

ARTICLE III

REGION GOVERNANCE

Section 3.1 - Region Governance

The Region shall be governed by an Executive Committee, which shall consist of the following persons:

- (a) The Region Director;
- (b) The Section Chief of each Section of the Region; and
- (c) The Patrol Representative of each ski patrol in the Region.

Section 3.2 - Eligibility Requirements for Region Director and Section Chiefs

No person may be a candidate for, or elected or appointed to the position of, Region Director or Section Chief unless s/he satisfies the eligibility requirements set forth in the Eastern Division By-Laws in effect at the time of such election or appointment.

Section 3.3 - Region Director

(a) The Region Director shall be elected by the General Voting Members of the Region in the manner set forth in Article IV of these bylaws and shall serve a term of two years.

(b) The Region Director shall have the following powers and functions:

- (1) Presiding at semi-annual and special Region meetings;
- (2) Supervising Region functions; and
- (3) Performing such other duties as may be required by the vote of a majority of the General Voting Members present at any annual or special meetings, subject to the quorum requirements set forth in Article IV of these bylaws.

(c) The Region Director shall hold no other elective office in the NSP or the position of Patrol Representative of any ski patrol in the Region during his/her term of office as Region Director.

(d) No person shall serve more than three consecutive terms as Region Director; and no person who has served the maximum number of consecutive terms as Region Director shall be eligible to serve again as Region Director until the third election cycle following his/her last term as Region Director.

Section 3.4 - Alternate Region Director

(a) Upon assuming office, the Region Director shall appoint an Alternate Region Director, who shall serve at the pleasure of the Region Director.

(b) The Alternate Region Director shall perform such duties as may be assigned by the Region Director and as may be required by the bylaws of the NSP and/or the Eastern Division.

(c) The Alternate Region Director shall not be eligible to vote on matters put before the Executive Committee unless duly appointed by the Region Director to vote by proxy in the Region Director's stead. Any such proxy shall be invalid unless given in writing and filed with the Region Secretary.

(d) No person may be appointed to the position of Alternate Region Director unless s/he would be eligible to serve as Region Director under the Eastern Division By-laws in effect at the time of such appointment.

(e) If the position of Region Director becomes vacant prior to the expiration of the Region Director's term of office, the Alternate Region Director shall become Region Director for the remainder of such term.

Section 3.5 - Section Chiefs

(a) Each Section shall have a Section Chief, whose term of service shall be two years.

(b) Election of each Section Chief shall be by Special Voting Members as defined in Section 2.3(a) of these By-laws. The candidate for Section Chief who receives the highest number of votes cast shall be installed as Section Chief regardless of whether s/he has received a majority of the overall number of votes cast. In the event of a tie vote, succeeding votes shall be taken until the tie has been broken.

(c) Write-in voting shall be permitted in elections for the position of Section Chief.

(d) The Section Chiefs shall perform such duties as may be assigned by the Region Director and as may be required by the bylaws of the National Ski Patrol and/or the Eastern Division of the National Ski Patrol.

(e) Each Section Chief shall have a vote in all Region and Eastern Division matters as provided by these bylaws and the Eastern Division bylaws. Each Section Chief shall also serve as a Regional Delegate to the Eastern Division and may attend and cast a vote at any meeting of the Eastern Division as provided in the Eastern Division By-laws.

(f) Each Section Chief shall hold no other elective office in the NSP or the position of Patrol Representative of any ski patrol in the Region during his/her term of office as Section Chief.

(g) No person shall serve more than three consecutive terms as Section Chief. No person who has served the maximum number of consecutive terms as Section Chief shall be eligible to serve again as Section Chief until the third election cycle following his/her last term as Section Chief.

(h) If a Section Chief position becomes vacant prior to the expiration of the Section Chief's term of office, or a person elected to the position of Section Chief declines, is ineligible or is unable for any reason to serve as Section Chief, or no person is elected Section Chief, the position shall be filled as follows:

(1) If, at the time the position becomes vacant, less than one year remains until the next scheduled Section Chief election, the Region Director shall, appoint a person who meets the eligibility requirements of Section 3.2 of these By-laws to fill such vacancy until the next regularly scheduled election for that office; or

(2) If, at the time the position becomes vacant, one year or more remains until the next scheduled Section Chief election, the Region Director shall call a special election to fill the vacancy until the regularly scheduled election for that office, to be supervised by the Election Committee in the manner prescribed in Section 3.7 of these By-laws.

Section 3.6 - Functions and Powers of the Executive Committee

(a) The Executive Committee shall be responsible for overseeing the operation of Region business.

(b) The Executive Committee shall meet as follows:

(1) Between the first day of April and the date of commencement of the annual spring meeting of the Eastern Division, at which time the Executive Committee shall install the elected Region Director and Section Chiefs and carry on such other Region business as may be duly put before it;

(2) At a meeting to be held annually in the fall, prior to November 1.

(3) At the request of any three Members of the Executive Committee.

(4) At any special meeting convened by the Region Director or Region Secretary pursuant to Section 3.5(d) or (e) of these By-laws.

(c) The Executive Committee may take action affecting the operation of the Region by a majority vote of the Executive Committee Members present at any such meeting. A quorum shall

exist when fifty percent of the Members are present. Votes of absent Members of the Executive Committee may be cast by proxy provided that each proxy is in writing and signed by the person granting the proxy vote. Any action by the Executive Committee affecting the operation of the Region shall be taken only upon a majority vote of Executive Committee Members voting, subject to the foregoing quorum and proxy voting requirements.

(d) In the event of a tie for first place in any Region Director election or other matter put to the General Voting Members for a vote, the election shall be decided in a manner to be determined by the Chairperson of the Election Committee.

(e) In the event no person is elected to the position of Region Director, the Executive Committee shall hold a special meeting to elect a Region Director. The candidate for Region Director who receives the highest number of votes cast at such special meeting shall be installed as Region Director regardless of whether s/he has received a majority of the overall number of votes cast. In the event of a tie vote, succeeding votes shall be taken until the tie has been broken.

Section 3.7 - Election Committee

(a) No later than 90 days before the annual fall meeting, the Region Director shall appoint a Region Election Committee consisting of at least three members of the Region, all of whom shall not be Members of the Executive Committee.

(b) The Region Election Committee shall be responsible for performing the following functions:

(1) Receiving nominations for the positions of Region Director and Section Chiefs;

(2) Determining the eligibility of the nominees;

(3) At least 15 days before the commencement of balloting, sending to the general voting members, in writing, the names, biographies and any position statements of the nominees;

(4) Supervising the voting;

(5) Securing the ballots;

(6) Counting the ballots;

(7) Transmitting to the Region Director and the Executive Committee the results of each election.

Section 3.8 - Other Standing Committees; Ad Hoc Committees

(a) The Executive Committee may create such additional committees, standing or ad hoc, and dissolve the same, as it deems appropriate.

(b) Membership in such standing and ad hoc committees shall be by appointment by the Region Director, who shall in addition appoint a chairperson for each such committee.

(c) Any General Voting Member of the Region shall be eligible to serve on, and chair, any such standing or ad hoc committee.

Section 3.9 - Other Region Officers

(a) Following his/her installation as Region Director, the Region Director shall appoint, in addition to an Alternate Region Director, such additional officers as deemed necessary to administer Region business, including at a minimum:

(1) A Region Secretary, who shall be responsible for recording Region business;

(2) A Region Treasurer, who shall be responsible for maintaining Region funds and making authorized disbursements thereof.

(b) Any General Voting Member of the Region shall be qualified to serve as an appointed Region officer.

Section 3.10 - Region Advisors

(a) The Region Director may appoint Region advisors to administer NSP programs at the Region level and to assist in other Region business as deemed appropriate by the Region Director.

(b) Any General Voting Member of the Region shall be qualified to serve as an appointed Region advisor.

Section 3.11 - Removal of Region Director or Section Chief

(a) Any removal of the Region Director or a Section Chief shall be in accordance with Sections 7.2.2.H and 7.2.3. of the NSPS policies and procedures manual.

(b) No Region Director may be removed from office except by a vote of two-thirds of the General Voting Members present at a meeting called specifically for the purpose of voting on whether to remove the Region Director. No such vote shall be held unless a quorum of eligible voters is present and voting. For purposes of this Section, a quorum shall consist of fifty percent of those eligible to vote in Region-wide elections.

(c) No Section Chief may be removed from office except by a vote of two-thirds of Executive Committee members present at a meeting called specifically for the purpose of voting on whether to remove a Section Chief. Such special meeting may be held in conjunction with a regularly scheduled Executive Committee meeting or separately, provided that if it is held in conjunction with a regularly scheduled meeting, each member of the Executive Committee shall be given written, electronic (via telephone, e-mail, etc.) and/or oral notice at least 30 days prior to such meeting that a vote on whether to remove a Section Chief will be held at such meeting. No such vote shall be held unless a quorum of eligible voters is present and voting. For purposes of this Section, a quorum shall consist of fifty percent of members of the Executive Committee.

ARTICLE IV

ELECTIONS

Section 4.1 - Election Procedures

Procedures for the election of the Region Director shall be established by the region Election Committee, provided that election shall be by secret, written ballot and the election procedures shall otherwise comply with these By-laws and the By-laws of the Eastern Division.

Section 4.2 - Elections by General Voting Members

(a) The Region shall, at each Region Outdoor Emergency Care refresher held during the final year of the incumbent Region Director's term of office, conduct an election for the position of Region Director. Election of the Region Director shall be by secret, written ballot and shall otherwise comply with the By-laws of the Eastern Division. Ballots shall be collected and counted in a manner determined by the Election Committee.

(b) The Region may put to a vote by the General Voting Members at the Region Outdoor Emergency Care refreshers any other Region business for which voting eligibility is not limited to the Special Voting Members or the Executive Committee under the provisions of Section 2.3 of these By-laws.

Section 4.3 - Special Meetings

Special meetings may be held at the call of either the Region Director or ten percent of the General Voting Members of the Region to conduct such business as such General Voting Members may duly determine. Written, electronic (via telephone, e-mail, etc.) and/or oral notice of the date, time and place of each Region meeting shall be given to each General Voting Member of the Region at least 30 days prior to such meeting.

Section 4.4 - Quorum

A quorum of General Voting Members of the Region shall exist when at least twenty percent of all eligible voters are present. For purposes of this subdivision, the number of eligible voters present shall be deemed the aggregate number of Active Members who attend the Region's annual Outdoor Emergency Care refresher(s). In order to vote in a Region-wide election, a General Voting Member must attend a refresher held at a location designated by the Region.

Section 4.5 - Absentee and Proxy Voting

Any General Voting Member who is unable to vote in person in an election for Region Director or in any other matter put to the General Voting Members for a vote may vote by written and signed absentee ballot, pursuant to such rules as the Region Election Committee shall establish. Proxy voting shall not be permitted in any such election.

Section 4.6 - Write-in Voting

Write-in voting shall be permitted in the election of the Region Director. Ballots shall contain provisions for write-in candidates.

ARTICLE V

CONSTRUCTION; SEPARABILITY; AMENDMENT; DISSOLUTION

Section 5.1 - Construction

Nothing in these By-laws may conflict, or be construed as being inconsistent, with the By-laws or the policies and procedures of the NSP or of the Eastern Division.

Section 5.2 - Separability

Any provision of these By-laws found to be inconsistent with the By-laws or the policies and procedures of the NSP or the Eastern Division shall result in invalidation of only the provision affected, not of these entire By-laws.

Section 5.3 - Amendment

(a) All proposed amendments to the Region By-laws shall be submitted in writing to the Region Director at least 60 days before the meeting at which such amendments are to be considered.

(b) Written, electronic (via telephone, e-mail, etc.) and/or oral notice of the date, time and place of each Region meeting called for the purpose of considering amendments to these By-laws shall be given to each member of the Region's Executive Committee at least 30 days prior to such meeting.

(c) The Region Director shall submit all proposed amendments to the Executive Committee at least 30 days before such meeting.

(d) An affirmative vote of two-thirds of all Members of the Executive Committee present and voting shall be required for any amendment of these bylaws to be adopted, subject to the quorum and proxy voting provisions of Section 3.6(c) of these By-laws.

Section 5.4 - Dissolution

(a) Upon dissolution of the Region for any reason, the funds and property in the Region's possession shall be distributed to the patrols in the Region on a per capita basis according to the number of Members of the Region affiliated with each patrol.

(b) In the event no Region patrols exist at the time of dissolution, the funds and property in the Region's possession shall become the property of the Eastern Division.