

**BY-LAWS OF WESTERN APPALACHIAN REGION**  
**EASTERN DIVISION**  
**NATIONAL SKI PATROL, INC.**

*Adopted August 7, 2004*

*Revised May 8 2010*

*Revised **August 16, 2015***

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**ARTICLE I**

**NAME AND ORGANIZATION**

**Section 1.1 Name**

The name of the Region shall be **Western Appalachian Region.**

**Section 1.2 Organization and Purpose**

Western Appalachian Region (the Region) is a sub-unit of the Eastern Division, National Ski Patrol, Inc. (NSP) with an elected Region Director and appointed Assistant Region Directors serving the interests of NSP and its constituent members. The Region shall operate pursuant to and in accordance with (1) the provisions of the NSP Congressional Charter, (2) the NSP Certificate of Incorporation and By-laws and such other resolutions as shall, from time to time, be adopted by the NSP Board of Directors, and (3) the Eastern Division By-laws and such other resolutions as shall, from time to time, be adopted by the Eastern Division Board of Directors.

**ARTICLE II  
MEMBERS**

**Section 2.1 Members**

All patrollers, alumni and candidates with a current NSP registration card, dues paid and having their primary registration with a Patrol in the Region shall be Members of the Region.

**Section 2.2 Voting Members of the Region**

Voting Members shall consist of members of the Region who are currently registered during the refresher season (August to December) of any given year and each shall have one vote for the office of Region Director as outlined in section 3.5.

**Section 2.3 Make-up of Governance Board**

The Governance Board of the Region (The Board) shall consist of the Elected Region Director and the Patrol Directors and/or Patrol Representative. In the event that a patrol has both, a Patrol Director and an elected Patrol Representative then the elected Patrol Representative shall have the one vote on the Board. If any member of the Governance Board is unable to attend any meeting, they may send a representative with a written proxy, including via electronic transmission, to such meeting to act on their behalf. If a meeting is not being held in person, the proxy must be sent to the selected representative with copy to the Regional Director (or his/her designee).

## **ARTICLE III**

### **MEETINGS OF REGION OFFICERS, ADVISORS AND MEMBERS**

#### **Section 3.1 Annual Meeting**

The annual meeting of the Region shall be conducted each year before the fall OEC refreshers for the purpose of giving reports and conducting the business of the Region and other such business as determined by the Governance Board or such items as have been submitted at the request of ten percent of the Members of the Region.

#### **Section 3.2 Special Meetings**

Special meetings may be held at the call of the Region Director or ten percent of the Region Voting Members to conduct such business as the Region Director or the Region's Voting Members may determine. As appropriate, special meetings called by the Region Director may include on-line or conference calls to meet the needs of the Governance Board.

#### **Section 3.3 Quorum**

Fifty-one percent or greater of the Governance Board present shall constitute a quorum for the annual meeting and any special meetings. Quorum is required for the Governance Board to vote

#### **Section 3.4 Notice of Meeting**

Electronic notice and such other notice as the Region Governance Board shall decide of the Annual Governance Board meeting shall be given to the Region's Members, Governance Board and Advisors at least 30 days prior to the date of the meeting giving the place, date and time. Notice of Special Meetings shall be given to the Region's Members, Governance Board and Advisors 10 days prior to the date of the meeting giving the place, date, time and purpose unless such time limit is waived by a majority of the Governance Board.

#### **Section 3.5 Region Election Process and Committee**

The Region shall follow the election requirements and process established by the Eastern Division By-laws.

## **ARTICLE IV COMMITTEES**

### **Section 4.1 Ad-Hoc Committees**

The Region Director 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 contained in the Division By-Laws 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 Regional Voting Members and shall serve for a term of two years. The Region Director may serve no more than three (3) consecutive 2 year terms. After the third consecutive term, a break of at least one term (2 years) shall be required before a new term of office in the same position can be held. 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 give an Annual Report of the Finances of the Region and copies shall be provided to any Member who requests a copy. In addition, the Region Director shall file any financial reports that are required by any Governmental entity or the Eastern Division / NSP or the National Ski Patrol. The Region Director shall hold no other elective office in NSP. The Region Director shall serve on the Eastern Division Board of Directors as part of the duties of his office.

### **Section 5.3 Assistant Region Directors**

There shall be three Assistant Region Directors appointed by the Region Director to terms no longer than that of the Region Director that shall have a vote in all Division matters as provided by the Eastern Division By-laws. No more than one Assistant Region Director may be selected from any one patrol. Assistant Region Directors shall perform such duties as shall be given by the Region Director.

#### **Section 5.4 Alternate Region Director**

The Region Director shall designate one of the Assistant Region Directors who holds the qualifications of a Region Director as the Alternate Region Director. The Alternate Region Director shall serve in an "acting" capacity until a confirmation vote by the Governance Board at the next annual meeting or special meeting of the Governance Board. The confirmation of the Alternate Regional Director requires a simple majority of the Governance Board.

#### **Section 5.5 Other Region Officers**

Following the installation of the Region Director, such Region Director shall appoint additional officers or advisors as may be necessary to fulfill Region responsibilities including, but not limited to a Treasurer and Secretary.

#### **Section 5.6 Removal of an Officer**

Removal of an officer shall be in accordance with the NSP policies & procedures manual. No officer shall be removed except by a vote of two-thirds of the Regional Voting Members present at a meeting called in accord with Article III above, for the purpose of removal for cause. A meeting for the purpose of removal of an officer shall require a quorum of at least fifty-one percent of the Members who are eligible to vote for the elected position

#### **Section 5.7 Vacancy**

If for any reason the Region Director position becomes vacant, the Alternate Region Director shall fill the vacancy for the balance of said term of office, in accord with Eastern Division By-laws. If the Alternate Regional Director is unable to assume the responsibilities, the Governance Board may appoint by majority vote a qualified member of the region to assume the balance of said term.

#### **Section 5.8 Qualification of Region Director, Alternate Region Director and Assistant Region Directors**

The Region Director and the Assistant Region Director serving as the Alternate Region Director shall have the qualifications prescribed in the Eastern Division By-laws for eligibility of a Region Director. Assistant Region Directors shall meet the same qualifications for a Region Director noted above but do not have to have attained Senior status.

**ARTICLE VI  
CONSTRUCTION**

Nothing in these By-Laws shall conflict with the By-Laws or policies of the Eastern Division or NSP, 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 Western Appalachian Region at such time. In the absence of a patrol, such funds and property shall be distributed to the Eastern Division, NSP.

**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 or such amendments are to be taken. The Region Director shall transmit the proposal amendments to the Region Governance Board at least 30 days prior to such meeting. The affirmative vote of two-thirds of all the Region Governance Board shall be required to adopt any amendment. Notice of the pendency of such amendments shall be given to the Regional Voting Members at least 30 days prior to the Regional Officers and Advisors meeting considering such amendments.