

United States Telemark Ski Association By-Laws

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I. Organization Name

The name of this non-profit corporation shall be the United States Telemark Ski Association (“USTSA”). The USTSA’s principal office shall be located at 3734 S. 810 E. Salt Lake City, Utah 84106. The Board of Directors (“The Board”) may change the principal office of the USTSA at any time.

II. Definitions

- Amateur Sports Organization: a non-profit corporation, club, federation, union, association or other group organized in the United States of America (“USA”) which sponsors or arranges any amateur athletic competition.
- Federation Internationale de Ski (“FIS”): the governing body for international ski competition, including Telemark ski racing.
- International Amateur Athletic Competition: Any amateur athletic competition between any athlete or athletes representing the USA, and any athlete or athletes representing any foreign country.
- International Athlete: An athlete who has represented the USA in international Telemark competitions or who was actively engaged in Telemark competition at a level of proficiency established by the Board within the ten years preceding the date upon which such athlete shall be seated on the Board, or the date upon which the International Athlete casts a vote as outlined in USTSA Bylaws § VII(c) (2009).
- National Governing Body (“NGB”): Any amateur sports organization that is recognized by the United States Olympic Committee (“USOC”) in accordance with Articles IV or VI of the USOC Constitution.
- Educational Promoter: Any person involved in promoting the sport of Telemark skiing through educational efforts. Educational efforts may include classes, seminars, ski schools, clinics and educational writing.

III. Purpose and Mission Statement

The mission of the USTSA is to promote the sport of Telemark skiing in the USA through competitive and educational events.

The purpose and objectives of the USTSA are to:

- a) Establish national goals for amateur athletic activities related to the sport of Telemark skiing and encourage the attainment of those goals;
- b) Coordinate and develop athletic activities in the United States directly relating to the sport of Telemark skiing and foster productive working relationships among organizations active in the sport of Telemark skiing;
- c) Exercise exclusive control over the United States Telemark Ski Team (“USTST”) in national and international competition.
- d) Exercise exclusive control as the NGB of Telemark skiing in the USA.
- e) Promote Telemark skiing as a nondiscriminatory sport.
- f) Establish national and international eligibility rules for Telemark ski competition.

- g) Establish administrative procedures for resolution of conflicts or disputes arising from competition.
- h) Provide information on training, equipment, coaching and performance;
- i) Support research, development and dissemination of information in the areas of sports medicine and ski safety;
- j) Ensure USTSA members serve in policy making positions within the USTSA in accordance with the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1978;
- k) Effectuate the objectives and purposes set forth in this article; and
- l) Fulfill all other purposes outlined by the USOC for NGB's.

IV. USTSA Authority

The USTSA shall be the NGB for the sport of Telemark ski racing in the United States. The USTSA shall be autonomous in its governance of the sport of Telemark ski racing and shall independently determine and control all matters central to such governance. The USTSA shall not delegate determination and control and shall be free from outside restraint. This provision shall not be construed as preventing the USTSA from contracting with third parties for administrative assistance and support, in connection with its purposes. In connection therewith, the USTSA shall have the following powers:

- a) Represent the USA in relations with the appropriate national and international sports federations, organizations or committees;
- b) Serve as the coordinating body for the sport of Telemark ski racing in the USA;
- c) Exercise jurisdiction over national and international amateur athletic activities in Telemark ski racing and sanction national and international amateur athletic Telemark ski racing competitions held in the United States. Establish rules and procedures for the sanctioning of such events. Said rules and procedures shall provide that USTSA shall sanction such competition unless it determines that holding or sponsoring such competition would be detrimental to the sport;
- d) Conduct and/or coordinate amateur athletic competition in the sport of Telemark ski racing, including national championships and international amateur athletic competition in the USA, and establish procedures for the determination of eligibility standards for participation in such competitions;
- e) Designate and sanction individuals and teams to represent the United States in international amateur athletic competition in the sport of Telemark ski racing and certify, in accordance with the rules of FIS, the eligibility of such individuals and teams. USTSA shall make such designations, certifications and sanctions of such individuals and teams consistent with the rules of the FIS unless it determines that such designations, certifications and sanctions would be detrimental to the best interest of the sport;
- f) Conduct and/or coordinate educational efforts to promote the sport of Telemark skiing and establish procedures for the sanctioning of local, regional or national educational efforts;
- g) Facilitate, through administrative procedures, the resolution of conflicts, disputes, or grievances which involve USTSA members;

- h) Establish and maintain offices for the conduct of the affairs of the USTSA; and
- i) Do all things necessary and appropriate to promote or further the sport of Telemark skiing;
- j) The powers enumerated herein shall not be deemed to limit the powers of the USTSA and shall be in addition to all powers granted to the USTSA under its Articles of Organization and pursuant to the Ted Stevens Olympic and Amateur Sports Act of 1978.
- k) USTSA shall submit to final and binding arbitration conducted under the auspices of the American Arbitration Association, in accordance with its commercial rules then pertaining, any controversy involving its recognition as a national governing body for the sport of Telemark skiing as provided for in the Constitution and Bylaws of the USOC and section section 220529 of the Ted Stevens Olympic and Amateur Sports Act of 1978. The arbitration shall be conducted as set forth in Section XVII of these By-laws.

V. Membership

- a) Membership
 - i. Voting Members: Any person, regardless of race, sex color, age, national origin, physical disability, religion, or belief, shall be eligible to become a voting member of the USTSA,
 - 1. Voting membership shall be available yearly or upon such other dues period or terms consistent with these By-laws as may be established by the Board
 - ii. Competitive Licenses: Any Voting member who wishes to compete in sanctioned USTSA races and have a point profile maintained on his/her race results shall purchase a competitive license.
 - 1. Competitive licenses shall be available on a yearly basis or upon such other dues period or terms consistent with these Bylaws as may be established by the Board. The Board shall determine fees for the competitive license.
 - iii. Junior Members – Youth 14 and under as of December 31 of the race year shall be eligible to become Junior members of the USTSA.
 - 1. Junior membership shall be available yearly or upon such other period or terms consistent with these By-laws as may be established by the Board.
 - 2. Junior members shall not be eligible for USTSA National or Regional team positions
 - 3. Junior members are not “Voting members” as defined in these By-laws and shall not be eligible to run for any USTSA office nor shall they be eligible to vote on any USTSA business
- b) Membership is granted subject to:
 - iii. Timely completion and submission of membership application and payment of dues and fees designated by the Board.

- iv. Agreement to abide by all regulations relating to eligibility as imposed by USTSA and FIS for all national and international Telemark skiing competitions.
 - v. Agreement to comply with all applicable rules and regulations pertaining to competition, play, and participation imposed by the international governing body of Telemark skiing and the USTSA.
- c) Membership Suspension
- iii. Voting membership may be denied, revoked, or suspended by the Board or a Committee established by the Board based upon violation of the above terms and conditions. Any individual whose membership is proposed to be denied, revoked, or suspended shall receive written notice of the proposed denial, revocation or suspension and shall be entitled, upon written request, to a fair and equitable administrative hearing, conducted according to the rules of Section XVIII of these By-laws to determine whether such denial, revocation, or suspension is in the best interest of the USTSA in light of its goals and purposes.

VI. Dues and Fees

The Board shall determine all membership dues and competition fees. The Board shall determine and assess appropriate fees to individuals, clubs, or hosts of any USTSA sanctioned competition or educational event, including the USTSA national championship. The Board shall present information on yearly dues and fees at USTSA's Annual General Meeting ("AGM").

VII. Board of Directors

- a) The Board shall consist of five elected USTSA voting members [hereinafter "Officers"]. Officer positions shall include 1) President, 2) Vice President, 3) Treasurer, 4) Secretary, and 5) Events Director. One Officer shall be an International Athlete. Officers shall have equal voting power.
- b) USTSA voting members may nominate a candidate for the Board. Nominations must be submitted to the national office 15 days prior to the AGM. The Board must receive notice of nominations 10 days prior to the AGM.
- c) Officers shall be elected by USTSA voting members at the AGM. Officers shall be elected by a simple majority vote and serve two year terms. Officers are not subject to term limits. Officer elections shall be staggered. Thus, the President and Vice President shall be elected in the same year, while the Treasurer, Secretary, and Events Director shall be elected the following year. Vacant positions may be filled in a nondesignated election year. Should a position be filled in a nondesignated election year, the officer shall serve a 1 year term and then must run for re-election.
- d) Officers may be removed from office for cause by a two-thirds affirmative vote of USTSA voting members.
- e) The Board shall manage the USTSA as the national governing body of the sport of Telemark ski racing consistent with the goals and objectives of these Bylaws. Specifically, the Board shall make all USTSA business and policy decisions.

Subsequently, the Board may establish and appoint committees; prepare and maintain a budget; prepare a yearly business plan; operate a national office; field a national team; hold sanctioned competitions, including national championships; sanction educational events; procure contracts; employ staff; fundraise; create relationships with other Telemark ski and sports organizations; use all other powers as shall be consistent with the provisions of these Bylaws and the Articles of Incorporation.

- f) The Board shall have the power to alter or amend USTSA's Articles of Incorporation and Bylaws. Action to alter or amend USTSA's Articles of Incorporation or Bylaws must be implemented by a 4/5 vote of the Board present or represented by proxy at a meeting.

VIII. USTST Selection Criteria

The Board shall appoint members to the USTST. Criteria for selection are provided in USTSA's competition guide. The Board shall annually review and approve the competition guide.

IX. Meetings

a) AGM

- 1) The Board shall hold a yearly AGM during USTSA nationals. The Board may schedule all other meetings at its discretion.
- 2) The President or his/her designee shall chair all meetings. The Secretary or her/his designee shall take minutes of all meetings. Minutes must be published within thirty days of any meeting.
- 3) Actions must be ratified by a simple majority of voting members.
- 4) Questions of order shall be decided by the chair in accordance with Robert's Rules of Order. These Bylaws shall prevail if Robert's Rules of Order conflict with them.
- 5) The order of business during meetings shall be:
 - 1. Agenda
 - 2. Roll call and new member recognition
 - 3. Reading of the previous meeting's minutes, except that such reading may be dispensed with by a majority vote provided that any part of such minutes must be read if subsequently called for in connection with any matter under discussion before such meeting;
 - 4. Officer reports
 - 5. Unfinished business;
 - 6. Officer election
 - 7. Other new business;
 - 8. Adjournment
- 6) The Secretary shall publish the AGM agenda at least 15 days prior to the AGM.
- 7) The Board may establish procedures for electronic or mail ballots.
- 8) Each voting member shall have one vote.
- 9) Officers shall make all reasonable efforts to attend the AGM.

b) Board meetings

- 1) The Board shall meet at least once annually, not including the AGM. The Board may schedule additional meetings as necessary. Meetings include conference calls.
- 2) The President shall chair Board meetings. The Secretary shall notate minutes and publish said minutes within 30 days of the meeting.
- 3) Officer terms shall begin upon election.
- 4) Officers must make all reasonable efforts to be present at Board meetings. Proxy votes shall be allowed.
- 5) Questions of order shall be decided by the chair in accordance with Robert's Rules of Order. These Bylaws shall prevail if a conflict exists between Robert's Rules of Order and the Bylaws. Motions to table shall be debatable within the limit of time fixed by the chair. The chair may appoint a parliamentarian.
- 6) The order of business at Board meetings shall be:
 1. Agenda
 2. Roll call recognizing new members;
 3. Reading the minutes of the previous meeting, except that such reading may be dispensed with by a majority vote provided that any part of such minutes must be read if subsequently called for in connection with any matter under discussion before such meeting;
 4. Officer reports
 5. Unfinished business;
 6. Other new business;
 7. Adjournment
- 7) The Secretary shall propose a schedule of meeting dates and venues for Board meetings for the calendar year at the first Board meeting of the year. The Secretary must distribute meeting agendas to Officers at least 5 days prior to meetings.
- 8) Board meetings shall be open to all voting members.
- 9) A minimum of three Board members, either present or represented by proxy, shall be required for a quorum.
- 10) The Board shall have the authority to establish procedures for electronic or mail ballots except as provided in section b9 of this subsection.

X. Officer Duties

- a) The President shall be the USTSA Chief Executive Officer ("CEO") and shall preside at all meetings of the Board. Additionally, he/she shall be an ex officio, non-voting member of all other committees.
- b) The Vice- President shall perform the duties of the President if the President is absent or unable to act. The Vice President shall discharge such other duties as may be assigned by the President or by vote of USTSA members.

- c) The Secretary shall supervise the recording and publication of minutes. The Secretary shall keep the seal and records of the USTSA, and shall discharge such other duties as may be assigned by the President or by vote of USTSA members.
- d) The Treasurer is USTSA's chief financial officer and shall have charge of the funds and financial records. The Treasurer shall coordinate, oversee and administer all USTSA fundraising and sponsorship activities.
- e) The Events Director shall supervise the organization, administration and sanctioning of all racing and educational events. Events Director duties may include, but not be limited to:
 - a. Race team contract preparation and administration
 - b. Preparation and maintenance of points lists and calculations
 - c. Race scheduling and sanctioning
 - d. Educational event coordination, sanctioning and oversight
- f) No person may serve simultaneously as an officer of USTSA and as an officer of an organization which:
 - a. Is the national governing body of another amateur sport in the United States under the Amateur Sports Act of 1978, or
 - b. Conducts a national program or national amateur athletic competition on a level of proficiency appropriate for the selection of athletes to represent the United States in international amateur athletic competition in another sport.
- g) USTSA officers shall serve without compensation. However, USTSA shall be authorized to pay reasonable compensation for services rendered to USTSA and may make payments in furtherance of the purposes set forth herein.
- h) Board vacancies must be filled within 90 days of vacancy or at the next Board meeting, whichever occurs first. The officer appointed shall fill the term of the officer whose vacancy is being filled.

XI. Criteria for Election of International Athletes to the Board of Directors

International Athletes must have a voice in the governance of Telemark skiing in the United States. The determination of what competitions shall qualify an individual as an international athlete shall be made by the Board of Directors consistent with these Bylaws and the Ted Stevens Olympic and Amateur Sports Act of 1978

XII. Representatives to National and International Sport Associations

USTSA members shall make team selection recommendations to the Board. Subsequently, the Board shall select team members and alternates to national and international sports federations, organizations or committees.

XIII. Amendments to the Bylaws

- a) These Bylaws may be amended by the Board. Amendments shall be adopted upon a four fifths Board vote.

- b) All proposed amendments must be received by the Secretary in writing at least thirty days prior to the Board meeting at which the amendments will be considered. Such amendments shall be mailed to the Board by the Secretary no later than fifteen days prior to the Board meeting at which the amendments will be considered.
- c) Amendments shall be effective upon ratification of such amendment.

XIV. Eligibility and Disciplinary Procedures

- a) The Board shall have the right to establish minimum eligibility standards for participation of athletes and officials in any and all events preceding national championship competitions or selection to any National Team.
- b) The eligibility criteria of the USTSA related to the eligibility of any club or person to compete shall be in accordance with the eligibility rules pertaining to Telemark skiing as issued by the F.I.S. or its successor as the appropriate international sports federation for the sport of Telemark skiing. Additionally, eligibility rules and regulations shall be adopted by the Board as recommended by voting members as necessary and shall be published annually.
- c) The Board shall determine all questions of eligibility based on voting member comments and feedback. The rules, regulations and procedures of the Eligibility Committee shall at all times comply with requirements of due process, and those rules, regulations and provided otherwise in these Bylaws for participation in a “protected competition” as defined in the USOC Constitution and Bylaws.
- d)
- e) The Board shall promulgate and enforce uniform rules, regulations and procedures for disciplinary actions. The rules, regulations and procedures for disciplinary actions shall be published annually. The uniform disciplinary rules shall govern all disciplinary actions regarding offenses covered by the uniform disciplinary rules and all rights and remedies of USTSA members subject to disciplinary action shall be set forth in those procedures, which shall comply with requirements of due process.
- f) The uniform disciplinary rules shall provide the exclusive remedy to clubs or persons affected, except as expressly provided otherwise in these Bylaws for participation in a “protected competition” as defined in the USOC constitution and bylaws.

XV. Opportunity to Participate in Protected International Competitions

- a) Neither USTSA, nor any member of USTSA, may deny or threaten to deny an amateur athlete the opportunity to compete in the FIS World Cup or other protected competitions as defined in the USOC Constitution and Bylaws from time to time, nor may USTSA or any member of USTSA subsequent to such competitions censure or otherwise penalize any such athlete who participates in such competitions without fair notice and an opportunity for a hearing.
- b) Any athlete who alleges that he or she has been denied by USTSA or a member of USTSA a right established in subsection A of this section, shall immediately inform the President of USTSA who shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Notwithstanding any efforts by the President to settle the controversy, the athlete may refer the matter promptly to the

Executive Director of the USOC for action under Article 9 of the USOC Constitution. Any individual alleging a violation of subsection A of this section may file a grievance with the President of USTSA pursuant to the provisions of Section XVIII.

- c) Any hearing conducted pursuant to this Section must be conducted in accordance with the procedures set forth in Section XVIII. If the controversy is not settled, the Corporation and the athlete shall submit to final and binding arbitration conducted under the auspices of the American Arbitration Association as set forth in Section XIX.
- d) The rights granted to athletes under Section XVII shall apply equally to any coach, trainer, manager, administrator or other official seeking to participate in the conduct of any international amateur athletic competition designated or referred to in subsection A hereof.

XVI. Rights of Grievance

- a) Any member of USTSA may file a written grievance with the President of USTSA pertaining to any matter within the cognizance of USTSA and alleging a violation of any provision of these Bylaws, the Amateur Sports Act of 1978 or the USOC Constitution or Bylaws.
- b) The complaining member shall first exhaust all procedures made available to her, him or it by the USTSA covering the action or omission about which the member complains, or by the USTSA.
- c) Any grievance shall be signed under oath and shall allege with particularity the nature of the grievance and each element of these Bylaws, the Amateur Sports Act of 1978, or USOC Constitution or Bylaws of which a violation is claimed by referencing a specific section thereof and stating in concise language how, when and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation. The Board may establish a reasonable fee which must be paid by a member filing a grievance.
- d) Upon receipt of a grievance, the President of USTSA shall within thirty days refer it to the Board. Every effort will be made to resolve the grievance or complaint at the committee level through informal means.
- e) In the event the member filing the grievance is not satisfied with the proposed resolution of the matter by informal means, or if no action is taken by the Board to resolve the matter after referral by the President within thirty days, the member may request a hearing whereupon the President shall within five business days appoint at least three USTSA members, none of whom shall have an interest in the subject matter, the grievance or complaint, to hear evidence, make findings of fact, and adjudicate the issues raised. Such a hearing shall be convened as expeditiously as possible at a time and place to be determined by the President.
- f) At any hearing conducted pursuant to subsection E above, all interested parties shall have the right to counsel, to present evidence in support or in opposition to the grievance, to examine and cross-examine witnesses, and to present such factual or legal claims as will support their positions. A summarized record of the proceedings shall be made by the hearing panel. The rule of evidence shall not be strictly enforced. The hearing may be conducted by telephone if all parties agree thereto.

The hearing panel shall expeditiously conduct the hearing and report its findings of fact and recommendations to the Board and all interested parties. The burdens of proof and of going forward shall be on the complainant. The Board shall then decide to accept or reject the recommendations or send the matter back for additional evidence or take additional evidence itself.

- g) The Board may, in its sole discretion, expedite the time frame of the grievance procedures set forth herein.
- h) If a complaining member is dissatisfied with a decision, the complainant may appeal to the American Arbitration Association pursuant to the commercial rules of the American Arbitration Association then in effect. Such a demand for arbitration shall be submitted in writing within thirty (30) days of the member's receipt of the decision described in subsection F above. The arbitration shall be final and binding and shall be conducted as set forth in Section XIX of these Bylaws.

XVII. Arbitration

- a) If a matter is submitted to arbitration pursuant to Section IV, Section XVII or Section XVIII of these Bylaws, the American Arbitration Association, upon receipt of the demand for arbitration, shall serve notice on the parties to the arbitration and on USTSA, and shall immediately proceed with final and binding arbitration according to the Commercial Rules of the American Arbitration Association in effect at the time of the filing of the demand, provided that:
 - a. the arbitration panel shall consist of one arbitrator;
 - b. the arbitration hearing shall take place at a site selected by USTSA, unless the parties to the proceeding mutually agree to the use of another site;
 - c. The issue(s) before the arbitrator shall be governed by the laws of the state of incorporation of USTSA; and
 - d. The arbitration hearing shall be open to the public unless either party requests in writing that the hearing be held in camera.
- b) Any party may be represented by counsel or by any other duly authorized representative at the arbitration proceeding. The arbitration proceeding shall be conducted in accordance with the rules and regulations of the American Arbitration Association; provided, however, the arbitrator may in his/her sole discretion assess the losing party and award to the prevailing party an amount equal to the prevailing party's costs associated with the arbitration, including reasonable attorney's fees, if the arbitrator shall determine the position or arguments of the losing party is frivolous or without merit.

XVIII. Indemnification

- a) USTSA shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another corporation or other entity in any capacity at the request of the organization, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation which such person is, or is threatened to be made, a party

because such person is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of USTSA. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of the organization.

- b) The Board may, in its discretion, authorize the purchase of insurance on behalf of any persons potentially indemnifiable under this section. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Section.

XIX. Administrative, Fiscal and Legal Matters

- a) Depositories: The Board shall, from time to time, as necessary, designate depositories for funds, property, and assets belonging to or under the control of the organization.
- b) Bonding: The Board shall in its sole discretion, determine whether corporate fidelity bonds or appropriate insurance shall be obtained at the expense of the organization in a form and amount approved by the Treasurer in order to indemnify USTSA against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of USTSA.
- c) Liability Insurance: USTSA shall secure comprehensive liability insurance coverage in such amounts as shall be deemed advisable by the Board.

XX. Saving Clauses

- a) Failure of literal or complete compliance with provisions of these Bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of the notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.
- b) All provisions of these Bylaws shall be construed to conform and comply with all applicable state and federal laws and regulations.