

Cooper Spur Race Team
Third Amended and Restated Bylaws

Approved by Board of Directors
July 17, 2008
Hood River, Oregon

Article I: Purposes and Philosophy

Section 1:

CSRT shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of CSRT shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions). CSRT primary purpose shall be to develop amateur ski racing athletes for national or international ski racing competition. To further that purpose, CSRT shall:

1. Create a fun environment that allows the young ski racer to gain an appreciation of alpine ski racing. These aspects include safety, skill development, conditioning, race strategy, team camaraderie, competition, and good sportsmanship.
2. Provide a ski racing program to benefit skill level progression for all age groups from J6 and above.
3. Create a positive learning environment that will enhance skills and confidence.
4. Provide a stepping stone to a future in ski racing at all levels, including High School, PNSA Regional, and USSA National and College Competitions.
5. Race production will emphasize sportsmanship established and defined by the PNSA, USSA and CSRT Athlete Development Guidelines.

Section 2: CSRT is a member of USSA and PNSA and shall comply with the rules, regulations, and guidelines of these organizations.

Section 3: CSRT is a non-profit organization dedicated to the development of affordable youth ski racing. CSRT strives to provide a fun learning environment where every child has the opportunity to discover and reach his or her potential in the challenging sport of skiing, while developing, encouraging and training talented athletes for national or international ski racing competition.

Section 4: CSRT is a non-profit corporation pursuant to the laws of the state of Oregon (#138992).

Article II: Members, Officers, Directors and Elections

Section 1: There shall be one class of members of CSRT. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, Articles of Incorporation, or the bylaws of CSRT.

Section 2: A person shall become a member of CSRT by registration of that person's child or legal ward with the Cooper Spur Race Team as a racer including payment of all requisite fees.

Section 3: There shall be at least two meetings of members each year, to occur in the spring and fall. Additional membership meetings may be scheduled by the Executive Board with notice thereof provided to members via e-mail or mail.

Section 4: A Board of Directors ("Board" or "Directors") consisting of 12 positions shall be elected by ballot at the spring meeting each year. A majority of member's votes cast shall be necessary to elect Directors. Directors shall assume duties after being elected and shall hold office until the following election. Director positions shall consist of the following:

1. President (general representation of and involvement in all team activities)
2. Vice President (back up to President, coordination of volunteers for all race and team events)
3. Secretary (meeting minutes, communications with community & newspapers, website)
4. Treasurer – (oversee books, budget, finances, corporate filings)
5. Technical Director (involvement in all racing and technical aspects of the team)
6. Community Relations & Sponsorships (interaction with local communities to generate team sponsorships and benefits)
7. Member Education and Outreach (outreach coordinator for parents of all new team members)
8. Fundraising Coordinator (lead organizer of team fundraising activities)
9. Member(s) at Large (back up to any of the above positions and/or special tasks)
10. Member(s) at Large (back up to any of the above positions and/or special tasks)
11. Member(s) at Large (back up to any of the above positions and/or special tasks)
12. Non-affiliated Member at Large (Non-voting position from the local community for outside perspective – preferably with a background in ski racing or ski team development)

Section 5: Directors shall elect Officers by ballot at the spring meeting each year. The Officers will constitute an Executive Board. A majority of Director's votes cast shall be necessary to elect Officers. Officer positions shall consist of President, Vice President (VP), Secretary, Treasurer and Technical Director. All shall hold office until successors are duly elected. One person may hold more than one office. The affairs of the corporation shall be executed by the Executive Board after securing approval from the Directors.

Section 6: If a vacancy occurs in any office, it shall be filled at the first membership meeting or Director meeting thereafter in the manner set forth in Article 2, Section 4.

Article III: CSRT Racers

Section 1: CSRT racers shall include girls and boys, 6-19 years of age.

Section 2: Boys and girls under the age of 6 may join the race team upon approval of the Program Director. Skiing ability and readiness to accept coaching in a group environment will determine eligibility.

Section 3: Registration for returning racers will be completed before any training commences. All dues and fees shall be collected before the first day of training unless prior arrangements have been made with the Program Director. All housing, Buddy Werner, and Junior Olympic fees shall be assessed in advance and paid before the event unless prior arrangements have been made with the Program Director.

Section 4: All new team racers shall be required to ski for the coaches and technical director to evaluate skiing ability.

Section 5: All Medical Release forms and Hold Harmless Indemnity Agreement forms must be turned in prior to any dry land or directed group skiing days.

Article IV: Committees

Section 1: Members may be appointed to Advisory Committees by the Directors at the spring membership meeting each year for one year terms each or until their successors are duly appointed and qualified. All Committees will be chaired by a Director.

Section 2: Advisory Committees shall be:

1. Ways and Means
2. Publicity
3. Race
4. Technical
5. Budget

Section 3: Special committees may be appointed by the President or the Board whenever the need arises.

Section 4: No Advisory or Special committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or

members; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint or remove officers or fill vacancies on the Board or any of its committees; nor may adopt, or amend, or repeal the Articles of Incorporation, Bylaws or any resolution of the Executive Board.

Article V: Duties of Officers

Section 1: The President shall preside at all membership and Board meetings, maintain strict order and decorum, and see that all business is transacted in accordance with the laws and rules of the corporation. The President also serves on the Technical Committee and as chair of the Budget Committee.

Section 2: The Vice President shall represent the interests of and be the liaison for the members and racers involved in the program. The VP shall perform the duties of the President in the absence of the President. In addition, the VP shall assist the President in his/her duties as described in Article 5, Section 1. The VP also serves on the Technical Committee.

Section 3: The Secretary shall keep complete records of all meetings, maintain organizational correspondence, and coordinate the duties of the Publicity Committee as defined in Article 6, Section 3. He/she shall also maintain a complete roster of all regular members, including mailing address, e-mail address and telephone number, make the roster available to all member families, and will be in charge of membership.

Section 4: The Treasurer shall receive and duly deposit in a local bank all the funds of the corporation and shall pay out of the same upon a warrant signed by the President and the Treasurer or any two authorized Executive Board members. No single expenditure exceeding \$500 shall be made without prior approval of the President and two authorized Executive Board Members. The Treasurer shall keep a correct account of all receipts and disbursements of his/her office and shall render an annual report thereof at the spring membership meeting.

Section 5: The Technical Director (TD) shall serve as director to the coaching staff and be a liaison between the members, racers and coaching staff. Also, the Technical Director shall chair the Technical Committee.

Article VI: Duties of Committees

Section 1: All Advisory or Special Committee members shall be confirmed by the Board upon recommendation of the Board officer who chairs that committee. All committees will meet at the discretion of their Directors on a schedule as determined by that Committee.

Section 2: The Ways and Means Committee shall be in charge of all fund raising events.

Section 3: The Publicity Committee shall submit race results to the newspaper in a timely fashion. This committee will arrange for pictures for the newspaper if needed, coordinate all publicity for our own local races, and coordinate the team's website.

Section 4: The Race Committee is responsible for disbursement, collection and transmittal of all race forms in time for each race. They are also in charge of recording, filing and distribution of race results. The Race Secretary's/Race Committee's duties also include contacting sponsors, providing ribbons and trophies for team sponsored races and communicating with other ski clubs.

Section 5: The Technical Committee shall screen all coaching staff for approval by the Executive Board. The Technical Committee will consist of the President, Vice President, Technical Director and Program Director.

Section 6: The Budget Committee shall draw up a proposed yearly budget to submit to the general membership for approval at the fall membership meeting. The Budget Committee shall consist of the President, Treasurer and one member-at-large (to be approved by the Board).

Article VII: Coaches

Section 1: The Board will hire a Program Director to manage the CSRT program. The Program Director shall be hired on an annual basis and may be discharged at any time by a majority vote of the Board. The Program Director will be in charge of all coaching staff for the entire race program and set the goals and direction for the season. In the absence or vacancy of a Program Director, the Head Coach shall assume those responsibilities. The Program Director shall be responsible for the recruitment and screening of all coaching staff, to be reviewed by the Technical Committee and approved by the Board. The Program Director will be responsible for the administrative duties of coach scheduling, payroll, etc.

Section 2: All coaches shall be hired on an annual basis by the Program Director and may be discharged by the Program Director or a majority vote of the Executive Board. Coaches shall sign a yearly contract and liability release form and Coaches Code of Conduct before the ski season begins. The Program Director shall designate a Head Coach.

Section 3: All coaches shall be paid on a scale as approved by the Board, upon recommendation by both the Technical and Budget Committees and the Program Director. Coaches shall be responsible for submitting time worked on the CSRT website before each pay period deadline.

Section 4: Coach's expenses away from the Mt. Hood area shall be paid as determined by the Program Director.

Section 5: Coaching staff shall be provided and allocated for training and races as approved by the Program Director.

Article VIII: Meetings/Quorums/Miscellaneous Provisions

Section 1: A membership meeting shall be held in the spring and fall of each year.

Section 2: The Board will meet regularly during the ski season and as otherwise needed throughout the year with all meetings open to the members and member's attendance encouraged. At minimum, these meetings will be to manage all aspects of the club, address concerns of the membership, attend to items arising since the last meeting, and to approve any bills submitted for payment. Regular meeting agenda items and minutes from meetings will be available to all members.

Section 3: The President may call open or closed special meetings of the Board whenever he/she deems it necessary, provided the date, time and place are posted via e-mail for the members. For purposes of this section, an open meeting of the Board means that members may attend the meeting. A closed meeting means that members may be excluded.

Section 4: Notice of all of the meetings of members (spring and fall meeting and any special meetings called by the Board) shall be given to each member at the last e-mail address of record and posted on the team's website. Notices shall be sent at least seven days prior to the date scheduled for the meeting. The notice shall include the date, time, place and purposes of the meeting.

Section 5: Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently. There shall be no voting by proxy.

Section 6: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a member's meeting, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is given by a quorum of the members. Consent in writing can be given by mail, email, or fax, as allowed by law.

Section 7: Any director may be removed, with or without cause, at a meeting called for that purpose, by a majority vote of the members entitled to vote at an election of the directors.

Section 8: A quorum at a meeting of the Board shall be a majority of the number of directors in office immediately before the meeting begins. If a quorum is present, actions may be taken by a majority vote of directors present. If the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 9: Any regular or special meeting of the Board may be held by telephone or live internet enabled media, as long as all of the directors can hear each other or read all messages posted by each member.

Section 10: Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service, upon majority vote of the directors then in office.

Section 11: This Corporation shall indemnify its directors to the fullest extent allowed by Oregon law.

Section 12: Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is given by a quorum of the members. Consent in writing can be given by mail, email, or fax, as allowed by law.

Section 13: Membership may be terminated by the Board after giving the member at least fifteen days written notice by first class mail or e-mail of the intended termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be review able by any court.

Section 14: Annually, the Program Director and coaches will decide Most Improved Boy and Girl awards, Most Inspirational Team Member award and the Golden Ski award given to the boy and girl with the best overall season results.

Article X: Amendments

These bylaws may be amended or repealed, and new bylaws adopted, by the Board, by majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each director shall be given at least two days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.