

Cooper Spur Race Team  
Fourth Amended and Restated Bylaws

Approved by Board of Directors  
June 11, 2012  
Hood River, Oregon

## **Article I: Purposes and Philosophy**

### **Section 1:**

CSRT is 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 is 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's primary purpose is 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 as enrollment and the budget permit.
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 is one class of members of CSRT. Each member is entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of CSRT.

**Section 2:** A person becomes a member of CSRT by registration of that person's child or legal ward with the Cooper Spur Race Team as a racer and 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"), or their successors, consisting of 7 voting Directors and 3 nonvoting Directors shall be elected by the members by ballot at the spring meeting of the members each year. Directors need not be members of CSRT. A majority of members' votes cast is necessary to elect Directors. Directors shall assume duties after being elected and shall hold office until their term expires or the Director resigns, whichever comes first. When these Bylaws refer to a vote of the Directors, only the votes of those Directors designated as voting Directors shall be counted. Director positions consist of the following:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Board Member—Sponsorships Committee Chair
6. Board Member—Member Outreach and Education Chair
7. Board Member—Past President
8. Nonvoting Board Member—Volunteer and Race Administration Chair
9. Nonvoting Board Member—Past Vice President
10. Nonvoting Board Member—Past Treasurer

Terms of the Directors are as follows:

3 YEARS:

- President
- Vice President
- Treasurer

2 YEARS:

- Secretary
- Board Member—Sponsorship Committee Chair
- Board Member—Member Outreach and Education Chair

Past President  
Nonvoting Board Member—Volunteer and Race Administration Chair  
Nonvoting Board Member—Past VP  
Nonvoting Board Member—Past Treasurer

Except as otherwise provided in these Bylaws, the general duties of the Directors are determined by resolution of the Board.

**Section 5:** Directors shall elect Officers (President, Vice President, Treasurer, and Secretary) by ballot at the spring meeting each year. A majority of Director's votes cast is necessary to elect Officers. All shall hold office until successors are duly elected. One person may hold more than one office.

**Section 6:** The President, Vice President and Treasurer will constitute an Executive Board. The day to day affairs of the corporation shall be executed by the Executive Board.

**Section 7:** If a vacancy occurs on the Board, the Directors may appoint a person to fill the unexpired portion of the term of the position vacated and the appointed person shall hold office for the remainder of the term.

### **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:** The Program Director is responsible for establishing all rules and regulations pertaining to registration, payment of fees, and participation in programs and events.

### **Article IV: Committees**

**Section 1:** Members may be appointed to any of the committees established by the Board of Directors. Committee terms are for one year or until a successor is duly appointed. All Committees will be chaired by a Director.

**Section 2:** All committee members shall be confirmed by the Board upon recommendation of the Director who chairs that committee. All committees will meet at the discretion of their Chair on a schedule as determined by that Committee.

**Section 3:** The Board shall establish standing committees by resolution of the Board. The resolution shall describe the duties of the committees and designate the Board member who will serve as Chair. Special committees may be established by the President or the Board whenever the need arises without a resolution of the Board

**Section 4:** No 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 is responsible for general representation of and involvement in all team activities. The President also serves as the fundraiser co-coordinator with the Treasurer.

**Section 2:** The Vice President shall perform the duties of the President in the absence of the President and shall assist the President in carrying out their duties as needed. .

**Section 3:** The Secretary shall keep complete records of all meetings, maintain organizational correspondence, and assist other Board members in the performance of their duties as needed..

**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.

#### **Article VI: Program Director**

**Section 1:** The Program Director is responsible for managing CSRT programs. The Board shall hire the Program Director each year. The Board may discharge the Program Director at any time by a majority vote of the Board. The Program Director is responsible for all coaching staff for all CSRT programs and for setting 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, screening, and hiring of all coaching staff including Head Coach. 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, subject to approval of the Board.

**Section 3:** All coaches shall be paid on a scale as approved by the Board, upon recommendation of the Program Director.

### **Article VII: 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 members' attendance encouraged. At a minimum, these meetings will be to manage all aspects of CSRT for which the Program Director is not responsible, 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 the President 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 members present at a meeting of members shall constitute a quorum. A majority vote of the members present 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 voting 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 reviewable 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 IX: 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.

APPROVED and ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2012, by the Board of Directors.

Attest:

\_\_\_\_\_  
Marti LeFevre  
Secretary