

ARTICLE I: FLAGSTAFF SKI CLUB, INC

1.1. Name. The name of this Corporation shall be the FLAGSTAFF SKI CLUB, doing business as the FLAGSTAFF SKI & SNOWBOARD TEAM (hereinafter, FSST).

1.2. Purpose and Governance. FSST is organized exclusively for charitable and educational purposes, specifically,

Helping families develop extraordinary human beings through our junior alpine sports programs;

Fostering a life-long passion for the mountains and alpine sports in a healthy and positive learning environment;

Making ski racing and snowboarding available to a broad spectrum of our community while developing disciplined and committed young athletes;

Providing the highest possible quality coaching and mentorship available to our athletes in dedication to their pursuit of excellence.

1.3. Principal Office. The principal office of FSST is located in Flagstaff, Arizona, Coconino County and may be fixed at various locations in Flagstaff, Arizona from time to time by the Board.

ARTICLE II: BOARD OF DIRECTORS

2.1. Powers. The affairs of the FSST shall be managed by the Board of Directors (hereafter the BOD, or Board), whose powers and duties shall be to supervise and control the business, property, and affairs of the FSST within the approved governance structure and adopted Policies and Procedures except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws.

2.2. Number and Qualifications. The Board shall be composed of no fewer than five (5) members. For the purpose of determining the number of Directors, employed staff shall not be considered a member of the Board. Applicants for BOD positions need not be immediately affiliated with any participants in the program, but must fulfill the following requirements:

- Be in good standing within the organization (no prior Code of Conduct violations, etc.) and generally recognized as a leader within their community
- Be the sole member of their household serving on the Board
- Articulate during the nomination process their reasons for wanting to serve on the BOD, and attributes or assets they can bring to the FSST organization.

2.3. Director Liability. Each Director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the FSST. If a Director acts in good faith and in a manner that is reasonably in line with the best interests of the FSST as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the FSST, as further provided in Article VIII. Directors who fail to comply with this section or Article VIII of these Bylaws shall be personally liable to the FSST for any improper acts as otherwise described in these Bylaws.

2.4. Election and Term of Office. New Directors shall be nominated by an incumbent Director and voted upon at the Annual Meeting unless a special meeting is expressly called to remove a Director or fill a vacancy. If elected, each Director shall serve the interests of the FSST for three (3) consecutive years; at the conclusion of said term they may choose to stand for reelection to the BOD or resign their position. If, upon completion of their term, a Director does not seek re-election, said Director is encouraged to provide the BOD with a suitable and appropriate replacement candidate to fill the role with similar or complementary experience.

2.5. Removal. At any meeting of the Board called expressly for that purpose, any Director may be removed by an affirmative 2/3 vote of the remaining current Board with or without cause. Any Director may resign at any time by giving written notice to the BOD, President, or the Secretary. Any such resignation may take place upon receipt of any such notice or at any later time specified therein, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

2.6. Vacancies. All vacancies in the Board may be filled by the affirmative vote of a majority of the remaining Directors, provided that any such Director who fills a vacancy is qualified to be a Director and shall only hold the office for the term specified in Section 2.4. of these Bylaws and until a new Director is duly elected by the BOD. Any vacancy to be filled due to an increase in the number of Directors may be filled by the Board for a term lasting until the next annual election of Directors by the Board or a special meeting called for the purpose of electing Directors. Any Director elected to fill a vacancy which results from the removal of a Director shall serve the remainder of the term of the removed Director and until a successor is elected by the BOD. Vacancies on the BOD will be filled by a majority vote of the Board.

2.7. Meetings of the Board of Directors. The Board shall hold at least one meeting quarterly, including the annual membership meeting as set forth in section 3.4. The BOD shall hold such other meetings as it deems appropriate at such time and location, or by means of remote communications, as it designates. No other notice of the date, time,

place, or purpose of these meetings is required beyond requirements established in this article.

2.8. Notice of Meetings. Annual, Quarterly and Regular meetings of the Board and Committees must be held with reasonable notice of the meeting's date, time, place or purpose as provided in Article VII and as regulated by Board approved Policies.

2.9. Special Meetings. Notice of the time, day, and place of any special meeting of the BOD shall be given in writing, personal communication, or electronic transmission at least two (2) business days before the meeting. The purpose and agenda of a special meeting shall be stated in the notice.

2.10. Action by Directors Without A Meeting. Any action which may be taken at a meeting of the Board (or its committee) may be taken by a majority vote of the BOD by electronic means or otherwise. If any one Director objects to the action without a meeting within five (5) business days of the notice or prior to the meeting, whichever is first, then the business at hand must be conducted at a regular or special meeting. Prompt notice of the taking of an action by Directors without a meeting by less than unanimous consent shall be given to all Directors.

2.11. Quorum of the Board of Directors; Proxy Votes. A simple majority of the number of Directors serving on the BOD at the start of the meeting (ie. 11 out of 20 Directors), shall constitute a quorum. Each Director entitled to vote may do so at meetings at which they are in attendance as provided in these Bylaws, but not by proxy.

2.12. Manner of Acting. Subject to the laws of the state of incorporation, as may be amended from time to time, the act of the majority of the Directors present when the vote is taken shall be the act of the Board unless the Articles of Incorporation or these Bylaws require a greater percentage.

2.13. Waiver of Notice. A Director waives the notice requirement if that Director attends or participates in the meeting unless a Director attends the meeting for the express purpose of promptly objecting to any business transaction because the meeting was not lawfully called or convened. A Director may waive notice by signed writing, delivered to the FSST for inclusion in the minutes before or after the meeting.

2.14. Executive Board and Other Committees. The Board may create, modify, and terminate committees to delegate certain powers to act on behalf of the Board, provided the Board passes a resolution indicating such creation or delegation. All committees must record regular minutes of their meetings and disseminate said minutes to the entire BOD within a reasonable timeframe. The creation or appointment of a committee does not relieve the Board or individual Directors from their standard of care described in Section

2.3. of these Bylaws. The Board has the following standing committees which may not be terminated:

Executive Board. Between the meetings of the BOD, the affairs of the FSST shall be conducted by an Executive Board, the members of which shall be the officers of the FSST as defined in Article IV of these Bylaws and any additional committee members or employed staff as appointed by the BOD. The Executive Board shall have final responsibility for the organization's operations.

Fundraising Committee. As a non-profit organization dedicated to expanding the participation of our communities' youth in alpine sports, the purpose of the Fundraising Committee is to develop, support, advance, and execute the fundraising and development efforts of the FSST. If employed, the Development Director shall serve as an ex-officio member and leader of the Fundraising Committee; otherwise, the BOD shall appoint an at-large member or Board Official to lead this committee.

Stewardship Committee. The Stewardship Committee upholds governance best practices for the FSST. The Committee's primary role is to continuously develop and support the BOD, annually review and, when appropriate, revise governing documents to improve BOD performance, and work with representatives of US Ski and Snowboard (USSS) to improve the FSST's organizational resilience and enable high performing alpine programs. The Board President shall serve as an ex-officio member and leader of the Stewardship Committee.

Program Development Committee. The purpose of the Program Development committee is to create, update, and maintain multi-year development programs for our athletes and coaches across the range of disciplines the FSST supports with standards based upon best practices as determined by each discipline's national governing body. If employed, the Alpine Director shall serve as an ex-officio member and leader of the Program Development Committee. In absence of an Alpine Director or equal position, the Board shall appoint an at-large member or Board Official to lead this committee. Head coaches of each discipline shall also be considered ex-officio members of the committee with all other membership determined by invitation from the Alpine Director or other Board designee.

Scholarship Committee. The Scholarship Committee is responsible for developing, updating, and maintaining a rubric of qualifications by which scholarship monies, equipment, goods, or privileges can be awarded to athletes and athletes' families in order to expand the opportunities to participate in alpine sports to a wide breadth of our community.

2.16. Compensation of Directors. Directors shall not receive compensation for their Board services but may be reimbursed for expenses related to Board service. Directors may be compensated for services to the FSST unrelated to their service as Board members.

2.16. Loans. No loans may be made by the FSST to any Director.

2.17. Action of Directors by Communications Equipment. Any action which may be taken at a meeting of the Board, or a committee, may be taken by means of a telephone or video conference equipment, which allows all persons participating in the meeting to hear each other at the same time. A Director participating in a meeting by remote means is deemed to be present at the meeting.

ARTICLE III: MEMBERSHIP

3.1. Definition. The Membership is here described as those athletes and their families who participate in the programs of the FSST. The BOD shall determine the qualifications, dues, terms, and other conditions of the Membership at their discretion and record as approved policies of the organization.

3.2. Membership Policy: Nondiscrimination. The FSST will not discriminate with regard to gender, class, sexual orientation, national origin, color, race, religion, creed, marital or familial status, AIDS/HIV status, or the presence of any disabling mental, physical, or sensory condition within the abilities of the FSST to provide resources adequate to the participation of Members.

3.3. Meetings of the Membership. There shall be at least one annual meeting of active Members in good standing each calendar year for an annual report of activities and the status of the FSST. Meetings may use electronic technology in lieu of in-person meetings.

3.4. Member Committee Roles. The BOD may determine at its discretion to appoint individuals from the Membership to serve on any of the committees created to support the general operations and success of the organization. Appointees from the Membership may not serve in committee leadership roles and may not serve on the Executive Board. Appointees from the Membership serving in committee roles shall be evaluated on an annual basis as opposed to the default term of BOD members serving in committee or committee leadership roles.

ARTICLE IV: OFFICERS

4.1. Officers and Election. The officers of the FSST shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer, who shall be elected by the BOD from among their own numbers. The term of all officers is three (3) years or through the natural term of the individual's director term.. The Board may designate any officer to serve as President-Elect, and if this designation is made, the President-Elect may serve as President after the incumbent's term expires or is otherwise terminated. Such officers shall serve on the Executive Board and shall be empowered to exercise the powers of the Board when the Board is not in session or for personnel management, reporting minutes of meetings and actions taken, except in the case of human resources decisions protected by State or Federal privacy statute.

The election of officers shall be conducted by ballot. Officers shall, upon election, be given responsibility for carrying out their aforementioned powers and duties and shall continue in office until their successors are duly elected and qualified, unless they resign, are removed, or are otherwise unable to fulfill their term.

4.2. Removal and Resignation. Any officer may be removed by a 2/3 vote of the remaining BOD at any time, with or without cause. Such removal shall be without prejudice to the contract rights of any of the persons so removed. The appointment of an officer does not, by itself, create contract rights. Any officer may resign at any time by giving written notice to the BOD, President, or the Secretary. Any such resignation may take place upon receipt of any such notice or at any later time specified therein, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

4.3. President. The President shall have general supervision of the FSST's affairs and staff and perform all other duties as are incident to the office or are properly required by a resolution passed by the Board. The President shall cultivate and maintain cohesion and clear communication among and between staff, Directors, Members, Arizona Snowbowl leadership, community leadership and donors.

4.4. Vice President(s). During the absence or disability of the President, the Vice President may exercise all functions of the President. The Vice President shall have such powers and fulfill such duties as may be assigned by a resolution of the Board or as requested by the President.

4.5. Secretary. The Secretary shall serve as the expert and maintainer of policies and procedures for the Board. The Secretary shall accept all requests for special meetings of the Board, manage board meetings by recording the minutes and keep accurate records on other topics

4.6. Treasurer. The Treasurer shall have general custody and responsibility for all of the organization's monies and securities and keep regular books of account. The Treasurer shall provide the Board with an account of the FSST's transactions and of the financial conditions of the organization as required by Board approved policies or as requested by the Board or Executive Committee. In the event of the absence or disability of the President and Vice President, then the Treasurer shall perform such duties of the President.

4.7. Delegation. In the absence or inability to act of any officer and of any person authorized to act in their place, the Board may delegate the officer's powers or duties to any other officer, Director, or staff.

4.8. Vacancies. Vacancies of an Officer or a nominee for office that occur because of death, resignation, or other factors shall be filled by the Board at any regular or special board meeting; however, should a vacancy occur in the office of the President, the President-elect or Vice President shall succeed them immediately, without further action by the Board.

4.9. Additional Officers. The Board may appoint additional Officers as it deems necessary, with such authority and duties as it may designate, to serve at its pleasure.

4.10. Additional Staff Positions The Board may employ positions as deemed appropriate to manage the general affairs and accomplish the stated goals of the FSST according to the policies, principles, practices, and budget authorized by the Board. The Executive Board shall approve any compensation and benefits to be paid to staff positions with the BOD kept apprised of negotiations and developments. The Board of Directors or Executive Board may assign specific duties or responsibilities of officers to staff as determined to be necessary for the efficient and successful operation of the organization as long as those roles are approved by the BOD and recorded in Regular or Special meeting minutes.

4.12. Liability. Each officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the FSST. If an officer acts in good faith and in a manner that is reasonably in line with the best interests of the FSST as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the FSST as further provided in Article VIII. Officers who fail to comply with this section or Article VIII of these Bylaws shall be personally liable to the FSST for any improper acts as otherwise described in these Bylaws.

Article V: BOOKS AND RECORDS

5.1. Meeting Minutes. As required by these Bylaws, the FSST must keep a complete and accurate accounting and minutes of the proceedings of the Board within the corporate records.

5.2. Retention Of Records. The FSST shall keep as permanent records all meeting minutes of the Board, all actions taken without a meeting by the Board, all actions taken by the committee on behalf of the Board, and all waivers of notices of meetings as appropriate and further defined in the approved Document Retention and Destruction policy.

5.3 Accounting Records. The FSST shall maintain appropriate accounting records per generally accepted accounting practices and as further defined in Board approved policies.

5.4. Legibility Of Records. Any books, records, and minutes may be in any form capable of being converted into written form within a reasonable time upon request.

5.5. Right To Inspect. Any Director or Director representative has the right, upon written request delivered to the FSST, to inspect and copy the following documents of the FSST during usual business hours:

- a. Articles of Incorporation;
- b. These Bylaws;
- c. Organizational Policies and Procedures
- d. Minutes of the Board proceedings;
- e. Annual statements of affairs; and
- f. The other documents held at the principal address pursuant to these Bylaws.

The FSST acknowledges and agrees that any obligation to produce corporate documents under this Article of these Bylaws shall be attached to the Secretary as part of the duties described in Section 4.5 of these Bylaws.

ARTICLE VI: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

6.1. Execution of Instruments. The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the FSST to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FSST, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the FSST by any contract or engagement or to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

6.2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes,

orders for the payment of money, and other evidence of indebtedness of FSST shall be signed as set forth in Board approved procedures and policies.

6.3. Deposits. All funds of the FSST not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors may direct. Any withdrawals of funds and checks shall be governed by policies established by the Board of Directors.

6.4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of FSST, in accordance with any policies or procedures adopted by the Board of Directors, as applicable

ARTICLE VII: NOTICES

7.1 Methods Of Notice. Except as may otherwise be required by law, any notice or communication required by the Articles of Incorporation, these Bylaws, Organizational Policies, or any other laws to any officer or Director may be delivered personally, by electronic means, email, mail, or in any other lawful manner that is retrievable and capable of retention by the recipient. Oral notification is sufficient only if accompanied by a written record of the notice in the FSST books/records. Notice is effective at the earliest of;

- a. Receipt;
- b. Delivery to the official organization-provided email address of the Director(s) as shown in FSST's records; or
- c. Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid.

7.2. Duty To Notify. All Directors, officers, employees, and representatives of the FSST must notify the FSST of any changes to the individual's contact information.

ARTICLE VIII: INDEMNIFICATION, STANDARDS OF CONDUCT

8.1 Discharge of Duties. Each Director will discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the BOD, and each officer will discharge the officer's duties under that authority (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Director or officer reasonably believes to be in the best interests of the FSST.

8.2 Conflict of Interest Policy. The FSST prohibits Directors and officers from creating an actual conflict of interest, or the appearance of a conflict of interest. Therefore, any transaction or financial relationship with the FSST in which a Director, officer or a party

related to a Director or officer has a direct or indirect financial interest must be fully disclosed and approved by the Board of Directors before entering the transaction. Each Director and officer shall read and agree to be bound by the FSST's Conflict of Interest Policy.

8.3 Scope of Indemnification. The FSST shall indemnify each Director, officer, employee and volunteer of the FSST to the fullest extent permissible under the law, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. Any indemnification shall be limited to proceedings brought or threatened that are directly related to or arising out of the individual acting in their official capacity. In the event an individual is entitled to indemnification by the FSST, such individual shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the FSST and serving in good faith on its behalf. The FSST shall have the right, but shall not be obligated, to indemnify any agent of the FSST not otherwise covered by this Section to the fullest extent permissible under the law.

8.3 Savings Clause; Limitation. If any provision of these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the FSST shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the FSST shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the FSST as an organization described in IRC section 501(c)(3), or that would result in the imposition of any liability under either IRC section 4941 or IRC section 4958 .

8.4 Reliance on Information, Reports, Etc. In discharging duties, a Director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the FSST whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section unwarranted.

ARTICLE IX: SPECIAL ACTS

9.1. Special Signing Powers. If the President holds an interest that exists outside of the capacity of being President, then any agreement involving such interest must be signed by a separate individual officer to duly bind the FSST to such an agreement or instrument.

9.2. Mergers. Following the approval by 2/3 of the Board, in order for any consolidation or merger to be effective, it must follow the process set out under the laws of the state of incorporation. Any merger resulting in the loss of the FSST's nonprofit or tax-exempt status is prohibited under these Bylaws, except as otherwise approved by 2/3 of the Directors of the Board.

9.3. Conversions. Following the approval by the Board, in order for any conversion of the FSST to another organizational structure to be effective, it must follow the processes set out under the laws of the state of incorporation. Any conversion resulting in the loss of the FSST's nonprofit or tax-exempt status is prohibited under these Bylaws, except as otherwise approved by 2/3 of the Directors of the Board.

9.4. Dissolution. Following the approval of 2/3 of the Directors of the Board, in order for the FSST to be dissolved, it must follow the process set out under the laws of the state of incorporation.

9.5. Distribution Of Assets. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by a court with proper jurisdiction.

ARTICLE X: MISCELLANEOUS

10.1 Confidentiality. As part of their fiduciary duties owed to the FSST, all Directors, officers, committee members, and other agents of the FSST are expected to maintain appropriate confidentiality of information related to the FSST, including donor, member and supporter lists and related records, fundraising strategies, financial information about the FSST, organizational plans, marketing information, expense information, personnel matters, and computer passwords (all whether in electronic or paper format), and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the FSST.

10.2 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of the FSST shall take any action or carry on any activity by or on behalf of the FSST not permitted to be taken or carried on by an organization exempt under IRC Section 501(c)(3). Further, every Director, officer, employee, or representative of the FSST shall comply with IRC Section 501(h), provided that FSST has not terminated its election under such provision.

10.3 Non-Discrimination. The FSST is committed to a policy of fair representation, and will not discriminate on the basis of race, color, creed, religion, gender, national origin, disability, age, political belief, marital or family status, sexual orientation, or any other status.

ARTICLE XI: AMENDMENTS

11.1. By Directors. The Board may make, alter, amend, and repeal the FSST's Bylaws. Any alteration, amendment, or repeal of the Bylaws shall be effective following a majority vote of the Board.

11.2. Compliance With State Law. Any amendment to the FSST's Articles of Incorporation or these Bylaws shall comply with the respective laws, rules, and regulations of the jurisdictions where the FSST is incorporated and operates or conducts business.