



BYLAWS OF
THE VARA EDUCATIONAL FOUNDATION, INC.

As amended and restated as of May 31, 2024

ARTICLE I

Name, Non-Profit Status, and Corporate Seal

- A. The name of the corporation and the purposes for which it is established shall be as set forth in its Articles of Association or Incorporation, as amended from time to time, and it shall be recognized as an affiliated entity by the United States Ski & Snowboard (“USS”), the National Governing Body (“NGB”), recognized by the United States Olympic Committee (“USOC”) and International Ski Federation (“FIS”), as the governing body for skiing and snowboarding in the United States of America.
- B. VARA shall be incorporated under the laws of the state of Vermont as a 501(c)3 non-profit Corporation and it shall be organized so as to qualify as a non-profit, charitable, tax-exempt organization.
- C. VARA shall have no corporate seals unless required by the laws of the State of Vermont.

ARTICLE II

Offices and Agent

- A. The principal office and agent of VARA shall be as set forth in its Articles of Incorporation, as amended from time to time.

ARTICLE III

USS, USOC, and FIS Compliance

In compliance with the requirements of the FIS and USOC, the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, and USS Bylaws, the VARA shall:

- A. Keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing;
- B. Provide an equal opportunity to amateur athletes, coaches, trainers, managers, officials, and administrators to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, gender identity, sex, national origin, or sexual orientation, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;

- C. Ensure that its Board of Directors and any other committees with governance responsibilities are composed of Directors selected without regard to race, color, religion, national origin, gender identity, sex, or sexual orientation;
- D. Ensure that its Board of Directors and any other committees with governance responsibilities include membership and voting strength of eligible athletes to be not less than twenty percent (20%). Athlete eligibility shall be defined as those individuals who have held a USS and/or FIS competitor license and have competed in USS and/or FIS competition (non-masters level) within the past ten years;
- E. Provide procedures for the prompt and equitable resolution of grievances of its members;
- F. Submit to binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of the USS as an NGB with respect to any component or discipline of skiing or snowboarding, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;
- G. Provide USS designee access to VARA books and records in order to permit USS to ensure compliance with the above.

ARTICLE IV
Membership and Affiliation

- A. The VARA shall have a single class of members with membership open to all regardless of race, creed, color, age, gender identity, sex, or sexual orientation, and who pay membership fees as the VARA Board of Directors (the "Board") and the USS Board of Directors shall approve from time to time. The Board may establish additional membership requirements from time to time.
- B. There shall be one (1) class of members.
- C. VARA members shall have no voting rights and shall not be considered members as defined in 11B V.S.A. § 1.40(21), as amended.
- D. Members are permitted to attend annual meetings of the Board and comment during the prescribed comment period of such meeting. If a member is a minor ("Minor Member"), their parent or guardian is permitted to comment during the comment period on the Minor Member's behalf.
- E. Individuals who desire to sit on the Board or a committee, and who may or may not be current members in good standing with VARA or USS but are actively involved in alpine racing as an athlete, coach, official, or through another other similar affiliation (an "Eligible Athlete Representative"), may be

appointed by the Board to such positions from time to time to participate in such positions. Such Eligible Athlete Representatives shall possess all the voting privileges associated with the positions on the committees or boards to which they are elected.

ARTICLE V

Government, Operation, and Voting Rights

1. The Board shall be comprised of not less than eleven (11) directors. The Board may increase or decrease the number of directors from time to time at an annual meeting.
2. To be eligible to sit on the Board of Directors, an individual must be a member in good standing with both the VARA and USS, except for Eligible Athlete Representatives, and must be at least twenty-one (21) years of age and at least two (2) of whom must reside in Vermont.
3. Each director shall be entitled to vote on Board business unless the director is designated below as a non-voting *ex-officio* director or is ineligible under the USS conflict of interest policies. No more than forty-nine (49%) percent of the individuals serving on the Board may be financially interested persons within the meaning of 11B V.S.A. § 8.13 of the Vermont Nonprofit Corporation Act.
4. Voting by proxy shall not be permitted, and each director shall have one (1) vote regardless of how many offices that person may hold.
5. Each director shall serve a regular two-year term, beginning with the Board's Spring Meeting. Board terms shall be subject to the following provisions:
 - a. Directors may serve for a maximum of four (4) full consecutive terms, unless a director is elected as an officer before the end of a fourth (4th) full consecutive term, in which case such director may serve on the Board until the expiration of their office, or the end of their fourth full consecutive term, whichever comes later.
 - b. The Board shall provide for staggering of terms on the Board by, from time to time, extending or shortening terms by up to one (1) year. Notwithstanding anything in these bylaws to the contrary, action to shorten or extend Board terms to provide for staggering of terms shall require a majority vote of a quorum of the Board.
 - c. Any director or officer may resign at any time by delivering their resignation in writing to the President or Secretary or to a meeting of the Board of Directors. Any director may be removed for cause by the affirmative vote of two-thirds (2/3rd) of all members of the Board, after due notice and opportunity to respond by the respective director.

6. The Board shall provide a reasonable opportunity during each Board meeting for members to comment upon the actions and policies of the Board.
7. The Board shall form, from among its members, an Executive Committee, which shall be empowered to act upon all matters requiring Board attention between meetings of the full Board. The Executive Committee shall have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), during such times, the Executive Committee shall possess the same powers, authority, and responsibilities as the Board. The Executive Committee shall be a permanent standing committee and shall discharge its responsibilities in accordance with the following provisions:
 - a. The Executive Committee shall consist of at least five (5) voting members, including the President; the Vice President; the Secretary; the Treasurer; and one (1) Eligible Athlete Representative.
 - b. All actions taken by the Executive Committee must be ratified by the Board at its next meeting where a quorum is present, and if not so ratified, fail and measures taken in support of the action should be reversed to the extent reasonably possible. Ratification may be made through the use of unanimous written or electronic consents.
8. The Board shall form from among its members, a Nomination Screening Committee.
 - a. The Nomination Screening Committee shall be comprised of at least three (3) Directors, representing a cross-section of backgrounds, selected by the President, and shall include at least one (1) Eligible Athlete Representative.
 - b. The Nomination Screening Committee shall review each nominee to the Board to determine their ability to provide effective representation and leadership on the Board, including such things as whether such nominee appears to maintain as a principal focus the well-being of the VARA generally rather than any particular interest or issue; and whether they possess the requisite understanding of competitive skiing generally, corporate operations or other matters necessary to provide effective representation on the Board.
 - c. The Nomination Screening Committee may also be used to assist the Board in appointing any committees created by the Board or which the Board is required to fill under these bylaws.
 - d. The Nomination Screening Committee shall be a permanent standing committee.

9. It shall be the responsibility of the President and the directors to establish and maintain *other* such committees as are deemed appropriate to promote the goals of this corporation.
10. At the Board's Spring Meeting, the Board shall elect a President, a Vice President, a Treasurer and a Secretary, each of whose terms of office shall be one (1) year, with the exception of the President. The election and duties of the President, Vice President, Treasurer and Secretary shall be as set forth below:
 - a. The responsibilities of the President shall be to preside at all meetings of the Board. The President shall be a full voting Director of the Board, and also a non-voting *ex-officio* member of all committees. The term of office of the President shall be two (2) years. Any Director may nominate any other director for direct election to the office of President. At the time they take office, the President shall vacate their former seat on the Board and shall occupy only the seat of President. Their former seat shall be deemed vacated and shall be filled in accordance with the procedures set forth in these Bylaws for filling mid-term vacancies. At the end of their first term in such office the Board may, but need not, vote to retain the President for a consecutive term, but no President shall serve for more than four successive terms.
 - b. The Vice President shall discharge the duties and obligations of the President in their absence or in case of their inability to serve. If the current President is retained for a consecutive term or if a new President is elected directly, the Board shall also vote on whether to retain the Vice President for a consecutive term. The Vice President shall be elected by the Board from among its current members every year at the Board's Spring Meeting, and at a time prior to consideration of nominations of new members to the Board. No member may serve more than four consecutive terms in the office of Vice President. Any member of the Board may nominate any other member of the Board for the position of Vice President. The Vice President shall be seated and empowered from the time of their election until their successor is duly elected.
 - c. The Treasurer shall be the chief financial officer of the corporation and shall be in charge of its funds and valuable papers and also be the chief accounting officer of the corporation and shall be in charge of its books of account and accounting records and of its accounting procedures and shall have such other duties and powers as may be designated by the Board or President. Any member may nominate any other member for direct election to the office of Treasurer. The Treasurer shall be responsible to and shall report to the Board but in the ordinary conduct of the corporation's business shall be under the supervision of the President.

- d. The Secretary shall keep a true record of all votes and proceedings of the Board which shall be open at all reasonable times to the inspection of the members. Any member may nominate any other member for direct election to the office of Secretary. In the absence of the Secretary from any such meeting, a temporary Secretary shall be chosen by the chairperson of that meeting who will record the proceedings. The Secretary shall procure and file in their own office and in the office of the clerk of the town where the principal office of the corporation is located, copies of the papers required by law to be filed with the Secretary of State except the annual report of the corporation.
11. If the office of any officer or director becomes vacant for any reason, a successor may be elected by a majority vote of the Board at any meeting. The Board shall have and may exercise all its power notwithstanding the existence of one or more vacancies in its number, provided there be at least a majority of the number of directors then in office as fixed by the meetings.

ARTICLE VI
Meetings

- A. The Board shall have two annual meetings in addition to any special meetings. The Spring Meeting shall occur in April or May. This meeting shall include the election of officers, and serve as the annual business meeting, including a financial summary of the current year, and a budget for the following year presented for approval. The Fall Meeting shall occur in October or November, and will serve as preparation for the ski season ahead.
- B. Each Director shall have one vote. A plurality of the votes properly cast for any office shall elect to the office, except where a larger vote is required by law by the Articles of Association or Incorporation or by these Bylaws.
- C. Directors will be notified in writing by the Secretary seven (7) or more days in advance of scheduled meetings of the Board. Such notice will include an agenda for the meeting. Except as required by applicable law, special meetings of the Board of Directors may be held at any time or place when called by the President or two or more directors, reasonable notice being given thereof by the Secretary. A telephone call is deemed to be sufficient notice if given at least two (2) business days' prior to such special meeting.
- D. All meetings of the Board shall be open to attendance by any interested member in good standing of VARA, except that the board may close such meetings for discussion at its sole discretion.
- E. Any action required or permitted to be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken

- shall be unanimously agreed to by all of the directors in office and filed with the President.
- F. In the event of a procedural dispute, Robert's Rules of Order, most current edition, will be consulted and will govern. In the event of any ambiguity or deficiency in these bylaws, the Board shall adopt an interpretation of the provision at issue by majority vote.
 - G. The President shall arrange for the taking of minutes at all meetings of the Board and will certify they represent an accurate meeting history. Minutes of all meetings will be distributed to all directors and approved at the subsequent meeting.
 - H. Any Director not physically present at a meeting may participate in such meeting by the use of any telecommunication system which enables them to engage in two-way communication with all of the other directors taking part in the meeting, and shall be deemed present in case of such participation.
 - I. At any meeting of the Board or any permanent standing committee, a quorum shall consist of a majority of all directors, or members of the committee entitled to vote. A meeting at a which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or committee members if any action is approved by a number which would constitute at least a majority of the required quorum; provided that the following actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of annual budgets of the Board; and (iii) such other issues as may be designated elsewhere in these bylaws as requiring a certain number of votes or attendees.

ARTICLE VII

Conflict of Interest and Ethical Practices

- A. The Board shall adopt USS's code of conduct and USS's conflict of interest and ethics policies.

ARTICLE VIII

Grievances, Suspensions, and Appeals

- A. **Grievances.** Every member of the VARA shall have the right to pursue written grievances concerning actions by the Board, any of its committees, or any of their directors acting in their official capacities in accordance with the procedures set out below:
 - 1. A grievance shall be defined as an allegation by a member that the Board, any of its committees or any director while acting in an official capacity has violated these bylaws or has failed to discharge its

obligations under the USS Bylaws, USOC Bylaws or the Ted Stevens Olympic and Amateur Sports Act.

2. A complainant may initiate the grievance process by filing a written complaint with the principal office of the VARA. The complaint shall include the following:
 - a. The identity of the complainant;
 - b. The identity of the members(s), Director(s), Board(s), or committee(s) of the VARA against whom the grievance is directed (hereinafter collectively the “Respondents”);
 - c. A short and plain statement of the facts giving rise to the grievance, including the action at issue, Bylaws or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought.
 - d. The signature of the complainant (and signature of their parent or legal guardian if he/she is under eighteen (18) years of age; and
 - e. Any reasonable filing fee adopted in advance by the Board.
3. Within ten (10) days of receiving the Complaint, the Board shall refer the matter to USS for disposition pursuant to Article IX of the USS Bylaws, or take action to redress the complaint.

ARTICLE IX **Indemnification**

- A. The Directors, as a board and individually, are specifically held harmless by the VARA for all actions taken in good faith on behalf of the VARA, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence. No indemnification will be provided where an officer, director or other member is adjudicated to be liable and a central reason for this finding is that he/she acted in bad faith. No indemnification will be provided where he/she is found to have personally and substantially benefited from their actions and these actions in any way injured the VARA or placed it at risk of injury. Where the officer, director or member has not been adjudicated to be in bad faith and where their actions did not injure or threaten to inure the VARA, no indemnification will be provided to the extent that the officer or director personally profited as a result of their actions. No indemnification will be provided to an officer, director or member where liability was the result of

an action initiated by that person and where the initiation of the action was unauthorized by the Board or these bylaws.

ARTICLE X
Amendments

These Bylaws or any part thereof may be amended, repealed or changed at any meeting of the Board by the affirmative vote of two-thirds of the directors present and voting (assuming the meeting has been duly called and noticed and a quorum of the Board is present), provided that written notice of the meeting shall be given no less than seven (7) days prior to the date of the meeting and the notice shall state that the purpose of the meeting (or one of the purposes of the meeting) is to consider and vote upon one or more proposed amendments to the Bylaws and contain or be accompanied by a copy or summary of the amendment(s) or state the general nature of such amendment(s). Any amendment adopted by unanimous vote at a meeting at which all directors are present and voting shall be a valid amendment even though no notice of such amendment shall have been given prior to the holding of such meeting.

ARTICLE XI
Dissolution

The VARA may dissolve only by an affirmative vote of the Board on the manner and proportions described below. Each member of the Board shall be given notice of a special meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three-quarters (3/4) of all then current directors must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of the VARA shall devolve upon the Board.