

**BYLAWS OF MAINE REGION  
EASTERN DIVISION  
NATIONAL SKI PATROL SYSTEM, INC.**

Adopted May 19, 2024

**ARTICLE I**

**NAME AND ORGANIZATION**

**1.1 – Name**

The name of the region shall be “Maine Region.”

**1.2 – Organization and Area**

Maine Region (the “Region”) is a sub-unit of the Eastern Division of the National Ski Patrol System, Inc., also known as National Ski Patrol (“NSP”). The Region serves the interests of NSP and its constituent members within the State of Maine.

**ARTICLE II**

**MEMBERS**

**2.1 – Members**

The members of the Region shall be all Active, Inactive, Alumni patrollers, and candidates currently registered and in good standing with the NSP and patrolling within the State of Maine, and also including Mountain Hosts currently registered and in good standing within the NSP, but excluding those patrollers who are registered exclusively in the Professional Division of NSP (“Members”).

**2.2 – Voting Members**

Voting Members shall consist of all Members, excluding Mountain Hosts, and each shall have one vote.

**ARTICLE III**

**MEETINGS OF MEMBERS**

**3.1 – Region Annual Meetings**

The annual meeting of the Region shall be conducted each year at or during the period of the Fall Outdoor Emergency Care Refresher or Refreshers held throughout the Region and will

include but will not be limited to conducting elections with the Voting Members for the Region Director in the last year of their term or filling any vacancy in one or more of the elective offices and conducting such other business as the Region Director or Members may determine.

### **3.2 – Special Meetings**

Special meetings of the Members may be held at the call of the Region Director for such purpose as the Region Director may direct. Further, special meetings may be held at the call of two-thirds of the Voting Members to conduct such business as the Voting Members may determine.

### **3.3 – Quorum**

The presence either electronically or in person of at least Fifty-One percent of the Voting Members shall constitute a quorum for the annual meeting or any special meeting of the Members held at the call of the Region Director or of two-thirds of the Voting Members. There shall be no proxy voting, but absent Voting Members may vote by absentee ballot in writing and signed under such rules as are adopted by the Region Election Committee. Any matter other than the election of officers must be submitted to all meetings of members in a fall series of OEC refreshers before adoption, irrespective of the existence of a quorum in the first such meeting.

### **3.4 – Notice of Meeting**

Written, personal, telephone, or electronic notice of meeting place, date and time shall be given to the Voting Members as soon as is reasonably practical prior to the date of the meeting.

### **3.5 - Region Election Committee**

Notice of upcoming elections shall be given to the Members electronically and such other method as the Region shall decide by no later than January 30th of the year in which an election is to be held. At least 90 days before the annual meeting, the Region Director shall appoint a Region Election Committee consisting of two Members of the Executive Committee and at least three other Members to oversee the nomination and election process for the Region Director. One non-Executive Committee Member shall be designated Chair by the Region Director. The identity of the Region Election Committee shall be sent to the Chair of the Division Nomination and Election Committee and shall be posted on the Region's website along with a call for candidates and other election notices. The Committee shall receive nominations for Region Director, determine the eligibility of the candidates, send the nominees names, biographies and position statements to the

Voting Members at least 15 days before the beginning of balloting, supervise the voting, secure the ballots, count the ballots, break ties using an impartial method and send the names of the prevailing candidates by a plurality to the Region Director and the Executive Committee. The Election Committee members shall not hold over from year to year.

### **3.6 - Eligibility**

Region Director candidates must be Active registered patrollers in the Region, have a minimum of five seasons of patrolling experience, and have achieved Senior Alpine, Senior Nordic, or Certified status. Members currently registered as Patrollers are qualified to become Region Director candidates if they have met the requirements described above at some point in their patrol career.

### **Section 3.7 - Term**

The term of a Region Director shall be two years. A Region Director may serve no more than three consecutive two year terms, if elected, not counting any partial or temporary terms served in set forth herein. The Region Director's term shall commence on April 1, after the election.

### **3.8 - Election Procedure.**

The Region Director shall be elected by a direct vote of the Voting Members as provided in Articles 3.9 and 3.10.

### **3.9 - Election of a Region Director**

The Region Director shall be elected in odd numbered years by the Voting Members of the Region voting at, or during the period of, the Fall OEC Refreshers, or similar meetings held at the same time, requiring attendance of all Patrollers. An Active Member shall be defined as a Member with a NSP registration number reflecting primary membership in a patrol within the Region where the election is being held, and Alumni members but, excluding Medical Associates, Candidates, Mountain Hosts, and Professional Division Members. Members with dual registrations may cast only one vote in the Region of their primary patrol.

### **3.10 - Region Director Election Procedures.**

Notice of upcoming elections shall be given to the members of a Region by email and such other method as the Region shall decide by no later than January 30th of the year in which an

election is to be held. During January of the year in which an election is to be held in a Region, the Division Nomination and Election Chair, or a designate, shall contact the respective Region Election Committee Chairs and remind them of the pending election so that advance election notice and solicitation of candidates can be sent to the Region's Members.

### **3.11 - Voting Options**

Voting may be by written or electronic secret ballot. The Region Election Committee may select only one balloting option for a single election. Written and electronic balloting cannot be mixed except as provided below. The only exception to the non-mixed ballot will be for Voting Members that do not have an email address available for their use in the election process, and it is a requirement of the selected electronic ballot process. Such a Member must make a written request for an alternative method to vote. In this case a numbered ballot can be mailed to the Member. The Region Election Committee Chair will track the ballots by Member name, NSP number, date sent, and date received. Proxy votes shall not be permitted but absentee votes shall be permitted for good cause shown to the Region Election Committee.

### **3.12 - Electronic Balloting**

Electronic balloting shall be performed via the approved on-line portal as designated by the Region. Electronic balloting shall include technology intended to maintain the security and privacy of the process; shall use data check registration based on the Voting Member's NSP registration number; and shall allow only one vote per Voting Member.

### **3.13 - Election Supervision**

Balloting and vote count shall be supervised by the Region Election Committee. Security of the written or electronic balloting process shall be maintained to mitigate the risk of duplicate or ineligible voting or "hacking" taking place. Ballots shall not be counted until substantially all of the Voting Members have been given the opportunity to vote, after which, the tally shall be made and the candidate receiving the greater number of votes cast (a plurality) shall be declared the winner. Ties shall be broken in a manner determined by the Region Election Committee.

## **ARTICLE IV**

### **OFFICERS**

#### **4.1 - Election of Officers by the Executive Committee**

At the Region's Spring Executive Committee Meeting, the Region Director shall nominate a Secretary, Treasurer, Northern Section Chief, Central Section Chief, and Southern Section Chief, one of which Section Chiefs shall also be identified by the Region Director to serve a dual role as Alternate Region Director, all of which positions shall be subject to ratification by the Executive Committee by simple majority vote of the Executive Committee. All such officers shall assume their duties immediately upon the close of such meeting. The officers shall hold office until their successors are nominated and ratified as set forth herein. Any vacancy occurring in any of the above offices shall be filled for the unexpired portion of the term by action of the Executive Committee, except as provided in Article 4.13(B) and in the case of the inability of the Region Director to serve. Any vacancy filled by action of the Executive Committee shall occur within 30 days of such vacancy.

#### **4.2 - Eligibility**

No officer shall be elected or appointed who shall not meet the eligibility requirements contained in the Division By-Laws in effect at the time of selection, nor shall such officer continue to hold office in the event of later ineligibility.

#### **4.3 - Region Director**

The Region Director shall preside at all meetings of the Executive Committee and shall have responsibility for the day-to-day activities of the organization. The Region Director shall perform all duties described in the published regulations of NSP and all other duties incident of such office and such other duties as may, from time to time, be assigned by the Executive Committee. The Region Director shall propose members of the standing committees of the Executive Committee for each calendar year subject to ratification by the Executive Committee.

#### **4.4 - Additional Region Director Duties**

The Region Director shall be responsible for overseeing the following non-inclusive duties:

- A. Follow the objectives of the Executive Committee;
- B. Make regular contact with the Executive Committee including calling the Region's Spring Executive Committee Meeting and any special meetings;
- C. Report decisions made to the Executive Committee;

- D. Manage support services such as Awards, Memorial Fund, Web Site, and so forth;
- E. Act as liaison with the Division and National office;
- F. Act as liaison with Program Supervisors;
- G. Distribution of the Region calendar of events;
- H. Appoint Special Committees;
- I. Distribution of the proposed Annual Budget and any proposed By-law amendments pursuant to Article XIII; and
- J. Ensure that Maine Secretary of State contact information is kept current with the new Region Director's name.

#### **4.5 - Alternate Region Director**

The Alternate Region Director shall serve as Region Director and as Chair of the Executive Committee in the absence or the inability of the Region Director to serve, and shall have such powers as are delegated by the Region Director and such other duties, as from time to time, may be assigned by the Executive Committee.

#### **4.6 - Terms of Region Director and Alternate Region Director**

The Region Director may serve up to three consecutive, two-year terms, if elected. The Alternate Region Director may serve up to three consecutive terms, two-year terms, if appointed and confirmed. Partial terms caused by interim or temporary appointments shall not count.

#### **4.7 - Secretary**

The Secretary shall issue or cause to be issued all notices of all meetings of Members or Executive Committee where required by these By-laws and shall keep or cause to be kept all minutes of the Executive Committee meetings and special meetings. The Secretary shall sign such instruments as required and shall perform such other duties as usually pertain to the office or as may be appropriately assigned by the Executive Committee. The position of Secretary shall have no voting rights. The term of the Secretary shall be two years.

#### **4.8 - Treasurer**

The Treasurer shall be the Chief Financial Officer of the Region, shall have general responsibility for the care and custody of all money and securities of the Region, and shall not serve

as Chair of the Executive Committee's Finance Committee. The position of Treasurer shall have no voting rights. The term of the Treasurer shall be two years.

#### **4.9 - Section Chiefs**

There shall be three Section Chiefs appointed by the Region Director, to wit: a Northern Section Chief, a Central Section Chief, and a Southern Section Chief. The Section Chiefs' primary responsibilities are to support the Region Director and Patrol Directors in the implementation of the programs offered by the Maine Region to its members. The Northern Section Chief is responsible for the following mountains: Lonesome Pine, Big Rock, Hermon Mountain, Sugarloaf. The Central Section Chief is responsible for the following mountains: Camden Snow Bowl, Saddleback, Titcomb, Black. The Southern Section Chief is responsible for the following mountains: Sunday River, Lost Valley, Pleasant, Mt. Abram. The term of each Section Chief shall be two years.

#### **4.10 - Omnibus Delegation Powers**

Officers' duties may be delegated by the Executive Committee in the case of the absence of any officer of the organization or inability to serve for any reason. The Executive Committee may delegate, for the time being, the power of such officer to any other Executive Committee member.

#### **4.11 – Advisors/Other Officers**

The Region Director may appoint advisors to advise and report to the Region as may be necessary or desirable.

#### **4.12 – Removal of an Officer**

Removal of the Region Director or an Alternate Region Director shall be in accordance with the NSP policies & procedures manual sections 7.2.2.H and 7.2.3. Other officers may be removed by a vote of two-thirds of the Executive Committee members present at a meeting called for the purpose of removal.

#### **4.13 – Vacancy**

- A. If, for any reason, an officer position becomes vacant, the Region Director shall nominate a replacement officer to be ratified by the Executive Committee to fill such vacancy until the remainder of the officer's term.

- B. A vacancy created by the end of a Region Director's term as a Director shall not be filled by the Board but shall be filled as provided herein.

## ARTICLE V

### EXECUTIVE COMMITTEE AND COMMITTEES GENERALLY

#### **5.1 - Executive Committee**

The Executive Committee shall consist of the Region Director, the Alternate Region Director, the Section Chiefs and the Patrol Directors of each Patrol of the Region (hereinafter the "Executive Committee Members"). It shall meet at the call of the Executive Committee Chair, who shall be the Region Director, or at the request of any three Executive Committee Members. The Executive Committee must meet at least annually as soon as is reasonably practical after the Division Spring Annual Meeting to install the new Region officers and to conduct any other business of the Executive Committee, which meeting shall be referred to as the Region Spring Executive Committee Meeting. The Executive Committee shall exercise all powers of the Executive Committee Members between meetings including the power to fill vacant elective offices temporarily, but the Executive Committee shall have no power to elect officers to a full term, except as set forth in Article 4.1. The Executive Committee shall recommend Region liaisons to programs created by Article 7 of the Division By-laws.

#### **5.2 - Other Committees**

The Executive Committee may create other regular or special committees, the members of which shall be filled by the Region Director. The Region Director shall appoint one such member as chair. Committees may be dissolved in the same manner.

#### **5.3 – Notice of Meetings**

Written, personal, telephone, or electronic notice of meeting place, date and time shall be given to the Executive Committee Members as soon as is reasonably practical prior to the date of the meeting.

#### **5.4 - Quorum for Executive Committee Meetings**

The presence either electronically or in person of at least Fifty-One percent (51%) of the Executive Committee Members shall constitute a quorum for any Executive Committee Meeting.



## **5.5 – Voting in Executive Committee Meetings**

Each voting member of the Executive Committee may authorize another Executive Committee Member to act for them by proxy in all matters in which an Executive Committee Member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the Executive Committee Member authorizing another Executive Committee Member to act for them by proxy and shall be revocable at the pleasure of the member executing it except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of sixty (60) days from its date of execution.

In the event that a Patrol unit has more than one Patrol Director, only one of the Patrol Directors for such Patrol unit shall have the right to vote on any Executive Committee matters.

## **ARTICLE VI**

### **CONDUCT OF THE BOARD BUSINESS**

In the absence of specific provisions in these By-laws governing the conduct of meetings, the business of the Eastern Division Board and its meetings shall be conducted in accordance with Robert's Rules of Order, as amended.

## **ARTICLE VII**

### **FISCAL YEAR**

The Fiscal Year for the Region shall be July 1 to June 30 in each year.

## **ARTICLE VII**

### **CONSTRUCTION**

Nothing in these By-Laws shall conflict with the By-Laws or policies of the Eastern Division or NSP, and they shall be construed in all cases to be compatible with such other by-laws. A section of these By-Laws found to be incompatible shall not have the effect of invalidating the remaining By-Laws.

## **ARTICLE IX**

### **DISSOLUTION**

Upon dissolution of the Region for any reason, the funds and property in the hands of the Region shall be distributed per capita (by Members) to the patrols comprising the Maine Region at such time, but only those patrols as are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Internal Revenue law. In the absence of any qualifying patrols, such funds and property shall be distributed to the Eastern Division NSP.

## **ARTICLE X**

### **INDEMNIFICATION**

The Region shall indemnify each person who has served or is serving as an Executive Committee member or a Region officer or Region appointed Advisor and who by reason of his or her position, as such, is made a party or is threatened to be made a party to any legal proceeding to the full extent permitted under the law. If it becomes necessary to determine whether such person has met the standards of conduct required by law for indemnification and, if the determination is not made by a court, the determination shall be made by the Executive Committee, but only by a majority of a quorum consisting of Executive Committee members who are not parties to the proceeding. If there is no such quorum, the determination shall be made in a written opinion by independent legal counsel chosen by a majority of the entire Executive Committee. The Executive Committee shall have power to purchase and maintain insurance on behalf of any person who is or was such a Region representative against any liability arising out of his or her status as such, whether or not the Region would have the power to indemnify him or her against such liability under the provisions of this Article.

## **ARTICLE XI**

### **SEPARABILITY**

Should any Article, Section or provision of these By-laws be held invalid by any court or government agency, such holding shall not be construed as effecting the validity of the remaining

provisions of these By-laws and they shall stand, notwithstanding the invalidity of any such Article, Section or provision.

## **ARTICLE XII**

### **CHOICE OF LAW**

These By-laws shall be construed by, and in accordance with, the Laws of the State of Maine.

## **ARTICLE XIII**

### **AMENDMENT**

Proposed amendments to these By-Laws shall be submitted in writing to the Region Director at least 60 days prior to the meeting at which action or such amendments are to be taken. The Region Director shall transmit the proposal amendments to the Executive Committee at least 45 days prior to such meeting. The affirmative vote of two-thirds of all the Voting Members of the Executive Committee shall be required to adopt any amendment. Notice of the pendency of such amendments shall be given to the Members at least 30 days prior to the Executive Committee meeting considering such amendments.