

AMENDED and RESTATED BYLAWS f  
For the ROCKY MOUNTAIN SKI RACE OFFICIALS, INC.

These bylaws supercede and replace all prior bylaws in their entirety such that no previous bylaws are of any force or effect today and hereafter.

ARTICLE I OBJECTIVES

1. The purpose for which ROCKY MOUNTAIN SKI RACE OFFICIALS, INC. (“RMSRO”) is formed is to engage only in educational and charitable activities within the provisions of Section 501(c)(3) of the Internal Revenue Code.

To accomplish this exclusive purpose, the RMSRO may engage in the following:

2. Establish, administer, and promote a program devoted to the education, development, training, scheduling and certification of Alpine Ski Officials, to promote accuracy and fair play in the governing of competitive ski events of any nature; and to otherwise support the US Ski & Snowboard, FIS, AAU, NCAA, and other recognized associations for the promotion of snow sports.

3. Acquire property for these corporate purposes by grant, gift, purchase, devise or bequest, and to hold and dispose of the same, subject to the limitations as are proscribed by statute.

4. Carry on all or any of its activities and to purchase and acquire, hold and dispose of such property, real and personal, as may be directly needed to accomplish its objectives, or in the conduct of its affairs in any State, district, territory or possession of the United States of America, and in any and all foreign countries, subject to the laws of such state, district, territory, possession or country.

5. Do all and everything incidental to and in the furtherance of the accomplishment of the objectives and purposes herein stated as principal, agent, contractor, trustee or otherwise, either alone or in association with others in the same extent and as fully as could any natural person.

ARTICLE II MEMBERSHIP

6. Any individual, without regard to race, creed, color, religion, national origin, sex, age or disability, may become a member of RMSRO after complying with the following requirements:

7. Demonstrate and maintain a minimum standard of proficiency in one or more certifications as established by the Board in operational procedures: (i) submit an application for membership or renewal, (ii) pay the applicable initiation fee, membership fee, or renewal fee as established from time to time by the Board, and (iii) maintain membership in the United States Ski Association.

8. Upon confirmation of the requirements set forth in section 7, by the Secretary of RMSRO, the individual will be a voting member of RMSRO and may receive a membership card.

### ARTICLE III MEETINGS

9. There will be an annual meeting of the Members for the purpose of electing Trustees of RMSRO, and for transaction of such other business as may come before the meeting

10. Special meetings of the Members for any purpose, unless otherwise prescribed by statute, may be called by the President of the Board, and will be called by the President at the request of not less than ten (10%) percent of the outstanding Members in good standing of RMSRO.

11. The Board may designate a Zoom meeting or an onsite meeting any place within or outside Colorado as the place of any meeting for any annual meeting or for any special meeting of the Members.

12. Notices of the annual meeting and any special meetings will be given to all Members in good standing at least four (4) weeks prior to the date of such meeting. Such notice will also be posted on the RMSRO website. Notice will be considered given when emailed to the address of the Member as shown on the records of RMSRO.

13. Each member in good standing will have one (1) vote at the annual or any special meeting of the Members. The holding of proxies or cumulative voting will not be allowed

14. There will be no minimum number of Members required to constitute a quorum at the annual or any special meeting of the Members. The members present at the meeting will constitute a quorum.

15. The affirmative vote of the majority e.g., more than fifty (50%) percent, of the Members present at the meeting and entitled to vote on the subject matter will be the act of the Members.

16. Any action required or permitted to be taken at a meeting of the Members may be taken by voice vote unless the presiding officer will order or any Member will demand that the voting be by ballot.

17. There will be an annual meeting of the Trustees for the purpose of election of officers and other business which may come before the meeting. Such meetings will be held as soon as possible after the annual meeting of the Members, but not more than 30-days, regular or special meetings of the Board may be called by or at the request of the President or any two Trustees. The Board will meet from time to time as it may determine but, at least twice annually, including the annual meeting

18. The place and time of any regular or special meeting of the Board will be set by the person or persons authorized to call such meeting, either by Zoom, a telephone conference call or on site within or outside Colorado.

### ARTICLE IV BOARD OF TRUSTEES

19. The affairs of RMSRO will be managed by a Board of Trustees ("Board" or "Trustees").

20. A trustee of RMSRO will perform his duties as a trustee, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner believed to be in the best interest of RMSRO and with such case as an ordinarily prudent person in a like position would use under similar circumstances. In performing their duties, a trustee is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons or groups believed to be competent, but he will not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs their duties will not have any liability by reason of being or having become a trustee of RMSRO.

21. The Board will consist of nine members, each of whom must be in good standing with RMSRO during his tenure of office. Trustees need not be residents of the State of Colorado

22. Trustees will serve for a term of three years or until their successors are duly elected and qualified. The first Board will be elected as follows: three (3) members for one (1) year, three (3) members for two (2) years, and three (3) members for three (3) years; thereafter all terms will be for three (3) years.

23. The Trustees may, at their discretion, appoint an Executive Director to assist in maintaining the continuity of this organization. This individual would be a non-voting member of the board would serve as per Article 3, Section 15.

24. Notice of any regular or special meeting of the Board will be given at least 14-days in advance by telephone or email, to the address as shown on the records of RMSRO.

25. A majority of the number of Trustees fixed by the by-laws will constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

26. Except as otherwise required by law, the act of the majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board.

27. Any action required or permitted to be taken by the board or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Trustees or all of the committee members entitled to vote with respect to the subject matter.

28. Any member of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of Zoom Conference or similar communication so long as all persons in the meeting can hear each other at the same time. Such participation will constitute presence in person at the meeting.

29. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board. Trustees elected to fill a vacancy will be elected until the next annual meeting of the Members, at which time such vacancy will be filled by election of the Members for the predecessors unexpired term of office.

30. Any Trustee of RMSRO may resign at any time by giving written notice to the President or the Secretary of RMSRO. The resignation of any trustee will take effect upon the receipt of notice thereof or at such later time as specified in such notice: and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective when one or more Trustees will resign from the Board, effective at a future date, a majority of the Trustees then in office, including those who have so resigned, will have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations will become effective.

31. Any Trustee or Trustees of RMSRO may be removed at any time with or without cause, in the manner provided by the Colorado Corporation Code.

32. By resolution adopted by a majority of the Board, the Trustees may designate two or more Trustees to constitute a committee which will report to the Board, and actions or recommendations will not be binding upon RMSRO unless ratified by a majority of the Board.

33. The Trustees will receive no salaries or other compensation for their services as a Trustee of RMSRO, but by resolution of the Board, may receive out of pocket expenses while conducting the business of RMSRO.

34. Office. The principal office of RMSRO in Colorado will be located in a place determined from time to time by the Board of Trustees.

#### ARTICLE V OFFICERS

35. Officers of RMSRO will be President, Vice President, and Secretary-Treasurer. Additional officers may be designated from time to time by the Board.

36. The officers of RMSRO to be elected by the hoard will be elected annually by the Board at the first meeting of the Board held after the annual meeting of the Members. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as practicable. Each officer will hold office until his successor will have been duly elected and will have qualified or until his death or until he will resign or will have been removed in the manner herein provided.

37. Any officer or agent may be removed by the Board whenever the best interests of RMSRO will be served thereby.

38. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

39. The President will be the chief executive officer of RMSRO and, subject to the control of the Board, will in general supervise and control all of the business and affairs of RMSRO. The President will, when present, preside at all meetings of the Members and of the Board. The President in general will perform all duties as may be prescribed by the Board from time to time.

40. The Vice President will, in the absence of the President or in the event of the death, inability or refusal to act, perform all duties of the President, and when so acting will have all the powers of the President, and be subject to all the restrictions upon the President, and will perform such other duties as from time to time may be assigned to him by the President or by the Board.

41. The Secretary-Treasurer will (a) Keep the minutes of the proceedings of the Members and of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, (c) be custodian of the Corporate records and of the seal of RMSRO and affix the seal to all documents that might require the seal of RMSRO; (d) keep a register of the post office address of each Member; (e) have charge and custody of and be responsible for all funds and securities of RMSRO, (f) receive and give receipts for moneys due and payable to RMSRO from any source whatsoever, and deposit all such moneys in the name of RMSRO in such banks, trust companies or other depositories as will be selected in accordance with the provisions of the by-laws; and (g) in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or the Board.

42. The Trustees may, but are not required to appoint an Executive Director to assist in maintaining continuity to this organization. The duties would be mutually agreed upon by the individual to serve in this capacity and the board. The Duties may include, but are not limited to: assist in maintaining proper tax status of RMSRO and proper corporate records; assist the Secretary-Treasurer with necessary bookkeeping requirements; assist the Secretary-Treasurer in establishment and maintenance of consistent banking programs; etc. If the Board desires and the Secretary-Treasurer agrees, the Executive director could assume further financial responsibilities such as those associated with bank accounts and legal contracts. The Executive Director could assume other duties as agreed upon by the individual and the President or the Board.

43. If the Board by resolution requires, any officer or agent of RMSRO will give bond to RMSRO in such amount and with such surety as the Board deems sufficient, conditioned upon the faithful performance of their respective duties and offices. Such bond, if required will bear no cost to the officer and any cost for the bond will be borne by RMSRO.

44. The Officers will receive no salary or other compensation for their services as Officers, but will not be prevented from receiving out-of-pocket expenses, or compensation by virtue of other employment with RMSRO, not related to their service as Officer.

## ARTICLE VI            CONTRACTS, LOANS, CHECKS AND DEPOSITS

45. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of RMSRO and such authority must be confined to specific instances.

46. No loans will be contracted on behalf of RMSRO and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board. Such authority must be confined to specific instances.

47. All checks, drafts, or other orders of the payment of money notes or other evidences of indebtedness issued in the name of RMSRO will be signed by such officers, agent or agents of RMSRO and in such manner as will from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments will be signed by the Secretary/Treasurer and countersigned by the President of RMSRO.

48. No part of the net earnings or assets of RMSRO will be distributed to or inure to the benefit of any Officer, Trustee, or Member.

49. All funds of RMSRO not otherwise employed will be deposited from time to time to the credit of RMSRO in such banks, trust companies, or other depositories as the Board may select.

50. The Board may accept on behalf RMSRO any contribution, gift, bequest, or devise for the general purpose or for any special purpose of RMSRO.

#### ARTICLE VII MEMBERSHIP CARDS

51. The Board may provide for certificates or cards evidencing membership in RMSRO, which will be in such form as may be determined by the Board. Such certificates will be signed by an Officer of RMSRO and the name and address of the Member and the date of issuance and period of validity of the certificate will be entered on the records of RMSRO.

52. Each certificate or membership card will be valid for one year, concurrent with membership in United States Ski and Snowboard, and other requirements of membership as required in these by-laws.

#### ARTICLE VIII BOOKS AND RECORDS

53. RMSRO will keep correct and complete books and records of account and will also keep minutes of the proceedings of all meetings of Members, Board, and committees. Minutes and Books may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time, with proper advance notice, and at the convenience of the Secretary-Treasurer.

#### ARTICLE IX ANNUAL DUES, FEES, ETC.

54. Annual dues of RMSRO will be determined from time to time by the Board and may be collected by United States Ski and Snowboard.

55. The Board may assess initiation fees and other charges upon its Members as it may determine in an amount or amounts as may be required from time to time.

#### ARTICLE X AMENDMENTS

56. These By-laws may be amended, supplemented or repealed and new By-laws may be adopted by a majority of the Trustees present at any meeting of the Board of RMSRO at which a quorum is present. Amendments may be proposed by the Membership to the Board. Proposed amendments will be delivered to the Secretary at least 14-days prior to any regular or special meeting of the Board.

ARTICLE XII FISCAL AND ADMINISTRATIVE YEAR

57. The Fiscal and Administrative year of RMSRO will be 1 July through 30 June.

ARTICLE XIII AUDIT

58. The Board may upon resolution appoint a committee or employ an outside auditor to audit the books of RMSRO at any time. Copies of such audits will be made available to any member upon written request. In absence of an audit the Treasurer will make available at the annual meeting of the members, a financial statement of RMSRO. The Members may upon a majority vote demand an audit by an outside auditing agency.

Article XIV ADOPTION OF AMENDED AND RESTATED BYLAWS

59. The foregoing Amended and Restated Bylaws are effective as of 02 November 2024.

60. Confirmation of Adoption. The undersigned, being the duly elected President of the Corporation, hereby confirms by signing below that the foregoing Amended and Restated Bylaws for the Rocky Mountain Ski Race Officials, Inc., a duly incorporated Colorado corporation with IRS 501(c)(3) status have been approved consistent with the requirements set forth in the Corporation's Articles of Incorporation.

Date: \_\_\_\_\_

Rocky Mountain Ski Race Officials. Inc.

By: \_\_\_\_\_  
Ken Gay, President