

AMENDED AND RESTATED
BY-LAWS
OF



This document outlines the By-Laws of PSIA/AASI-Intermountain.
 This document will be reviewed and revised periodically by the Board of Directors,
 and is dated to keep current with the activities of the Division.

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Version History

Version	Date	Updates
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AMENDED AND RESTATED
BY-LAWS
OF
PROFESSIONAL SKI INSTRUCTORS OF AMERICA
AMERICAN ASSOCIATION OF SNOWBOARD INSTRUCTORS
INTERMOUNTAIN DIVISION

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AMERICAN ASSOCIATION OF SNOWBOARD INSTRUCTORS
INTERMOUNTAIN DIVISION**

PREAMBLE

To promote, motivate, educate and certify the members of PSIA/AASI-Intermountain

ARTICLE I – OFFICE

The Board of Directors shall designate and the Professional Ski Instructors of America/American Association of Snowboard Instructors - Intermountain Division shall maintain a principal office. The location of the principal office may be changed by the Board of Directors. The Division may also have offices in such other places as the Board may from time to time designate.

The location of the principal office of the Division shall be:

7015 South Highland Drive, Suite 201
Salt Lake City, Utah 84121

ARTICLE II – MEMBERSHIP

SECTION 1. CLASSIFICATION

A. Voting Members

In order to be a voting member of the Division, a person shall meet the following requirements:

- Be current in all Divisional dues and fees; satisfy all clinic requirements and be a member of the Division in good standing:
 - Registered
 - Level 1
 - Level 2
 - Level 3
- Failure to meet the aforesaid requirements shall be grounds for loss of certification and/or expulsion from the Division.

Lifetime Members

The Board of Directors shall have the authority to bestow “Lifetime Membership” in the Intermountain Division upon any current or past member who has contributed to the Division and skiing. Lifetime members shall not be required to pay dues for as long as they live or desire to belong to the Division. Lifetime members shall be entitled to vote. Clinic requirements will not be required. The Board of Directors may, in addition to, recommend said individual for “Lifetime Membership” in PSIA/AASI. Recommendation for any lifetime membership must be accompanied by three (3) letters of recommendation and a biography of accomplishments.

40 & 50-Year Members

All members who have been members for 40 years, at the discretion of the Board, shall be awarded lifetime membership in PSIA/AASI-Intermountain. They must submit a short biography of their tenure with the ski industry. The Board of Directors may, at its discretion, forward the names of those who have been members for fifty years to the national organization for acceptance as Lifetime members in PSIA/AASI National.

Dual Members

A member in good standing of another PSIA/AASI Division may become, in addition, a member of this Division by paying the current dues and fees of this Division. No dual member shall be eligible to hold any office of this Division, be a member of the Divisional Team, be an examiner, or participate in any PSIA/AASI activity as representative of this Division unless their dues in PSIA-AASI and this Division are current, and they have satisfied the clinic requirements of this Division.

Registered

Individuals who desire to become members in the Division pay PSIA/AASI-I and PSIA/AASI dues. All Registered members will receive all publications of the Division and may attend all meetings and clinics of the Division, subject to prerequisites. Those who have been a certified member in the past, have let their membership lapse and choose not to follow the Division’s reinstatement policy may join PSIA/AASI-I as a Registered member.

16-Year Old Members

Individuals who are sixteen (16) years old and older may join as a Registered member. They may begin the certification process by allowing them to attend divisional and assessment clinics. Membership, clinic, and assessment forms will require parent/guardian signature and release.

Affiliate

Individuals who are not affiliated with an established mountain school may join PSIA/AASI-I as an Affiliate member. Affiliate Members have no voting rights in the national association and are not eligible to hold national office.

Alumni

There shall be an Alumni status for members who are Certified Level 1, 2, or 3 who by application to the Board of Directors request Alumni status. Alumni members shall be allowed to attend all functions of the Division. Alumni Members shall pay regular Divisional annual dues equal to one-half (1/2) of the regular dues of Certified Level 1, 2, or 3. Alumni Members have no voting rights in the national association, are not eligible to hold national office, and do not maintain certifications. To regain active status, Alumni members must recertify, or otherwise follow the Divisions reinstatement policy.

B. Non-Voting

Honorary

The Board of Directors shall have the authority to bestow Honorary Membership upon any person who has rendered meritorious service to the sport of Snowsports and/or to the profession of Snowsports instruction. Such Honorary members shall be allowed to attend all functions of the Division and to receive all Divisional publications. Honorary members shall not be required to pay dues. Such individuals, designated by Resolution of the Board, shall receive from the Division a card designating their Honorary status.

SECTION 2. ANNUAL MEETING

The Division shall hold an Annual Meeting of its members at a place and time to be determined by the Board of Directors. Written notice of the date, place and time of such meeting shall be given by mail, email, or other electronic communications means to each member postmarked at least ten (10) days prior to the day thereof.

The presence of a majority of the members, or twenty-five (25) members (whichever shall be smaller) shall constitute a quorum at any annual Meeting. The vote of a majority of said quorum being present shall be necessary in order to conduct the business of said meeting.

SECTION 3. SPECIAL MEETINGS OF THE MEMBERS

Special Meetings of the members may be called at any time by the President or by one-third (1/3) of the Board of Directors. Written notice of such meetings, stating the place, date and time of the meeting, the purpose for which it is called, and the name(s) of the person(s) by whom or at whose direction it was called, shall be given by mail to each member postmarked at least ten (10) day prior to the day thereof. No business other than that specified in the notice of the meeting shall be transacted at any such special meeting.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The business and affairs of the Division shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Division, as they deem proper.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS

The number of Directors of the Division shall be fifteen (15) as provided for in the Articles of Incorporation. Each Director shall hold office for a term of three (3) years or until a successor is elected. A Director shall be eligible for reelection. The terms of the Directors shall be staggered such that approximately one-third (1/3) of the Board of Directors will stand for election each year. Only voting members of this Division who are active Certified Instructors in good standing shall be eligible and qualified to become members of the Board of Directors. Directors shall be elected by the members who are eligible to vote as determined by these By-Laws.

In each issue of the official publication of the Division, *The Instructors Edge (The Edge)*, notice will be given to all paid members listing the board members and their lengths of term in office. In the December issue of *The Instructors Edge (The Edge)* notice will be given as to procedures to be followed for nominations. Notice will also be sent to member Snowsports School Directors for posting.

Notice will include the following particulars:

- Applicants must be a Certified 1, 2, or 3 member in good standing
- Applicants must submit a black and white or color photograph no smaller than 2" X 2" (Passport picture would be acceptable)
- Applicants must submit a short biographical sketch, which shall include education, past/present employment, divisional involvement, and years of membership along with a statement of expectations and goals for the Division
- Applicants must submit a petition signed by five Certified members in good standing in the Division
- Applications are to be received postmarked in the Division office by February 15.

The Division will conduct the election for Directors by regions. Candidates must be on a staff of one of the PSIA/AASI-Intermountain member Snowsports School identified in that specific region. For members at large election, the candidate must be a member in good standing of PSIA/AASI-Intermountain. Voting for each regional candidate will be done by PSIA/AASI-Intermountain members in good standing within that region only. Voting for each member "at large" candidate will be done by the full memberships who are eligible to vote as determined by these By-Laws.

Should a region not have a candidate running for that seat which is open, the seat will then be filled by the candidate running for an “at large” position who receives the most votes among the unelected candidates for the “at large” position. At the end of the term the seat would then be open for that region.

In order to balance membership numbers and provide geographic proximity, regions will be as follows:

<u>Region I</u> Jackson Hole Grand Targhee Snow King White Pine	<u>Region III</u> Snowbasin Wolf Creek Powder Mountain	<u>Region V</u> Deer Valley Park City Canyons Nat'l Ability Center	<u>Region VI</u> Solitude Brighton Sundance
<u>Region II</u> Kelly Canyon Pebble Creek Beaver Mountain	<u>Region IV</u> Eagle Point Brian Head		<u>Region VII</u> Alta Snowbird

Members at large - eight (8) will be elected by the membership.

Applicant biographical sketches and photographs, and member voting ballots are to be posted on the Division’s website by March 1 - with ballots to be submitted electronically or returned to the office by March 15. Counting of ballots will take place within one (1) week of the election’s closure.

SECTION 3. VACANCIES

A vacancy on the Board of Directors shall be deemed to exist in the case of death, resignation, the removal of any director, or if a director is no longer teaching in the Region from which he was elected. The unexpired term of the vacating Director shall be filled by a vote of the majority of the Board, though less than a quorum.

SECTION 4. REGULAR MEETINGS

The Board of Directors shall hold regular, semi-annual meetings in the Spring and Fall of each year at a date, place and time designated by Resolution or upon written notice postmarked via mail, email, or other electronic communications means thirty (30) days prior to said meeting.

SECTION 5. SPECIAL MEETINGS

Notice of the time, place, and purpose of each special meeting shall be given by the Administrative Vice President by mail, e-mail or by telephone at least five (5) days prior to said meeting. Notice may be waived in writing and shall be deemed waived by presence at said meeting.

Special Telephone Conference & Electronic Communications Meetings

Special telephone meetings or electronic meetings of the Board may be called by the President at any time, and shall be called by the President upon the written request of any two or more directors. Notice of the date and time of such meetings shall be mailed by certified mail or e-mailed to each director, at the physical address or email address shown by the records of the association at least seven (7) days prior to the time of the meeting. No meeting by telephone or other electronic means shall take place unless at least eight (8) directors are participating in said meeting at all times. A telephone or conference call shall be recorded in its entirety and the tape shall be maintained at least through the next regular or special meeting of the Board. A printout record of any electronic meeting shall likewise be maintained. Each Director shall clearly identify him/herself prior to speaking, each time he/she desires to be heard during a telephone conference. Any vote taken at such meetings shall be by roll call if there is more than one dissenting vote, with each Director first stating his/her name and then his/her/vote. The minutes of the meeting shall be prepared and approved at the next regular or special meeting of the Board. Copies of these minutes shall be provided to each Director, by mail, email or accepted means of communication of the day. *(Added May 16, 2009)*

E-mail Voting

A vote may be called by two (2) Board members, including the President, and distributed by e-mail. Board members' return votes will be counted after the deadline, and given a quorum, voting results will be distributed by e-mail, and a binding decision can be considered policy.

NOTE: This form of voting is meant for Board approval of issues, concerns or changes on which a high degree of agreement is expected. Issues that require further discussion or special consideration should be reserved for regular or special meetings.

Conference Call Meetings

Meetings may be added to the schedule as conference call meetings in March, July and November, as needed, for the "second Wednesday between 12 (noon) and 1 pm" (for example). A conference calling service will be contracted for these meetings. The meeting agenda will be set by the Executive Committee, and distributed one business week prior to the meeting by the Office.

SECTION 6. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting shall be held as adjourned without further notice.

SECTION 7. MANNER OF ACTING

At all meetings of the Board of Directors, each Director shall have one vote. The act of a majority present at the meeting shall be an act of the Board of Directors, unless otherwise provided by these By-Laws, provided a quorum is present.

SECTION 8. CODE OF CONDUCT

Board members are expected to adhere to a Code of Conduct. The requirements will be delineated in the Division's Policies and Procedure's document.

SECTION 9. REMOVALS

Directors may be removed only for cause at any time by a vote of two-thirds (2/3) majority of the Board of Directors. Such vacancy shall be filled by the Directors then in office, and the person selected shall hold office for the unexpired term and until his successor is duly elected. The Board shall also have the authority to remove any other officer that it has the authority to elect or appoint, upon sufficient cause as determined by a majority of the Board. Unexcused failure to attend a Board meeting may be deemed cause for removal as a Director, at the sole discretion of the Board of Directors.

SECTION 10. COMPENSATION

By resolution of the Board of Directors, the Directors and other officers as determined by the Board, may be reimbursed for their expenses, if any, for attending meetings of the Board of Directors and other official functions of the Division.

SECTION 11. CHAIRPERSON

The President of the Division shall serve as Chairperson of the Board of Directors, and shall preside at all meeting of the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors. As Chairperson, the President may only vote in the event of a tie.

ARTICLE IV - EXECUTIVE OFFICERS

SECTION 1. NUMBER

The officers of the Division shall be the President, the Administrative Vice President, and Communications Vice President and the ASEA representative. The Board of Directors may appoint such other officers as deemed necessary.

SECTION 2. ELECTION AND TERM OF OFFICE

When an election needs to be held, the Board of Directors shall elect the President at the regularly scheduled Spring/Summer Meeting. The other officers of the Division - Administrative Vice President, and Communications Vice President - shall serve for a term concurrent with the President, who shall serve for two (2) years, unless replaced on the Board of Directors due to results from an election by the members. Officers may succeed themselves in office; however, the President shall be limited to two (2) consecutive terms whatever their length.

When an election needs to be held, the current Board members shall nominate or volunteer themselves for the offices of Administrative Vice President and Communications Vice President, and a vote taken to elect said officers to the Executive Committee at the same meeting. Each officer thus elected shall hold office until his successor has been duly appointed except in the case of death, resignation or removal.

A. Term

The term of those elected to the Board of Directors is to start at the beginning of new business at the first meeting following their election or appointment.

The term of those officers elected to serve in the Executive positions on the Board of Directors shall start at the beginning of new business at the regularly scheduled Fall meeting.

Should a Board member not be re-elected to an Executive position on the Board of Directors, the departing officer(s) will continue to serve in an official capacity until the new officer(s) are duly seated - not withstanding an expiration of their term on the Board.

The ASEA Representative - though selected for nominations by fellow Board members - serves at the beginning of the fiscal year (July 1) upon confirmation from the ASEA Board.

SECTION 3. PRESIDENT

The President shall be a member of the Board of Directors, Certified Level 1, 2, or 3, and a member of the division in good standing. The President will serve as the Chief Executive Officer of the Board of Directors. The President shall preside at all meetings of the Division, and he shall be the chairperson of the Board of Directors. The President shall be responsible to the Board of Directors for the management of the Division and shall be deemed to have those executive powers necessary to effect that management.

SECTION 4. ADMINISTRATIVE VICE PRESIDENT

The Administrative Vice President shall be a member of the Board of Directors, Certified Level 1, 2, or 3, and a member of the division in good standing, and shall assume all the duties of the President when the President is absent, incapacitated or ineligible for office, and shall serve as the acting President until the President returns or until the vacancy is filled as provided in the By-Laws. The Administrative Vice President shall also be responsible for the general administration of the Division. The Administrative Vice President shall supervise the Office Administrator.

SECTION 5. COMMUNICATIONS VICE PRESIDENT

The Communications Vice President shall be a member of the Board of Directors. The Communications Vice President shall be responsible for all publications of the Division.

SECTION 6. ASEA REPRESENTATIVE

The ASEA Representative shall be a current or former member of the Board of Directors. The ASEA Representative shall be selected by the Board of Directors for a three (3) year term. The ASEA Representative shall attempt to attend all ASEA National meetings to retain continuity between the division and the National organization.

SECTION 7. EXECUTIVE COMMITTEE

The Executive Committee shall be constituted by the President, Administrative Vice President, Communications Vice President, and ASEA Representative, and the immediate past President. The past president shall serve for one year. The business and affairs of the Division shall be conducted by the Executive Committee during the interim period between meetings of the Board of Directors. The act of a majority of the Executive Committee shall be an act of the Board of Directors unless specifically disapproved by the majority of the Board of Directors at the next regular or special meeting of the Board. The Administrative Vice President shall report to the Board all actions of the Executive Committee at the next regular or special meeting of the Board following said actions of the Executive Committee.

SECTION 8. ADVISORY COUNCILS

A. Programs Administrator

The Programs Administrator shall be an Intermountain Division Clinic Leader (DECL) or member of the Board of Directors, and shall be responsible for the technical and educational activities and certification programs of the Division. This person shall be responsible to the Board of Directors, attend all meetings of the Board of Directors, and report directly to the President. The Board may choose, at its discretion, to vest the Executive Committee with this role and its duties.

B. Snowsports Instructors Representative Council (SIRC)

Each Mountain School within the territorial limits of the Division shall designate no more than two representatives to serve on this council. It shall be the duty of this council to advise the Board of Directors on matters of the Division as they relate to the various members. The Board of Directors shall ratify from the membership of this council, a chairperson who shall serve at the pleasure of the Board of Directors.

C. Past Presidents Advisory Committee

Every past President of the Division shall be a member of the Past Presidents' Council. It shall be the duty of this council to advise the Board of Directors on matter of policy. The Past Presidents shall appoint from their membership a Chairperson who shall serve at the pleasure of the council.

SECTION 9. OTHER COMMITTEES

The Board of Directors shall have the authority to form ad hoc or standing committees, as they deem necessary.

ARTICLE V – CERTIFICATION

The Division shall, under the direction of the Programs Administrator or Executive Committee, organize and administer a system for the assessment and certification of Snowsports instructors. The Board of Directors shall approve said system, including any and all changes thereto. The Programs Administrator shall regularly report to the Board of Directors on the operation of the system, and they shall report to the members at each annual meeting of the Division. The Programs Administrator, or the appointed Discipline managers shall from time to time appoint an examining Board to conduct a certification assessment. No examiner shall use or permit the use of the fact that he/she is or has been so appointed in connection with the advertising of any merchandise or service whatsoever. The decision of the examiners appointed as herein provided shall be final with reference to any certification, and the certificates issued pursuant thereto will be granted and issued by the authority of the Division.

ARTICLE VI - ETHICS AND DISCIPLINE

SECTION 1. RIGHT AND PRIVILEGES

The rights and privileges of members in this Division pursuant to Article VI of the Articles of Incorporation shall be subject to the procedures herein set forth.

SECTION 2. EXPULSION

Any member who is found to have intentionally deviated from the Code of Ethics set forth in subparagraph C of Article VI of the Articles of Incorporation shall be subjected to expulsion from membership in this Division.

SECTION 3. PROCEDURE

An allegation of any member's violation of the Code of Ethics shall be submitted to a member of the Ethics Committee in Writing, subscribed by a member making such allegations. Thereupon, the Ethics Committee shall be called to regular session, and upon resolution of the majority of said committee, duly constituted, that there is good cause to proceed with a hearing, then a formal charge shall be made in the name of the Division, stating with particularity the alleged violation, and the written charge shall be served upon the member concerned by certified mail at his record address. The written charge shall set a time for hearing, not less than five or more than ten days after service aforesaid, stating the time and place of such hearing, and informing the charged member that he/she has the right to appear and defend the allegations made.

At the time designated for hearing, the Ethics Committee, duly constituted, shall hear and determine the merit of the allegations made, with due opportunity for the defending member to be heard; and the said Ethics Committee shall likewise hear and determine any allegation of prejudice with their committee, and provide for substitution upon the committee as may be necessary to maintain itself duly constituted.

The Ethics Committee, upon due deliberation shall determine the merit of the allegations, and shall submit in writing their findings, together with recommended disposition, to the Board of Directors.

The Board, upon receiving the findings and recommendations of the Ethics Committee, shall be authorized to impose such discipline, as the case shall warrant, provided, however, that upon a recommendation of the Ethics Committee that the matter be dismissed, then the Board of Directors shall forthwith dismiss the matter. The Board of Directors shall by majority vote determine any expulsion and the member shall be advised in writing of such determination.

No member subjected to expulsion in the manner herein provided shall be eligible for reapplication to membership without the express approval of the Board of Directors by majority Resolution.

ARTICLE VII - WAIVER OF NOTICE

Whenever any notice is required to be given to any member of Directors of the Division under the provisions of the By-Laws, or under the provisions of the Articles of Incorporation, or under the provisions of the Utah Non-Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the legality of that meeting.

ARTICLE VIII – AMENDMENTS

These By-Laws may be altered or amended, in whole or in part, by a majority of the entire Board of Directors at any regular or special meeting. Any By-Law adopted by the Board may be repealed or changed by a majority of the members of the Division.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Division shall be fixed by resolution of the Board of Directors. At the present, the fiscal year of the Division shall run from July 1 to June 30.

ARTICLE X – DUES

Dues, fees, and fines shall be fixed by the Board of Directors. If any member of the Division shall become thirty (30) days delinquent in the payment of his dues or other charges, he/she shall be notified by the Office Administrator. If the account is not paid within sixty (60) days of such notice, membership in the division may be terminated by the Board of Directors, and he/she shall be so notified.

ARTICLE XI - FISCAL MANAGEMENT

SECTION 1. CONTRACTS

The Board of Directors may by resolution 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 the Division, and such authority may be general or confined to specific instances.

SECTION 2. LOANS

No loan or advances shall be contracted on behalf of the Division, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Division shall be mortgaged, pledged, hypothecated or transferred as security of the payment of any loan, advance, indebtedness or liability of the Division unless and except as authorized by the Board of Directors. Any such authorization may be general and confined to specific instances.

SECTION 3. DEPOSITS

All funds of the Division not otherwise employed shall be deposited from time to time to the credit of the Division in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or agent authorized to do so by the Board of Directors.

SECTION 4. CHECKS AND DRAFTS

All notes, drafts, acceptances, checks, endorsements and evidence of indebtedness of the Division shall be signed by such officer or officers or such agent or agents or the Division and in such manner as the Board of Directors from time to time may determine. Endorsement for deposit to the credit of the Division in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

SECTION 5. FIDELITY BOND

Each officer of the Division, the Office Administrator, and such other employees of the Division as the Board may determine appropriate, shall be bonded for the safe and true performance of his/her duties, and such costs will be paid by the Division.

SECTION 6. PURCHASING

The Board of Directors shall oversee and approve all purchases of the Division.

A. Extraneous Purchases

The Board may authorize extraneous purchases for the necessary and expedient operation of the office and Division. Extraneous purchases are not meant to replace the normal purchase review process. Until otherwise changed by the Board of Directors, the authorized amount is \$500. Extraneous purchases shall not extend beyond the allocated fiscal year operations budget.

ARTICLE XII – INDEMNIFICATION

SECTION 1.

No director or officer of the Division shall have any liability to the Division or its members or creditors, except for that liability of a director or officer:

- For any breach of such director’s or officer’s duty of loyalty to the Division
- For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
- For any transaction from which a director or officer may derive an improper personal benefit.

SECTION 2.

The Division shall, to the fullest extent permitted by law, indemnify and defend all directors, officers, employees, and agents of the Division whom it shall have the power to indemnify from and against any and all demands, expenses, liabilities, or other matters arising by reason of or in connections with their services to the Division. The Corporation shall have the right to advance expenses to its directors, officers, employees and agents for the proper purposes of the Division to the fullest extent permitted by law. Such right to indemnification or advancement of expenses shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Division and shall inure to the benefit of the heirs, executives and administrators of such persons. The indemnification and advancement of expenses provided for herein to which those seeking indemnification or advancement may be entitled under any By-Law, agreement, vote of members or of disinterested directors or otherwise. The division shall have the right to purchase and maintain insurance on behalf of its directors, officers, employees or agents to the fullest extent permitted by law.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

SECTION 1. ROBERTS RULES OF ORDER

In all matters not specifically covered by these By-Laws, the conduct of the business of the Division shall be governed by the rules contained in the current edition of *Roberts Rules of Order*.