

USSA BOARD OF DIRECTORS' MEETING MINUTES

McLane Family Board Room, USSA Center of Excellence

1 Victory Lane, Park City, UT

Wednesday, October 16, 2013; 11:00 a.m. – 12:00 p.m. mountain time

CHAIRMAN

Dexter Paine – Chair

FOUNDATION

John Bucksbaum, Treasurer

John Cumming, Vice Chair, absent

Jeanne Jackson, absent

Andy McLane

Kipp Nelson

Hank Tauber

SPORT REPRESENTATIVES

Alpine Representative: Bob Dart

Snowboard Representative: Jon Casson

Freestyle Representative: Glenn Eddy

Cross Country Representative: Jon Engen

Jumping/Nordic Combined Representative: Joe Holland

ATHLETES

Alpine Athlete: Charles Christianson

Snowboard Athlete: Danny Kass, absent

Freestyle Athlete: Landon Gardner

Cross Country Athlete: James Southam

Jumping/Nordic Combined Athlete: Willy Graves

CEO

Bill Marolt

AT-LARGE

Greg Boester

EX-OFFICIO/NON VOTING

USOC Athletes' Advisory Council Representative: Chip Knight

NSAA President/Chair: Michael Berry, absent

SIA President/Chair: David Ingemie, absent

FIS Representative: Bill Marolt

USOC Representative: Bill Marolt

GUESTS: Tiger Shaw, Luke Bodensteiner, Calum Clark, Mike Jaquet, Tom Kelly, Mark Lampe, Alex Natt.

1. Chairman Opens the USSA Board Meeting: Dexter Paine

Dexter Paine called the meeting to order and asked Alex Natt to take a roll call of the board members present.

2. **Roll Call of USSA Board Members & Establishment of Quorum: Alex Natt**

Alex Natt read the names of the members of the USSA Board of Directors and confirmed the presence of a quorum. He advised the participants to mute their phones when they were not addressing the board.

3. **USSA May 2013 Meeting Minutes' Approval: Alex Natt**

Paine welcomed everyone to the fall board meeting. He said he would start by making sure that everyone had received the email that had the board presentation PowerPoint handout, which would be the basis for the conversation today. (See agenda Addendum 1).

Paine then asked Natt to go through the approval for the May meeting minutes. Natt indicated that the meeting minutes had been previously distributed and asked if there were any changes; everyone should have had the opportunity to review them; and he would entertain a motion to approve or seek any amendments to the May 2013 USSA meeting minutes as presented.

Motion # 1: To approve the USSA Board of Directors' meeting minutes as presented.

M/S/C – Hank Tauber/Dexter Paine, approved by acclamation

4. **USSA Chairman's Report: Dexter Paine**

Paine asked Natt to mention who in Park City was on the teleconference. Natt mentioned Bill Marolt, Tiger Shaw, Calum Clark, Luke Bodensteiner, Mark Lampe, Tom Kelly, Mike Jaquet, and Hank Tauber were in the conference room in Park City.

Paine mentioned that he hoped that everyone had had a chance to go through the reports that were attached to the original email. Each of Bill's direct reports has gone through and outlined in detail what they have been working on during the summer and leading up to this meeting. This is done in an attempt to make this meeting more efficient. If you have not had a chance to go through, it should be reviewed; it gives a sense of the activity that is taking place in Park City and in the field at the many training venues that our athletes were using during the summer.

This is our last board meeting prior to Sochi. We've all been working very hard and everyone on Bill's staff has focused once again on being the best in the world in Sochi. I'll let Bill and Luke address where we are in terms of preparation but regardless of how we do, our effort has been just incredible. As an outsider looking in, Bill and his staff keep getting better and better at this and now we just need to execute. He said that Sochi and the Olympics were what we were all about here. I am confident that our staff and our athletes, under Bill's direction, will do a great job. However it is difficult to make sure that everyone is in great shape and not injured and that we've prepared ourselves. Sochi will not be as easy as Vancouver and Bill will discuss this.

In terms of summer activity, we hired Tiger Shaw in early September; he has begun his work in the Chief Operating Officer position and has been working very closely with Bill and Randy MacDonald. MacDonald is the former head of Human Resources for IBM and has taken on a leadership role in the transition and has been working closely with both Bill and Tiger in terms of what we need to accomplish over the next nine months. Tiger will take over as the CEO July 1 of next year. There is a lot on his plate in terms of things to get done. Bill continues to be focused on all the things that he has been focused on as CEO and integrating Tiger into the operations of the organization. He wanted to compliment Bill and everyone in Park City in working with Tiger.

The other major effort that has continued is Bob Dart and Darryl Landstrom have been heading a task force with Luke and staff and Alex Natt in coming up with recommendations based on the work that McKinsey did and that we reviewed in May. The restructuring of our alpine organization and relationships with regions, states and clubs is ongoing. Bill will provide an update on what the task force has achieved over the last six months and it's been really terrific. Over the last year we've accomplished a tremendous amount and the McKinsey work provided us with some real direction. We've come a long way but there remains a lot that we need to do to accomplish what we want to accomplish in terms of alpine development and Luke will discuss taking that and moving that through the rest of our sports. He thanked Bob, Darryl and Luke in particular for all the work and effort that they had put into this. Also, Lynn Dorsey continued to be quite active with this task force and continues to be a great resource.

He turned the meeting over to Bill Marolt and the CEO report.

5. USSA Chief Executive Officer's Report: Bill Marolt

Marolt said he appreciated the opportunity to bring the board up to speed from the board meeting in May. When the organization moves into an Olympic year, it's really amazing the response of our athletes, staff and volunteers make toward having success in Sochi. The quality of work and sense of urgency and the passion – you see that every day here in the Center of Excellence. The COE is a special place and this year it takes on a whole new dimension. You see the incremental support and work that is done here.

Marolt indicated he was confident that we will take a team that is well prepared and ready to compete. That team is a good reflection of what the organization is; we have tremendous experience mixed with youth so as we look at 2014 and beyond he is encouraged by what he sees. The on-snow preparation has been very good and the opening of the World Cup is two weeks away. We are on the cusp of being in the starting gate in Sölden. It doesn't matter what we have done in the past, we all start from zero. We need to make our mark. We need to compete and continue the results that we've had from the last few years.

He wanted to next discuss development and for all of us who have been involved with the USSA and regions, divisions and clubs we've always talked about what we need to do in development. Some time ago, with Luke and staff, we discussed putting together an alpine development plan and we specifically focused on alpine because that is where we need to make progress. The other sports will fall in behind that.

As he looked at the plan and the way it has been staffed he was excited about the direction in which we were headed. Luke had done a really good job in hiring program directors and staffing below that. Patrick Riml has been remarkable in the work he has done with alpine development. They both did a terrific job with the task force. He was encouraged with where we were and our renewed focus on the clubs and implementing the club development program, talent identification, skill development and coaches' education - all of those things that we talked about for years. We need to commit to this long term and this is difficult for us as we have ups and downs in the economy and in our revenue streams. We need to ensure that this becomes ingrained in what we do and that we do not reduce or cut this back.

Marolt also wished to discuss Team Academy. We are in the second year of the academy. The same can be said as with our elite programs. We have tremendous leadership, a group of motivated athletes, they love being here and have the opportunity to train every day with the elite teams and that, combined with our club efforts, will result in changing the culture of this organization in the next four or five years. That could be said with confidence and there will be tremendous change as relates to our development program.

On the business side, we are making progress on the sales and marketing side. Jaquet knows that he has a significant challenge ahead of him. He and his staff know what needs to be done

to find the funds that we need. Ruth and her staff in Foundation have done a really good job; incidentally, she had a daughter born yesterday morning, Eva Jane. They are doing a good job but the same challenge is there. We need to find incremental revenue between now and the time we close out our year in April. We are also looking forward to continued development of our PyeongChang program. This program provides the incremental revenue that has driven our athletic programs and it remains important to continue to do that. We are in the silent phase of the athlete endowment. We are being careful with that to make sure that we don't interfere with the annual fundraising and that is moving along well. In terms of the business, we do have a budget challenge and Mark Lampe will lay that out for you shortly, including discussing cost containment on the expense side.

The USOC just recently held its annual assembly in Colorado Springs this last week. It was very well done. Scott Blackmun and Larry Probst, as I have stated repeatedly, are doing a very good job in leading that organization. The USOC has never been in such a good position. We are fortunate to have them because we have great alignment between the USOC and the NGBs. There isn't any executive director of any NGB who would not say that. That translates into greater support for the NGB financially and for the athletes. He said he was delighted with where we are there. We have a very strong board that provides the support to the staff.

We started a safe sport initiative a few years ago and that is fully built out and that has had positive acceptance by the NGB. Each NGB is instituting a safe sport program through education and background screening. There is no more important role of the NGB than providing a safe environment for the youth who enter our programs.

The USOC is also working to develop a strategy of when to bid on the Olympic Games; they are probably looking at summer bids and are narrowing down cities; that does not mean that they don't have an interest in a winter bid in conjunction with their plans for a summer bid.

FIS – We just concluded our annual fall meetings in Zurich and from the reports that I have received, our staff did a great job and the partnerships that we have developed there through the years with the FIS staff and volunteers continues to make a difference. Our primary work with the FIS now is planning and executing that plan. We look forward to the 2015 FIS Alpine World Ski Championships and, as part of our strategy, we are looking for additional major events as we go down the road; either World Cup or World Championship events and where we see an opportunity that works, we will put a bid in to secure those.

Transition – Tiger Shaw has been on board since the first of October. It will be a great fit for him and the organization. The critical thing that we knew all along was that we needed to find someone who understands what USSA is and all that is associated with the organization, whether the USOC or FIS. It can be complicated for someone who has no prior knowledge. He said that he was looking forward to continuing to work with him and that when July 1 came around, Tiger would be fully up to speed. To his staff, he appreciated the good work that they were doing and keeping their eyes on 2014 and continuing to be best in the world, which concluded his report.

6. USSA Financial Report: Mark Lampe

Lampe said the two main areas he would cover was where we ended up last year and then take an in depth look at where the challenges were for 2014. The FY 2013 chart had been reviewed at Congress in May and these were now the final numbers. He said it was a bit of a scramble to get FY 13 to a surplus as revenue came in less than expected in the last few months.

A couple of things highlighted are our main focus of revenues which are Sales & Marketing and Fundraising and the USOC money which adds up to the blue lines. We had good year over year growth of about 10% but it was short of our target that we wanted to achieve for the budget. The elite programs highlighted in yellow reflect the continued year-over-year growth

that we've had since FY 10. Prior to that we had to cut a couple million out of the athletic budget due to the economic downturn. We are building our way back up. We are not funded to the level we would like to be in the elite programs but we keep chipping away at it. It will take some time to get back to the levels that we were used to funding. That's a snapshot of what you heard in the May meetings for FY 13.

FY 13 Forecast	FY12 Act	FY13 Bdgt	FY13 Fcst
Sales and Marketing, net of costs	6,453	8,351	7,266
USSTF Fundraising, net of costs	4,246	5,328	4,444
Team Vancouver/Sochi program	420	490	330
USOC grants	3,714	3,878	4,300
Revenue risk reserve		(991)	
Subtotal	14,833	17,056	16,340
Member Dues and Fees	4,274	4,605	4,519
Endowment grant	1,741	1,653	1,667
Other revenue	3,942	2,299	3,345
Total Revenue	24,790	25,613	25,871
Elite programs	13,089	13,789	14,007
Olympic program costs			
Center of Excellence ops, depr, interest	1,619	1,638	1,236
Domestic development programs	3,192	3,374	3,288
Events	4,735	4,747	5,026
Gen'l & Admin. Expenses	2,103	2,015	2,247
Total Expense	24,738	25,563	25,804
Operating Surplus	52	50	67

If you move down to the next slide, of FY 14 budget vs. forecast, you may remember that at the Congress we started the first round of that budget with about a \$2.5 million challenge. We worked hard during spring and athletic summit to get to a balanced budget that we thought we could live with although we knew it would be challenging.

Those of you who attended the July meeting of the USSTF Board of Trustees may recall that we were already starting to see some challenges in our revenue area and overall we were looking at about a \$1.2 million deficit to dig out of. Unfortunately, you can see that has gotten worse as we are now at a \$1.8 million deficit. We do have a number of areas we are working on for possible solutions.

FY 14 Budget vs FCST	FY13 Fcst	FY14 Bdgt	FY14 Fcst
Sales and Marketing, net of costs	7,266	11,022	9,235
USSTF Fundraising, net of costs	4,444	5,959	4,693
Team Vancouver/Sochi program	330	280	(463)
USOC grants	4,300	5,021	4,781
Revenue risk reserve		(2,839)	
Subtotal	16,340	19,443	18,246
Member Dues and Fees	4,519	4,523	4,463
Endowment grant	1,667	1,714	1,714
Other revenue	3,345	2,002	1,942
Total Revenue	25,871	27,682	26,365
Elite programs	14,007	14,038	14,230
Olympic program costs		1,030	1,085
Center of Excellence ops, depr, interest	1,236	1,463	1,353
Domestic development programs	3,288	3,679	3,691
Events	5,026	4,930	4,953
Gen'l & Admin. Expenses	2,247	2,492	2,860
Total Expense	25,804	27,632	28,172
Operating Surplus	67	50	(1,807)

Our revenue areas are about \$1.2 million short right now. A significant challenge is occurring in the expense side of those revenue areas. TV production in the last month is up more than what we'd planned on; and you can see that the Olympic hospitality program that we'd planned for Team Sochi is actually negative right now. What we are experiencing there is some significant cost increases as well. Part of that is the ongoing wrestling with JetSet Sports and their monopolistic practices. Our expenses right now are up almost \$15,000 more per package so that is a huge hit. We are working to get those costs down as part of our solution. The other challenge in there is also getting some additional attendees.

On the Athletic side, the elite teams and their programming were limited with not a lot of increase available in their funding. They did a good job in laying out their program with those resources. You can see that the forecast is slightly above budget. What that represents is there were still a few Olympic camps that weren't funded yet and were in the initiative pool. We realized that to be really successful at Sochi we had to do some of these. You can see that a little over \$200,000 has been funded and that's what accounts for the variance there right now. There is probably another \$200,000 that we'd really like to do to improve our performance potential. Right now, we can't see a way to do all of that. Typically there is about \$3-4 million of initiatives for Athletics. \$1 million would have been very beneficial when right now we are living with just over \$200,000 in that area.

As you may recall from the Congress, we are reaping the benefit of extending the swap; for another 12 months we will reap the benefit of about \$700,000 in interest savings. That did get executed in early August so we are seeing that benefit which is a little more than projected in May since the interest rate is even lower than what Wells Fargo was projecting for us. We are doing well there so far.

Our G&A expenses, a lot of that is travel and legal. A lot of that is also associated with the transition expenses, the search firm, as well as a few extra staff for our revenue areas that Bill approved to come on line. That's what is challenging us there.

The solutions that we have started to focus on are mostly revenue opportunities to get us out of this. It's extremely difficult to do expense cuts in an Olympic season. All of you can imagine why so we need to close additional marketing sales in which there is about \$1.1 million to go in this forecast. Jaquet has several strong prospects; he is working with 8 to 10 prospects to get to forecast.

The remainder of the solution is in the fundraising arena. We need to obtain more Team Sochi package donations – four more at 150 k net each; and there are approximately six targets there. That is a big emphasis for us.

On the Gold Pass right now he said that he was forecasting 360 passes; currently we are at 341 right now so there is still work there to get done. Kate Klingsmith and the trustees are working diligently to get that. If we were able to secure 40 more passes that could add 400k to the budget and help solve our problems. We would have to be very aggressive to get the rest of that revenue in.

The next item is 100% inner circle pledges paid; typically we have four to six pledges (it's a cash basis in our system) that miss the April 30th gift deadline. Right now I have reserved four to equal 120k. Kate has done an incredible job since she has been on board with us to get the reminders pushed. If we get everyone in before the fiscal year end that would be critical to helping solve the problem.

Special events, in an Olympic year, we really need that big push because it's critical to help us and then we will have to work hard on our other donor programs.

On the expense side, as mentioned, we will continue to work on the expenses for the Sochi program and Jaquet continues to chip away at the TV production costs with Echo and others to get some money back there. Those are the two likely areas of expense reduction.

So, we are chasing \$1.8 million and we probably need to get to a \$50,000 surplus to meet covenants so that is the challenge going forward. The next 45 days leading into the end of November and the Vail Board of Trustees' meeting will be pretty telling on how well we are doing against that.

Paine turned the meeting over to Alex Natt.

7. Legal and Judicial Reports: Alex Natt

Natt stated that there were two judicial matters. One came out of the Pacific Northwest and was handled by the PNSA judicial panel. It plead an allegation of a safe sport violation. The hearing panel determined there wasn't a safe sport violation in that instance and it was appealed to the USSA Judicial Committee where they are reviewing the matter. They are not required to give a second hearing, but they review the process; and they are in the midst of doing that currently. He said that he would have a report probably within the next week.

The second was filed out of the Eastern division that was alleging some ethical lapses on behalf of two individuals; that's being handled as well and Tom Winters is in the throes of preparing a final report and we expect that shortly. That concluded the legal and judicial report.

Paine asked if we had an issue in South America and was that resolved. Natt replied that there was an issue in Chile in which there had been an overture by a Chilean insurance company wanting USSA's insurer to contribute to a settlement. USSA's insurer has not been sued and the USSA's insurers have declined to date to enter into the settlement discussions.

Paine said there were now some resolutions that you would like us to approve, mostly housekeeping in nature and asked him to work through those.

8. USSA Old/New Business: Dexter Paine

Reference is made to page 4 of the packet and the annual corporate resolution and officer authority that give Bill Marolt and Mark Lampe, specifically, the ability to bind the company. He was not intending to read it into the record but would entertain a motion. (Addendum II)

USSA Corporate Resolution & Officer Authority

Motion # 2: Motion to ratify the USSA Corporate Resolution & Officer Authority to conduct the business of the USSA Corporation & its Affiliates.

M/S/C – Bob Dart/Hank Tauber, approved by acclamation; motion carries.

USSA Judicial Committee Chairmanship: Alex Natt

Natt said that he'd made reference to the judicial committee a moment ago; this is the USSA's national judicial committee. Todd Wakefield whom most of you know, formerly counsel for the USSA, has been chair of that committee for well over a decade. He thanked Wakefield for having taken this on for so long; he noted that Wakefield well deserved his retirement. We have decided to have Gary Wright, an attorney from Aspen, who had expressed some interest in serving on this committee and we are retiring Wakefield as chair of that committee. Wright is enthusiastic about taking over the helm so he asked for a motion to ratify this action.

Motion # 3: Motion to ratify Gary Wright as Chairman of the USSA Judicial Committee.

M/S/C John Bucksbaum/Bill Marolt, approved by acclamation; motion carries.

FIS Representatives' list ratification: Alex Natt

Reference was made to pages 5-7 of the packet. The board was required to ratify USSA's list of representatives to the International Ski Federation. The pages were notated with the changes that were being proposed (Addendum III). If there was no discussion, he would entertain a motion to approve that list.

Paine noted that this list was for the FIS meeting that would take place in June, but we had to get the names in to the FIS prior to the May meeting of the board. This is just a timing issue related to our meeting.

Natt thanked Paine for making that clarification. It will not change our FIS representation composition immediately. It would be effective for the Barcelona Congress.

Dart noted that he was the Continental Cup chair, and asked that correction be made to the document.

Motion # 4: Motion to ratify the list of USSA representatives to the International Ski Federation.

M/S/C Bill Marolt/Dexter Paine, approved by acclamation; motion carries.

Alpine Governance Task Force Committee from Bob Dart

Paine asked for a quick overview of the work of the Alpine Governance Task Force Committee from Bob Dart.

Dart stated that working with the task force was an honor. This is a way of shaping the alpine side of the company for the future. Back in the spring, the McKinsey study was done over the winter on the alpine side and better communications, governance and fees were three of the main topics that we decided to tackle as a task force. USSA would address the communications either by web or direct communications and club activities. There was great progress made on all those fronts.

The task force was comprised of 14 members from across the regions. Darryl Landstrom and Bob Dart chaired the group. The Eastern Region consisted of five members: Jeff Byrne, Dan Chayes, Rob Dowd, Chip Knight, and Tao Smith. The Rocky/Central Region had four representatives: Pat Callahan, Karen Ghent, Roger Perricone, and David Waller. The Western Region had four voting participants but we had six people to work through this process; Peter Boit, Bill Brooks, Gina Gassman, Bill Gunesch, Todd Kelly, and Craig Krueger. Independent was Lynn Dorsey-Bleil who had been instrumental in the McKinsey report and helped to keep the task force focused. We had numerous staff members; Luke Bodensteiner, Michelle Demschar, Eric Harlow, Lester Keller, Karen Korfanta, Brewster McVicker, Darlene Nolting, Gwynn Watkins; as well as Legal counsel, Alex Natt.

We met every other week starting on June 29 through September 16. This was through two-hour conference calls on Friday to go through our three main topics. We discussed bylaws, an affiliation agreement and the centralization of the collection of dues and fees.

What you have in front of you as a board (Addendum IV) is the recommendation of what the committee has come up with and that strictly deals with the bylaws that we see going forward and what is in red is what we considered non-negotiable – these sections must be included. The other part is an affiliate agreement. The affiliate agreement would become part of the

agreement between the USSA and the particular division or state. That's how we see this going forward.

The task force brings this as an informational piece to you and we request that you continue the authorization to work the task force through the alpine sport committee and come back with the final packet for the sport committee and the board in the spring at the May Congress and USSA board meeting. Part of the next phase of this is finding the right structure in alpine, with governance and committee makeup; so there is no real action item except to authorize us to continue the task force work within the alpine sport committee.

Paine said he deferred to Alex on that as he wasn't sure that Dart didn't already have the authority as chair to continue the task force work within the sport committee. Before we get there, I would like to ask Luke and Bill who have been intimately involved here if they have additional thoughts or comments at this juncture. This is a really important effort that has taken many thousands of hours of volunteer work and McKinsey's financial effort that was all pro bono to get us where we are right now. It's really important to the success of this organization going forward.

Bodensteiner said that he had nothing to add except his thanks particularly to Bob and Darryl who had done a tremendous job in leading this – a challenging process at times. They put a good group together in an environment that's allowed us to challenge conventions that have been a part of the alpine structure for a long, long time. The outcome will be that we will be a tighter organization. We'll have better teamwork among all the different bodies that help manage the sport. What we have done has not been disruptive but will maximize what the organization is capable of. At the end of the day it will enhance our development efforts in that sport.

Paine asked Natt if a motion was necessary to have the task force continue its work within the alpine sport committee. Natt said that as we talked about what will happen here, ultimately, is this group has done terrific work and will come back to the board in May with a more complete packet of recommendations, so it would be appropriate for the board to take notice and thank them for their efforts; they will bring this back in May in the alpine sport committee and come back to the board with a more complete set of recommendations. It's been a tremendous amount of work and Bob and Darryl do need to be congratulated for it.

Paine thanked Bob for the effort and continuing to lead that charge. He then asked Luke to say a couple of words regarding fees and dues as this is typically something that staff works on and then comes through the sport committees with recommendations and back to the board for approval. We will continue to use that structure and it is up to Mark and Luke to really figure out what we need to charge to cover our costs in that effort. As part of this looking at this organization, we are thinking about some broader changes to our fee structure. He asked Luke to outline some of the thoughts on the path going forward.

USSA Membership Fees & Dues Structure: Luke Bodensteiner

Bodensteiner stated that this was typically the meeting at which we evaluated the dues and fees structures. This year we have decided to delay that discussion a little bit and have a discussion and take feedback following the meeting with a target for later in December for the FY 14-15 fee structure. We've taken that direction because we wanted to see the work of the task force and what the recommendations would be as well as better understand and define the role of the divisional, regional organizations that are within our structure.

He said that what that had done is unveiled a potentially streamlined membership structure. One that, if applied correctly, potentially unlocks a growth engine for the organization and provides a stronger value relationship with the members and a much stronger relationship with USSA clubs. What we will do immediately following this meeting is start to provide out to the

sport committee chairmen initial ideas about that fee structure; collect some feedback, then come back to the board with a recommendation for the decision later in the year.

The other piece of note on the head tax side is we were not recommending any changes to that structure. We will do a better job with collection of those fees through a centralized process and distribution back out to the divisions and states which will simplify the administrative burden on the race organizers, which is a good thing, which is a piece of feedback we received through our study. We will move forward with that for this season. From our standpoint it will create a small additional administrative burden but take that away from the race organizers making their lives a little easier, and result in a smoother process overall.

Paine thanked Bodensteiner and noted that much of this was in the McKinsey study and there are other things that staff is reviewing to try to lower our costs to broaden the base of athletes who participate as well as actually lower our costs of programming and implementation. It's a very important task and consistent with the McKinsey recommendations.

Paine mentioned that Chip Knight had just attended the AAC meetings in Colorado Springs and asked for his comments.

USOC AAC rep report from the October 12 AAC Meeting: Chip Knight

Knight confirmed that the meeting had taken place last weekend during the Olympic Assembly. It was mostly informational, not a lot of action items. One of note that he wanted to mention and Bill touched on it earlier was the safe sport initiative. They are requiring more compliance from each of the NGBs with safe sport education and training. The AAC passed a motion that all AAC members go through the training. Coming down the road, he foresees a lot of athlete support for this kind of training for coaches, not only national team, but club coaches down the road. It's an issue that percolated in the national media and is an issue that exists in our sport as well. Other than that, it was a great meeting and he looked forward to their next meeting in January. The following meeting will be in May during the Congress so he may not be able to join the board at that meeting next spring.

Paine said the one thing he would mention on safe sport was that the original work that was done at the USOC was lead by Nina Kemppe, who had Chip's seat two terms ago. She currently serves on the USOC board with Bill Marolt and is a former nordic racer who was a terrific board member and was very much in the forefront of safe sport. Once again, someone from the ski community who has had a great impact on things going on at the USOC. Whether that is Bill or Alan or Chip or Nina or Jim McCarthy, we continue to play a big role there. We continue to have strong leaders in the Olympic movement.

9. Questions from the Board

At this time, Paine opened up the meeting for questions. There were no questions at this time. He confirmed that he and Bill were always available for questions and conversations.

10. Next USSA Board Meeting

USSA Congress 2014: May 14-18, 2014, Park City, UT; USSA BOD & Annual Meeting: Sunday, May 18, 2014, USSA Center of Excellence. Paine explained the schedule of meetings leading into the Sunday morning USSA board meeting, which allowed all the sports to conclude their work prior to the USSA board meeting. The chairman's awards dinner was on Friday night. Saturday night was a dinner for the board members only with the vice presidents and CEO. Sunday morning closed the Congress with the USSA board meeting.

11. **Chairman's Closing Comments & Motion to Adjourn the Board Meeting: Dexter Paine**

Paine wished everyone a good winter and reminded the group that there would like be a very short teleconference meeting in December relating to the member dues and fee structure.

Natt requested a motion to adjourn.

Motion # 5: To adjourn the USSA Fall Board of Directors' Meeting.

M/S/C – Bill Marolt/Hank Tauber, approved by acclamation

Minutes transcribed by Suzette 10/31/13;
Legal review 11/7/13;
Exec review 11/15/13.

ADDENDUM I

USSA BOARD OF DIRECTORS' TELECONFERENCE AGENDA

McLane Family Boardroom, USSA Center of Excellence
1 Victory Lane, Park City, UT
Wednesday, October 16, 2013; 11:00 – 11:50 a.m. mountain time

Meeting chair: Dexter Paine

- | | | | |
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| 1. | Chairman Opens the USSA Board Meeting | Dexter Paine | 1 min |
| 2. | Roll Call of Board Members & Establishment of Quorum | Alex Natt | 2 min |
| 3. | USSA May 2013 Meeting Minutes' Approval | Alex Natt | 1 min |
| | – Motion to approve the meeting minutes as presented. | | |
| 4. | Chairman's Report | Dexter Paine | 5 min |
| 5. | Chief Executive Officer's Report | Bill Marolt | 5 min |
| 6. | Financial Report | Mark Lampe | 5 min |
| 7. | Legal & Judicial Reports | Alex Natt | 3 min |
| 8. | Old/New Business | | |
| | USSA Corporate Resolution & Officer Authority | Alex Natt | 2 min |
| | – Motion to ratify the USSA Corporate Resolution & Officer Authority as presented. | | |
| | USSA Judicial Committee Chairmanship | Alex Natt | 1 min |
| | – Motion to ratify Gary Wright as Chairman. | | |
| | FIS Representatives' list ratification | Alex Natt | 2 min |
| | – Motion to ratify the USSA list of representatives to the FIS. | | |
| | Report of the Alpine Governance Task Force Committee | Bob Dart | 4 min |
| | USSA Membership Fees & Dues Structure | Luke Bodensteiner | 2 min |
| | USOC AAC rep report from the October 12 AAC Meeting | Chip Knight | 2 min |
| 9. | Questions from the Board | Dexter Paine | 4 min |
| 10. | Next USSA Board Meeting | Dexter Paine | 1 min |
| | – USSA Congress 2014: May 14 - 18, 2014, Park City, UT | | |
| | – USSA BOD & Annual Meeting: Sunday, May 18, 2014, USSA Center of Excellence | | |
| 11. | Closing Comments & Motion to Adjourn the Board Meeting | Dexter Paine | 2 min |
| | – Motion to adjourn the USSA Board of Directors' Meeting. | | |

ADDENDUM II

USSA CORPORATE RESOLUTION

U. S. SKI AND SNOWBOARD ASSOCIATION BOARD RESOLUTION

RESOLVED, That the Chief Executive Officer and/or Chief Financial Officer are hereby jointly and severally authorized and empowered on behalf of this Company and its affiliates to purchase and acquire, and to exercise options and/or rights for the purchase and acquisition of stocks, bonds, rights, warrants, and other securities, and to sell, assign and transfer all or any stock, rights, warrants, bonds and/or other securities, and to execute the instruments proper or necessary to effect any such purchases and/or transfers, and the sale of other assets including real property.

FURTHER RESOLVED, That the Chief Executive Officer and/or Chief Financial Officer acting for and on behalf of this Corporation, and its affiliated Corporations, and as its act and deed be, and they are, empowered and authorized to: borrow money, obtain lines of credit, authorize company credit cards, execute notes, grant security, execute security documents, negotiate items, acquire, lease or dispose of assets including vehicles and other property and equipment in the ordinary course of operations of the organization.

FURTHER RESOLVED, That any and all resolutions heretofore adopted, inconsistent with the above resolution, be and they are hereby rescinded.

I HEREBY CERTIFY That the foregoing is a true and correct copy of a resolution passed at a regular meeting of the Board of the U. S. Ski and Snowboard Association, a corporation duly authorized and existing under and by virtue of the laws of Utah, held on the 16th day of October, 2013 at the USSA Center of Excellence, 1 Victory Lane, Park City, UT and I further certify that due notice of said meeting was given to each member of said Board; that a quorum was present and voting throughout and that said resolution is now in full force and effect and has not been amended or repealed.

USSA OFFICER AUTHORITY

To Whom It May Concern:

I hereby certify that the following individuals have been authorized by the Board of Directors of the U. S. Ski and Snowboard Association to hold the following positions and are authorized to conduct the business of this Corporation and its affiliates:

William Marolt

President and CEO

Mark Lampe

Chief Financial Officer

ADDENDUM III

FIS COUNCIL

FIS Council – Vice President	Bill Marolt
FIS Council – Finance Commission / Alpine WG	Bill Marolt
FIS Council – Honorary	Hank Tauber

FIS COURT

FIS Court – US Representative	Vacancy
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CROSS COUNTRY

Cross Country – Executive Board	Chris Grover
Cross Country Committee – Non-European Countries	Chris Grover
Cross Country Committee – Honorary	Lee Todd
Subcommittee for World & Continental Cup	Chris Grover
Subcommittee for Rules and Control	Bob Gross
Subcommittee for Cross Country Skiing Development	Bob Gross
Subcommittee for Cross Country Youth & Children’s Questions	Jeff Byrne
Subcommittee for Ladies Cross Country	Vacancy

JUMPING

Jumping Committee - Member	Alan Johnson
Jumping Committee - Honorary Member	Gustav Raam
Subcommittee for Jumping Hills (corresponding member)	Kyle Gilbertson
Subcommittee for Calendar Planning	Dave Jarrett
Subcommittee for Officials, Rules & Control	Reed Zuehlke
Subcommittee for Equipment and Development	Dave Jarrett
Subcommittee for Ski Jumping Youth & Children’s Questions	Mike Holland

NORDIC COMBINED

Executive Board Member	Dave Jarrett
Executive Board Member – Honorary Member	Joe Lamb

ALPINE

Committee for Alpine Skiing – Executive Board Member	Herwig Demschar
Committee for Alpine Skiing – Ladies Alpine Chair	Karen Korfanta
Committee for Alpine Skiing – Continental Cup Chair	Bob Dart
Subcommittee for Alpine Youth & Children’s Questions	Patrick Riml
Subcommittee for Alpine Youth & Children’s Questions – Honorary Member	Walt Evans
Subcommittee for Classification of Alpine Competitors – Chairman	Jeff Weinman
Subcommittee for Ladies' Alpine Skiing - Chair	Karen Korfanta
Subcommittee for Alpine Courses – Member	Bruce Crane
Subcommittee for Alpine Courses – Honorary Member	Nelson Bennett
Subcommittee for Alpine Courses - Inspectors & Controllers	Bob Calderwood
	Tom Johnston
	Paul Mahre
	Ted Sutton

Subcommittee for Rules and Control - Member
Subcommittee for Alpine Technical Delegates
Subcommittee for Alpine Technical Delegates – Honorary Member
Subcommittee for the Alpine World Cup - Member
Subcommittee for the Alpine World Cup – Liaison for Ladies' Alpine
Subcommittee for Nor-Am Cup
Regional & National Coach
At-large
At-large
Secretary:
Alpine Coaches Working Group – Men
Alpine Coaches Working Group – Women

Tom Winters
Karen Korfanta
Paul Van Slyke
Tom Winters
Calum Clark
Karen Korfanta
Bob Dart
Lester Keller
TBD
Patrick Riml
Karen Korfanta
Sasha Rearick
Alex Hoedlmoser

FREESTYLE SKIING

Committee for Freestyle Skiing – Member
Freestyle Appeals Commission - Chair
Subcommittee for Freestyle Rules & Officials – Vice Chairman
Freestyle Scheduling Working Group
Freestyle NorAm Committee - Chair
NorAm coordinator
At-Large
USSA Rules & Officials representative
Secretary

Todd Schirman
Jay Simson
Jay Simson
Todd Schirman
Todd Schirman
Konrad Rotermund
TBD
Andy Hayes
Cheryl Pearson
Matt Gnoza
Garth Hager
Nate McKenzie
Garth Hager
Garth Hager
Mike Spencer

Subcommittee for Snowboard & Freestyle Youth & Children's Questions
Rules & Officials – Moguls Advisory Group Leader
Freeskiing (Halfpipe, Slopestyle, Big Air) Working Group

SNOWBOARDING

Committee for Snowboard - Chairman
Snowboard Appeals Commission – Chair
Snowboard Rules Working Group
Snowboard Task Force
Snowboard TD Working Group

Jeremy Forster
TBD
Peter Foley
Jeremy Forster
Tom Winters

SPECIAL COMMITTEES

Committee for Competition Equipment - Snowboard
Legal and Safety Committee – Vice Chair
Legal and Safety Committee – Honorary Member
Medical Committee – Member
Committee for Advertising Matters
Committee for Recreational Skiing

TBD
Alex Natt
Barry Bunshoft
Dr. Larry Gaul
Mike Jaquet
Alex Natt

Committee for Public Relations and Mass Media - Chairman	Tom Kelly
Committee for Public Relations and Mass Media – Corresponding Member	Gary Black
Subcommittee for Cross Country Development	Bob Gross
Subcommittee for Cross Country Development - Honorary	John Lindstrom
Subcommittee for University Racers - Member	Richard Rokos
Subcommittee for Masters Racers - Member	Bob Dart
Committee for Telemark Skiing	Jim Stein
Athletes' Commission – Cross Country Skiing	Kikkan Randall
Timing Working Group (Data Experts & Timing Experts)	TBD
Subcommittee for Skiers with a Disability	Kevin Jardine

Last revised 10/13

ADDENDUM IV

ALPINE GOVERNANCE TASK FORCE

1 **BYLAWS OF THE**
2 _____

3 **ARTICLE I**

4 **Name, Non-Profit Status, and Corporate Seal**

5
6
7 A. The name of this organization shall be the _____
8 (hereinafter “_____”), and it shall be recognized as an affiliated entity by the United States Ski
9 & Snowboard Association (“USSA”), the National Governing Body, recognized by the United
10 States Olympic Committee and International Ski Federation, as the governing body for skiing
11 and snowboarding in the United States of America.
12

13 B. The _____ shall be incorporated under the laws of the state of _____
14 as a not-for-profit Corporation and it shall be organized so as to qualify as a non-profit,
15 charitable, tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.
16

17 C. The _____ shall have no corporate seals unless required by the laws of the
18 State of _____.
19

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2 **ARTICLE II**
3 **Offices and Agent**

4
5 A. The principal office of the _____ shall be located at
6 _____, or at such other location as may be approved by the Board of
7 Directors of the _____ (hereinafter “the Board”).
8

9 B. The principal office of the _____ shall also be its registered office. The
10 registered agent of the _____ at such registered office shall be the Chairman of
11 the Board of _____.
12

13 C. The _____ may maintain other offices at such locations as may be
14 approved from time to time by the Board.
15

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3 **ARTICLE III**
4 **Vision, Mission and Objectives**

5 A. The **vision** of the _____ is to support USSA’s vision of making the United
6 States of America the best in the world in competitive skiing and snowboarding.

7
8 B. The **mission** of the _____ is to support the mission, vision and values
9 of USSA by _____.

10
11 C. The objectives through which the _____ shall accomplish its mission
12 shall include the following:

13
14 1. Disseminating education, training, and supporting USSA members in their
15 goal to achieve sustained success in all levels of ski and snowboard competition; and by
16 helping members to use ski and snowboard competition to develop to their highest
17 athletic and personal potential;

18
19 2. Achieving and maintaining long-term financial stability;

20
21 3. Administering and coordinating programs which provide competitive
22 opportunities in skiing and snowboarding and establishing a clear path for athletic
23 progression for USSA members;

24
25 4. Establish a race calendar and entry criteria for those races consistent with
26 USSA, USOC and FIS rules;

27
28 5. Establish local rules and policies consistent with USSA rules and policies
29 that facilitate excellence in competition and athletic development.

30
31 6. Fostering and encouraging interest and participation in USSA sanctioned
32 skiing and snowboarding.

33
34 7. Assisting the USSA Alpine Sport Committee (“ASC”) in the
35 implementation of its mission to make recommendations to the USSA Board and
36 implementing the directives of the USSA Board.

37
38 8. Disseminating SafeSport and Anti-doping resources at the request of
39 USSA.
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ARTICLE IV
USSA, 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 the USSA Bylaws, the _____ shall:

A. keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding;

B. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, 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 members selected without regard to race, color, religion, national origin, or sex;

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 USSA competitor license and have competed in USSA competition (non-masters level) within the past 10 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 USSA 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 USSA access to _____ books and records in order to permit USSA to ensure compliance with the above.

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ARTICLE V
Voting Rights and Affiliation

- A. The _____ shall be a non-profit organization open to all regardless of race, creed, color, or sex, and who pay such membership fees as the Board of _____ and the USSA Board shall approve from time to time.
- B. All members of _____ must be members of USSA.

1
2 **ARTICLE VI**
3 **Government and Operation**

4
5 A. The _____ shall have a Board of Directors (“the Board”) which shall lead
6 the _____ in the pursuit of the realization of its vision and the fulfillment of its
7 mission.
8

9 1. The Board shall be comprised of members in good standing of the USSA
10 who, except for eligible athlete representatives, shall be over twenty-one (21) years of
11 age. Every member of the Board shall be entitled to vote in person on Board business
12 unless the member is designated below as a non-voting *ex officio* member or is ineligible
13 under the USSA’s conflict of interest policies.
14

15 2. Voting by proxy shall not be permitted and each member of the Board
16 shall have one (1) vote regardless of how many offices that person may hold.
17

18 3. Each member of the Board shall serve a regular two-year term, beginning
19 with the annual Board meeting. Board terms shall be subject to the following provisions:
20

21 (a) Members of the Board may serve for a maximum of four (4) full
22 consecutive terms, unless elected as an officer before the end of a fourth (4th) full
23 consecutive term, in which case a member may serve on the Board until the
24 expiration of the term of his/her office.
25

26 (b) The Board shall provide for staggering of terms on the Board by,
27 from time to time, extending or shortening terms by up to one year.
28 Notwithstanding anything in these bylaws to the contrary, action to shorten or
29 extend Board terms to provide for staggering of terms shall require a majority
30 vote of a quorum of the Board.
31

32 (c) Any director may be removed for cause by the Board by the
33 affirmative vote of two-thirds (2/3) of all other members of the Board, after due
34 notice to and opportunity to respond by the respective director.
35

36 4. The Board shall provide a reasonable opportunity during the annual
37 meeting of members for members to comment upon the actions and policies of the Board.
38

39 5. The Board shall form, from among its members, an Executive Committee
40 which shall be empowered to act upon all matters requiring Board attention between
41 meetings of the full Board. The Executive Committee shall have authority to act for the
42 Board only in meetings in which all voting Executive Committee members are
43 participating (either personally or via teleconference), and during such times the
44 Executive Committee shall possess the same powers, authority and responsibilities as the
45 Board. The Executive Committee shall be a permanent standing committee, and shall
46 discharge its responsibilities in accordance with the following provisions:
47

48 (a) The Executive Committee shall consist of three (3) voting
49 members, including the Chairman; the Vice Chair; and one eligible athlete.

1
2 (b) All actions taken by the Executive Committee must be ratified by
3 the Board at its next meeting where a quorum is present, and if not so ratified, fail
4 and measures taken in support of the action should be reversed to the extent
5 reasonably possible. Ratification may be made through the use of mailed
6 consents.
7

8 6. The Board shall form, from among its members, a Nomination Screening
9 Committee.
10

11 (a) The Nomination Screening Committee shall be comprised of three
12 (3) members of the Board, representing a cross-section of backgrounds, selected
13 by the Board Chairman, and shall include at least one eligible athlete
14 representative.
15

16 (b) The Nomination Screening Committee shall review each nominee
17 to the Board to determine his/her ability to provide effective representation and
18 leadership on the Board, including such things as whether such nominee appears
19 to maintain as a principal focus the well-being of the _____ generally rather
20 than any particular interest or issue; and whether he/she possesses the requisite
21 understanding of competitive skiing and snowboarding generally, corporate
22 operations or other matters necessary to provide effective representation on the
23 Board.
24

25 (c) The Nomination Screening Committee may also be used to assist
26 the Board in appointing any committees created by the Board or which the Board
27 is required to fill under these bylaws.
28

29 (d) For each nomination it considers, the Nomination Screening
30 Committee shall forward to the full Board a recommendation that the nomination
31 either be accepted or rejected, along with any appropriate explanation for its
32 recommendation at least twenty-one (21) days in advance of a vote. The Board
33 shall not be bound by recommendations of the Committee. The Board generally
34 should accept a nomination absent reasonable grounds for rejecting the
35 nomination.
36

37 (e) The Nomination Screening Committee shall be a permanent
38 standing committee.
39

40 7. The Board shall elect, from among its voting members, a Chairman and a
41 Vice Chair, each of whose terms of office shall be two (2) years. The election and duties
42 of the Chairman and Vice Chair shall be as set forth below:
43

44 (a) The responsibilities of the Chairman shall be to preside at all
45 meetings of the Board. The Chairman shall be a full voting member of the Board,
46 and also be an *ex-officio* member of all committees. The term of the office of
47 Chairman shall be two years, which shall be timed so that every other term
48 commences at the first annual meeting of members following the most recent
49 Olympic Winter Games. Any member may nominate any other member for direct

1 election to the office of Chairman. At the time he/she takes office, the Chairman
2 shall vacate his/her former seat on the Board and shall occupy only the seat of the
3 Chairman. His/her former seat shall be deemed vacated and shall be filled in
4 accordance with the procedures set forth in these bylaws for filling mid-term
5 vacancies. At the end of his/her first term in such office, the Board may, but need
6 not, vote to retain the Chairman for a second consecutive term, but no Chairman
7 shall serve for more than two consecutive full terms.
8

9 (b) The Vice Chair shall discharge the duties and obligations of the
10 Chairman in his/her absence or in case of his/her inability to serve. If the current
11 Chairman is retained for a second consecutive term or if a new Chairman is
12 elected directly, the Board shall also vote on whether to retain the Vice Chair for a
13 second consecutive term. The Vice Chair shall be elected by the Board from
14 among its current members every two years at the annual meeting of members,
15 and at a time prior to the consideration of nominations of new members to the
16 Board. No member may serve more than two consecutive terms in the office of
17 the Vice Chair. Election of the Vice Chair shall be timed such that every other
18 term of the Vice Chair shall commence at the first annual meeting of members
19 following the most recent Olympic Winter Games. Any member of the Board
20 may nominate any other member of the Board for the position of Vice Chair. The
21 Vice Chair shall be seated and empowered from the time of his/her election until
22 his/her successor is duly elected.
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ARTICLE VII
Meetings

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4 A. A regular annual meeting of the Board shall be held during the month of
5 _____ at the time and place determined by the Board, for the purpose of electing
6 directors and officers and for the transaction of such other business as may come before the
7 meeting.
8

9 B. Special meetings of the Board may be called by or at the request of the Chairman.
10

11 C. All meetings of the Board shall be open to attendance by any interested member
12 in good standing of the USSA, except that the Board may close such meetings for discussion of
13 matters of a legally sensitive nature.
14

15 D. Any action required or permitted to be taken at a meeting of the Board or of a
16 committee of the Board may be taken without a meeting if, prior or subsequent to the action, a
17 consent or consents in writing setting forth the action so taken shall be unanimously agreed to by
18 all of the directors in office and filed with the Chairman.
19

20 E. In the event of a procedural dispute, Robert’s Rules of Order, most current
21 edition, will be consulted and will govern. In the event of any ambiguity or deficiency in these
22 bylaws, the Board shall adopt an interpretation of the provision at issue by majority vote.
23

24 F. The Chairman shall arrange for the taking of minutes at all meetings of the Board
25 and at the annual meeting of members and will certify that they represent an accurate meeting
26 history. Minutes of all meetings will be distributed to all directors, and be made available upon
27 request to all members within thirty (30) days of each meeting.
28

29 G. Any member of the Board not physically present at a meeting may participate in
30 such meeting by the use of any telecommunications system which enables him/her to engage in
31 two-way communication with all of the other directors taking part in the meeting, and shall be
32 deemed present in case of such participation.
33

34 H. At any meeting of the Board or any permanent standing committee, a quorum
35 shall consist of a majority of all directors or members of the committee entitled to vote. A
36 meeting at which a quorum is initially present may continue to transact business notwithstanding
37 the withdrawal of directors or committee members if any action taken is approved by a number
38 which would constitute at least a majority of the required quorum; provided that the following
39 actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of
40 annual budgets by the Board; and (iii) such other issues as may be designated elsewhere in these
41 bylaws as requiring a certain number of votes or attendees.

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ARTICLE VIII
Conflict of Interest and Ethical Practices

A. The Board shall adopt USSA’s code of conduct and USSA’s conflict of interest and ethics policies.

ARTICLE IX
Grievances, Suspensions and Appeals

A. Grievances. Every member of the _____ shall have the right to pursue written grievances concerning actions by the Board, any of its committees, or any of their members acting in their official capacities in accordance with the procedures set forth below:

1. A grievance shall be defined as an allegation by a member that the Board, any of its committees or any member while acting in an official capacity has violated these bylaws or has failed to discharge its obligations under the USSA 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 Complaint shall include the following:

(a) The identity of the complainant;

(b) The identity of the member(s), Board(s), or committee(s) of the _____ 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 the signature of his/her 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 USSA for disposition pursuant to Article IX of the USSA Bylaws.

ARTICLE X
Indemnification

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A. The members of the Board, as a board and individually are specifically held harmless by the _____ for all actions taken in good faith on behalf of the _____, 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 his/her actions and these actions in any way injured the _____ or placed it at risk of injury. Where the officer, director or member has not been adjudicated to be in bad faith and where his/her actions did not injure or threaten to injure the _____, no indemnification will be provided to the extent that the officer or director personally profited as a result of his/her actions. No indemnification will be provided to an officer, director or member where the 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.

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2 **ARTICLE XI**
3 **Amendments**
4

5 A. Amendments to these bylaws may be proposed by any three members of the
6 Board.

7
8 B. Proposed amendments shall be voted upon by the Board only at the annual
9 meeting of members.

10
11 C. Proposed amendments shall be presented as follows:

12
13 1. State who is proposing the amendments.

14
15 2. State in writing that portion of the existing text in its entirety, inclusive of
16 all portions which are to be considered for change.

17
18 3. Within the text of the above statement in 2., show any new phrases or
19 addenda with all words to be added underlined thus: new verbiage.

20
21 4. Within the text of the above statement in 2., show any dropped phrases or
22 deletions with all words to be deleted stricken through thus: ~~deleted verbiage~~.

23
24 5. The proposed amendment must be accompanied by a brief explanation of
25 the reasons for the proposed amendment, and the effect of the change, if adopted.

26
27 D. Unless withdrawn, proposed amendments which have been prepared less than
28 sixty (60) days and circulated less than thirty (30) days in advance of meetings at which such
29 matters would otherwise be considered shall automatically be placed on the agenda for action at
30 the next meeting of the Board which is at least thirty (30) days after the date of mailing of such
31 proposed amendment.

32
33 E. Amendments to these bylaws may be adopted only by the affirmative vote of two-
34 thirds (2/3) of the full Board of the _____.

35
36 F. Any amendment of these bylaws shall become effective forty-five (45) days from
37 the date of approval by the Board of the _____ and by the USSA Board.

ARTICLE XII
Dissolution

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The _____ may dissolve only by an affirmative vote of the Board in 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 _____ shall devolve upon the Board.

AFFILIATION AGREEMENT – DRAFT TEMPLATE

This Affiliation Agreement (“Agreement”) is made and entered into by and between _____ (hereinafter referred to as “Affiliate”) and The United States Ski Association d/b/a United States Ski & Snowboard Association (hereinafter referred to as “USSA”). The purpose of this Agreement is to foster a more effective partnership among USSA as the national governing body (“NGB”) for skiing and snowboarding in the United States and its Affiliates, as part of a high-performing federated governance model.

RECITALS

A. USSA is recognized by the United States Olympic Committee (“USOC”) and the International Ski Federation (“FIS”) as the national governing body (“NGB”) for skiing and snowboarding in the United States.

B. USSA is responsible for governance of ski and snowboard sport within the United States. USSA collects member fees and dues, and utilizes the revenues derived from member dues and fees to provide programs and services that benefit its members, and support the activities of its affiliates and clubs.

C. Affiliate is recognized by the USSA Alpine Sport Committee as a "USSA Division". USSA Divisions are responsible for the administration and regulation of skiing competition in a particular geographic area, as determined by the USSA Alpine Sport Committee. USSA Divisions may also organize educational and development activities for the benefit of USSA members within their geographic area.

D. Affiliate provides ski and snowboard related programming and desires to serve USSA's local members and support USSA's goals, manage local resources and provide a voice in running USSA's domestic competition system.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants set forth below, the parties agree as follows:

1. **AFFILIATE BENEFITS.**

USSA shall provide the following benefits to Affiliate:

1.1 A License to schedule and/or calendar USSA-sanctioned competition within a particular geographic territory, and to determine selection criteria for such races in accordance with USSA guidelines.

1.2 A license to collect an “affiliate” membership fee additive to the USSA membership fee. Fees to be collected by USSA and distributed to Affiliate.

1.3 A license to collect an “affiliate” head tax additive to the USSA head tax. Fees to be collected by USSA and distributed to Affiliate.

1.4 A limited license and right to utilize the “USSA” brand in promotion of its athletic activities and for fundraising purposes in accordance with USSA’s image and brand usage guidelines.

1.5 Ability to utilize USSA’s web architecture for communication to USSA members within Affiliate’s organizational sphere of influence.

1.6 Ability to benefit from all USSA-provided programming and support services provided to members and member clubs - including coach education and coaching tools, officials education and consistent rules & policies, field-based USSA resources, , member tools and benefits, centralized IT platform and integrated website, educational webinars, club development programs, competition and training sanctioning and insurance, national rankings, background screening programs and other USSA services developed over time.

1.7 Timely and efficient transfer to the relevant affiliate of all USSA-collected membership fees and head taxes due to affiliate (at competitive terms with comparable third party vendors). *(See addendum for specific annual terms)*

1.8 Timely and effective communications around all USSA programs, policies and decisions through a variety of effective forums, with the opportunity to participate in recommending policies and programs for adoption by the USSA Board through communications channels and governance bodies established by the USSA Board.

2. AFFILIATE RESPONSIBILITIES.

Affiliate agrees to the following:

2.1 Serve as a conduit for USSA organizational communications between USSA and its members within the Affiliate's territory. Adhere to communication standards as set forth by USSA, and communicate USSA's message so as to be understood by all local members.

2.2 Where Affiliate seeks to impose an Affiliate membership or fee requirement, exclusively schedule and sanction competitions as USSA sanctioned competitions (both scored and non-scored) under the direction of the USSA Alpine Sports Committee.

2.3 Exclusively schedule and promote USSA-sanctioned or approved Coach and Officials training and education, and other programs as provided by USSA.

2.4 Integrate the "USSA" brand (to include name and logo) into its own name and logo, and exclusively use such integrated name and logo in all branded activities. Adhere to USSA’s image and branding standards, including naming terminology and brand identification.

2.5 Use the designated Affiliate-specific pages within ussa.org as its sole website link (once such pages are developed to the mutual satisfaction of USSA and affiliate), and use these pages as to communicate both USSA and affiliate information. Post its bylaws and governance information to such web pages.

2.6 Adopt and abide by USSA bylaws and operating procedures as put forth in Attachment _ (USSA bylaws template).

3. TERM AND TERMINATION.

3.1 The term of this Agreement shall become effective _____ and shall continue in effect for three (3) years unless terminated earlier. This Agreement will renew automatically on May 1 of each year unless otherwise terminated in writing by either party within 30 days of such renewal.

3.2 Either party may terminate this Agreement by giving thirty (30) days' prior written notice of termination to the other should one party determine that the other has failed to abide by its responsibilities set forth in Sections 1 or 2. The non-breaching party will give notice of such failure to in writing to the breaching party and the breaching party shall be entitled to cure if possible.

3.3 In the event of termination all rights and responsibilities hereunder shall immediately cease.

4. INSURANCE.

4.1 Affiliate, at its sole cost and expense, shall insure its activities at a primary level and provide evidence of coverage to USSA at its request. Such insurance may be obtained through USSA for activities authorized by USSA.

5. INDEMNIFICATION.

5.1 Each party shall defend, indemnify and hold the other harmless from and against any and all liability, loss, expense, reasonable attorneys' fees, or claims for injury or damages arising out of the performance of this Agreement, but only in proportion to and to the extent such liability or claims for injury or damages are caused by, or result from, the negligent or intentional acts or omissions of the offending party.

6. DISCRIMINATION – PROHIBITION.

Affiliate agrees not to discriminate in the conduct of its programs on the basis of race, color, national origin, religion, or sex.

7. NO ASSIGNMENT.

Neither party shall assign their rights, duties, or obligations under this Agreement, either in whole or in part, without the prior written consent of the other party.

8. SEVERABILITY.

If any provision of this Agreement is held to be illegal, invalid, or unenforceable under present or future laws effective during the term hereof, such provision shall be fully severable. This Agreement shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never been a part of the Agreement, and the remaining provisions shall remain in full force and effect unaffected by such severance, provided that the severed provision(s) are not material to the overall purpose and operation of this Agreement.

9. WAIVER.

Waiver by either party of any breach of any provision of this Agreement or warranty or representation herein set forth shall not be construed as a waiver of any subsequent breach of the same or any other provision. The failure to exercise any right hereunder shall not operate as a waiver of such right. All rights and remedies provided for herein are cumulative.

10. MODIFICATIONS AND AMENDMENTS.

This Agreement may be amended or modified at any time by mutual written consent of the authorized representatives of both parties.

11. GOVERNING LAW.

This Agreement shall be governed in all respects by the laws of the State of Utah.

12. NOTICES.

All notices required under this Agreement shall be deemed to have been fully given when made in writing and delivered by: (i) personal delivery; (ii) deposit in the United States mail, postage prepaid, certified mail, return receipt requested; or (iii) overnight courier service, and addressed as follows:

AFFILIATE:

USSA:

13. ENTIRE AGREEMENT.

This Agreement and the Exhibits contains all the terms and conditions agreed upon by the parties regarding the subject matter of this Agreement and supersedes any prior agreements, oral or written, and all other communications between the parties relating to such subject matter.

IN WITNESS WHEREOF, this Agreement has been executed by and on behalf of the parties hereto on the dates indicated below.

("AFFILIATE")

UNITED STATES SKI AND
SNOWBOARD ASSOCIATION

Signature

Signature

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____