

**AMENDED AND RESTATED BY-LAWS  
OF  
AMERICAN SNOWSPORTS EDUCATION ASSOCIATION, INC. (“ASEA”)  
dba  
PROFESSIONAL SKI INSTRUCTORS OF AMERICA (“PSIA”)  
and/or  
AMERICAN ASSOCIATION OF SNOWBOARD INSTRUCTORS (“AASI”)**

(a Colorado nonprofit corporation)

**Rev: January 14, 2019**

Article I.

Purposes

The purposes for which the corporation is formed shall be to provide programs, materials and services for member education and professional development; public snow sports education; promote snow sports instruction by snow sports instructors; address problems of common concern to the snow sports teaching profession; conduct promotional activities, including advertising and publicity; collaborate with the Divisional Associations to serve and be accountable to the collective membership while working in alliance with the Divisions to fulfill our mutual purposes, including recruiting, supporting and serving the membership; and engage in any lawful activities which will enhance efficient and economic progress of the snow sports teaching profession.

Article II.

Membership

Section 2.1 - Classes of Members. There shall be six classes of individual memberships in the Association, which shall be respectively, (1) Registered members, (2) Certified Members (Certified Level I, Certified Level II, and Certified Level III), (3) Alumni Members, (4) Honorary Members, (5) Certified Lifetime Members, (6) Affiliate Members. Additions, deletions, or changes in the classes of membership may occur from time to time, as approved by the Board of Directors.

Section 2.2 - Eligibility for Membership. An individual who meets divisional requirements under the following membership categories shall become a member of both the divisional and national associations; pay required dues to each association; and meet required continuing educational requirements to maintain membership in good standing from year to year.

(A) Registered Members. A Registered Member is an individual who is a member in good standing of both the national and divisional associations but is not certified by a PSIA-AASI division. Registered Members have the right to vote but may not hold office.

(B) Certified Members. Any individual who has been certified by a PSIA-AASI divisional association as Certified Level I, Certified Level II, or Certified Level III and who is in good standing in such divisional association shall be eligible for membership as a Certified Member of the Association. Certified Members have the right to vote but only Certified Level II or Certified Level III are eligible to serve as Directors.

(C) Alumni Members. Members in this category must have been a member of PSIA-AASI for ten (10) years. Alumni Members have no voting rights, are not eligible to hold office, and do not maintain certifications.

(D) Honorary Members. By action of the Board of Directors, any non-member who has rendered outstanding service to the Association or to the advancement of snow sports instruction shall be eligible for recognition as an Honorary Member of the Association. Honorary Members have no voting rights, are not eligible to hold office, and are not eligible to obtain or maintain certifications.

(E) Certified Lifetime Members. Members in this category must be approved by the Board of Directors. Any Certified or previously certified alumni member may be recommended to the national board of directors either by the Board of Directors or by a divisional association. A Lifetime member shall not be required to pay dues or maintain continuing education credits.

(F) Affiliate Members. Any person or corporation interested in supporting and promoting snow sports, snow sports instruction, and the professional snow sports teacher is eligible for Affiliate Membership. Affiliate Members have no voting rights and are not eligible to hold office.

Section 2.3 - Member Schools. Member schools are organizations, Member schools have no voting rights or any other rights conferred upon individual members.

Section 2.4 - Discrimination. The Association shall not in any act, action, or activities, discriminate against any member or other person on account of race, religion, age, creed, disability, gender, sexual orientation, or nationality.

Article III.

Divisional Associations

Section 3.1 - Divisions. The Divisional associations affiliated with the American Snowsports Education Association, therefore PSIA and AASI, are as follows:

Central Division	(PSIA-AASI Central)
Eastern Division	(PSIA-AASI Eastern)
Intermountain Division	(PSIA- AASI Intermountain)
Northern Intermountain Division	(PSIA- AASI Northern Intermountain)
Northern Rocky Mountain Division	(PSIA- AASI Northern Rocky Mountain)
Northwest Division	(PSIA-AASI Northwest)
Rocky Mountain Division	(PSIA-AASI Rocky Mountain)
Western Division	(PSIA-AASI Western)

Addition of other divisional associations or modification of the geographic area of existing divisional associations shall be by vote of the Board of Directors taken not less than thirty (30) days nor more than one (1) year after written notice to all divisional associations.

By affiliation with ASEA, each divisional association agrees to be bound by the Bylaws of ASEA unless specifically prohibited by the laws of the state in which the divisional association is incorporated.

Article IV.

Association Finances

Section 4.1 - Fiscal Year. The fiscal year of the Association shall commence July 1 of each year.

Section 4.2 - Annual Dues, Late Fees, and Member Services. The annual dues, late fees, and level of membership services shall be determined by the Board of Directors.

Section 4.3 - Association Finances

(A) Budget Oversight. The Board of Directors shall be responsible for fiscal oversight of the Association. The Board shall establish and ensure adherence to governing policies pertaining to the development of the Association's annual budget and its financial activities.

(B) Audit. An independent auditor shall be appointed each year by the Board of Directors to prepare audited financial statements and submit a formal written report to the Board of Directors.

(C) Association Funds. Association resources shall be used exclusively for Association

purposes as determined in accord with the Bylaws, governing policies and budget as approved by the Board of Directors. The Chief Executive Officer (“CEO”) shall disburse monies of the Association only as authorized by action of the Board of Directors.

(D) Compensation. No Director or Officer shall receive compensation for his or her services to the Association other than payment of expenses as determined by the Board of Directors.

## Article V.

### Meetings of the Members of the Association

Section 5.1 - Annual Meeting. An annual meeting of the members of the Association may be held at such time and place within the United States as the Board of Directors may determine.

Section 5.2 - Special Meeting. Special meetings of the members of the Association may be called by the Board of Directors, the Board Chair, or by the written request of 10% of members eligible to vote as determined by Article II.

Section 5.3 - Notice of Meetings. Not less than thirty (30) days before the date fixed for any meeting of the members of the Association, written notice of the time, place, and purpose of such meeting shall be given by the Board Chair. In case the Board Chair refuses to send notices, the members entitled to call the meeting provided in Section 5.2 of this Article may send such notices. Such notice shall be served to each member in accordance with Colorado law. If any meeting is adjourned to another time or place, thirty (30) days' notice shall be given to the membership of the new time and place.

Section 5.4 - Voting by Members. Each member eligible to vote, as described in Article II shall be entitled to one vote in person on any action submitted to a vote of the members of the Association. All other member classes not entitled to vote under Article II may attend all meetings of the Association, but shall have no vote. Proxy voting is not allowed.

Section 5.5 - Quorum. To constitute a quorum at any meeting of the members of the Association, there shall be present in person at least 10% of the members eligible to vote, recorded at the date the meeting was called.

Section 5.6 - Number of Votes Required for Action. A majority of the members present and eligible to vote shall be required to adopt any action or measure.

Section 5.7 - Business. The normal order of business at a meeting shall be determined by the Board of Directors. Only such business as previously indicated by notice shall be considered at any special meeting unless concurred by a majority of members present and eligible to vote.

## Article VI.

### Action by Members of the Association By Written Ballot

Any action may be taken by the members of the Association by written ballot as follows:

(a) The Board of Directors shall determine that the particular action to be voted upon should be submitted by written ballot to the members eligible to vote.

(b) The Board Chair or his or her designee shall mail (postage prepaid) or email to the members eligible to vote to the postal or email address of each such member as it appears on the records of the Association, a written ballot in compliance with the Colorado Revised Nonprofit Corporation Act. The completed ballot must be received by the Chief Executive Officer or his or her designee at the address set forth on such ballot prior to a specified date, which shall not be less than thirty (30) days from the mailing or emailing of the ballot. Any ballots received after the specified date shall not be considered.

(c) The Chief Executive Officer of the Association or his or her designee shall count all such ballots returned and properly completed, prior to the close of business on the twentieth (20th) day after the requested return date. If a majority of the total number of ballots so voted and returned is in favor of such resolution or resolutions, then the action set forth in such resolution or resolutions shall be the action of the Association.

## Article VII.

### Board of Directors

The governance and direction of Association affairs shall be vested in a Board of Directors, which consists of Certified Level II, or Certified Level III members appointed in a ratio of one (1) Director per division by the divisions of the Association as described in Article III and defined in Article VII, Section 7.4.

Section 7.1 - Powers. The business and affairs of the Association shall be conducted and managed under the authority of the Board of Directors ("Board").

Section 7.2 - Number, Election, and Term of Office. Each divisional association shall be entitled to appoint one representative to serve on the Board of Directors and each Division shall establish its own method for selecting its representative. The term of office for directors is set forth in the schedule below. Each divisional association shall appoint one (1) director to the Board of Directors no later than May 25 of the year in which the director's term of office expires. Such submission shall be in writing and certified by the division President, division executive, or other authorized officer of the Division. If a division fails to appoint a director by May 25, the director's position for the division shall be declared vacant and the Board shall decide who from the division shall serve in that position. In addition to the appointed directors of the Board, the Chair of the Divisional Presidents Advisory Council may serve as an ex-officio member of the

Board with the right to participate in discussion but without the right to offer motions, second motions, or vote. The Past Chairman of the Board may serve as an ex-officio member of the Board with the right to participate in discussion but without the right to offer motions, second motions, or vote. The Past Chairman of the Board may serve a maximum of two (2) years immediately following his or her term as Chairman of the Board.

The term of office of each member of the Board of Directors shall be three (3) years, starting July 1 of a given fiscal year and ending June 30 three (3) years later, or until his or her successor has been appointed. The following schedule shall be used for determination of the base year and rotation of divisional representatives on the Board of Directors, beginning July 1 of the referenced year:

Central Division	(CPSIA 1978)
Eastern Division	(EPSIA 1979)
Intermountain Division	(PSIA-I 1978)
Northern Intermountain Division	(NIPSIA 1977)
Northern Rocky Mountain Division	(NRMPSIA 1977)
Northwest Division	(PNSIA 1978)
Rocky Mountain Division	(RMSIA 1979)
Western Division	(WPSIA 1977)

Section 7.3 - Voting. Each representative on the Board of Directors shall have one vote on any issue or motion duly presented to the Board. For purposes of determining a quorum and for purposes of casting a vote, a director may be deemed to be present and to vote if the director grants a signed, written proxy to another director. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies for directors are allowed.

Section 7.4 - Eligibility. No person shall be eligible to serve as an ASEA Director unless such person is a Certified Level II or Certified Level III member in good standing in an affiliated division of ASEA, and has had broad, divisional responsibility at a procedural and policy-making level.

Section 7.5 - Vacancies and Removal. The office of Director shall become vacant if (1) the Director ceases to be eligible to serve as Director, or (2) if the Director dies, or (3) if the Director resigns, or (4) if the division fails to submit at least one qualified appointee no later than May 25 of the year in which the Director's term of office expires. Any Director appointed by the Division may be removed with or without cause by the Division which appointed the director following reasonable notification to the membership of the Division of the intent to remove the Director and the reasons therefore and following reasonable notification to the Director of the reason(s) for the removal, together with the director receiving a fair opportunity to respond or defend the decision to remove. Such removal shall be based upon reason(s) that the Division's board deems sufficient in accordance with the prior notification. A Director appointed by a Division may also be removed by a vote of not less than six (6) of the ASEA Board of

Directors if there is cause for the removal following reasonable notification to the membership of the Division which appointed the Director of the intent to remove the Director and the reasons therefore and the Director receives reasonable notification of the reason(s) for the removal, together with a fair opportunity to respond to the decision to remove. Such removal shall be based upon reason(s) that the ASEA Board deems sufficient in accordance with the prior notification to the Director pursuant to Procedures for the Removal of a Director. Such Procedures for the Removal of a Director by the ASEA Board may not be amended without the vote of at least six (6) Directors in accordance with the voting procedures described in these Bylaws. Any change to these procedures must be proposed at a regular meeting of the Board, submitted to divisional presidents and secretaries for comment and review, and reconsidered for action at the following regular meeting of the Board. In the event of a vacancy in the position of director for any reason, then within 30 days from notice to the affected division that division shall appoint a successor director, pursuant to applicable provisions of Section 7.2, to fill such vacancy for the remainder of the term of office. If a division fails to do so within 30 days, the director's position for the division shall be declared vacant and the Board shall decide who from the membership of that division shall serve in that position consistent with the qualifications adopted by the Board.

Section 7.6 - Votes Required for Action. Any action by the Board of Directors shall require the affirmative votes of not less than six (6) Directors.

Section 7.7 - Meetings and Notice Thereof. The Board shall have two regular meetings each year. Special meetings of the Board may be called by the Board Chair and shall be called by the Board Chair upon the written request of five (5) or more Directors. Notice of the time and place of such special meetings shall be mailed to each Director at his address as shown by the records of the Association at least fourteen (14) days prior to the time of the meeting. Notice of any meeting of the Board of Directors may be waived either before or after the meeting by any Director or Directors.

Section 7.8 - Action by Board Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of directors may be taken without a meeting if every member of the board in writing either: (i) votes for such action; or (ii) votes against such action or abstains from voting; and (iii) waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. The action shall only be effective if there are writings which describe the action, signed by all directors, received by the corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings set forth a different date. Any director who has signed a writing may revoke it by a writing signed, dated, and stating the prior vote is revoked. However, such writing must be received by the corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 7.9 - Special Telephone Conference and Electronic Communications Meetings. Special telephone or electronic meetings of the Board may be called by the Chairman of the Board or upon the written request of any two (2) 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 e-mail 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 six (6) Directors are participating in said meeting at all times. A telephone meeting of the Board shall be recorded in its entirety and the recording shall be maintained at least through the next regular or special meeting of the Board. Each Director shall clearly identify him or herself prior to speaking, each time he or she desires to be heard during a telephone conference. Any vote taken at such meetings shall be by roll call, with each Director first stating his name and then his vote unless the Chair of the meeting obtains the Board's unanimous consent to the motion.

## Article VIII.

### Officers of the Association

Section 8.1 - Officers, Appointment, and Term. The Association shall have a Board Chair, a Vice Chair, a Secretary, and a Treasurer. In order to be eligible to serve, an officer must be a member of the Board of Directors of the Association. The Board Chair shall be elected from the members of the Board of Directors and, upon assuming office, will not be the representative of the divisional association who appointed the person. The division appointing the person elected Chair shall then appoint a new director in accordance with Article VII, Section 7.5 within ninety (90) days of the Chair assuming office. Such officers shall be elected by the Board consistent with Section 7.6. Such officers shall be elected at the meeting of the Board of Directors at which the annual budget is approved and shall take office on July 1 following that meeting, and shall hold such office for a term of two (2) years or until the successor to such office has been elected and qualified. All officers will be limited to three consecutive two-year terms in any one position.

In the event that any officer of the Association, with the exception of the Board Chair, does not continue to be a Board member under the terms in Article VII, then the office shall be deemed vacant for the remainder of the term, and the office shall be filled as specified in this section of the Bylaws.

The Association may also have additional officers other than those above specified as the Board may deem necessary or advisable, all of whom shall be chosen by the Board, and shall serve for such term or terms as the Board shall prescribe. Any officer of the Association shall be subject to removal without cause, at any time by a vote of six (6) of the Directors then in office. Any vacancy, however created, by resignation or otherwise, shall be filled for the remainder of such term of office by a vote of the Board.

Section 8.2 – Board Chair. Serving as the Association's chief governance officer, the Board Chair shall perform all duties required by these Bylaws and as described in the Board's governing policies, as may be amended from time-to-time. Unless another Director is chosen by



the Board to do so, the Board Chair shall preside at all Board meetings, without vote, except if necessary to break a tie vote, and preside at all meetings of the members of the Association, with vote.

Section 8.3 - Vice Chair. The Vice Chair will perform the duties of the Board Chair in the event of his/her absence, disability, or refusal to act, and such other duties as may be assigned by the Board

8.4 - Secretary. The Secretary will perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors. The Secretary shall perform all the duties of the Board Chair in the case of the absence, disability or refusal to act of both the Board Chair and the Vice-Chair. The Secretary, or one or more other persons if responsibility is designated by the Board, shall attend and keep, or cause to be kept, the minutes of the proceedings of the Board of Directors and see that notices of Board of Director meetings are given in accordance with the provisions of the Bylaws or as otherwise required by law. The Secretary, or one or more other persons if responsibility is designated by the Board, shall have custodial oversight of the corporate records and of the seal of the Corporation.

Section 8.5 - Treasurer. The Treasurer will perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall have the responsibility to oversee the care and custody of the money, funds, and documents of the Corporation and to ensure that accurate books of account are maintained, review any audit and render financial reports and statements as requested by the Board. The Treasurer shall serve as the chairperson of the Audit /Investment Committee and advise the Board on matters of fiscal policy.

## Article IX.

### Board Committees

Section 9.1. Authorization of Committees of the Board of Directors. The Board of Directors may authorize the establishment of committees, advisory boards, or task forces from time to time and assign duties to them. The resolution establishing such committees shall state the purpose, composition guidelines, timeline and authority of each committee. No Board Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director, elected officer or employee of the Association; (c) amend the articles of incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of any substantial property and assets of the Association not in the ordinary course of business; (f) authorize the voluntary dissolution of the Association or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Association; or (h) amend, alter or repeal any resolution of the board of directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, him, or her by law.

Section 9.2 Divisional Presidents Advisory Council. The board may create a Divisional Presidents Advisory Council composed of the Presidents or board chairs of the divisional associations. The Divisional Presidents Advisory Council shall choose its own chair.

## Article X.

### Chief Executive Officer (“CEO”)

Section 10.1. Appointment. The Board of Directors shall employ a chief executive officer of the Association, with such duties, for such length of time, and at such compensation as the Board may determine.

Section 10.2. Duties and Responsibilities. The chief executive officer shall be responsible for general and active management of the business of the Association in accordance with the policies as prescribed by the Board of Directors. The chief executive officer shall have the power to hire and discharge agents, contractors, and employees of the Association and shall oversee and direct their activities in carrying out the work of the organization. The chief executive officer shall serve as a primary resource to the Board of Directors and, except as specified otherwise in the Board of Directors’ governing policies, shall be the primary operational spokesperson for the Association. She/he may negotiate for, enter into and execute contracts, deeds and other instruments and agreements on behalf of the Association as are necessary or appropriate, but only within parameters of authority explicitly approved by the Board of Directors.

## Article XI.

### Procedure

The Bylaws shall govern all meetings. However, no action or procedure shall be adopted or taken which shall be contrary to the provisions of the Colorado Revised Non-Profit Corporation Act.

## Article XII.

### Indemnification

Section 12.1 - Indemnification of Certain Persons. Any person who serves on behalf of the corporation as a director, officer, employee, agent, chairperson or member of any committee shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, liabilities, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner the person reasonably believed to be in the best interest of the corporation or that the conduct was at least not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, no person shall be entitled to indemnification under this Article either: [i] in connection with a

proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation; or [ii] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit. Indemnification under this Article in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. Except as otherwise provided in this Article, provided in Section 11.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 12.2 - Indemnification Against Liability to Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 11.1 shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation.

Section 12.3 - Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 11.1 shall have been adjudged to be guilty.

Section 12.4 - Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other right to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in a person's official capacity and as to action in another capacity while holding such office.

Section 12.5 - Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 12.6 - Determination of Right to Indemnification. Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of a person is permissible under the circumstances because such person met the applicable standard of conduct set forth in this Article. Such determination shall be made: [i] by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not

threatened to be made parties to the proceeding; or [ii] if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated the board, which committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee); or [iii] if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 12.7 - Advance Payment of Expenses: Undertaking to Repay. The Corporation shall pay for or reimburse the reasonable expenses (including attorneys, fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if: [i] the director or officer furnishes the Corporation a written affirmation of the director's or officer's good faith belief that the person has met the standard of conduct set forth in this Article; [ii] the director or officer furnishes the Corporation with a written undertaking, executed personally or on the director's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth herein, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and [iii] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 12.8 - Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may, subject to Section 11.8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him or her and incurred by him or her in his or her capacity of or arising out of his or her status as an agent of the corporation, whether or not the corporation would have the power to indemnify the person against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the corporation against any liability, including without limitation, any liability for the indemnification provided in this Article.

Section 12.9 - Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the board of directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person

to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the person to be indemnified he shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Article XIII.  
Amendments

The foregoing Bylaws may be amended, repealed, or altered by a vote of at least six (6) Directors.

Any change to the Bylaws must be proposed at a meeting of the Board, submitted to the divisional associations for comment and review to inform the Board's deliberations, and may be considered for action by the Board at its next meeting.

AMERICAN SNOWSPORTS EDUCATION ASSOCIATION, INC.