

Pacific Rim Alliance By-laws

ARTICLE ONE - ORGANIZATION

Section One

The name of the Corporation shall be Pacific Rim Alliance.

Section Two

The PACIFIC RIM ALLIANCE is a non-profit organization dedicated to the appreciation of snow skiing, snowboarding, sightseeing, photography, etc. It is further oriented to building international understandings among skiers, snowboarders and snow sports organizations from throughout the Pacific Basin.

Section Three

Surpluses above reserve requirements for subsequent deposits for our expeditions will be contributed to tax deductible organizations devoted to charity, research and education.

Section Four

The Pacific Rim Alliance may affiliate with any Council, Club, Alliance, Organization or Association as voted on by the Board of Directors.

Section Five

No individual, group or organization shall use the name of Pacific Rim Alliance in such a way as to imply official authorization and /or endorsement without first obtaining permission from the Board of Directors.

ARTICLE TWO - MEMBERSHIP

Section One

Membership shall be open to all people regardless of age, religion, race or geographical area. Membership shall be open to any person interested in the objectives of the Alliance .

Section Two

The membership year will begin with July 1 and expire on 29 September of the following year. Annual dues for membership renewal must be paid before 1 October or membership privileges cease. Prorating of membership dues will not be allowed.

Section Three

The Alliance shall keep a membership record containing the names and addresses of each member and a signed waiver. Termination of the membership of any member shall be recorded in the record, together with the date on which such membership ceased.

Section Four

To become a member of the Alliance and to renew membership, a person must file with the Alliance Membership chairperson a completed membership application form and signed waiver together with payment of the annual dues.

ARTICLE THREE - DUES

Section One

Annual Dues for Single membership and Family membership shall be determined from time to time by a 2/3 vote of the Board of Directors. Family membership shall consist of two or more people with the same mailing address.

Section Two

Dues are payable at the time application for membership is made, and are non-refundable.

ARTICLE FOUR - TERMINATION OF MEMBERSHIP

Section One

All Alliance memberships expire annually as set forth in Article Two, Section Two.

ARTICLE FIVE - RIGHTS OF MEMBERS

Section One

Members of the Alliance are entitled to all rights and privileges by the Articles of Incorporation and these By-laws.

Section Two

Only members may vote, and each member shall be entitled to one vote upon all matters submitted to members of the Alliance .

ARTICLE SIX - CONDUCT OF MEMBERS

ARTICLE SEVEN - BOARD OF DIRECTORS

Section One - Management

The general management of the Alliance shall be under the control, supervision and direction of the Board of Directors.

Section Two - Board of Directors

The board of Directors shall consist of the following officers:

(a) The elected officers of the organization shall be:

- President
- Past President
- Secretary
- Treasurer
- Vice President Communications
- Vice President Marketing
- Vice President Membership
- Vice President Public Affairs
- Vice President Travel
- Vice President Travel-Elect

(b) The appointed officers of the organization shall be:

- Board of Trustees

(c) The permanent officers of the organization shall be:

- The Founders of the Pacific Rim Alliance

Section Three - Order of Succession

At the first meeting of a newly elected Board of Directors, the Directors shall determine the order of succession in the event the office of President becomes vacant. A vacancy in any other office may be filled by appointment by the Executive Committee upon a two-thirds (2/3) vote.

Section Four - Nominations for Office

Nominations for elected officers shall be made by the membership at large. Notice of such Nomination shall be given to the membership at large at least 30 days prior to the taking of nominations. Nominations may be made only by members, and nominations shall be made separately for each office. No one person may accept more than one nomination. Members may also apply for an appointed office by notifying any member of the Board.

Section Five - Eligibility

Any member shall be eligible to hold any elected or appointed office of the organization.

Section Six - Elections and Appointments

Elections shall be held annually as designated by the Board of Directors. Ballots shall be cast in writing. The candidate for each office receiving a plurality of the votes cast shall be elected. Thereafter, the newly elected Board of Directors shall appoint the officers to be appointed.

Section Seven - Term of Office

New officers shall assume office on July 1 and shall serve until successors have been elected or appointed. President, Secretary and Treasurer shall be elected annually. VP of Communications, Public Affairs and Travel shall be elected in even numbered years while the VP of Membership and Marketing shall be elected in odd numbered years. The VP of Communications, Public Affairs, Membership and Marketing shall be elected for a two year term. The VP of Travel shall be elected for a term of three years. In the event the VP of Travel is elected to a consecutive term, there will be no VP of Travel Elect.

Section Eight - Vote

A member of the Board of Directors may have at most one vote.

Section Nine -Board Meetings

Regular meetings of the Board of Directors shall be held at least once a year on such day and at such time as the Board of Directors shall determine.

Section Ten - Quorum

The presence of two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of all business at all meetings.

Section Eleven - Duties of Officers

PRESIDENT

The President shall be a part of the Executive Committee and shall responsible for the overall direction of the organization and coordination among all officers; preside at all meetings of the Board of Directors, Executive Committee and meetings of the membership at large.

SECRETARY

The Secretary shall be a part of the Executive Committee and shall record the minutes of all matters discussed and actions taken at both membership meetings and meetings of the Executive Committee and Board of Directors and maintain the organization's Minutes of Record; handle all general correspondence of the organization as required and directed by other officers; answer inquiries from members, other organizations, etc.

TREASURER

The Treasurer shall be a part of the Executive Committee and shall keep track of all money received and deposited to the organization; keep the financial records of the organization; receive vouchers and make appropriate payments; prepare monthly financial reports; prepare and submit all government-required tax forms; oversee any trust account specifically opened to handle an Alliance program; keep track of all property and equipment owned by the organization.

VICE PRESIDENT COMMUNICATIONS

The VP of Communications shall maintain organization scrapbooks and photograph albums; prepare the Alliance's newsletter in a form suitable for printer; make arrangements for printing and for mailing; coordinate with officers and members of the organization to receive items for publication in the newsletter; take advertisements and collect fees; if established, maintain the Alliance's Web page.

VICE PRESIDENT TRAVEL AND TRAVEL ELECT

The VP of Travel shall be responsible for the coordination of all trips offered by the Pacific Rim Alliance. The first year of the term for Travel would be as the VP of Travel Elect. The VP of Travel Elect shall be responsible for taking direction from the VP of Travel. The VP of Travel Elect becomes the VP of Travel during their second year and shall assume sole responsibility for the Travel Program. During the third year of the Travel term, the VP of Travel shall be responsible for training the VP of Travel Elect.

VICE PRESIDENT MARKETING

The VP of Marketing shall be responsible for the marketing and development of the Pacific Rim Alliance. The VP of Marketing shall act as the liaison in the use of our logos or name by outside organizations.

VICE PRESIDENT MEMBERSHIP

The VP of Membership shall accept and process all membership applications; maintain accurate and current Membership list and distribute same to other officers; prepare mailing labels as requested; prepare membership form; maintain copies of all membership applications with signed waivers.

VICE PRESIDENT PUBLIC AFFAIRS

The VP of Public Affairs shall be responsible for the advancement, execution and follow up of the educational and charitable programs of the Pacific Rim Alliance.

PAST PRESIDENT

The Past President shall be the immediate past president. The Past President shall be a part of the Executive Committee and shall facilitate the transition between the current board and the previous year's board.

TRUSTEES

Trustee(s) shall be appointed by the Executive Committee. A Trustee shall be responsible for making recommendations for the educational and charitable direction of the Pacific Rim Alliance. A Trustee has no vote on the Board of Directors.

FOUNDERS

The founders shall be a part of the Executive Committee with the power to veto any Board of Director decision that may jeopardize relations among the industry, the Alliance, skiers or snowboarders. The decision to veto must be unanimous among the Founders.

ARTICLE EIGHT - EXECUTIVE COMMITTEE

Section One

There shall be an Executive Committee of the board of Directors consisting of the President, Secretary, Treasurer, Past President and the Founders.

Section Two

The Executive Committee shall meet, as soon as practicable after its election;

- a. Adopt a table of organization designating additional directors and as many chairman as necessary.
- b. Appoint such additional members of the Board of Directors as shall be necessary, each of who shall be Chairman of one of the Standing Committees of the Pacific Rim Alliance.

Section Three

The power of appointment shall reside solely in the Executive Committee of the Board of Directors. All appointments shall be with the approval of a two-thirds (2/3) vote of the Executive Committee.

Section Four

Any member of the board of Directors who shall accumulate four (4) consecutive absences or six (6) non-consecutive unexcused absences from the board meetings of this organization may, at the discretion of the Executive Committee, lose his office.

ARTICLE NINE - MEETINGS OF THE ALLIANCE

Section One - Regular Meetings

Due to the geographical diversity of the Alliance, regular meetings are not scheduled.

Section Two - Special Meetings

Special meetings may be called upon the recommendation of two-thirds (2/3) the Board of Directors. A written notice of any special meeting shall be mailed by the Alliance Secretary to each member of record on the date such meeting is called not less than thirty days prior to such meeting. Such notice shall contain the date, time and place of such special meeting and the purpose for which it is called.

Section Three - Plurality

Unless otherwise specifically provided by these By-laws, a majority vote of those members in attendance at any meeting shall be sufficient to pass any matter presented to the membership at such meetings.

ARTICLE TEN - FISCAL YEAR

The fiscal year of the Alliance shall be from July 1 through June 30.

ARTICLE ELEVEN - EXPENDITURES

Section One

No request, commitment or expenditure of funds for the organization shall be made without prior consideration and approval of the Board of Directors. No officer of the Alliance is authorized to incur expenses in the name of the Alliance without prior approval.

Section Two

The Board of Directors shall set budget requirements and procedures at the beginning of each term, and budget requests by committees shall be approved by the Board of Directors.

Section Three

A minimum balance shall be maintained in the general account for the managing the business of operating the Pacific Rim Alliance, i.e., phone, stamps, stationary supplies, as budgeted at the first meeting of the Board of Directors.

Section Four

Reimbursement of expenses incurred by officers of the Alliance will be paid only upon submittal of an itemized expense report to the Board of Directors which must pre-approved by the same before transmittal to the Treasurer for payment.

Section Five

A Travel Trust Account shall be set up to handle all Trips. Before a trip contract is signed, a trip budget must be submitted and approved by the Board of Directors. The VP of Travel shall be responsible for all control and expenses listed in the budget and shall submit the reconciled bank statement to the treasurer each month. Any expenses over and above the approved budget must be approved by the Board of Directors.

ARTICLE TWELVE - CONFLICT OF INTEREST

Section One

At any time the Pacific Rim Alliance considers, discusses or votes upon a contract or other transaction between the organization, a firm or association in which one or more of its officers are directors or are financially interested, the fact of the common directorship or financial interest shall be disclosed or made known to the officers or committees and noted in the minutes, and the Executive Committee shall approve or ratify such a contract or transaction.

Section Two

The Board of Directors may authorize, approve or ratify any such transaction in good faith and shall require a vote which would be sufficient to that purpose without counting the vote or votes of the Directors who are in conflict with the transaction.

Section Three

The VP of Travel shall not derive an income from any aspect of the Travel Industry.

ARTICLE THIRTEEN - PARLIAMENTARY PROCEDURES

Section One

All meetings of this organization shall be conducted subject to the standard parliamentary laws as set forth in Robert's' Rules of Order.

Section Two

The President may appoint any member in good standing as Parliamentarian of the organization to see to the application of such rules at all meetings hereof.

ARTICLE FOURTEEN - USE OF ALLIANCE NAME AND LOGO

Section One

The organization name and/or logo shall not be used without the prior approval of the Board of Directors.

ARTICLE FIFTEEN - AMENDMENTS

Section One

These by-laws may be amended only upon two-thirds (2/3) vote of the entire Board of Directors and ratification by a majority vote of the membership at large present and voting at a meeting at which such amendment is presented to the membership at large.

Section Two

All proposed amendments shall be presented to the Board of Directors for its action 30 days prior to presentation to the membership at large. All proposed amendments shall be presented to the membership by publication; voting by the membership at large shall take place at the next general election.

Section Three

Any amendment to the Constitution or By-laws of the Pacific Rim Alliance that is brought to a vote must state the pros, cons and financial impact. The record of which Board of Director members voted for, against or abstained must be included.

Pacific Rim Alliance Organizational Structure

Board of Directors

