

ASPEN PROFESSIONAL SKI PATROL ASSOCIATION BY-LAWS (Amended March, 2004)

ARTICLE 1: ORGANIZATION TITLE AND OBJECTIVES

1.1 Organization Title and Name

This organization shall be known as the Aspen Professional Ski Patrol Association (APSPA).

1.2 Objective of the Organization

The objective of this organization shall be to bargain collectively with the Aspen Skiing Company in regards to wages, benefits and other matters of concern to the Association.

ARTICLE 2: REQUIREMENTS FOR ASSOCIATION MEMBERSHIP AND STANDARDS

2.1 Requirements

Requirements for Association membership: must be a patroller; has to have worked at least two weeks on the Aspen Skiing Company mountains as a patroller in a non supervisory position.

2.2 Active Membership Standards

To maintain "active member" status, dues must be paid as established in the by-laws.

2.3 Voting privileges

Each active member shall have one vote per issue.

ARTICLE 3: MEETINGS OF THE ASSOCIATION

3.1 When

Meetings shall be announced a week in advance and decided upon by the Executive Board.

3.2 Quorum

Attendance by twenty-five (25) percent of the patrollers who are active members shall constitute a quorum.

3.3 Special Meetings

A special meeting may be called by the Executive Board or at the request of twenty-five (25) percent of the active members. Reasonable notice shall be given to all members of the time, place and purpose of said meeting.

ARTICLE 4: DUES

4.1 Dues

Membership dues shall be \$20.00 per month for full-time employees and \$10.00 per month for part-time employees while working. Any increase shall be determined by a majority vote by secret ballot of the active members present and voting at a regular or special meeting.

4.2 Dues due date

After signing a dues deduction form, association dues will automatically be deducted from members pay checks each month while working.

4.3 Arrears of Dues

There shall be a thirty-one (31) day grace period. No member in arrears of dues after January thirty-one (31) shall have voting privileges. Such a delinquent member shall lose his or her active member status.

4.4 New Members

New members will have their first dues payment calculated from the time period when they become an Association member until December thirty first (31) of that year.

ARTICLE 5: ELECTIONS

5.1 Executive Board

The officers of the Executive Board shall be the President, Vice- President, Secretary and Business Manager. In addition four Mountain Representatives, one from Aspen Mountain, Aspen Highlands, Buttermilk, and two from Snowmass, shall be officers of the Executive Board.

5.2 Nomination Meeting

Nominations for candidates of the Executive Board shall be made at a general or special meeting during January of even numbered years. Reasonable notice shall be given to all members of the time, place and purpose of said meeting.

5.2.1 If nominations are to be combined with the election of candidates, written notice will be given to all members at least fifteen (15) days prior to the meeting.

5.3 Nominations

All candidates for election to the Executive Board must be nominated and the nomination seconded by any active member of the Association.

5.3.1 All candidates must be present at the nomination meeting in order to be nominated, or, if absent, a letter of acceptance signed by the candidate must be presented by the member nominating him.

5.3.2 Mountain Representatives must be nominated by active members from their mountain.

5.4 Election of the Executive Board

The President, Vice-President, Secretary and Business Manager shall be elected by a majority vote of the active members who vote. Elections shall be held at a general or special meeting during January of even numbered years.

5.4.1 One Mountain Representative will be elected from Aspen Mountain, Aspen Highlands, Buttermilk, and two from Snowmass Mountain by a majority vote of the active members who work at that mountain and who vote.

5.4.2 Only votes which are cast in favor of candidates who have been duly nominated and whose names appear on the ballot shall be valid.

- 5.4.3 Where there is only one nominee for any specific office, there shall be no need to hold an election for that office.
 - 5.4.4 Written notice stating the time and place of elections will be given to all members at least fifteen (15) days in advance.
 - 5.4.5 This election proceeding shall meet Department of Labor regulations, Act-Title 4 of Labor-Management Reporting and Disclosure Act of 1959 for the election of officers.
- 5.5 Election to Fill Vacancy
If a position on the Executive Board becomes vacant, a majority of the remaining members of the Board shall elect a replacement to serve out the unexpired term. The President shall not vote except in the case of a tie.
- 5.5.1 If a Mountain Representative office becomes vacant, the Executive Board shall elect a temporary replacement. Active members from that mountain shall elect a new Mountain Representative as soon as practical.
- 5.6 Term of Office
The term of office for the Executive Board officers shall be for two years beginning on February one (1) and ending on January thirty-one (31).
- 5.6.1 In the event that new officers have not been elected by the end of their term of office, current officers will remain in office until such an election occurs.
- 5.7 Recall
The President, Vice-President, Secretary and Business Manager may be removed from office by a two thirds (2/3) majority vote of the active members who vote in a recall election. Such an election shall be held within thirty days after the filing of a petition for removal signed by at least twenty-five (25) percent of the active members.
- 5.7.1 Mountain Representatives may be removed from office by a two thirds (2/3) majority vote of the active members who work at their mountain and who vote in a recall election. Such an election shall be held within thirty days after the filing of a petition for removal signed by at least twenty-five (25) percent of the active members at that mountain.
 - 5.7.2 Written notice stating the time and place of a recall election will be given to all members at least fifteen (15) days in advance.

ARTICLE 6: DUTIES OF THE EXECUTIVE BOARD

- 6.1 Duties
The duties of the Executive Board shall be the administration and financial concerns of the Association, also to establish meetings, appoint committees, appoint negotiators for talks with the Aspen Skiing Company.

6.2 Meetings

Meetings of the Executive Board shall be called as deemed necessary by the presiding officer. Reasonable notice will be given to all officers.

6.3 Quorum of the Executive Board

Attendance by three officers of the Executive Board shall constitute a quorum.

ARTICLE 7: DUTIES OF THE PRESIDING OFFICERS

7.1 Duties of the President

7.1.1 Preside over all business meetings.

7.1.2 Appoint committees: The President shall be empowered to appoint all committees at any time and shall be ex-officio chair of all committees.

7.2 Duties of the Vice-President

7.2.1 President's Absence: It shall be the duty of the Vice-President to perform the duties of the President in his absence.

7.2.2 Assist the President: It shall be the duty of the Vice-President to assist the President in the discharge of his duties.

7.3 Duties of the Secretary

7.3.1 Record of transactions: It shall be the duty of the Secretary to keep the correct records of all important transactions of the Association business meetings and call roll when directed by the presiding officer.

7.3.2 Notify members of special meetings: It shall be the duty of the Secretary to notify all members of special meetings.

7.3.3 Minutes availability: It shall be the duty of the Secretary to make the minutes available to Association members and officers two weeks after the meeting.

7.4 Duties of the Treasurer

7.4.1 Correct accounting of all money: The Treasurer shall account for all money received, pay all warrants drawn on the Association approved by the presiding officer or Business Manager, and the Treasurer shall submit to the Association a full and complete report of receipts and disbursements, ready for inspection by the Association prior to the installation of new Executive Board officers (end of Board's term) and, when legally called upon, to deliver to his successor in office, or to any person the Association may direct, all monies and other property.

7.4.2 Meeting report: The Treasurer shall have an up to date accounting of Association income and expenditures and make a financial report at Association meetings.

- 7.4.3 The books: The Treasurer shall have all books in order and up to date at the end of his term.
- 7.4.4 Financial reports: The Treasurer shall file all financial reports required by the Department of Labor, the Internal Revenue Service, or any other government agency.
- 7.4.5 The Treasurer shall keep a current registry of active members.

7.5 Duties of the Business Manager

- 7.5.1 Business and affairs: The Business Manager shall direct and conduct the business and affairs of the Association to secure the objects, purposes and principals of the Association within the limits of the policy set by the Membership and by the Executive Board.
- 7.5.2 Mountain Representatives: The Business Manager shall assist and advise the Mountain Representatives and help them to secure any legal assistance and advice they may need to carry out their duties.
- 7.5.3 Counsel and technical assistance: The Business Manager shall employ such legal counsel, certified public accountants and other technical personnel as he may deem necessary or advisable, with the advice and consent of the Executive Board.
- 7.5.4 Expenses: The Business Manager shall, with the advice and consent of the Executive Board, incur such expense as may be necessary, proper or advisable in the carrying out of his duties and shall cause all current expenses to be paid.
- 7.5.5 Legal defense of Officers and Representatives: The Business Manager is authorized, on behalf of the Association, to defend or seek legal counsel for it or its Officers and Representatives in any legal or administrative proceeding, included but not limited to any such proceeding, action or suit in which any act or thing done or which it is claimed any of them failed to do arising out of or in the course of their duties with the Association.
- 7.5.6 Negotiations and contract enforcement: The Business Manager shall direct the negotiation of all agreements with the Company and shall employ the resources of the Association to enforce each agreement fully.

7.5 Duties of Mountain Representatives

- 7.6.1 Representation of members: The Mountain Representatives shall represent Association members at their request at any grievance or disciplinary meeting.
- 7.6.2 Grievances: The Mountain Representatives shall assist Association members at their request in filing a grievance in their behalf. The Mountain Representatives shall also assist the Association in processing Association grievances which relate to matters at their worksite.

- 7.6.3 Advice for members: The Mountain Representatives shall advise or seek advice for Association members on matters relating to the collective bargaining agreement or any other matter relating to terms and conditions of employment.
- 7.6.4 Contract enforcement: The Mountain Representatives shall enforce the collective bargaining agreement at their work site and report any violations to the Association Executive Board.

ARTICLE 8: SPECIAL COMMITTEES

- 8.1 All special committees must report at the next Association meeting after appointment. When the report is not complete, further time may be granted at the discretion of the presiding officer.

ARTICLE 9: RULES OF ORDER

- 9.1 Opening Procedure
When the presiding officer takes his chair, all members shall take their seats in front of the presiding officers. At the presiding officers request the meeting shall come to order.
- 9.2 No member shall make any noise or interrupt the business while the minutes are being read.
- 9.3 When Members may Speak
No member shall be allowed to speak until properly recognized by the chair. Such recognition will not be withheld unreasonably.
- 9.4 Questions
All questions, unless otherwise decided by the by-laws, shall be settled by a majority vote of the active members who are present and vote.
- 9.5 Point of Order
When a point of order is raised by any member, the person having the floor shall take his seat until the point is decided by the chair; then if proper he may resume.
- 9.6 Motions
When a motion is properly made and seconded, it must be disposed of before another can be made.
- 9.7 Conduct During Meetings
There shall be no smoking during meetings.
- 9.8 Order of Business shall be as follows:
 - Meeting Called to Order
 - Roll Call
 - Approval of Minutes of Previous Meeting
 - Treasurer's Report
 - Communications
 - Reports of Standing and Special Committees
 - Old Business

New Business
For the Good of the Association
Election of the Executive Board
Adjournment

9.10 Other matters will be governed by Robert's Rules of Order.

ARTICLE 10: AMENDMENTS

10.1 By-Laws Review Committee

The President shall appoint a by-laws review committee. The purpose of the committee shall be to study and review yearly the Association by-laws. This committee may present recommendations to the Association at any business meeting.

10.1.1 Review of Amendments to By-Laws:

This committee is to study and review any proposed amendments to the Association by-laws and give their recommendations.

10.1.2 Voting on Amendments to By-Laws: There shall be a waiting period of fourteen (14) days from the time the by-laws committee recommends any proposed amendments and the time the Association votes on said proposed amendments.

10.1.3 Approval of Amendments to By-Laws: Amendments of the by-laws may be made by a favorable two-thirds (2/3) majority vote of active members who are present and vote at any business meeting.

ARTICLE 11: AFFILIATION

11.1 The association may agree to affiliate with another labor organization upon a majority secret ballot vote of the members in good standing of the association. Members in good standing shall be afforded at least 14 days notice of such affiliation vote.

ARTICLE 12: CONTRACT RATIFICATION

12.1 When a new collective bargaining agreement has been reached, all active members shall be given the opportunity to vote on it through a ratification ballot. A majority vote must favor the new agreement for it to be implemented.

ARTICLE 13: AUTHORIZATION TO STRIKE

13.1 The Executive Board must obtain permission from the members before calling a strike. A special meeting must be called and a secret ballot election held to vote on this issue. Two thirds (2/3) of the active members present and voting must favor a strike in order for one to be called.

ARTICLE 14: SAVINGS CLAUSE

14.1 If any Article or Section of these by-laws should be held invalid by operation of law or by any tribunal of competent jurisdiction, the remainder of these by-laws or the application of such Article

or Section to persons or circumstances other than those as to which it has been held invalid shall not be affected thereby.