

**BYLAWS
OF THE
NATIONAL SKI PATROL SYSTEM, INCORPORATED**

Adopted February 1971
Last Revised December
2024



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1. ARTICLE 1 NAME, HISTORY AND PURPOSE

1.1 **Name**

The National Ski Patrol System, Incorporated [Hereinafter “NSP”] is the official, legal name of this organization but any use of the following variations or abbreviations shall mean the same: (1) National Ski Patrol System, Inc., (2) National Ski Patrol, (3) “NSP,” (4) “NSPS,” or (5) “NSPS, Inc.”

1.2 **History**

The NSP was formed as an association in 1938, incorporated in New York in 1948, and then incorporated in Colorado in 1953. The NSP is also one of 92 nonprofit corporations listed in the United States Congressional Charter under Title 36, Subsection II of the U.S. Code. The NSP Federal Charter was issued in 1980 with the original purpose of promoting the education of ski patrollers throughout the country.

1.3 **Purpose**

The NSP is a nonprofit association of members sharing the general purpose of promoting public safety, as well as educating, training, and credentialing providers of emergency services to participants involved in outdoor recreation. The purpose has expanded over time to include aid to local, state or federal government, agencies, communities or rescue organizations, civilian or military when requested or whenever there is a need.

2. ARTICLE 2 MEMBERSHIP

2.1 Membership

Any person accepted by the NSP as a member and who meets and maintains the minimum requirements established by the Board of Directors, regardless of race, creed, color, gender or gender identity shall be a member. Membership is subject to categories and classifications with each category being granted or restricted as to voting privileges.

2.2 Categories of Membership

Each member shall be categorized as a “Traditional Member” or “Associate” and these terms shall have the following definitions:

(a) Traditional Members

Traditional Members shall be those who have passed the required training or obtained the required certification as established by the Board of Directors of the NSP, are current in payment of all dues or other charges, and are an active member in good standing with the NSP and an NSP registered Alpine, Nordic/Backcountry or Other Specialized Patrol. Traditional Members shall also include Physician Partners, Hosts, former Traditional Members who are currently registered with the NSP as Alumni Members, or any Candidates who are currently registered on a patrol or Host unit and in good standing with the NSP and are in the process of completing training required to obtain the status of a Traditional Member.

(b) Associate Members

Associate Members shall be those who have passed the required training or obtained the required certification as established by the Board of Directors of the NSP, are current in payment of all dues or other charges, and are active and in good standing with the NSP, but who are neither members of an NSP Alpine, Nordic/Backcountry or Other Specialized Patrol nor have declared an intent as a candidate to train to become a Traditional Member.

2.3 Voting Rights & Limitations

Traditional Members shall have the right to vote on all matters submitted to them.

Associates shall not have the right to vote.

2.4 Membership Subcategories

The categories of Traditional Member and Associates may also be divided into various sub-categories and/or classifications as determined by the Board of Directors based on skill, training or any other classification it deems advisable. These subcategories and classifications shall be published in the NSP Policies and Procedures (P&P) Manual.

2.5 Membership Governance

Continued Membership or Associate status shall require continued adherence to the policies and procedures established and from time to time amended by the NSP Board of Directors and published in the NSP P&P Manual.

2.6 Membership – In Good Standing

The phrase “in good standing” means one who is current and has met all requirements for membership for a particular category or classification of membership in the NSP, including dues payment being current, all required membership certifications completed and verifiable and who is not under any form of censure or sanction by the NSP, which would affect one’s active status in the organization.

3. ARTICLE 3 BOARD OF DIRECTORS

3.1 Authority & Function

The governing body of the NSP shall be the Board of Directors. The Board shall determine the NSP's policies and procedures, be the ultimate decision-making authority over all matters and shall interpret these bylaws. The Board of Directors shall establish the NSP's financial policies and shall be accountable for the NSP's assets.

3.2 Board Member Duty

Each Board Member serves in a fiduciary capacity and owes the NSP the duty of care, obedience, diligence, loyalty and good faith. Each Board Member shall act as a Board Member within the scope required by applicable state and federal laws applying to being a member of the Board of a non-profit organization.

3.3 Composition and Terms of Office

The Board of Directors shall consist of thirteen members, including the National Chair. Any Traditional Member currently in good standing who has been an active Traditional Member for at least the past five consecutive years is qualified to be a member of the Board of Directors.

The full term of office for each Director shall be three years. The terms shall be staggered so that four or five Directors are elected each year plus allowance for filling vacated terms as outlined in section 3.9. No member of the Board of Directors, including the National Chair, may serve for more than a lifetime total of six years.

3.4 Meeting Quorum

A meeting quorum shall consist of a majority of the Board Members who are elected or appointed with acceptance as Board Members per section 3.9.

3.5 Actions of the Board of Directors

Actions of the Board of Directors, upon the declaration of a quorum, shall be by a majority vote, unless a two-thirds vote is required by these Bylaws.

3.6 Election of the National Chair and Selection of the Assistant National Chair

(a) Election of the National Chair

The National Chair shall be elected from among the members of the Board of Directors and shall continue as National Chair until a successor is elected, they resign from the position, or are removed. Any member of the Board of Directors is eligible to be elected.

A National Chair shall be elected annually at each Mid-winter Meeting and shall assume the duties of office when elected.

(b) Selection of the Assistant National Chair

The Assistant National Chair shall be selected each year in conjunction with the National Chair by a process to be determined by the Board of Directors.

(c) Vacancy of the National Chair

In the event that the position of National Chair becomes vacant, and the position of Assistant National Chair is occupied, the Assistant National Chair shall serve on an interim basis until the election of a new National Chair. In the event that both the National Chair and the Assistant National Chair are or are anticipated to become vacant, the Board of Directors shall meet on the earliest notice available to select an Interim National Chair from among their ranks to serve until the election of a new National Chair.

3.7 Duties & Voting Rights of the National Chair

(a) Chief Elected Officer

The National Chair shall be the chief elected officer of the NSP. The National Chair shall serve as the Chair of the Board of Directors but shall have the right to vote only when that vote will affect the outcome.

(b) Committee Memberships

Except to the extent otherwise provided in these Bylaws or P&P, the National Chair shall serve as a member of all committees, except the Election Committee, but shall not have the right to vote or count towards a quorum.

(c) Other Duties

The National Chair shall communicate with the members of the NSP and make such suggestions that tend to promote the welfare and increase the usefulness of this organization. The National Chair shall perform all duties as defined herein or as may be prescribed by the Board of Directors.

3.8 Presiding Officer when National Chair is Absent

The Assistant National Chair shall preside at meetings when the National Chair is absent. In the event the Assistant National Chair is absent or unable to preside the National Chair shall designate who shall preside.

3.9 Vacancies on the Board of Directors

(a) Filling a vacancy of less than one year

When a vacancy occurs, which will leave the position vacant for less than one year, the vacancy shall be filled at the next regularly scheduled election.

(b) Filling a vacancy of a year or more

When a vacancy occurs, which will leave the position vacant for one year or more, the vacancy shall be filled by the Board of Directors at the next regularly scheduled meeting by appointing the individual who received the most votes in the last Board of Directors election and who was not elected.

(c) Filling more than one vacancy

If there was more than one vacancy, the vacancies shall be filled in order with the longest-term remaining being assigned to the candidate in the last election who obtained the largest number of votes and who was not elected.

(d) Filling a vacancy if an elected Board Member declines

If the person selected declines to sit on the Board of Directors, then the next individual receiving the most votes would be selected until someone agrees to fill the vacant position.

(e) Filling a vacancy if no candidates remain

If there are no candidates from the last election to fill the vacancy, or would agree to fill it, such vacant position shall be filled at the next regularly scheduled election for the Board of Directors.

(f) Serving remaining term

A person so selected will serve the remaining balance of the Board Member's term. The individual selected shall assume the Board of Director's position upon notification by the National Chair of the appointment and the individual's acceptance of the appointment.

(g) Length of term

Based on the term limit of six years contained in section 3.3, no person may stand for election unless they are eligible to serve the entire term of three years.

3.10 Removal of Directors from Office

(a) Removal of Board of Directors Member; Bar from Office

Members of the Board of Directors may be removed "with or without cause" from office but only under the authority and procedures of Colorado Revised Statutes (CRS) 7-128-

108 as amended from time to time. Removal is by a special meeting conducted by any reasonable means and because of the size of the membership may be conducted by a vote of Traditional Members taken during an annual election or taken during any special vote process convened for this purpose. Removal from the Board of Directors by this section also removes the Board Member from all national positions of administration or governance, chairmanships, national committees and offices at the national level.

Removal in accordance with this subsection may also bar the person from service in that former office or as a national officer, national program director, national coordinator, standing committee member, and/or NSP National Chair for four years from the effective date of the removal.

(b) Removal of the National Chair

The NSP National Chair may be removed by a two-thirds vote of the Board of Directors, but said removal does not remove the person as a member of the Board.

3.11 Meetings

The Board of Directors shall meet at least twice a year and more often as needed.

(a) Annual Meeting

The Annual Meeting of the Board of Directors shall be held each year on a date set by the Board of Directors. Meetings of the Board of Directors are established by resolution of the Board of Directors and in accordance with applicable law.

(b) Mid-Winter Meeting

A Mid-winter Meeting shall be held each year, usually in the month of January, as established by resolution of the Board of Directors.

(c) Special Meetings

Special Meetings of the Board of Directors may be called by the National Chair or by any seven members of the Board of Directors with two days' written or electronic notice to each member of the Board of Directors. The notice shall state the date, time, place, purpose and type of meeting (e.g., electronic, in person) or the purpose of the meeting may be designated at any prior meeting. See Colorado Statute §7-128-203.

(d) Discussion Sessions

The National Chair may call for a Discussion Session to be held, by the same process as a Special Meeting as set forth in section 3.11 (c) above, except that no business shall be transacted at such Discussion Session. Discussion Sessions may be open to members or held as executive sessions, at the discretion of the National Chair.

(e) Division Director Participation in Meetings

The Division Directors shall collectively advise the NSP Board of Directors on matters and issues as the Division Directors feel necessary or when requested by the NSP Board of Directors. Individual Division Directors may also participate in meetings as NSP members.

(f) Member Participation in Meetings

Passive participation in all meetings, except executive sessions, by NSP members and/or guests invited by the National Chair or designee shall be allowed. Passive participation allows members to attend the meeting, but shall not speak unless recognized by the National Chair.

(g) Waiver of Meeting Notice

Any meeting called with less than two days' notice requires the written consent of all members of the Board of Directors. Consent may be given before, during or after the meeting consistent with Colorado Statute §7-128-204.

4. ARTICLE 4 OFFICERS

4.1 National Board Officers & National Legal Advisors

The National Officers of the NSP shall consist of the following:

The Board of Directors;

The National Chair;

The Assistant National Chair; and

The Treasurer.

In addition to the National Officers, there shall also be a legal advisor and there may be an assistant legal advisor, who are not officers but serve as legal counsel to the NSP. These advisors shall be called the National Legal Advisor and the Assistant National Legal Advisor.

4.2 Qualifications, Responsibilities and Duties of National Officers

Qualifications, responsibilities and duties of the National Officers shall be determined by the Board of Directors as set forth in the NSP P&P Manual.

4.3 Subordinate Officers for Traditional Members

The following officers shall comprise the chain of command for the Patrol unit through the Division level:

(a) Patrol

A Patrol Representative/Director shall administer a Patrol.

(b) Section

A Section Director or Chief shall administer a Section.

(c) Region

A Region Director shall administer a Region.

(d) Pro Region

A Region Delegate shall administer each Region of the Professional Division

(e) Division

A Division Director shall administer a Division.

4.4 Subordinate Officers for Associate Units

The officers who shall comprise the chain of command for Associate Units shall be established by the NSP Board of Directors and as set forth in the P&P Manual.

4.5 Qualifications, Responsibilities and Duties of Division Directors

The Board of Directors shall determine the qualifications, responsibilities and duties for the Division Directors. The NSP Board of Directors shall document the qualifications, responsibilities and duties in the NSP P&P Manual.

The Division Directors may meet as a “team” to advise the NSP Board of Directors on matters and issues as the team deems necessary or when requested by the NSP Board. The team retains the right to weigh in or not weigh in on matters and issues.

4.6 Appointment of Assistants by Subordinate Officers

Division Directors shall have complete authority to appoint assistants to carry out their objectives. Patrol Representatives, Section Chiefs, and Region Directors, shall have complete authority to appoint assistants to carry out their objectives subject to their Division bylaws, policies and procedures. Officers of Associate Units or units comprised of Associates formed under the NSP but not under the Patrol structure shall have authority defined by the NSP Board of Directors to appoint assistants as these units are formed and the appointment process and limitations shall be set forth in the NSP P&P Manual.

4.7 Removal of Officers below the National Level

All line officers and program supervisors, administrators, advisors and instructors at the division level are not covered in this Article of these Bylaws but may be removed according to the procedures established by the NSP Board of Directors and/or their division as published in the NSP P&P manual or the appropriate division policies and Procedures Manual.

4.8 Removal of Officers by the National Chair

Any national officer who has been appointed to that office solely by the National Chair and serves at the pleasure of the National Chair may be removed from that specific office by the National Chair with or without cause. This includes but is not limited to the National Legal Advisor and the National Medical Advisor who both serve at the pleasure of the National Chair. All appointments by the National Chair that require confirmation of the appointment by the Board of Directors may be removed by the National Chair when that removal is confirmed by a majority vote of the Board of Directors in the same manner as the appointment was made. The National Chair votes as any other Board

Member and not only to change the outcome. This joint removal is with or without cause when both the National Chair and the Board of Directors agree on the removal. Special exceptions may apply as indicated in these Bylaws.

4.9 Removal of Officers by the Board of Directors when the National Chair Objects

Any national officer who has been appointed to that office by any means may be removed by the Board of Directors for cause with a two-thirds majority vote of the Board when the National Chair objects or does not join with the Board for the removal. This includes but is not limited to a vote for removal of the National Chair.

4.10 Procedures for Removal “For Cause”

The following procedures and limitations shall apply to removal of all officers above the division level who are being removed “For Cause:”

(a) Basis for Removal

Removal from office “For Cause” must be based upon one or more of the following:

- (1) gross, repeated and continued failure to observe material NSP rules or regulations, (2) misrepresentation or abuse of any NSP position for personal gain,
- (2) gross malfeasance in office,
- (3) conduct that brings significant disrepute or harm to the NSP or
- (4) any act, which would be a crime amounting to a felony or a crime of moral turpitude under federal law or the laws of the state where the act occurred. The final determination regarding the existence or absence of these bases shall be at the sole discretion of the NSP Board of Directors.

(b) Complaint for Removal

The National Chair may file at any time a complaint to remove any officer at the national level with the NSP National Board. Three or more National Board Members are required to file a complaint to remove a National Officer or any other officer appointed at the national level when the NSP National Chair is the subject, is not the moving party or does not join in the removal process. All complaints shall be in writing, signed by each complainant or complainants and set forth the following information:

- (1) the name and position of the subject of the complaint,
- (2) the basis for the complaint,
- (3) concise and specific allegations of facts, which tend to substantiate the basis for the complaint and

- (4) a summary of the supporting documents and witnesses who will prove the complaint. The complaint shall be sent to the NSP National Chair, unless the person whose removal is sought is the NSP National Chair in which case the complaint shall be sent to an alternate officer in the following order: 1st Assistant National Chair, 2nd Assistant National Chair or the Finance Committee Chair who shall oversee the processing of the complaint.

(c) Filing & Notice of the Complaint

The national officer to whom the complaint is directed (NSP Chair or alternate officer) shall refer the matter to the Board of Directors within fifteen days after receipt by mailing or emailing copies of the complaint to each member of the Board of Directors. The complaint shall also be sent within those fifteen days by certified mail to the person who is the subject of the complaint.

(d) Resolution Procedures

The Board of Directors shall investigate the complaint or order the matter to be investigated by a sub-committee and after a report has been filed with them upon the completion of the investigation, the NSP Board of Directors shall meet in person or by electronic conference means to discuss the matter. The Board of Directors shall provide a reasonable opportunity for the subject of the complaint to be heard, make a defense to the complaint and present witnesses or evidence. Other persons as the Board of Directors deems appropriate may be called or be permitted to file reports or evidence with the Board. A vote to remove must be supported by a two-thirds majority of the entire Board of Directors if the Chair does not join or a majority vote if the chair joins for removal. The complaint shall be dismissed with prejudice if the Board of Directors does not support removal.

(e) Timing of Removal

If the Board of Directors decides to remove the subject of the complaint, the removal is effective immediately following the tabulation of the vote. Notice to all interested parties shall be sent within a reasonable time after the vote.

(f) Actions against Complainants who file false or unsupported charges

Any NSP officer or patroller who causes a complaint to be filed against any officer at the national level when that complaint proves to be a “false complaint” may be sanctioned by the NSP Board of Directors. A “false complaint” is defined as a complaint (1) that is not reasonably supported by facts, or (2) is found by the Board to be filed for the purpose of harassment or intimidation of the officer and not primarily to correct a wrong. If a false complaint is filed, the Board may initiate charges of improper conduct against the complainant, investigate the matter, give all sides an opportunity to present evidence to the Board and decide the matter. If the Board finds by a 2/3 majority vote that the complainant filed a false complaint, the Board may sanction the complainant with any penalty it deems appropriate under the circumstances from a private reprimand to

expulsion from the NSP. The resulting decision of the NSP Board of Directors in matters of this kind is a final decision.

5. ARTICLE 5 NATIONAL COMMITTEES

5.1 Appointment of Standing Committees

(a) Process for Appointing Standing Committee Chairs and Membership

The National Chair shall appoint the Standing Committee Chairs and the members of the Standing Committees subject to confirmation by the NSP Board of Directors at its next meeting, with advice of the Division Directors. The NSP National Chair must provide notice of the appointment to the NSP Board of Directors within fifteen days of the appointments. Appointees may serve by authority of the National Chair's appointment until the appointment is confirmed or rejected.

(b) Standing Committee Chair and Appointments

The Chair of each Standing Committee shall be a member of the Board of Directors. A member of the national office staff shall be appointed jointly by the NSP National Chair and the NSP Executive Director to serve as Liaison Member of each Standing Committee. The Liaison Member shall not vote on Standing Committee matters but shall otherwise participate in the committee's activities and serve as a liaison between the Standing Committee and the national office. All other appointments to the Standing Committee shall be made by the NSP National Chair and shall be submitted to the Board of Directors for confirmation at its next meeting after the appointment. Appointees may serve by authority of the National Chair's appointment until the appointment is confirmed or rejected at the next Board meeting. Other than the National Chair, each assigned member of the NSP Board of Directors, including the committee chair, and each assigned Division Director shall serve as a voting member on a minimum of a single Standing Committee, with membership being evenly divided, to the extent reasonably practicable, among the Standing Committees. The committee chair is counted in the equal division of Board members. Each Standing Committee may also have up to two (2) Members-at-Large as requested by the committee chair, appointed by the National Chair and confirmed by the Board of Directors and will each carry one vote. Each Standing Committee shall report at least annually to the NSP Board of Directors regarding committee operations and proposed changes needed on all matters for which it has responsibility.

5.2 Standing Committees

There shall be four Standing Committees: Governance, Finance, Planning, and Education.

(a) Standing Governance Committee

There shall be a Standing Governance Committee appointed to review matters related to the governance of the NSP and to have responsibility for oversight of the NSP Bylaws. It

shall perform its tasks in accordance with the approved Committee Charter. Attached to the Standing Governance Committee shall be the Bylaws Oversight Committee. This committee shall review all governance matters that might affect the Bylaws and shall from time to time report their findings to the Governance Committee with special authority to also make reports directly to the NSP Board of Directors.

(b) Standing Finance Committee

There shall be a Standing Finance Committee appointed to review the financial health and accountability of the organization for past, present and future financial matters. It shall perform its tasks in accordance with the approved Committee Charter.

(c) Standing Planning Committee

There shall be a Standing Planning Committee appointed to review matters related to the planning of future matters for the NSP and the future policies and programs of the NSP. It shall perform its tasks in accordance with the approved Committee Charter.

(d) Standing Education Committee

There shall be a Standing Education Committee appointed to review matters related to all education programs developed by the NSP. This committee will be responsible for the quality, content, and development of all past, present, and future education programs developed for the NSP. It shall perform its tasks in accordance with the approved Education Committee Charter.

5.3 Special Committees and Subcommittees

In addition to the Standing Committees, there shall be a Bylaws Oversight Committee and an Election Committee. The National Chair of the Board of Directors shall appoint the members of the Bylaws Oversight Committee and the Election Committee as set forth in section 5.1, above.

The Bylaws Oversight Committee shall consist of five voting members and two nonvoting members. It is recommended, but not required, that a minimum of four voting members of the committee be from the legal profession. The fifth member shall be selected from the Board of Directors and serve as committee chair. In addition to the five voting members, the National Legal Advisor or designee shall be a non-voting member, and the Executive Director shall select one non-voting member from the office staff to serve as liaison between the committee and the Executive Director.

Selection Process: The Governance Committee shall nominate a slate of five to ten candidates for membership to this subcommittee and present the slate to the NSP National Chair. The National Chair may consider those candidates nominated by the committee or others for the five members, and appoint a chair of the committee, provided all are well-suited and qualified, and send those names to the NSP Board of Directors for confirmation. The chair of the committee or the staff liaison may serve as secretary of the committee.

The five voting members shall serve a term of two years, and may be reappointed for a total term of up to six years. Members may be reappointed after a term of two years off the committee. There is no term limit for the National Legal Advisor or designee or the staff liaison. The term shall begin and end 30 days after the selection of a new National Chair.

The National Chair of the Board of Directors may appoint other Special Committees or Subcommittees for any limited, special purpose, and may designate the time or event for its dissolution.

The Chair of any Standing Committee may request that the National Chair of the Board of Directors establish Special Committees or Subcommittees to operate and assist that Standing Committee. These appointments by the National Chair do not require confirmation by the Board of Directors; however, the Board of Directors may, by majority vote, dissolve such Special Committee or Subcommittee or reject such appointment.

5.4 Proposals by Committees to the Board of Directors

When a Standing Committee files a proposal, motion or action item with the NSP Board of Directors, then a second to the proposal, motion or action item by a member of the NSP Board of Directors shall not be required. When any other committee (other than a Standing Committee) files a proposal, motion or action item with the NSP Board of Directors, then a second is required.

5.5 Removal of Special Appointment Officers

No member of the Election Committee, any national program coordinator, or any member of a Standing Committee may be removed from office by the National Chair with or without cause without the approval or confirmation of a majority of the Board of Directors. If the National Chair objects, the vote of the Board of Directors shall be a two-thirds majority vote.

6. ARTICLE 6 NATIONAL PROGRAMS

6.1 National Programs, Operations and Staffing

The Board of Directors shall authorize National Programs and establish the purpose, governance and operation of each program. The Director or Advisor of the Program shall be appointed by the National Chair subject to confirmation by the Board of Directors at its next meeting. The National Chair must provide notice of the appointment to the Board of Directors within fifteen days of the appointment. Appointees may serve by authority of the National Chair's appointment until the appointment is confirmed or rejected.

6.2 National Programs, Membership

The National Program Staff shall include at a minimum, the National Program Director/Advisor and the Division Supervisors/Advisors who are appointed by the Division Directors.

7. ARTICLE 7 NATIONAL EXECUTIVE DIRECTOR AND STAFF

7.1 Executive Director

The NSP Board of Directors shall appoint, hire, designate, or engage an individual who shall supervise the national office and staff and make reports to the Board of Directors at such times as shall be required. The Executive Director shall have overall responsibility and authority for the conduct of the business and affairs of the NSP, subject to the control and oversight of the Board of Directors, and shall report directly to the Board. Further, the Executive Director shall exercise such other powers, authority and responsibilities as the Board may from time to time determine by resolution, and shall ensure that all orders and resolutions of the Board are carried into effect. The Board of Directors may assign a title to the position as appropriate to accommodate NSP's needs.

The Board of Directors has the sole authority to make significant employment changes to the Executive Director position, including but not limited to hiring and firing.

7.2 National Staff

An administrative staff may be employed by the NSP to assist the Board in its duties and shall have such duties, titles and other functions as prescribed by the NSP Board of Directors in conjunction with the Executive Director.

8. ARTICLE 8 ADMINISTRATIVE STRUCTURE OF PATROLS AND ASSOCIATE UNITS

8.1 Geographic Composition of Divisions

The Board of Directors shall have the authority to establish the geographical composition and name of each Division. The Board of Directors shall also have the authority to establish a Professional Division with no geographic limitations but whose boundaries are national in scope and whose members are paid patrollers.

8.2 Chain of Command & Structure of Divisions

The following chain of command shall be utilized by the Divisions:

(a) Patrol

A Patrol consists of a Patrol Representative/Director and one or more additional NSP Patrollers.

(b) Section

A Section consists of two or more Patrols.

(c) Region

A Region consists of two or more Sections, or two or more Patrols if Sections are not recognized by the Division.

(d) Division

A Division consists of two or more Regions.

8.3 Geographic Composition of Regions and Sections

Division Directors shall have the authority to establish the geographical composition of the Regions and Sections within their Division.

8.4 Election or Appointment of Division Line Officers

Election or appointment of Patrol Representatives, Section Chiefs, Region Directors and Division Directors shall be determined by Division policy, if any, but shall not be inconsistent with any formal agreement (including any Memorandum of Understanding) between the patrol or unit and another party to such agreement. In the absence of relevant division policy, such election or appointment shall be made by the Executive Director in conjunction with the National Chair.

8.5 Administrative Structure of Associate Units

The Board of Directors may establish the structure of the Associate Units and assign them to divisions or create a parallel structure with designated officers that are identified by names common to the incident command system or any other form they deem appropriate with the elections, appointments, duties and responsibilities of each to be set forth in the NSP P&P Manual.

9. ARTICLE 9 NATIONAL ELECTIONS

9.1 Board of Director Elections and Other Initiatives Requiring Membership Vote

(a) Board of Director Elections

Elections for the NSP Board of Directors shall be held in accordance with these Bylaws.

(b) Other Board Initiatives Requiring Membership Vote

The Board of Directors from time to time may conduct a vote of the Traditional Membership on any issue or issues it deems appropriate.

Initiatives approved by the Board of Directors to be put before the membership for vote will be provided to the Election Committee to be placed on the ballot.

- (1) This submittal will include the details of the initiative and the pros and cons as approved by the Board.

9.2 Election Committee

(a) Makeup

There shall be an Election Committee appointed each year consisting of two members of the current Board of Directors (selected by the Board), two Division Directors (selected by the Division Directors), and a fifth member called the Member-at-Large (selected by the other four members of the Committee). The five members shall elect the Committee Chair from among their number. Board Member and Division Director eligibility shall be rotated among those eligible and be limited to those with terms not expiring in the current year. Any Traditional Member in good standing, who is not and has not been a Board Member or Division Director, is eligible to be the Member-at-Large.

No member of the Election Committee may be removed from office by the National Chair with or without cause without the approval or confirmation of a majority of the Board of Directors. If the National Chair objects, the vote of the Board of Directors must be a 2/3 majority vote.

(b) Purpose

- (1) The Election Committee ensures that highly qualified members are selected as candidates for election to the Board of Directors.
- (2) The Election Committee shall ensure that elections are conducted in accordance with NSP election procedures as outlined in these Bylaws.

- (3) The Election Committee shall ensure that any initiative brought forth by the Board of Directors for a vote by Traditional Members is appropriately placed on the ballot.
- (4) The Election Committee shall post the “List of Needs” as approved by the Board of Directors.
- (5) The Election Committee shall prepare and announce the “Call for Candidates” and assure posting on the NSP website.
- (6) The Election Committee shall produce the ballot for any election.
- (7) The Election Committee reports the conduct and outcome of the election to the Board of Directors at the January Mid-winter Meeting or later as directed by the National Chair.

(c) Number of Nominees for Board of Directors Elections

The ballot sent to the membership, if there are enough applicants, shall contain at least two candidates per vacancy and no more than four candidates per vacancy.

(d) Reducing Nominees for Board of Directors Elections

If the Election Committee needs to reduce the number of applicants as required by these Bylaws, then this will be done with consideration to the overall applicant’s qualifications, taking into consideration the “List of Needs” as developed by the Board of Directors. Overall qualifications for an applicant should include consideration of the applicant’s education, experience and the ability to organize thoughts and communicate. Anyone on the Board of Directors applying for a second term will automatically be placed on the ballot and may not be rejected by the Election Committee, subject to the six-year limit as set forth in section 3.9.

9.3 Election Schedule for Board of Directors

When a deadline or date is named in this section, the date shall be the date stated unless the offices for the NSP are not open for business for any reason. If the date falls on a date the office is not open for business, then the date shall be the next date the office is open for business. The time for the deadline of any term named in this section shall be 4:00 PM Mountain Time Zone, United States of America. The following dates shall apply to all elections:

February 1: The deadline for selection of Board of Director and Division Director representatives to the Election Committee. It is noted by tradition that these selections are usually made at the Mid-winter meeting. The Board of Directors may extend this date by up to twenty-one (21) days upon approval by a majority of the Board of Directors.

March 1: The deadline for selection of the Member-at-Large and Committee Chair of the Election Committee. The Election Committee may extend this date by up to twenty-one (21) days upon approval by a majority of the Election Committee.

March 6: The deadline for delivery of the “List of Needs” to the Election Committee by the Board of Directors. The “List of Needs” is developed by the Board of Directors. The Election Committee may extend this date by up to seven (7) business days upon approval by a majority of the Election Committee.

April 1: The deadline for the Election Committee announcement of the “Call for Candidates” on the NSP Website, distributed via electronic means and other publications to NSP members, including application instructions, “List of Needs” and the schedule for the election. This deadline may be extended for cause by the Board of Directors.

June 1: The deadline for submission of application forms to the Election Committee, which shall promptly post the list of applicants on the NSP Website; applications received after the deadline will not be considered.

September 15: The deadline for announcement to the membership by the Election Committee of nominees who have been selected by posting on the NSP website and by other electronic means, including information about the qualifications of each nominee. The Election Committee may extend this date by up to seven (7) business days upon approval by a majority of the Election Committee

October 15: The deadline for eligible voting member notification that electronic voting has commenced;

December 1: Close of voting date.

January 1: Board of Director terms commence, and members take office.

9.4 Voting

(a) Voting Eligibility and Process

Each Traditional Member in good standing shall have the opportunity to cast one vote for each open seat for the Board of Directors. All Traditional Members that are in good standing thirty (30) or more days prior to the opening of election will have the right to vote in that election and will receive access to a ballot. Members joining the NSP during the thirty (30) day period immediately prior to an election or that become members during an election will not be eligible to vote in that election. Cumulative voting shall not be allowed. There shall be no minimum quorum for voting.

(b) Election Results

The results of any election will be published to the membership as soon as possible by electronic means, after all nominees have been notified of the results.

9.5 Resolutions of Tie Votes in Elections for the Board of Directors

When a Board Member election results in a tie, the Executive Director shall establish a procedure for a random selection among the affected candidates.

10. ARTICLE 10 CORPORATE MATTERS

10.1 Corporate Seal

The Board of Directors shall provide for a corporate seal, which shall be in the custody of the Executive Director and used as authorized by the Board of Directors.

10.2 Fiscal Year

The NSP fiscal year shall begin on the first day of July and end on the thirtieth day of June.

10.3 Authority to Bind the Corporation

The Board of Directors may authorize any officer, agent, or employee of the Corporation to enter into a contract or other instrument on behalf of this Corporation. Such authority may be general or limited. Except as herein provided or as authorized by the Board of Directors, no officer, agent or employee, shall have any power or authority to bind this Corporation.

10.4 Financial Accounts

All checks, drafts or funds of this Corporation, shall be deposited promptly in financial institutions designated by the Board of Directors. All checks shall be drawn on the regular checkbooks of this Corporation. The record of each check shall specify the purpose and amount. All checks, notes, drafts, bills of exchange, acceptances, or other orders for the payment of money or other evidence of the indebtedness of this Corporation shall be signed as designated by resolution of the Board of Directors.

10.5 Notice by Mail or Electronic Process

Personal service is acceptable but shall not be required whenever these Bylaws provide that notice is to be given or whenever needed by any administrative, committee or program unit of the NSP. Notice may be given in writing by depositing the notice in the United States Mail, postage paid and addressed to the member or governing body at the last known address of the member or governing body. The notice is effective when postmarked. Notice may be given by any electronic process (email, facsimile or other NSP approved electronic process) and shall be effective as of the date of the confirmation of the transmission.

10.6 Conflict of Interest

No member or employee of the NSP shall participate in any decision that may be perceived to be of personal benefit.

10.7 Electronic Meetings

The meetings of the Board of Directors, any program, committee or subcommittee of the NSP may be conducted using any electronic medium, which allows all participants to simultaneously send and receive audio, and/or textual or graphic material.

10.8 Parliamentary Procedure

Robert's Rules of Order as revised, or other recognized procedure adopted by the Board, shall be the authority for parliamentary procedure for NSP Meetings. A Division or parallel sub-unit of Associates below the national level shall use *Robert's Rules of Order* unless another provision is contained within the bylaws of that Division or Associate Unit.

10.9 National Sovereignty

The NSP shall be sovereign to the Divisions, Regions, Sections, Patrols or any other designated Associate Unit. No Division, Region, Section, Patrol or Associate Unit shall promulgate any bylaws, policy, procedure, rule, or regulation that conflicts with or tends to interfere with the uniform application of these Bylaws, the NSP P&P Manual or the NSP Federal Charter.

10.10 Applicable Law & Venue

The matters in these Bylaws shall be construed according to the laws of the State of Colorado. The venue for any action concerning the matters contained in these Bylaws shall be in the Colorado State or Federal Court with appropriate jurisdiction.

10.11 Books & Records

Except as otherwise provided by law, the NSP:

- (a) Shall keep as permanent records; minutes of all meetings, a record of all actions taken by the Board of Directors, and a record of all actions taken by a committee of the Board exercising the authority of the Board on behalf of the NSP;
- (b) Shall maintain appropriate accounting records;
- (c) Shall maintain a record of its Members and Associates in a form that permits preparation of a list of the names and addresses of its Members and Associates in alphabetical order, and
- (d) Shall keep a copy of the following records at its principal office:
 - (1) the Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
 - (2) the Bylaws or Restated Bylaws and all amendments to them currently in effect;

- (3) its financial records for the past three years, including balance sheets showing in reasonable detail the financial condition of the Corporation as of the close of each fiscal year, and an income statement showing the results of its operation during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein;
 - (4) all communications to Members and Associates generally within the past three years, and
 - (5) a list of the names and addresses of its current directors and officers,
 - (6) a current copy of the NSP P&P Manual and all amendments to them currently in effect.
- (e) A Member entitled to vote, or an agent or attorney of the Member, may inspect the records of the corporation for any proper purpose, on reasonable notice and at a reasonable time and location.

10.12 Subordinate Written Authority

The Board of Directors may adopt written policies and procedures of the Corporation not inconsistent with the Federal Charter, the Articles of Incorporation, or these Bylaws.

The Board of Directors and the Executive Director may promulgate subordinate written Corporate Regulations not inconsistent with the Charter, the Articles of Incorporation, these Bylaws, the NSP P&P Manual, or any other action taken by the Board of Directors.

10.13 Bylaws Amendment

(a) Amendment Authority

The Board of Directors shall have the authority to make, amend and repeal the Bylaws by affirmative vote of two-thirds of the board members elected and serving at any regular or special meeting. If the Board action affects changes to the nominating process, election process, term limits for the Board of Directors or quorum requirements for Traditional Member voting, these Special Amendments shall require both an affirmative vote of two-thirds of the board members and a confirmation vote of a majority of the Traditional Members voting thereon.

(b) Amendment Procedure

Amendments to these Bylaws shall be proposed in writing and shall cite the article and section to be amended using the following procedures:

- (1) All proposed amendments must be delivered to the Board of Directors at least sixty calendar days prior to the regular or special meeting during which the proposed amendments will be discussed.

- (2) After delivery to the Board of Directors, copies are to be delivered to the Governance Committee and the Bylaws Oversight Committee so they may begin their review. During this sixty-day period the Board will accept comments and recommendations from the Governance Committee and/or the Bylaws Oversight Committee.
- (3) After the sixty-day period the Board is then permitted to discuss the amendments and vote upon them. Special Amendments rejected by the Board of Directors are not sent on for a confirmation vote and may not be resubmitted for one calendar year.
- (4) Special Amendments passed by the Board of Directors must also be approved by a majority vote of the Traditional Members who voted before they become effective. After the voting date has been scheduled, the Traditional Members will be notified of these Special Amendments and this notice must be sent electronically in conjunction with the submission of the Board candidate slate. Special Amendments rejected by the membership vote shall not be resubmitted for a second vote for one calendar year following the end of the voting cycle.
- (5) The vote on Special Amendments shall be scheduled to coincide with the date for the regular vote for the election of the Board of Directors unless the Board of Directors declares an emergency exists and schedules a special voting date for the Traditional Members' vote. Special Amendments rejected by the membership vote shall not be resubmitted for a second vote for one calendar year following the end of the voting cycle. Bylaws amendments shall become effective immediately upon confirmed completion of the vote and the official version of these NSP Bylaws in the NSP office shall be amended and published within a reasonable time.

(c) Supersession of the Bylaws

These Bylaws, as amended from time to time, supersede all prior bylaws.

10.14 Severability

Should any part of these Bylaws be held invalid by any federal or state court or by any legal entity with supervisory authority over the NSP under state or federal law, then such holding shall not be construed as affecting the validity of any greater part of these Bylaws than is required to comply with that ruling. It is the intent of the NSP to save the remaining part of the affected section or sections and retain the whole of these Bylaws to the greatest extent possible and to minimize the part or parts that are to be stricken.

10.15 Indemnification

The NSP shall indemnify its paid or volunteer officers, directors, committee members, staff, advisors and instructors to the greatest extent allowed under Colorado law, for all judgments, settlements or adjudications of monetary liability as well as appropriate attorney fees, costs and expenses relating to the defense of any action brought against them by reason of their office or appointment.

This indemnification may include, upon approval of the Board of Directors, the advancement of costs and expenses reasonably anticipated if the claimant agrees to make a written accounting and to reimburse the NSP for any amounts paid in excess of actual costs or expenses.

Such indemnification shall not be permitted when any person making such request has been found by any competent, legal authority to be liable for gross negligence, willful or wonton conduct or criminal conduct in violation of local, state or federal law as it relates to the action.

Such indemnification may be denied by the NSP by resolution of the Board of Directors when any person making such request has been found by the Board of Directors to be in violation of these Bylaws or the NSP written policies and procedures (not amounting to a crime) and the conduct materially and adversely affects the outcome of the action.

When any person is charged but has not been convicted of a crime or while an allegation of misconduct in violation of NSP Bylaws or its policies and procedures is pending, then any decision on the claim for indemnification shall be postponed until the competent, legal authority or the NSP has reached a final conclusion and all appeals have been concluded or exhausted.

10.16 Dissolution

Dissolution of the NSP shall conform to the laws of the State of Colorado and to the Laws of the United States with special care regarding the disbursement of assets in conformity with those laws.

Other Revision dates:

Revised May 2004

Revised March 2006

Revised August 2007

Revised December 2009

Revised June 2010

Revised February 2013

Revised December 2013

Revised April 2015

Revised November 2016

Revised December 2016

Revised January 2017

Revised January 2018

Revised June 2018

Revised October 2018

Revised November 2019

Revised May 2020

Revised December 2021

Revised February 2022

Revised October 2022

Revised December 2024