

**BYLAWS OF
THE ETHIOPIAN SKI ASSOCIATION**

ARTICLE I

Name and Non-Profit Status

A. The name of this organization shall be Ethiopian Ski Association (hereinafter "ESA"), and it shall serve as the Governing Body, recognized by the Ethiopian Olympic Committee and International Ski Federation, for skiing in Ethiopia.

B. ESA shall be incorporated under the laws of Ministry of Youth Sports and Culture and Ethiopian Government as a non-for-profit Corporation and it shall be organized so as to qualify as a non-profit, charitable organization

ARTICLE II

Offices and Agent

A. The principal office of ESA shall be located at Addis Ababa, Ethiopia or at such other location as may be approved by the Board of Directors of ESA (hereinafter "the Board").

B. The principal office of ESA shall also be its registered office.

C. ESA may maintain other offices at such locations as may be approved from time to time by the Board.

ARTICLE III

Vision, Mission and Objectives

A. The vision of ESA is to make Ethiopia a permanent part of the ski racing community. The long term vision, is to place an Ethiopian cross country skier on the podium in the Olympics

B. The mission of ESA, is to make the vision a reality by consistently fielding athletes in high levels of competition year after year.

C. The Objectives through which ESA Shall accomplish its mission shall include the following:

1. Educating, training, and supporting all members to achieve sustained success in all levels of skiing competition; and by helping members to use ski competition to develop to their highest athletic potential;

Serving as the National Governing Body (NGB) for the organization, regulation and advancement of athletic competition in skiing in Ethiopia, as recognized by and in affiliation with the International Ski Federation (FIS) and Ethiopian Olympic Committee (EOC);

1. Achieving and maintaining long-term financial stability;
2. Establishing, administrating and promoting programs dedicated to the development and training of athletes in skiing;
3. Educating and training members in the techniques of ski competition at regional and international levels;
4. Fostering and encouraging interest and participation in skiing by both competitive and recreational athletes; and
5. Serving as a national spokesperson for all disciplines of skiing so as to represent the legitimate interests of all skiers as a group in Ethiopia.

ARTICLE IV

EOC and FIS Compliance

In compliance with requirements of FIS and EOC;

- A. at all times be autonomous in the governance of its sport in that it shall independently determine and control all matters central to such governance, shall not delegate such determination and control, and shall remain free from outside restraint;
- B. keep membership open to all individuals who are amateur athletes, trainers, managers, officials, and administrators in skiing and to amateur athletic organizations active in skiing;
- C. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination;
- D. ensure that its board of directors and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;
- E. ensure that its board of directors and any other committees with governance responsibilities include membership and voting strength of eligible athletes on the Board;
- F. provide procedures for prompt and equitable resolution of grievances of its members;

G. be a member of no more than one international sports federation which governs a sport included on the program of the Olympic Games; and

J. refrain from adopting or maintaining eligibility criteria relating to amateur status which are more restrictive than those of the appropriate international sports federation.

ARTICLE V

Membership, Voting Rights and Affiliation

A. ESA shall be a membership organization with membership open to all regardless of race, creed, color or sex, and who pay such membership fees as the Board shall approve from time to time.

B. ESA shall have one class of membership until a time is needed for multiple classes.

C. In any matter submitted to a vote by the general membership of ESA by resolution of the Board, each member shall have one vote.

D. Notwithstanding anything to the contrary herein, members under the age established by the FIS for participation in FIS competitions shall possess no voting rights.

E. Subject to individual review and approval by the Board, ESA shall permit and recognize affiliations with clubs, ski industry trade associations, and other organizations involved in skiing that support the purposes of ESA upon payment of an affiliation fee set from time to time by the Board. An affiliation shall only entitle the club, association or organization to those rights specifically granted by the Board in the resolution granting the affiliation.

F. Any membership or affiliation may be suspended or revoked for good cause upon a majority vote of the Board, provided that such actions be subject to the grievance procedures set forth in these bylaws.

ARTICLE VI

Government and Operation

A. ESA shall have a Board of Directors (the Board) which shall lead ESA in the pursuit of the realization of its vision and the fulfillment of its mission.

B. For now the Board will see all aspects in the governing and operation of ESA. This is due to the small size of ESA. As ESA grows, most responsibilities will be delegated appropriately.

ARTICLE VII

Meetings

- A. The Board shall meet as a body at least once during each fiscal year.
- B. All meetings of the Board shall be open to attendance by any interested member in good standings with ESA. Except a closed meeting by the Board.
- C. Any member of the Board not physically present at a meeting may participate in such a meeting by the use of any telecommunication system which enables him/her to engage in two way communication.
- D. Each Board member has one vote at these meetings regardless of number of positions held with-in the Board of Directors.

ARTICLE VIII

Conflict of Interest and Ethical Practices

- A. The Board shall adopt a written code of conduct and ethical practices for ESA which shall include the requirement of each member of the board and officer agree to abide by such a code. The code may be amended from time to time by the Board.
- B. The Board shall administer the Code until ESA is large enough to assigne an Ethics Committee to administer it.

ARTICLE IX

Grievances, Suspensions and Appeals

- A. Every member of ESA shall have the right to pursue written grievance.
 - 1. A grievance shall be defined as an allegation by a member that ESA, its Board or any member while acting in an official capacity has violated the Articles of Incorporation or bylaws of ESA or the official written policies and procedures of ESA, or has failed to discharge its obligations as National Governing Body under the EOC or the Ministry of Youth, Sports and Culture.
 - 2. A complaint may initiate the grievance process by filing a written complaint with the principal office of ESA. The complaint shall include the following;
 - (a) The identity of the complainant;
 - (b) The identity of the member(s), Board(s) of ESA against whom the grievance is directed;

(c) A short statement of the facts giving rise to the grievance;

(d) The signature of the complainant; and

(e) Any reasonable filling fee adopted in advance by the Board.

3. Within 10 days of receiving the complaint, a member of ESA shall notify the complainant in writing whether ESA will hear the Complaint, or decline to consider it entirely.

4. Regardless whether or not ESA chooses to hear the Complaint, within 30 days of receiving the complaint, a member of the Board shall complete a full investigation, a written report of his/her findings and the preliminary ruling. This report shall be provided to everyone involved in the matter.

5. Within 10 days of delivery of the report and preliminary ruling, the Complainant may demand a hearing by submitting a written notice of such demand and any reasonable filling fee adopted by the Board in advance. If the Board grants the request for a hearing, it shall be scheduled and conducted at such time as is convenient to everyone involved in the matter.

6. Within 15 days of the formal hearing, the Board shall issue written findings and conclusions, along with written explanation of the reasons for its order.

7. The prevailing party in any grievance shall be entitled to a refund of any filling fees that he/she has paid during the course of the grievance process.

B. ESA shall not, through its officers, employees, representatives or otherwise, suspend any member for disciplinary reasons without fair notice and opportunity for a hearing concerning such actions.

ARTICLE X

Indemnification

A. The members of the Board, as a board or individually, are specifically held harmless by the ESA and its membership for all actions taken in good faith on behalf of ESA, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence.

B. ESA hereby indemnifies its officers and Board members, individually and in their official capacities, for any liability incurred as a result of their positions in the organization or actions taken on behalf of the organization.

ARTICLE XI

Amendments

A. Amendments to these bylaws may be proposed by either any 2 members of the Board, or written petition signed by at least 1.5 % of members of ESA in good standing.

B. Amendments to these bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the full Board of ESA