

ELECTRONICALLY FILED
Superior Court of California
County of Sacramento
05/21/2026
By: M. Valledor Deputy

EXHIBIT 1

May 12, 2026 § 8333 Demand Letter

2261 Market St. #234A
San Francisco, CA 94114
alison.monahan@gmail.com

May 12, 2026

Sent via email and Certified U.S. Mail, Return Receipt Requested

Julie Brown, Secretary
PSIA-AASI Western Division
P.O. Box 969
Truckee, CA 96160
WesternBOD@psia-w.org

cc: Marisa Cooper, CEO (mcooper@thesnowpros.org)

Re: Member Request for Inspection of Records – Cal. Corp. Code § 8333 (Voting Member No. 424107)

Dear Ms. Brown:

I am a member in good standing of Professional Ski Instructors of America – Western Division ("PSIA-AASI Western" or the "Corporation"), member number 424107. I write pursuant to California Corporations Code § 8333 to demand inspection of certain corporate records.

Statutory Basis

Section 8333 provides: "The accounting books and records and minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member."

The Corporation's Bylaws Article XIV § 14.4(C), effective December 19, 2023, restate this right of voting members to inspect "the books, records or minutes of proceedings of the members or of the board or committees of the Board [sic]" at any reasonable time for a purpose reasonably related to the member's interest. (The printed phrase "board of committees of the Board" appears to be a typographical error for "board or committees of the Board"; on either reading, the right of inspection extends to committee proceedings.)

Bylaws § 14.4(D) provides that a member denied inspection on the ground that the intended purpose is not reasonably related to the member's interest may appeal to the Board, with the Board's decision on such an appeal stated to be "final." A bylaw cannot displace the statutory inspection-enforcement remedies under Cal. Corp. Code §§ 8336 and 8337. On its face § 14.4(D) addresses only one possible ground of denial (purpose-relatedness), not non-response, scope, timing, or privilege objections, and the statutory remedies remain available regardless of any internal appeal. This letter is a § 8333 demand, not a § 14.4(D) appeal, and the response deadlines run from its date.

Purpose

I am seeking to understand:

- the validity of the 2026 Board election, including the eligibility determinations affecting candidates I voted for;
- the procedural basis for disciplinary actions taken between March 2024 and the present that have affected Board composition;
- the pattern of director resignations during this period;
- the Corporation's application of its own Policy Governance Manual and Policies & Procedures with respect to financial controls and expenditure authorization;
- the consistency between the Corporation's books and records and the representations made in its Form 990 for the tax year beginning July 1, 2024 and ending June 30, 2025 (the "FY25 Form 990"), signed by the Corporation's Chief Executive Officer on November 12, 2025;
- the Corporation's contemporaneous authorization of, and ongoing review of, Chief Executive Officer compensation, including whether the representations made on each annual Form 990 at Part VI Section B Line 15a – that the process for determining CEO compensation included review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision – are supported by the contemporaneous corporate record; and
- related governance matters affecting my rights and interests as a voting member of the Corporation.

Each of these inquiries goes to my interests as a voting member:

- my reliance on the Corporation's published representations in deciding how to cast my vote;
- my interest in the integrity of the governance processes that determine Board composition;
- my interest in the accuracy of the Corporation's representations on Form 990 signed by the Corporation's Chief Executive Officer under penalty of perjury; and
- my interest in the fiduciary stewardship of my dues.

Records Requested

Except as provided below for the records requested in Part C, I request inspection of the following records of the Corporation covering the period from **March 1, 2024 through the date of compliance with this request.**

For the records described in Part C, the period extends to **January 1, 2021 through the date of compliance with this request**, because the contemporaneous record of the Corporation's authorization of CEO compensation begins with the Compensation Committee work that produced the salary range adopted in June 2021 and the CEO hire that became effective September 6, 2022.

A. Minutes and Proceedings of the Board and Committees

1. All minutes of meetings of the Board of Directors, including open session and closed session minutes for regular, special, and joint meetings, together with any drafts of such minutes that were circulated to the Board or any committee for review, comment, or approval, and any revisions or red-lines thereto.
2. All minutes of meetings of any committee of the Board of Directors, including without limitation the Governance Committee, the Conduct Committee, the Finance Committee, the Education Foundation Board (to the extent it is a committee of the Board), and any ad hoc or temporary committees established during the period, together with any drafts of such minutes circulated for review, comment, or approval.
3. All meeting agendas circulated for the meetings described in paragraphs 1 and 2.
4. All resolutions adopted by the Board of Directors during the period, whether at a meeting or by written consent under Bylaws § 9.13 and Cal. Corp. Code § 7211(b), together with the written consents themselves and any documents attached thereto or referenced therein.
5. All attachments, exhibits, and documents incorporated by reference into any of the minutes, agendas, or resolutions described in paragraphs 1–4, including without limitation Treasurer reports, Finance Committee reports, CEO reports, committee reports, motions as drafted and as adopted, and any report or memorandum presented to or accepted by the Board or any committee.
6. All minutes and records of any joint or coordinated meetings between the Western Division Board and the Board or staff of PSIA-AASI National (the American Snowsports Education Association), including the joint board call held on or about March 19, 2026.
7. All records reflecting the eligibility determinations made with respect to candidates for the 2026 Board of Directors election, including: (a) all minutes, agendas, and supporting materials of any committee meeting (including the Governance Committee, the Conduct Committee, or any ad hoc committee) or Board of Directors meeting at which candidate eligibility was discussed, deliberated, or determined; (b) all written consents and unanimous-consent actions under Bylaws § 9.13 and Cal. Corp. Code § 7211(b) concerning candidate eligibility; (c) all materials, memoranda, reports, or other documents circulated to the Board of Directors or to any committee in advance of or in connection with such meetings, deliberations, or consent actions, including without limitation any communication from the Chief Executive Officer to directors concerning candidate eligibility or allegations bearing on candidate eligibility; and (d) all attachments to and documents referenced or incorporated in the foregoing.

B. Accounting Books and Records

8. All invoices, statements of account, and billing records submitted to the Corporation by, and all payments made by the Corporation to, the following categories of payees: (a) outside legal counsel; (b) public relations, communications, or social-media vendors; (c) investigators; (d) mediators or other third-party neutrals; (e) election administrators; and (f) any other professional services provider engaged in connection with Board governance, member discipline, or member communications.
9. Engagement letters, statements of work, contracts, and retainer agreements with each of the payees described in paragraph 8.

10. General ledger entries, transaction registers, and journal entries reflecting the payments described in paragraph 8, including without limitation entries to the Corporation's Board Expenses account (account code 6-1000) and any sub-accounts thereof, the Corporation's Legal account(s) and any sub-accounts thereof, and any reclassification entries among those accounts or between any such account and any other account to which board-related professional services expenditures have been or may have been classified.
11. Bank statements, cancelled checks, check images, ACH records, wire transfer records, and credit card statements reflecting the payments described in paragraph 8.
12. Audited and unaudited financial statements of the Corporation, including profit-and-loss statements, balance sheets, and cash flow statements, on a monthly, quarterly, and annual basis as prepared.
13. Treasurer reports and Finance Committee reports prepared during the period, in their original (pre-revision) and final forms.
14. All documents constituting accounting books and records that support the FY25 Form 990, including without limitation: (a) the engagement letter, statement of work, or other agreement with Easy Office DBA Jitasa or any successor preparer; (b) all workpapers, schedules, account mappings, trial balances, and supporting documentation provided to or generated by the preparer in connection with the FY25 Form 990, and all communications between the Corporation and the preparer concerning the categorization of expenditures on Part IX of the return; (c) the reconciliations between the Corporation's general ledger and the line items reported on Form 990, Part IX, including without limitation lines 11a–11g (Fees for services paid to nonemployees) and line 24e ("All other expenses"); (d) the Board materials, meeting minutes, written consents, or resolutions reflecting Board review and approval of the FY25 Form 990 as required by PSIA-AASI Western Division Policy Governance Manual Policy 3.5; and (e) any Form 8868, Application for Extension of Time to File an Exempt Organization Return, filed with respect to the FY25 Form 990, together with any related correspondence with the Internal Revenue Service.

The FY25 Form 990 reports \$3,795 on line 11b ("Legal fees") and \$63,062 on line 24e ("All other expenses"). The publicly posted Board minutes of the meeting held May 12, 2025 record approval of an outside law firm invoice described as "Board-related legal services rendered" under an account-code reference of "6-1000."

As a member, I would like to understand the basis for the Corporation's categorization of outside professional services expenditures on the FY25 return, including the composition of the \$63,062 reported on line 24e, the amounts reported on lines 11a–11g, and how each is supported by the underlying invoices, engagement letters, and general-ledger entries.

C. CEO Compensation, Hire, and Annual Review Records (period: January 1, 2021 forward)

As a voting member of the Corporation, I have direct interests in the fiduciary stewardship of member dues and in the accuracy of the Corporation's annual representations on Form 990, which the Corporation's Chief Executive Officer signs under penalty of perjury.

The records in this Part relate to my review of (i) the contemporaneous board authorization of Chief Executive Officer compensation and (ii) whether the representations made on each annual Form 990 at Part VI Section B Line 15a – that the process for determining CEO

compensation included review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision – are supported by the contemporaneous corporate record.

The relevant period begins with the June 2021 Compensation Committee work establishing the salary range and continues through the September 6, 2022 effective date of the current CEO's hire, the November 22, 2022 Board motion ratifying that hire, and a February 28, 2026 Board motion concerning a multi-year employment contract for the CEO and Deputy Director, which came to my attention through a publicly filed declaration in the *Moore et al.* action and raises questions I would like to resolve through review of the underlying corporate record. Accordingly, the period for this Part is January 1, 2021 forward.

15. All minutes of meetings of the Compensation Committee of the Board of Directors for the period January 1, 2021 through December 31, 2023, together with all attachments, reports, comparability studies, salary benchmark data, recommendations, and motions presented to or generated by the Committee, including without limitation:
 - (a) The Compensation Committee report referenced in the board minutes of the meetings held June 15 and June 18, 2021 that established the \$60,000–\$75,000 base salary range plus approximately 28% benefits package for the FY22 Chief Executive Officer, and all underlying comparability data on which that range was based;
 - (b) Any subsequent Compensation Committee work product revising, supplementing, replacing, or superseding that range prior to the offer letter dated August 11, 2022;
 - (c) Any Compensation Committee work product evaluating, recommending, or approving the starting compensation of Marisa Cooper or any subsequent compensation adjustment.
16. All minutes of the CEO Evaluation Committee of the Board of Directors for the period January 1, 2021 through the date of compliance with this request, together with the Terms of Reference document presented and discussed on August 13, 2021, any subsequent approval action and any superseding versions thereof; and all reports, recommendations, performance evaluations, and compensation recommendations generated by that committee.
17. All minutes, candidate-search records, interview notes maintained as committee records, offer-letter drafts, and recommendations to the Board generated by the CEO Transition Team identified in the July 19, 2022 board minutes as Andy Buckley, Blaine Lomen, Tad Sheldon, and Steve Baker, for the period July 1, 2021 through December 31, 2022.
18. All open-session and closed-session minutes of the Board of Directors for the period July 1, 2022 through December 31, 2022, with the agenda for each meeting and all materials distributed to board members in advance, including the meetings held on July 19, 2022 (Transition Team CEO Search update), August 16, 2022 (at which the hire of Marisa Cooper was reported under "Board Information Items"), and November 22, 2022 (consent-agenda motion to hire Marisa Cooper effective September 6, 2022 and to assign signatory authority over the Corporation's banking and financial accounts), and any executive sessions held during this period.
19. All resolutions and written consents adopted by the Board of Directors during the period August 11, 2022 through December 31, 2022 concerning the hire of Marisa Cooper, her compensation, signatory authority, or any related employment terms, including any

actions taken by unanimous consent without a meeting pursuant to Bylaws § 9.13 and Cal. Corp. Code § 7211(b).

20. All accounting books and records reflecting compensation paid to Marisa Cooper from September 6, 2022 through the date of compliance with this request, including:
 - (a) Payroll records and W-2 records sufficient to show the starting compensation rate and benefits package as of September 6, 2022 and each subsequent change to base compensation, benefits, bonuses, retention payments, severance accruals, or any other compensation supplement, together with the effective date and amount of each;
 - (b) General ledger entries reflecting CEO compensation;
 - (c) The portion of each annual operating budget approved by the Board of Directors reflecting CEO compensation, for fiscal years 2022, 2023, 2024, 2025, and 2026 to date, sufficient to show how CEO compensation was budgeted and reconciled against actual.
21. All Compensation Committee minutes, CEO Evaluation Committee minutes, and Board records reflecting annual review of Marisa Cooper's compensation for fiscal years 2023, 2024, 2025, and 2026 to date, including without limitation:
 - (a) The comparability data obtained and relied upon in any annual review, sufficient to substantiate the "comparability data" element of the representation made on each annual Form 990 at Part VI Section B Line 15a;
 - (b) Documentation of the deliberation and decision contemporaneous with each annual review, sufficient to substantiate the "contemporaneous substantiation of the deliberation and decision" element of the representation made on each annual Form 990 at Part VI Section B Line 15a;
 - (c) Identification of the directors who participated in each annual review and any conflict-of-interest disclosures filed by them in connection therewith, sufficient to substantiate the "review and approval by independent persons" element of the representation made on each annual Form 990 at Part VI Section B Line 15a.
22. All workpapers, schedules, and supporting documentation provided to or generated by the Form 990 preparer (Eide Bailly LLP through FY23; Easy Office DBA Jitasa for FY24 and FY25) relating to the reporting of Marisa Cooper's compensation on Part VII, Schedule J, and Schedule O of each annual Form 990 for tax years 2022, 2023, 2024, and 2025, including all communications between the Corporation and the preparer concerning the basis for, and verification of, the amounts reported.
23. All minutes (open-session and closed-session), agendas, motions, and supporting materials of the Board of Directors for the meeting held on February 28, 2026. As I learned from a publicly filed declaration in the *Moore et al.* action, the Board at that meeting recorded a 5-Y motion "to provide a multi-year employment contract to the CEO and Deputy Director." The records requested under this paragraph include the full text of the motion as drafted and as adopted, the identification of the mover and seconder, the recorded vote, and any attachments or documents incorporated by reference.
24. All drafts, revisions, redlines, term sheets, and final versions of any employment contract, employment agreement, addendum, side letter, or successor agreement to the August 11, 2022 offer letter, prepared, considered, negotiated, circulated, or executed in

connection with the February 28, 2026 motion described in paragraph 23; together with all communications between the Board of Directors (or any committee, officer, or agent thereof) and Marisa Cooper concerning the implementation, drafting, negotiation, execution, or non-execution of the contract authorized by that motion. I have also learned, from the CEO's publicly filed declaration in the same action, that as of April 24, 2026 "the board has not provided me a new or adjusted contract of employment nor have I signed any documentation other than my offer letter received on Aug 11, 2022." The records sought in this paragraph would help me understand what occurred between the February 28 motion and the April 24 declaration, including any Board action, executive session record, written consent, or unanimous consent without a meeting concerning the implementation or non-implementation of the motion.

25. The same categories of records described in paragraphs 23 and 24 with respect to the Deputy Director referenced in the February 28, 2026 motion, including the identity of the Deputy Director, all drafts and final versions of any multi-year employment contract or other agreement considered, negotiated, drafted, or executed pursuant to that motion, the accounting books and records reflecting the Deputy Director's compensation during the period January 1, 2021 through the date of compliance with this request, and all Board materials relating thereto.

The FY25 Form 990 Part VI Section B Line 15a represents that the process for determining the compensation of the Corporation's Chief Executive Officer included "a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision." This representation is made on every annual Form 990, and the Corporation's Schedule O response further describes the CEO Compensation Committee as meeting annually for this purpose. The contemporaneous corporate record supporting these representations falls within § 8333's textual scope as "accounting books and records and minutes of proceedings of ... committees of the board."

Mode and Timing of Inspection

I request that the Corporation produce electronic copies of all responsive records by transmitting them to me at the email address listed above. In the alternative, I am available to inspect the records in person at the Corporation's offices at a mutually agreeable time.

Please confirm receipt and provide a compliance timeline within **five (5) business days** of the date of this letter. I request full production within **fifteen (15) business days**, unless we agree in writing to a sequenced schedule (for example, for records requiring redaction review); any such proposal must come within the five-business-day window.

The five-day and fifteen-day deadlines are independent. Silence through the five-business-day window will be treated as a refusal to comply, and I will be free to proceed to any of the remedies described below, at my election, without further notice.

Privilege and Redactions

I do not seek production of any narrative description of legal services that the Corporation considers privileged. The Corporation may redact such narratives and produce invoices with payee, date, matter identifier, amount, and account-code information intact.

Workpapers and reconciliations prepared by the Corporation's outside tax-return preparer in the ordinary course of preparing the Corporation's Forms 990 are not privileged.

Compensation Committee, CEO Evaluation Committee, and CEO Transition Team minutes and work product are committee records within the meaning of § 8333; employment-related personnel information of individual employees other than the Chief Executive Officer may be redacted where not material.

If the Corporation Does Not Respond

A member's right to inspect under § 8333 is exercisable through established procedures if the Corporation does not comply. I would prefer to resolve this request through ordinary cooperation. The procedures available to me as a member, in the event the Corporation does not respond or refuses to produce, include, among other things:

- **Judicial enforcement under Cal. Corp. Code §§ 8336 and 8337**, which authorizes a court to compel inspection, appoint one or more competent inspectors or independent accountants, and award reasonable costs and expenses including attorneys' fees where the Corporation's failure to comply is without justification.
- **A member-list demand under Cal. Corp. Code § 8330**, which would permit me to communicate directly with the membership concerning the matters that prompt this request.

I am writing this letter so that the Corporation has a clear opportunity to comply through ordinary cooperation before any of these procedures becomes necessary. This request is made in good faith and for a purpose reasonably related to my interests as a voting member of the Corporation, and without prejudice to any other rights and remedies available to me under California law, the Corporation's bylaws, and applicable governance documents.

Please direct your response to me at the email and mailing addresses above.

Sincerely,



Alison Monahan
Member, PSIA-AASI Western Division
Member No. 424107

EXHIBIT 2

Email Transmittal Proof

May 12, 2026 § 8333 Demand



Alison M <alison.monahan@gmail.com>

Member Request for Inspection of Records – Cal. Corp. Code § 8333 (Voting Member No. 424107)

Alison Monahan <alison.monahan@gmail.com>

Tue, May 12, 2026 at 5:32 PM

To: Western Board <WesternBOD@psia-w.org>

Cc: "Professional Ski Instructors of America, Western Region" <mcooper@thesnowpros.org>

Ms. Brown -

Please see attached, hard copy to follow.

Alison

**Section 8333 Demand Letter - May 12 2026.pdf**

587K

EXHIBIT 3

USPS Tracking Record

May 12, 2026 Demand — Tracking No. 7022 3330 0001 1346 4454

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Reminder to Schedule Redelivery of your item
May 20, 2026

Available for Pickup

TRUCKEE
10050 BRIDGE ST
TRUCKEE CA 96161-0212
Mon-Fri 8:30 AM-4:45 PM
Sat 11:00 AM-1:45 PM
May 15, 2026 9:35 AM

Arrived at Post Office

TRUCKEE, CA 96161
May 15, 2026 9:35 AM

Departed USPS Facility

RENO NV DISTRIBUTION CENTER
May 15, 2026 4:32 AM

Departed Post Office

OLYMPIC VALLEY, CA 96146
May 13, 2026 3:04 PM

USPS in possession of item

OLYMPIC VALLEY, CA 96146
May 13, 2026 10:46 AM

[Hide Tracking History](#)

[What Do USPS Tracking Statuses Mean?](#)

EXHIBIT 4

May 13, 2026 Supplemental § 8333 Demand Letter

2261 Market St. #234A
San Francisco, CA 94114
alison.monahan@gmail.com

May 12, 2026

Sent via email and Certified U.S. Mail, Return Receipt Requested

Julie Brown, Secretary
PSIA-AASI Western Division
P.O. Box 969
Truckee, CA 96160
WesternBOD@psia-w.org

cc: Marisa Cooper, CEO (mcooper@thesnowpros.org)

Re: Member Request for Inspection of Records – Cal. Corp. Code § 8333 (Voting Member No. 424107) – Records Relating to May 13, 2026 Board Statement

Dear Ms. Brown:

I am a member in good standing of Professional Ski Instructors of America – Western Division ("PSIA-AASI Western" or the "Corporation"), member number 424107. I write pursuant to California Corporations Code § 8333 to demand inspection of certain corporate records relating to representations the Board of Directors made in the public statement titled "Official Board Update: Focused on Stability, Professionalism, and the Future," posted on the Corporation's website on May 13, 2026 (the "May 13 Board Statement").

This request is **independent of, and separate from**, my § 8333 demand sent by email on May 12, 2026 and by Certified U.S. Mail on May 13, 2026 (the "May 12 Demand"). The May 12 Demand is not modified, supplemented, or withdrawn by this letter, and its response deadlines remain in effect. This letter is a new § 8333 demand on its own facts, running on its own clock, addressed to records identified by reference to the May 13 Board Statement.

Statutory Basis

Section 8333 provides that "the accounting books and records and minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member." Bylaws Article XIV § 14.4(C) restates this right of voting members to inspect the books, records, and minutes of proceedings of the members and of the board or committees of the Board. The fuller statutory basis is set out in the May 12 Demand and is incorporated here by reference.

Purpose

The May 13 Board Statement was signed by "The PSIA-AASI Western Region Board of Directors" and made two specific factual representations directly affecting my interests as a voting member who cast a ballot in the 2026 Board of Directors election and whose interests are affected by Board composition and the validity of post-election seating decisions:

1. The Board represented that "[u]nder the bylaws, directors must be members in good standing at the time election results are finalized and seating occurs."
2. The Board represented that "[s]hould any candidate currently undergoing disciplinary proceedings return to member-in-good-standing status through the established process, **the Board has established a pathway** for seating them for the remainder of their elected term." (Emphasis added.)

Each representation is a factual claim about the Corporation's governance documents and adopted corporate policy. As a voting member, I am entitled under § 8333 to inspect the contemporaneous corporate records supporting these representations, including the records establishing the policies the Board has publicly stated to be in effect.

A copy of the May 13 Board Statement is attached as Exhibit A. The original publication is available at <https://psia-w.org/official-board-update-focused-on-stability-professionalism-and-the-future/>, and a contemporaneously-preserved capture (timestamped May 13, 2026 at 22:52:29 UTC) is available via the Internet Archive Wayback Machine at <https://web.archive.org/web/20260513225229/https://psia-w.org/official-board-update-focused-on-stability-professionalism-and-the-future/>.

Records Requested

I request inspection of the following records for the period **January 1, 2024 through the date of compliance with this request**, except where a different period is specified below.

A. Records Evidencing the "Established Pathway"

1. All resolutions, written consents under Bylaws § 9.13 and Cal. Corp. Code § 7211(b), Board minutes (open session and closed session), committee minutes (including without limitation the Governance Committee and any ad hoc committee), Policy Governance Manual provisions, Policies & Procedures Manual provisions, and any other corporate-act documents establishing, defining, modifying, or describing the pathway referenced in the May 13 Board Statement for seating a candidate who returns to member-in-good-standing status for the remainder of their elected term (the "Pathway").
2. All records identifying the date on which the Pathway was established and the specific corporate action or actions by which it was established.
3. All records describing the procedural mechanism of the Pathway, including without limitation any procedures or policies governing: (a) the event or determination that triggers the Pathway's operation; (b) the determination that a candidate has returned to member-in-good-standing status; (c) the corporate action by which seating occurs under the Pathway; (d) the period for which seating will be effective; and (e) any conditions, limitations, or qualifications applicable to seating under the Pathway.
4. All drafts, deliberations, communications, memoranda, correspondence, meeting agendas, and meeting materials reflecting the development, consideration, adoption, or modification of the Pathway, including communications among Board members, between the Board and the Chief Executive Officer, and between the Corporation and any outside counsel or consultant retained to advise the Corporation regarding the Pathway.
5. To the extent the Pathway operates by reference to other corporate policies or procedures (for example, the Corporation's disciplinary procedures, election procedures under P&P §

19, or vacancy-filling procedures under Bylaws §§ 9.6 and 9.7 and Cal. Corp. Code § 7224), the records identifying which other policies or procedures the Pathway incorporates and the corporate-act basis for that incorporation.

B. Records Evidencing the "Time of Finalization and Seating" Standard

6. All records identifying the bylaw provision, policy provision, or other governing-document provision establishing the standard described in the May 13 Board Statement that "directors must be members in good standing at the time election results are finalized and seating occurs," including without limitation the textual basis in the Corporation's bylaws or governance documents for any requirement that good standing be maintained continuously from election through finalization and seating, as distinguished from a requirement that a candidate be in good standing at the time of election.
7. All Board minutes, committee minutes, written consents, and other corporate-act documents reflecting the Board's adoption, articulation, or application of the standard described in paragraph 6, including without limitation any records reflecting consideration of how that standard applies to candidates elected in the 2026 election cycle.

C. Records Reflecting Application of the Pathway and the Standard to 2026 Election Cycle Candidates

8. All records reflecting any application, or consideration of the application, of the Pathway or the standard described in paragraph 6 to any candidate elected in the 2026 election cycle who was the subject of disciplinary proceedings at any point between January 1, 2026 and the date of compliance with this request, including without limitation Barclay Moore, Bryan Martel, and Alycia Glines.
9. All records reflecting any Board determination, written or oral, that any specific candidate is or is not entitled to seating under the Pathway, including the corporate-act basis for any such determination and the identities of the Board members participating in it.

Mode and Timing of Inspection

I request that the Corporation produce electronic copies of all responsive records by transmitting them to me at the email address listed above. In the alternative, I am available to inspect the records in person at the Corporation's offices at a mutually agreeable time.

Please confirm receipt and provide a compliance timeline within **five (5) business days** of the date of this letter. I request full production within **fifteen (15) business days**, unless we agree in writing to a sequenced schedule (any such proposal must come within the five-business-day window).

The five-day and fifteen-day deadlines are independent. Silence through the five-business-day window will be treated as a refusal to comply, and I will be free to proceed to the judicial-enforcement remedies under Cal. Corp. Code §§ 8336 and 8337 — including appointment of one or more inspectors or independent accountants, costs, and reasonable attorneys' fees where the Corporation's failure to comply is without justification — and any other remedies available to me as a member, at my election, without further notice.

Privilege and Redactions

I do not seek production of any narrative description of legal services that the Corporation considers privileged. To the extent any record responsive to the categories above reflects communications with outside counsel for the purpose of legal advice, the Corporation may withhold the legal-advice content. The existence of the record, its date, its author and recipients, the general subject matter, and any non-privileged factual content are not privileged and should be identified on a privilege log sufficient to permit assessment of the asserted privilege.

The Board's deliberations and decisions in adopting, articulating, or modifying the Pathway and the standard described in paragraph 6 are corporate acts, not privileged communications. Records reflecting those deliberations and decisions are inspectable as board or committee records within the meaning of § 8333.

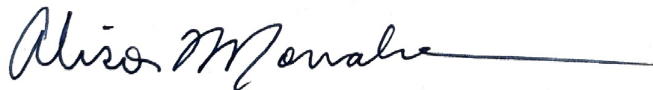
Relationship to May 12 Demand

For the avoidance of doubt: this request is a separate § 8333 demand and runs on its own facts and its own clock. It does not modify, supplement, or extend the May 12 Demand, and compliance with one does not constitute compliance with the other. The Corporation's response to this request should be made by transmitting responsive records to the email address above and by separate written response addressed to this letter; reference to a response made to the May 12 Demand will not be sufficient.

This request is made in good faith and for a purpose reasonably related to my interests as a voting member of the Corporation, and without prejudice to any other rights and remedies available to me under California law, the Corporation's bylaws, and applicable governance documents.

Please direct your response to me at the email and mailing addresses above.

Sincerely,

A handwritten signature in dark ink, appearing to read "Alison Monahan", followed by a long horizontal line extending to the right.

Alison Monahan
Member, PSIA-AASI Western Division
Member No. 424107

Encl.: Exhibit A — May 13, 2026 Official Board Update

Exhibit A — May 13, 2026 Official Board Update



WESTERN

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OFFICIAL BOARD UPDATE: FOCUSED ON STABILITY, PROFESSIONALISM, AND THE FUTURE

May 13, 2026

PSIA-AASI Western Region is moving forward with a continued focus on leadership stability, professional excellence, and serving our member community. At the recent in-person Spring Board Meeting at Mammoth Mountain, newly elected board members were officially seated, and the Board engaged in productive discussions with members who attended as observers.

The Board confirms that established bylaws and governance procedures were followed throughout the recent election cycle. Under the bylaws, directors must be members in good standing at the time election results are finalized and seating occurs.

The organization also continues to navigate legal matters initiated by several members. On April 24, the Sacramento Superior Court denied a temporary restraining order sought against the organization, finding insufficient factual basis to support the requested relief. There are no further updates at this time.

The officer positions for the 2026–27 term are:

- Sowmya Subramanian, Chair
- Thomas Powell, Vice Chair
- Julie Brown, Secretary
- Sue Spain, Treasurer
- Neil Bussiere, National Representative

The Board remains committed to supporting staff, instructors, schools, and members across the region while continuing to focus on professional development, member engagement, sustainable growth, and regional innovation.

The Board also remains committed to fair process and established governance procedures. Should any candidate currently undergoing disciplinary proceedings return to member-in-good-standing status through the established process, the Board has established a pathway for seating them for the remainder of their elected term.

As part of continuous improvement, the Board will review learnings from the current election cycle and evaluate opportunities to strengthen future processes and communication. Disciplinary procedures have long been part of organizational governance and, as with all such matters, remain confidential and handled through established processes.

It remains a significant strength of the organization to have active instructors and members serving on the Board who understand the day-to-day realities, opportunities, and challenges facing our schools and instructor community.

The Board remains focused on maintaining a professional, stable, and forward-looking environment as we continue serving the membership together.

Sincerely,

The PSIA-AASI Western Region Board of Directors

[Children's](#)[Freestyle](#)[Nordic](#)[Seniors](#)[Snowboard](#)[Jobs](#)[The Edge](#)

EXHIBIT 5

Email Transmittal Proof

May 13, 2026 Supplemental § 8333 Demand



Alison M <alison.monahan@gmail.com>

Member Request for Inspection of Records – Cal. Corp. Code § 8333 (Voting Member No. 424107) – Records Relating to May 13, 2026 Board Statement

Alison Monahan <alison.monahan@gmail.com>

Wed, May 13, 2026 at 4:55 PM

To: Western Board <westernbod@psia-w.org>

Cc: "Professional Ski Instructors of America, Western Region" <mcooper@thesnowpros.org>

Please see attached, hard copy to follow.

Alison

**Section_8333_Supplemental_Demand_Letter_May13.pdf**
2006K

EXHIBIT 6

USPS Tracking Record

May 13, 2026 Supplemental Demand — Tracking No. 9589 0710 5270 2362 6951 98

USPS Tracking®

Tracking / FAQs >

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Anytime, Anywhere

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Tracking Number:
9589071052702362695198
 Copy Add to Informed Delivery

Remove X

Latest Update

Your item arrived at the TRUCKEE, CA 96161 post office at 11:34 am on May 18, 2026 and is ready for pickup. Your item may be picked up at TRUCKEE, 10050 BRIDGE ST, TRUCKEE, CA 961610212, M-F 0830-1645; SAT 1100-1345.

Get More Out of USPS Tracking:
 USPS Tracking Plus®

Delivered

Available for Pickup

Available for Pickup

TRUCKEE
10050 BRIDGE ST
TRUCKEE CA 96161-0212
Mon-Fri 8:30 AM-4:45 PM
Sat 11:00 AM-1:45 PM
May 18, 2026 11:34 AM

Departed Post Office

TAHOE CITY, CA 96145
May 14, 2026 4:54 PM

USPS in possession of item

TAHOE CITY, CA 96145
May 14, 2026 1:13 PM

[Hide Tracking History](#)

What Do USPS Tracking Statuses Mean?

EXHIBIT 7

Automated Out-of-Office Reply

From mcooper@thesnowpros.org, May 4, 2026



Alison M <alison.monahan@gmail.com>

Automatic reply: OFFICIAL TRANSMITTAL: Certified Results of April 23 Special Meeting of the Membership

Marisa Cooper <mcooper@thesnowpros.org>

Mon, May 4, 2026 at 8:00 AM

To: Alison Monahan <alison.monahan@gmail.com>

Hello!

Thank you for your email, I am currently out of office.

If you need **immediate assistance** please contact our Membership Services Team

(memberservices@thesnowpros.org or 303-987-9390).

I look forward to replying to your email when I return on Monday, May 11.

Thank you!

EXHIBIT 8

Minute Order Denying TRO

Moore et al. v. PSIA-AASI Western Division, No. 26CV009976 (Sac. Sup. Ct. April 24, 2026)

SUPERIOR COURT OF CALIFORNIA, COUNTY OF SACRAMENTO

Tani G. Cantil-Sakauye Courthouse, Department 8D

JUDICIAL OFFICER: HONORABLE JULIE G. YAP

Courtroom Clerk: L.Homsanith

CSR: None

26CV009976

April 24, 2026

1:30 PM

MOORE, et al.

vs

**PROFESSIONAL SKI INSTRUCTORS OF AMERICA -
WESTERN DIVISION, et al.**

MINUTES

APPEARANCES:

No Appearances

NATURE OF PROCEEDINGS: Ex-Parte Proceedings

The Court is in receipt of Plaintiffs Barclay Moore, Bryan Martel, Alycia Glines, David Achey, Greg Felsch, Blaine Lomen, and Jeff Connors' ("Plaintiffs") Ex Parte Application for a Temporary Restraining Order.

The Court rules on this matter without hearing. (Cal. Civ. Proc. Code § 166(a)(1); Sac. Sup. Ct. Local Rule 2.35(A); *see also Wilburn v. Oakland Hospital* (1989) 213 Cal.App.3d 1107, 1111.) The Court has reviewed the ex parte application and its supporting papers as well as the opposition thereto and Plaintiffs' reply.

The Ex Parte Application is DENIED.

Through this Application, Plaintiffs seek relief relating to the upcoming seating of a new board of directors of Professional Ski Instructors of America – Western Division, scheduled for April 27, 2026. Plaintiffs seek an order prohibiting Defendants from:

1. Seating, recognizing, or permitting any directors to act based on the 2026 election results as announced by Defendants on March 21, 2026; and
2. Enforcing or relying upon the March 20, 2026, suspensions to determine board eligibility or governance rights, pending a hearing on an Order to Show Cause Regarding Preliminary Injunction.
3. Taking any further action to alter or confirm the composition of the PSIA board of directors based upon or in reliance on the challenged disciplinary proceedings described in Plaintiffs' Complaint, pending further order of this Court.

(Application at p. 2:6-13.)

SUPERIOR COURT OF CALIFORNIA, COUNTY OF SACRAMENTO

Ex parte relief will only be granted upon a “factual showing in a declaration containing competent testimony of irreparable harm, immediate danger, or any other statutory basis for granting relief ex parte,” and only “in the plainest and most certain of cases.” (*Newsom v. Superior Court* (2020) 51 Cal.App.5th 1093, 1097.) “Further, entry of any type of injunctive relief has been described as a delicate judicial power, to be exercised with great caution. (*Ibid.* (citing *Ancora-Citronelle Corp. v. Green* (1974) 41 Cal.App.3d 146, 148).) “This is doubly true when granting relief on an expedited basis using an ex parte request for a temporary restraining order rather than a properly noticed preliminary injunction.” (*Ibid.*)

A temporary restraining order may be issued ex parte to preserve the status quo pending a full evidentiary hearing on a motion for preliminary injunction. (See *Landmark Holding Group, Inc. v. Superior Court* (1987) 193 Cal.App.3d 525, 527.) To obtain a TRO or preliminary injunction, the moving party must show: a likelihood of success on the merits and that the plaintiffs are likely to suffer a greater injury from the denial of the injunction than the defendants will suffer if it is granted. (*Cohen v. Bd. of Supervisors* (1985) 40 Cal.3d 277, 286.)

The Court finds that Plaintiff has failed to show an ex parte application for a temporary restraining order is supported by the facts and arguments presented to the Court at this time. In this case, the evidence submitted to the Court does not show irreparable injury to Plaintiffs if a temporary restraining order is not granted. While Plaintiffs asserts that, “[o]nce seated, that board will ratify and entrench the wrongful governance structure, rendering meaningful judicial relief significantly more difficult, if not impossible.” (Application at p. 2:2-5.) However, Plaintiffs provide the Court no factual basis, aside from conclusions and speculation, or legal authority to support this position. (Application at 10:3-11:24.) Rather, Defendants argue and present evidence that “should the candidates succeed in their disciplinary challenge and be reinstates as members in good standing, the organization will seat them on the board accordingly.” (Sheldon Decl. ¶ 15.) Further, Plaintiffs do not show how the Court could not redress their concerns, even if the board is seated, after a properly noticed motion is heard (if resolved in favor of Plaintiffs).

Accordingly, the Court denies the pending ex parte application for a temporary restraining order without prejudice to the filing of a properly noticed motion. If the date for hearing on such a motion is too remote, Plaintiffs may seek ex parte relief to shorten time or advance the hearing if the facts support it.

IT IS SO ORDERED.

SUPERIOR COURT OF CALIFORNIA, COUNTY OF SACRAMENTO

/s/ L. Homsanith

L. Homsanith, Deputy Clerk

By:

Minutes of: 04/24/2026

Entered on: 04/24/2026

EXHIBIT 9

April 25, 2026 BOD Email to Membership



Alison M <alison.monahan@gmail.com>

Sacramento Superior Court Denies TRO in Moore, et al. v. PSIA-AASI Western Division

PSIA-AASI Western Region Board of Directors <memberservices@thesnowpros.org> Sat, Apr 25, 2026 at 2:16 PM
Reply-To: PSIA-AASI Western Region Board of Directors <memberservices@thesnowpros.org>
To: alison.monahan@gmail.com

[Click here to view this email in your browser.](#)

**WESTERN**

Dear PSIA-AASI Western Region Members,

The Western Region knows that there has been information shared over the past few weeks that has been confusing, misleading, and divisive. As we all move forward, we want to remind everyone why this organization exists.

PSIA-AASI Western Region exists to train and certify snowsports instructors through high-quality education and professional growth. Our purpose is to give you the skills and opportunities you need to succeed in your career and help the snowsports industry grow. Our vision is to create a welcoming community where everyone can enjoy outdoor adventure and lifelong learning.

To protect this mission, we must follow our rules and bylaws. We want you to know that we are here for you, and we remain fully committed to serving every member as we move forward together.

On April 21, 2026, the Western CEO, the Western Board, and individuals on the Western Board were notified of a lawsuit.

Before the lawsuit, we could not publicly respond to these many false claims with no factual basis made by those members under disciplinary review because the law requires disciplinary information to stay confidential.

Now that this group has taken us to court, we can share some additional facts with you.

Here are details of the legal challenge brought against the Western CEO, the Western Board, and its individual members.

The plaintiffs are BARCLAY MOORE, BRYAN MARTEL, ALYCIA GLINES, DAVID ACHEY, GREG FELSCH, BLAINE LOMEN, and JEFF CONNORS (MOORE ET AL).

On April 23, 2026 MOORE ET AL asked the Court to issue a restraining order preventing the April 27, 2026 Board Meeting at Mammoth from going forward.

On April 24, 2026, the Sacramento Superior Court denied the plaintiffs' (the members under disciplinary review) request for a Temporary Restraining Order. The Temporary Restraining Order the plaintiffs requested asked for a delay of the 4/27 Board meeting at Mammoth. The Court found that the plaintiffs **provided "no factual basis" for their claims, relying instead on "conclusions and speculation" and denied their claim.** The 4/27 Board Meeting will move forward as scheduled.

As the defendants in this case, the Western Region and its board members prevailed because **our positions were supported by the Court through actual evidence and legal authority instead of the claims providing no factual basis that the plaintiffs made to you, the membership.**

The meeting held by the plaintiffs' group on April 23 was not an official member meeting and **did not follow the proper rules for notice.** Since it was based on claims providing no factual basis that the Court found to be unsupported, **that meeting has no legal power and its results are invalid.**

As a result, the 2026 election results are valid, and **we will proceed with seating the board and making necessary appointments on April 27, 2026.**

The Facts vs. Rumors:

- Rumor: The Board waited until the election was over to suddenly disqualify the winners because they didn't like the results.
- Fact: The Boards are required by policy to keep the investigation private while it is ongoing to protect the reputations of everyone involved.
- Fact: The evidence was being reviewed before and during the election. The mandatory eligibility rules became a factor after the disciplinary review proceedings reached the next step: notifying them of the investigation.
- Fact: There is no "official certification deadline" in the bylaws that prevents the Board from applying eligibility standards at any time.

- Rumor: CEO Marisa Cooper led or manipulated the Board to punish certain people running in the election for her own "agenda".
- Fact: **The Court did not believe these claims.** The Board acted independently based on recommendations from regional and national directors to follow established professional rules.
- Fact: Per our policies, the CEO was conducting disciplinary investigations, brought to her by concerned members, regarding the members under disciplinary review. When Moore, Martel and Glynes announced their candidacy, the CEO immediately handed the investigation off to the National and Regional Boards.
- Fact: The CEO did not start the proceedings until members asked for an investigation.
- Fact: The Board followed the established process and acted accordingly based on findings from the Regional Conduct Committee, the National Board and the National CEO.
- Fact: All decisions made were done so to fulfill the Board's fiduciary duty to protect the organization from documented misconduct and breaches of professional standards.
- Rumor: The members under disciplinary review were not given notice or a fair chance to respond.
- Fact: The Board followed the law (Corporations Code § 7341), making a final decision on 3/19/26 and then notifying the members under disciplinary review on 3/20/26, providing 15 days' notice for them to gather evidence to support their case. The board **then extended it to 18 days as a sign of good faith.**
- Fact: The members under disciplinary review did not engage with the process or attempt to provide a defense **until the very last day of the deadline.**
- Rumor: The member petitions claimed that the petitions were a "grassroots" effort that was not developed, promoted, and managed by the members under disciplinary review. (There were two petitions calling for a meeting with the members by supporters of the members under disciplinary review.)
- Fact: Evidence of a March 30, 2026 email confirms that certain members under disciplinary review were central figures in recruiting signatures and coordinating the effort.
- Fact: Because these efforts were led by members undergoing disciplinary review and because they used false statements and misinformation to make their case to the membership (that the Court subsequently agreed was unsubstantiated), the Board invalidated the petitions to protect the Western Region and its members.
- Rumor: The Board's actions are causing "irreparable harm" and permanent loss of board seats.
- Fact: The Court found there is ****no irreparable harm**** because **if a member under disciplinary review successfully appeals and is reinstated to "good standing," they will be seated on the Board for the remainder of their term** consistent with the Board's policies.
- Rumor: The Board's actions are causing the members under disciplinary review to lose their jobs and their income.
- Fact: **None of the members under disciplinary review are full-time instructors at schools where their pay depends on this certification.** Two members under review are not resort employees, two others are volunteers, and

one is affiliated with a resort school that is not a PSIA-AASI Western School. In the Western Region, no member school requires this certification to be hired, so no jobs were lost. **The Court agreed that there was no evidence of any real financial harm to the members under disciplinary review.**

There are many other examples of claims providing no factual basis made by the members under disciplinary review that the Court rejected. Again, the members under disciplinary review provided "no factual basis" for their claims, relying instead on "conclusions and speculation".

You are free to review the court proceedings yourselves. The case in Sacramento Superior Court is called:

"MOORE, et al.

vs

PROFESSIONAL SKI INSTRUCTORS OF AMERICA - WESTERN DIVISION, et al."

What Happens Next?

We are moving forward with seating our new Board on April 27, 2026. This is necessary to keep our organization in business. **We will hold seats open for members under disciplinary review. They will be seated as directors if they successfully challenge these proceedings and are reinstated as members in good standing.**

Any other so-called board meetings called by members are not board meetings and any decisions made in those so-called board meetings are unenforceable under California law, PSIA-AASI National's Bylaws and the Western Region's bylaws. This includes the 4/26/26 so-called board meeting called for 4PM.

All Board Members will be required to sign and acknowledge their responsibilities as stated in the Board Code of Conduct, which holds board members to a higher standard than our member code of conduct. Failure to sign is an acknowledgement on their part that they are not qualified to serve as directors, and they will not be permitted to be seated.

The Board is committed to being fair. We will say it again: **if any members under disciplinary review wins their appeal and becomes a member in good standing, they will be allowed to take their seat on the Board for the rest of their term subject to the Board's policies.**

We appreciate the support of the majority of our 3,200 members.

We understand that many are upset with the sharing of their private information. We will be addressing this soon.

We understand that others may not be satisfied with our above statements. We ask you to look at the sworn declarations and the Court's ruling, and remain attentive to the situation as it unfolds.

We will continue to follow the California law and our organizational bylaws, policies and procedures to ensure our organization stays professional and strong.

Sincerely,

The PSIA-AASI Western Region Board of Directors

All responses will be sent directly to the Western Region Board of Directors



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Want to change how you receive these emails?
You can [unsubscribe](#) from this list.



EXHIBIT 10

May 13, 2026 Official Board Update

With Internet Archive Wayback Machine Capture



WESTERN

[JOIN](#)[MY ACCOUNT](#)[DONATE](#)[EVENTS](#)[EDUCATION](#)[CERTIFICATION](#)[MEMBERSHIP](#)[SCHOLARSHIPS](#)[Q](#)

OFFICIAL BOARD UPDATE: FOCUSED ON STABILITY, PROFESSIONALISM, AND THE FUTURE

May 13, 2026

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As part of continuous improvement, the Board will review learnings from the current election cycle and evaluate opportunities to strengthen future processes and communication. Disciplinary procedures have long been part of organizational governance and, as with all such matters, remain confidential and handled through established processes.

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The Board remains focused on maintaining a professional, stable, and forward-looking environment as we continue serving the membership together.

Sincerely,

The PSIA-AASI Western Region Board of Directors

[Children's](#)[Freestyle](#)[Nordic](#)[Seniors](#)[Snowboard](#)[Jobs](#)[The Edge](#)



JOIN

MY ACCOUNT

DONATE

EDUCATION

CERTIFICATION

MEMBERSHIP

SCHOLARSHIPS



May 13, 2026

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Search



Adaptive

Alpine

Children's

Freestyle

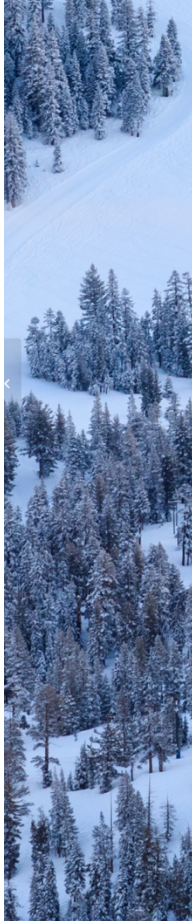
Nordic

Seniors

Snowboard

Jobs

The Edge



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Sincerely,

The PSIA-AASI Western Region Board of Directors

Share this



MEMBER SCHOOL RESOURCES

STAFF RESOURCES



psiaaasiwest

Professional Skiing Instructors of
America - American Association of
Snowboard Instructors
WESTERN REGION Passionate about
snowsports education



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CONTACT US

PSIA-AASI Western
Serving California, Nevada, and Hawaii
Mailing Address:
P.O. Box 969
Truckee, CA 96160

Member Services

(303) 987-9390
memberservices@thesnowpros.org

EXHIBIT 11

PSIA-AASI Western Division Bylaws and Policy Governance Manual

*Including Bylaws Article XIV (member inspection rights) and Policy Governance Manual
Policies 2.5 and 3.5*



BYLAWS

OF THE

PROFESSIONAL SKI INSTRUCTORS OF AMERICA and AMERICAN

ASSOCIATION OF SNOWBOARD INSTRUCTORS

WESTERN DIVISION

(PSIA-AASI W)

A Non-Profit California Corporation

Effective December 19, 2023

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ARTICLE I, NAME AND TERRITORIAL LIMITS

SECTION 1.1. NAME.

The name of the Corporation shall be Professional Ski Instructors of America & American Association of Snowboard Instructors West. This organization is referred to herein as “the Corporation.”

SECTION 1.2. TERRITORIAL LIMITS.

The territorial limits of the Corporation shall include the States of California, Nevada and Hawaii, and any other territories assigned by the national American Snowsport Education Association, hereinafter referred to as ASEA.

ARTICLE II, PURPOSE

SECTION 2.1. GENERAL PURPOSE.

The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for public purposes.

SECTION 2.2. SPECIFIC PURPOSE.

The specific purpose of the Corporation shall include without limitation, establishing, educating, certifying and maintaining, through training and supervision, minimum standards of snowsports teaching and advancing the best interests of snowsports as a whole, consistent with the mission and standards established by ASEA.

ARTICLE III, OFFICE

SECTION 3.1. PRINCIPAL OFFICE.

The principal office of the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board.

ARTICLE IV, GENERAL MEMBERSHIP

SECTION 4.1. CLASSIFICATION OF MEMBERS.

PSIA-AASI Membership categories are agreed to by all Divisions of PSIA-AASI and published as PSIA-AASI National Policies. The membership categories can be found in the Division Policies and Procedures as found on the Western Division Website (psia-w.org) under “About Us”.

SECTION 4.2. MODIFICATION TO CLASSIFICATION.

Except as specifically addressed elsewhere in these bylaws, additions, deletions and changes in the classes of membership may occur from time to time and this section of the bylaws may be amended from time to time upon the action of the Board to make this section consistent with the classification of membership established by ASEA; provided, however, that no such change shall effect any benefits accruing to any member prior to such changes absent a change effected by a general membership vote.

SECTION 4.3. ADMISSION OF MEMBERS.

Applicants shall be admitted as members upon completing an application form and payment of all required fees and dues as established by the Board.

SECTION 4.4. GOOD STANDING.

Members who have paid the required fees and dues, and who have not been suspended, shall be members in good standing of this Corporation.

SECTION 4.5 TERMINATION OF MEMBERSHIP.

The refusal or neglect of any member to comply with the provisions of the bylaws, rules, regulations, policies and procedures, the code of conduct or the commission of a crime involving moral turpitude may constitute grounds for termination of members, subject to a hearing and opportunity to be heard using procedures established by the Board, from time to time.

ARTICLE V, PRIVILEGES OF INDIVIDUAL MEMBERSHIP

SECTION 5.1. GENERAL PRIVILEGES.

All members shall have the right to receive notices; to attend meetings; to speak; to resign if all obligations to the Corporation have been fulfilled; to have a hearing before any expulsion is effected; to insist on the enforcement of the rules of the Corporation and the rules of order as adopted by the Board of Directors; and to exercise any other right specifically permitted by the bylaws of the Corporation.

SECTION 5.2. VOTING RIGHTS.

Only Members in good standing shall be entitled to vote, to sign petitions, to present motions or resolutions, to nominate or conduct business at membership meetings of the Corporation.

SECTION 5.3. HOLDING OFFICE.

Active certified members, Alumni members and Lifetime members in good standing and others appointed by the board per these By-Laws are qualified to hold office or be a member of the Board of Directors.

SECTION 5.4. EDUCATIONAL MATERIALS.

All members shall have access to available educational materials and educational events at member prices from the Corporation.

SECTION 5.5. OTHER RIGHTS.

In addition to the rights described in these bylaws, voting members of this Corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI, OBLIGATIONS OF INDIVIDUAL MEMBERSHIP

SECTION 6.1. DUES.

The CEO will propose what the Dues shall be as part of the Annual Budgeting Process, and the Board will approve the Dues as part of the Annual Budget Approval. A member who has not paid their dues by the due date is delinquent and must pay their dues prior to being entitled to the privileges of membership, including appointment to Task Forces and voting privileges.

SECTION 6.2. GENERAL.

Each member shall stay informed of all rules, regulations, policies, and procedures of the Corporation, which may, from time to time, be established, modified or repealed by action of the Board of Directors, including, but not limited to, requirements for continuing education necessary to maintain certification classification levels.

ARTICLE VII, MEMBERSHIP MEETINGS

SECTION 7.1. ANNUAL GENERAL MEMBERSHIP MEETINGS.

A General Membership meeting shall be held annually no later than June 1 of each fiscal year, at the date, time and place established by the Board.

SECTION 7.2 SPECIAL MEETINGS.

Any fifty voting members of the Corporation, under special and unusual circumstances requiring prompt action, may request a special meeting of the membership provided notice of such meeting shall be mailed to each member at least ten days prior to the date thereof. Any notice of a special meeting must state the date, time and place along with the general nature of the business to be transacted and no other business may be transacted at such meeting.

SECTION 7.3. NOTICE OF MEETINGS.

Whenever members are required to attend or permitted to take action at a meeting, a written notice of the meeting, sent by first class registered, certified mail, or electronic mail shall be given not less than 10 days and not more than 90 days before the date of the meeting to each member who, on the date of the notice, is entitled to vote; provided, however, if the notice is by regular mail, that notice shall be not less than 20 days and not more than 90 days before the meeting.

SECTION 7.4. QUORUM.

At all meetings of the membership, a quorum shall consist of no less than 100 voting members. Every act or decision done or made by a majority of the voting members present at a duly held meeting at which a quorum is present is

an act of the members, unless the law, the Articles of Incorporation or bylaws require a greater number.

SECTION 7.5. SPECIAL NOTICE RULES FOR APPROVAL OF CERTAIN PROPOSALS.

If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting:

- A. Removal of a director without cause;
- C. Amending the Articles of Incorporation; and
- D. An election to voluntarily windup and dissolve the corporation.

ARTICLE VIII, MEMBER SCHOOLS

SECTION 8.1. MEMBER SCHOOLS.

The Corporation recognizes Member Schools for the purpose of membership entry control and Member School level participation in Corporation activities. The requirements and benefits for Member Schools shall be established by the Board, from time to time.

SECTION 8.2. VOTING RIGHTS.

Member schools are organizations. Member schools have no voting rights or any other rights conferred upon individual members.

ARTICLE IX, BOARD OF DIRECTORS

SECTION 9.1. POWERS OF THE BOARD OF DIRECTORS.

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitation in the Articles of Incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by and under the direction of the Board of Directors ("Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, management company, committee, or task force however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 9.2. COMPOSITION OF THE BOARD OF DIRECTORS.

The Board shall consist no more than of no less than 7 persons and no more than 12 persons. are eligible and qualified for election to the Board.

SECTION 9.3. TERM OF OFFICE.

The term of office for directors shall be three years or until their successors are elected and qualified, so arranged that approximately one third of the directors shall be eligible for re-election each year on a rotating basis.

SECTION 9.4. NOMINATION AND ELECTION OF DIRECTORS.

Members of the Board shall be elected by the General Membership of the Corporation who vote in an annual

ballot. Any qualified member desirous of serving on the Board shall submit a nomination form to the CEO, which shall constitute nomination for candidacy. Upon receipt of candidate information, the CEO shall cause to be published a summary of personal information received, accompanied by a ballot containing all official candidates' names, without duplication of names. The General Membership shall receive the subject ballot or have access to vote electronically by which the members may indicate their choices for the Board commensurate with the openings available in any given election year. The ballot shall clearly state the number of Board of Directors openings to be filled in the current election. A plurality of votes received, in descending order, shall indicate a choice for the Board. In the event that different lengths of terms are to be filled, in any election process, the highest plurality of votes shall elect the longest term and so forth in descending order.

SECTION 9.5. EMPLOYEES NOT QUALIFIED TO SERVE AS A DIRECTOR.

A member who is otherwise qualified to run for the Board may not serve on the Board if the member continues as an employee of the Corporation. Any member who is an employee of the Corporation must take a leave of absence from his/her position as an employee before being installed as Board member; provided, however, this provision shall not require Board members who are already serving as duly elected board members at the time these bylaws become effective to take a leave of absence as employees for the duration of their elected term.

SECTION 9.6. VACANCIES.

A vacancy on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) whenever the number of authorized directors is increased.

SECTION 9.7. FILLING VACANCIES.

In the event of a vacancy due to the death, disability, resignation, or another cause affecting a member of the Board, a new member of the Board may be appointed by a majority vote of the remaining Board of Directors.

SECTION 9.8. TERM OF OFFICE OF REPLACEMENT APPOINTED UPON VACANCY.

In the case of vacancy for any cause, the person appointed/elected to fill such vacancy shall serve on the Board for the unexpired portion of such term and if such unexpired portion shall amount to one calendar year or more, such person may serve no more than two subsequent, successive years, unless elected by the membership.

SECTION 9.9. REMOVAL OF DIRECTOR.

The Board may, by resolution, declare vacant the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

SECTION 9.10. REGULAR MEETINGS.

The Board of Directors shall meet as many times as necessary within the course of the year in order to conduct the business of the Corporation. Special meetings shall be held whenever called by the Chairperson or requested by a majority of the directors. Directors may participate in a Board meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such a meeting can communicate concurrently with all other directors on the telephone conference call. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

The **Annual Board of Directors Meeting** shall be held at such time and place as the Board directs no later than the end of the fiscal year, for the purpose of electing officers and inducting new directors. The meeting shall be presided over by the incumbent Chairperson. All new incoming Board members plus those continuing terms of office into the next year shall attend.

SECTION 9.11. NOTICE OF MEETINGS

Notice of meetings shall be made in a manner reasonably calculated to give notice to each member of the Board of Directors and may be held no less than 10 days after notice is given in writing and no less than 48 hours if notice is delivered personally, telephonically or telegraphically. Written notice may be in the form of mail or email. The Notice shall include the day, hour and place of meeting. The purpose of the meeting need not be specified.

SECTION 9.12. QUORUM AND ACTION OF THE BOARD

A majority of the Directors of the Board currently in office shall constitute a quorum. No business shall be conducted unless a quorum is present. The vote of the majority of those directors present shall constitute an act of the Board, unless the Articles of Incorporation, bylaws of the Corporation or the provisions of the California Nonprofit Public Benefit Corporation Law require a different percentage for action approval.

SECTION 9.12. WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS.

Any transaction of any meeting of the Board, however called, noticed or wherever held, are as valid as though the meeting was duly called and noticed, provided a quorum is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made part of the minutes of the meeting.

SECTION 9.13. ACTION BY UNANIMOUS CONSENT WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually and collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 9.14. VOTING BY MAIL OR EMAIL.

The Board of Directors may not vote by mail or electronically.

SECTION 9.15. COMPENSATION.

No director shall be compensated for his/her service as a director, but each director shall be entitled to receive, for attendance at each meeting of the Board or of any duly constituted Board Committee thereof which he/she attends, such expenses as may be determined reasonable by the Board.

SECTION 9.16. NON-LIABILITY OF DIRECTORS.

The directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation, provided, however, that this non-liability provision does not extend to negligent actions committed by specific directors which are not specifically covered by insurance.

ARTICLE X, ELECTED OFFICERS

SECTION 10.1. OFFICERS.

The officers of the Corporation shall consist of at least a Chairperson of the Board, Vice Chairperson, Secretary, Treasurer, and National Representative. Officers need not be members of the Board of Directors. Any number of offices may be held by the same person, except that the Secretary and Treasurer may not serve concurrently as the Chairperson of the Board. The Board may establish additional officers.

SECTION 10.2. TERM OF OFFICE.

Officers elected by the Board at the annual meeting shall serve no less than one year, until their successors are elected and qualified or his/her earlier resignation or removal. Officers shall be eligible for re-election or re-appointment.

SECTION 10.3. NOMINATION AND ELECTION.

Nominations may be made verbally at the Board's annual meeting immediately preceding the election in a manner established by the Board. A majority vote of the Board shall constitute a choice.

SECTION 10.4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an officer on whom such power of removal may be conferred by the Board.

SECTION 10.5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

SECTION 10.6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled temporarily by appointment by the Chairperson, or if none, by the Vice Chairperson, and the appointee shall remain in office for 60 days or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

SECTION 10.7. RESPONSIBILITIES OF DULY ELECTED OFFICERS

Section 10.7.a. Chairperson of the Board.

The Chairperson shall preside at all meetings of the Corporation and Board of Directors and shall have the usual powers and duties of such office. He/she shall be an ex-officio member of all Board Committees. In all voting, either by members of the Board of Directors or members of the Corporation, a tie vote shall be resolved by vote of the Chairperson of the Board. The Chairperson of the Board may recommend a Chief Executive Officer, subject to the approval of the Board of Directors.

Section 10.7.b. Vice Chairperson of the Board.

The Vice Chairperson of the Board of the Corporation shall, in the absence or disability of the Chairperson of the Board, perform all the duties of the Chairperson of the Board and, when so acting, have all the powers of and be subject to all the restrictions upon the Chairperson of the Board. The Vice Chairperson of the Board shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10.7.c. Secretary.

The Secretary of the Corporation shall attend to the following:

- A. Bylaws. The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or copy of these bylaws as amended to date.
- B. Minute Book. The Secretary shall keep or cause to be kept a minute book, as described by these bylaws.
- C. Notices. The Secretary shall give, or cause to be given, notices of all meetings of the Board in accordance with these bylaws.
- D. Corporate Records. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any director, or to his or her agent or attorney, these bylaws and the minute book.
- E. Corporate Seal and Other Duties. The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors.
- F. Contracts. The Secretary shall be authorized to execute all contracts, jointly with the Chairperson and any other instrument on behalf of the Corporation whenever authorized to do so by the Board of Directors.
- G. Membership Documentation. Issue, or cause to be issued, membership cards and certificates and other membership documentation.
- H. Correspondence. Transact, or cause to be transacted, such part of the correspondence relating to the Corporation and the Board and shall perform other duties as the Board of Directors may direct.

Section 10.7.d. Treasurer.

The Treasurer of the Corporation shall attend to the following:

- A. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
- B. Financial Reports. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- C. Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the Chairperson and directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board of these bylaws.

D. Audits. Secure, or cause to be secured, annual audits with appropriate balance sheets, revenue & expense accounts, and profit & loss statement upon request by the Board of Directors, by either a Certified Public Accountant or auditing committee appointed by the Board of Directors.

E. Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his death, resignation, retirement or removal from office.

Section 10.7.e. ASEA National Board Representative.

The ASEA National Board Representative shall be the official Corporation delegate to the National Board and in that capacity shall report to his/her Board of Directors. His/her actions thereon shall be binding upon the Corporation. The ASEA National Representative is responsible for attending the ASEA National Meeting as a representative for the Western Division. He/she will be responsible for the dissemination of the minutes from each annual meeting and shall regularly report pertinent information and events of the ASEA Board to the members of the Corporation. Similarly, he/she shall regularly report happenings of the Corporation to the ASEA National Board. He/she shall perform such other duties as delegated by the Board of Directors.

SECTION 10.8. COMPENSATION.

No officer shall be compensated for his/her service as an officer, but each officer shall be entitled to receive, for attendance at each physical meeting of any duly constituted Board Committee thereof which he/she attends, such expenses as may be determined reasonable by the Board.

SECTION 10.9. NON-LIABILITY OF OFFICERS.

The officers shall not be personally liable for the debts, liabilities or other obligations of the Corporation, provided, however, that this non-liability provision does not extend to negligent actions committed by specific directors which are not specifically covered by insurance.

ARTICLE XI, TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

SECTION 11.1. INTERESTED PARTY TRANSACTION & ADVOCACY.

Except as provided in Section 11.2, The Corporation shall not be a party to any transaction or advocate on behalf of any person or position:

- A. in which one or more of its directors or officers has a material financial interest, or
- B. with any corporation, firm, association, or other entity in which one or more directors or officers has a material financial interest.

SECTION 11.2. REQUIREMENTS TO AUTHORIZE TRANSACTIONS.

The Corporation shall not be a party to any transaction described in Section 11.1 unless:

- A. the Corporation enters into the transaction for its own benefit;
- B. the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- C. prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances;
- D. the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section; and
- E. the vote of the Board of Directors to approve the transaction met the requirements in Section 9.12

SECTION 11.3. LOANS TO DIRECTORS, OFFICERS AND EMPLOYEES.

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director, officer, or employee, unless approved by the Attorney General; except that, however, the Corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred in the performance of duties of such director or officer, if in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

SECTION 11.4. DUTY OF LOYALTY.

Nothing in this shall be construed to derogate in any way from the absolute duty of loyalty that every director and officer owes to the Corporation.

ARTICLE XII, CHIEF EXECUTIVE OFFICER

SECTION 12.1. SELECTION

Upon recommendation by the Chairperson of the Board, the Board may appoint the Chief Executive Officer who serves at the pleasure of the Board.

SECTION 12.2. DUTIES

The CEO shall be responsible for personnel, operations, communications, marketing, membership issues and financial matters of the Corporation. In addition, the CEO shall carry out the administrative duties as may be assigned to him/her from time to time by the Board, as well as make and sign all contracts on behalf of the Corporation with approval of the Chairperson.

SECTION 12.3. COMPENSATION.

The salary of the CEO shall be established by the Board from time to time.

ARTICLE XIII, BOARD COMMITTEES

SECTION 13.1. BOARD COMMITTEES.

The Board may create one or more standing and ad hoc committees and appoint directors and non-board member to serve on them. Board Committees are limited to such committees necessary to execute the duties of the Board,

which committees shall meet in the interim between meetings of the Board of Directors and report recommendations to the Board.

ARTICLE XIV, CORPORATE RECORDS, REPORTS AND SEAL

SECTION 14.1. MAINTENANCE OF CORPORATE RECORDS.

The Corporation shall keep at its principal office in the State of California the following:

- A. Minutes of all meetings of directors, committees of the board, membership meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A record of its members indicating the names and addresses, the class of membership held by each member and the termination date of any membership;
- D. A copy of the Corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

SECTION 14.2. CORPORATE SEAL.

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 14.3. DIRECTORS' INSPECTION RIGHTS.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

SECTION 14.4. MEMBERS' INSPECTION RIGHTS.

Voting members in good standing shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- A. To inspect and copy the record of all member's name, addresses and voting rights, at reasonable times, upon seven business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- B. To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of names, addresses and voting rights of members entitled to vote for election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- C. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the

board of committees of the Board, upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interest as a member

D. If a member is denied inspection rights because the intended purpose is not reasonably related to the person's interest as a member, the member may appeal to the Board of Directors by submitting the appeal in writing. The decision of the Board of Directors on such appeal shall be final.

SECTION 14.5. RIGHT TO COPY AND MAKE EXTRACTS.

Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 14.6. ANNUAL REPORT.

The Board shall cause an annual report to be furnished no later than 120 days after the close of the Corporation's fiscal year to all directors of the Corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds if any, during the fiscal year;
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses and disbursement of the Corporation, for both general and restricted purposes, during the fiscal year;
- E. Any information required by Section 14.7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

In lieu of printing and providing copies of the Annual Report to the directors or to any member who requests it in writing, the Board of Directors may elect, by majority vote, to post the Annual Report on the website to satisfy the requirements of this Section; provided, however, that the Board shall cause notice of the posting to be sent via mail or email to each director and every member who has requested a copy of the report in writing.

ARTICLE XV, AMENDMENT OF BYLAWS

SECTION 15.1. AMENDMENT BY MEMBERSHIP

The voting members of the Corporation may alter, amend, or repeal the bylaws as follows:

At the annual Membership Meeting or at a special meeting provided that notice in writing of such proposed action be given at least one full day prior to voting, and provided that at least two-third of the quorum approve the proposed changes.

SECTION 15.2. AMENDMENT BY THE BOARD OF DIRECTORS.

The Board of Directors may amend the bylaws subject to the following terms and conditions:

A. No portion of the bylaws that effect a member's rights and privileges afforded by membership in the Corporation may be modified except by Membership vote;

B. No amendment shall be effective except upon a two-thirds of the Board of Directors voting in favor of the amendment.

C. Voting by the Board may be at a regular or special meeting.

D. All amendments made by the Board of Directors shall be published and made available to the Membership.

ARTICLE XVI, AMENDMENT OF ARTICLES OF INCORPORATION

SECTION 16.1. AMENDMENT OF ARTICLES OF INCORPORATION.

Amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors and by approval by the Members of the Corporation.

SECTION 16.2. CERTAIN AMENDMENTS.

Notwithstanding the above section of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation, nor the name and address of its initial agent except to correct an error in such statement or to delete such statement after the Corporation has filed a A Statement of Domestic Non-Profit Corporation pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XVII, MISCELLANEOUS

SECTION 17.1. FISCAL YEAR.

The fiscal year of the Corporation shall commence on the first day of July and end on the 30th day of June.

SECTION 17.2. ELECTRONIC NOTICES AND VOTING.

Section 17.3.a. Electronic Notices.

The Board of Directors and the CEO are authorized to use electronic means including the use of a website to publish notices and information for the benefit of the general membership. The Board of Directors may establish a that outlines the process by which electronic means, email and web-based means are used for providing notices and disseminating information that is reasonably likely to give notice to as many members as possible.

Section 17.3.b. Online Voting.

Electronic voting, email voting, online voting and secure web-based voting may be permitted by the Board of Directors for conducting General Membership voting so long as:

A. Any discussion or information relating to the subject placed for vote has been adequately disseminated

to the Membership and discussion has been permitted.

B. In an electronic, email, online or secure web-based vote, the vote must be either "yes" or "no."

C. In an electronic, email, online or secure web-based vote, the voting page or document must clearly state the topic for the vote and contain an identification number for each member to prevent duplicate voting.

D. If a mail-in ballot has been disseminated, no vote using electronic voting, email, online or secure web-based voting shall take place.

E. Electronic voting, email voting, online voting and/or secure web-based voting may be used so long as procedures used comply with any laws governing electronic, email, online voting and secure web-based voting as set forth in the laws of the State of California.

SECTION 17.3. EFFECTIVE DATE OF THESE BYLAWS.

These bylaws shall become effective upon the call to order of the newly elected board at the annual meeting immediately following the approval of the bylaws.

SECTION 17.4. PARLIAMENTARY PROCEDURE.

In all matters not covered by the bylaws, the organization shall be governed by Robert's Rules of Order at its current revision level.

APPROVED BY THE BOARD OF DIRECTORS
on October 19, 2023

_____ on October 19, 2023

Dino White, Secretary



Board of Directors

Governing Policies Manual

Revision approved by the Board May 23, 2023

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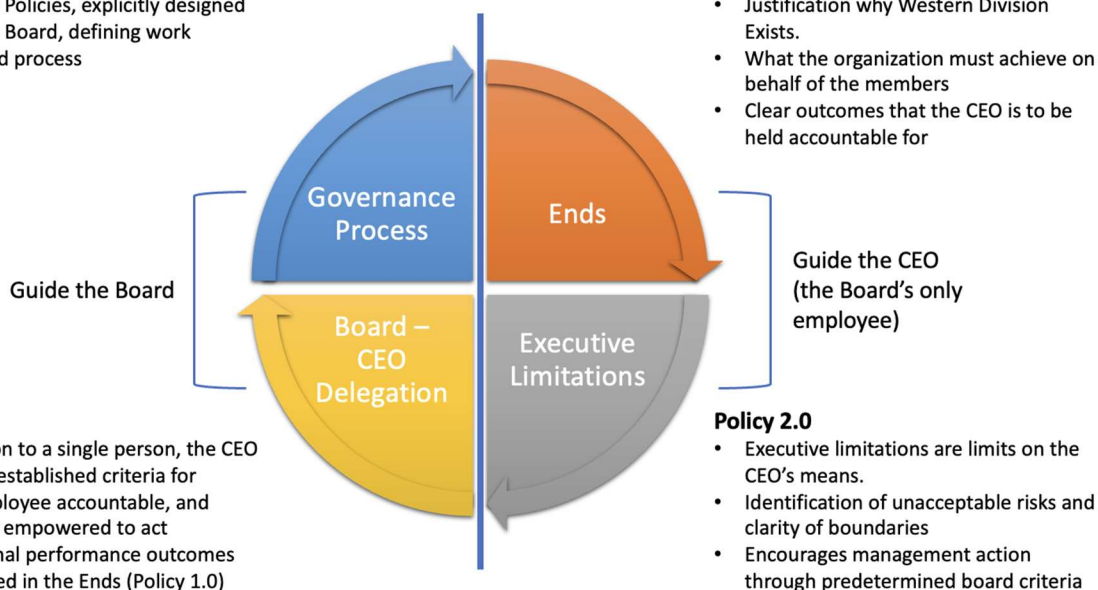
Introduction:

This Policy Governance Manual represents PSIA-AASI Western Division's Board of Directors' (the Board's) values expressed in governing policies through a Governance Process, Board – CEO Delegation, Ends and Executive (Management) Limitations.

Policy Governance Model*

Policy 4.0

- Governance Policies, explicitly designed to guide the Board, defining work products and process



Policy 1.0

- Justification why Western Division Exists.
- What the organization must achieve on behalf of the members
- Clear outcomes that the CEO is to be held accountable for

Policy 3.0

- Board delegation to a single person, the CEO
- Ensures preestablished criteria for holding employee accountable, and employee is empowered to act
- Organizational performance outcomes are addressed in the Ends (Policy 1.0)

Policy 2.0

- Executive limitations are limits on the CEO's means.
- Identification of unacceptable risks and clarity of boundaries
- Encourages management action through predetermined board criteria

* Policy Governance Model provided by Sherry Jennings, Founder and Principle, Sound Governance

- The Board dictates its own work products and processes through *Governance Policies*. Governance Policies speak to the board but do not speak to the CEO.
- The *Board – CEO Delegation* policies specify that the Board is delegating the Board's legitimate authority for the management of the organization to the CEO. The delegation policies dictate how the Board will monitor, evaluate, and reward proper use of that authority.
- The Board is explicitly delegating operational matters to the CEO through *Ends and Executive Limitations*. Both Ends and Executive Limitations are "parameters" that govern the CEO, provide parameters for holding the CEO accountable and also empowering the CEO to act within those parameters.

This Governing Policies Manual (GPM) contains the current standing (ongoing) performance standards, values, and expectations of the Board.

1. **Purpose:** This Manual is designed to help the Board approach decisions from the perspective of its own, previously established standards, values and expectations by:
 - A. Elevating efficiency by having all ongoing Board policies in one place.
 - B. Quickly orienting new Board members to current policies.
 - C. Eliminating redundant or conflicting policies.

- D. Having greater ease of reviewing current policy when considering new issues.
- E. Providing clear, proactive policies to guide the CEO and staff, as well as Board officers, members and committees.
- 2. **Consistency:** The Board will ensure that each policy in this document is to be consistent with the law, the Articles of Incorporation and the Bylaws, all of which have precedence over these Board policies. Except for time-limited or procedural-only Board decisions (approving minutes, electing an officer, etc.), which are recorded in Board meeting minutes, all standing Board policies shall be included or referred to in this document. The CEO is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual.
- 3. **Transition:** Unless a prior Board resolution or contract obligates the organization regarding a specific matter, these updated standards supersede previous Board resolutions. If an actual or apparent conflict arises between this Manual and other policies or Board resolutions, the matter shall be brought to the Board's attention for resolution.
- 4. **Changes:** The Board will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for Board consideration, by any Board member or by the CEO. Whenever changes are adopted, the updated document should be dated and promptly disseminated to the Board and CEO.
- 5. **Specificity:** Each new policy will be drafted to fit into the appropriate section of the Manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity down to the level of detail that the Board finds appropriate/necessary for Board action or in delegating to the CEO. The Board will afford discretion for implementation (allowing reasonable interpretation) when delegating further decisions to the Board Chair, Board Committees, or the CEO.

Board Norms:

The Board of Directors for the PSIA-AASI Western Division will abide by these Board Norms:

- We will be guided by our GPM 4.1.3 & 4.1.7 that we hold ourselves accountable to work to benefit our members
- We will welcome diversity of thought GPM 4.1 (c)
- Be present and prepared GPM 4.1 (f), 4.1.1 & 4.1.2 – every individual is held accountable for good decision-making processes
- Be board focused on strategic vs. operational GPM 4.1 (b) & (d); GPM 4.1.3
- Check ego at the door GPM 4.1.4 – it's a team effort
- Presume positive intent GPM 4.1 (a)

Policy 1.0 Ends/Priority Results

VISION: *Create lifelong adventures through education*

MISSION: *To promote exceptional standards at all levels and disciplines of snowsports instruction. Build leadership in individuals through education, training and adventure. Inspire a lifelong passion for snowsports, adventure and the mountain experience. Connect snowsports instructors of the world in order to share, learn and grow.*

1.0 BROADEST END:

PSIA-AASI Western exists to create a diverse inspirational community focused on professional development and personal growth for our members.

Guidance of performance metrics

- NPS

Priority Results:

1.1 Members have access to utilize and receive values from relevant and inspirational education.

Guidance of performance metrics

- Membership participation percentage %
 - Certification events
 - Other events
- Overall membership count
- Retention % age target
- NPS

1.1.A Provide multi-path programming that supports experiential learning.

Guidance of performance metrics

- Same as 1.1

1.2. Members' skill sets are validated through consistent and equitable assessment, certification and credentialing that meet the national standard.

Guidance of performance metrics

- Member survey responses

1.3. Individual members will have a seamless experience while realizing value through communication, collaboration, and efficiencies between PSIA-AASI Partners.

Guidance of performance metrics

- Member survey responses

1.4. Snowsports schools and resort operators demonstrate exceptional demand for innovative PSIA-AASI Western services.

Guidance of performance metrics

- Initiate a survey with Resort Operators
- NSAA results
- School survey responses

Policy 2.0 Executive Limitations

The CEO will not cause or allow any practice, activity, decision or organizational circumstance that is illegal, imprudent, or in violation of commonly accepted business and professional ethics and practices.

Policy 2.1 Treatment of Members

With respect to interactions with PSIA-AASI W members, the CEO will not cause or allow conditions or procedures which are unfair, unsafe, untimely, unresponsive, undignified or which fail to provide appropriate confidentiality.

Further, the CEO will not:

1. Collect, review, transmit, store or destroy member/division information without protecting against improper access to that information.
2. Operate without clearly conveying to members/divisions what may be expected from the services offered.
3. Operate without informing members, as appropriate, of this policy, and without having in place a complaint/response process to address concerns raised by members.

Policy 2.2 Treatment of Staff and Volunteers

With respect to the treatment of volunteers and employees, the CEO will not cause or allow conditions that are unfair, unsafe, or undignified.

Further, pertaining to volunteers, the CEO will not:

1. Operate without providing interested member volunteers opportunities for meaningful involvement with a contribution to PSIA-AASI W's Ends.
2. Operate without maintaining and ensuring that volunteers who hold positions of trust in PSIA-AASI W (e.g. committee and task force members, etc.) review and commit to abide by a Code of Ethics/Statement of Personal and Professional Standards of Conduct and sign the Volunteer Declaration Form.

Pertaining to employees, the CEO will not:

3. Operate without ensuring employees are provided with written personnel policies, reviewed by qualified legal counsel, which clarify personnel rules for employees, provide for effective handling of complaints/grievances and protect against wrongful conditions.
4. Allow employees to be unaware of the Board's governing policies including, but not limited to, this Treatment of Staff policy, along with the CEO's interpretations of staff's protections under this policy.
5. Retaliate or allow retaliation against an employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board of Directors (per the process for handling of grievances in the personnel policies) acts or omissions by PSIA-AASI W personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of state or federal law or a governing policy of the Board.
 - a. Employees may not be prevented from grieving to the Board when (a) internal grievance procedures outlined in the Personnel Manual have been exhausted and (b) the employee alleges that Board policy has been violated.
6. Allow staff to be unprepared to deal with reasonably foreseeable emergencies.
7. Allow staff to be unprepared to deal with reasonably foreseeable emergencies.

Policy 2.3 Treatment of Contractors and Vendors

With respect to the treatment of contractors and vendors, the CEO shall not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:

1. Operate without written business agreement and procurement rules that (a) protect against conflict of interest or appearances of partiality, (b) provide for informing contractors and vendors of appropriate regulations or conduct policies, and (c) provide for effective and timely handling of complaints or grievances.
2. Use methods of collecting, reviewing, transmitting, or storing contractor and vendor information that fail to protect against improper access to the material elicited.
3. Fail to execute contracts with contractors and vendors that minimize the risk of nonperformance and confirm the appropriate scope of those contracts.

Policy 2.4 Financial Condition and Activities

With respect to financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy, or a material deviation of actual expenditures from the Board's Ends priorities.

Further, the CEO will not:

1. Allow liquid assets to drop below \$25,000
2. Borrow funds (with exception of credit cards used for normal business purposes paid in full each month).
3. Use Board-designated Investment Reserve funds without the approval the division's Board.
4. Have less than 1.5% designated to the long-term reserve account of the gross revenue in the yearly budget. This will be in effect until the balance of the long-term reserve account is at least 50% of the gross revenue in any given yearly budget.
5. Use Education Foundation funds without the approval of the Education Foundation Board.
6. Operate without settling payroll obligations and payables in a timely manner.
7. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
8. Execute a purchase commitment, check, or electronic funds transfer to operations that are not accounted for under Policy 3.6 Financial Planning and Budgeting.
9. Allow any purchase without reasonable protection against conflicts of interest.
10. Acquire, encumber, lease, or dispose of real property
11. Operate without aggressively pursuing material receivables after a reasonable grace period.
12. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
 - A. Operate without clearly delineated procedures and limitations for reimbursement of authorized expenses incurred by division's members, division's task force and committee members, and others who are entitled to reimbursement from the division's office.
 - B. Prevent the Board Chair and the Audit/Investment/Finance Committee from reviewing credit card statements and receipts and expense reimbursements.

Policy 2.5 Asset Protection

The CEO will not cause or allow PSIA-AASI W's assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, the CEO will not:

1. Allow PSIA-AASI W to be uninsured:
 - . Against theft and casualty losses to at least replacement value.
 - A. Against liability losses to Board members, staff, and the organization itself in an amount equal to or greater than the average for comparable organizations.
 - B. Against employee theft and dishonesty.
2. Subject PSIA-AASI W's buildings, facilities, and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, the Board, staff, or their agents to claims of liability.
4. Operate without ensuring that Conflict of Interest policies are maintained, distributed to, and adhered to by directors, officers, committee Chairs, management employees, and all employees who can influence the actions of PSIA-AASI W.
5. Allow PSIA-AASI W's intellectual property, information, resources, and files to be exposed to loss, improper access, misuse, or significant damage.
6. Operate without adhering to a Document Retention Policy approved by qualified legal counsel, for the maintenance of documents and records.
7. Operate without internal controls over receipts and disbursements, and to prevent dissipation of assets, sufficient to meet the Board-appointed auditor's standards (as set forth in the auditor's Management Letter and/or other correspondence).
8. Compromise the independence of the Board's auditor or other external monitors or advisors. Such parties may not be engaged by the CEO unless explicitly Board authorized.
9. Invest or hold operating capital in insecure instruments or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
10. Endanger PSIA-AASI W's public image or credibility.
11. Change the organization's name or substantially alter its identity.
12. The CEO will not reimburse Board Members for unreasonable expenses. The CEO will not reimburse board member expenses for any expense incurred that is not essential to conduct board business. In the event the CEO does not believe the expenses sought are in accordance with this policy, the CEO shall submit the expense report to the Board of Directors at the next meeting for review and approval/disapproval.
13. Approve contracts that obligate the Division for more than \$5000 without Board Approval.

Policy 2.6 Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to address multi-year planning considerations.

Accordingly, the CEO will not allow budgeting that:

1. Risks incurring those liquidity situations or conditions described as unacceptable in the Financial Conditions and Activities policy.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received. Received funds cannot include any Reserves or Liquid Assets for budgeting purposes.
4. Fails to maintain long term reserves of at least 50% of total ordinary income. (The reserve target to be revisited each year as part of budget forecasting.) See 3.4 4
5. Provides less for Board activities during the year than is set forth in the Budgeting for Board Prerogatives Policy 2.9

Policy 2.7 Compensation and Benefits

With respect to employment, compensation, and benefits for employees, consultants, contractors or volunteers, the CEO will not cause or allow jeopardy to the organization's fiscal integrity or public image.

The CEO will not:

1. Establish salaries and benefits that are not reasonable and competitive with market-based practices for individuals possessing the experience and skills needed to maintain and improve the overall performance of the organization.
Total compensation, including benefits, should be targeted at or near the mean of the market, but with flexibility so that compensation is based on experience, performance, and business need to attract and retain specific talent.
2. Change his or her own compensation.
3. Change his or her own benefits
4. Promise or imply anything other than "at-will" employment.
5. Create obligations to consultants or contract vendors for longer than one year.
6. Establish or change benefits to cause situations unpredictable / unsustainable for the organization or inequitable for employees.

Policy 2.8 Emergency Management Succession

The CEO will not operate without management succession planning processes to facilitate smooth and competent operation of the organization during key personnel transitions.

Further, the CEO will not:

1. Have fewer than one other member of the management team sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.
2. Will not operate without employee planning processes to ensure operation of events and a plan to ensure the board is prepared for an interim CEO or other administrative interim(s) who can operate the organization.
 - . The CEO will ensure there is a written, updated version in the Policies and Procedures Manual.

Policy 2.9 Board Awareness and Support

The CEO will not cause or allow the Board to be uninformed or unsupported in its work.

The CEO will not:

1. Withhold, impede, or confound information necessary for the Board's informed accomplishment of its job.
2. Neglect to submit monitoring reports as provided in Board-Management Delegation policy (see Policy 3.5)
3. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or CEO Limitations policy, regardless of the monitoring schedule set forth by the Board.
4. Fail to immediately advise the board of any situation that could adversely impact operations or the public image of PSIA-AASI W.
5. Let the Board be unaware of any Board or Board member actions that, in the CEO's opinion, are not consistent with the Board's own policies on Governance Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the work relationship between the Board and the CEO.
6. Present information in unnecessarily complex or lengthy form or without differentiating among three types of written communications: 1) monitoring, 2) decision preparation or "action item"; and 3) incidental/FYI.
7. Allow the Board to be without reasonable logistical and administrative support.
8. Deal with the Board in a way that favors or privileges certain Board members over others except when:
 - A. Fulfilling individual requests for information,
 - B. Responding to officers or committees duly charged by the Board, or
 - C. If an individual's request for information may be deemed excessive.

Policy 3.0 Board/Management Delegation

The Board's sole official connection to the operating organization, its achievements, and conduct will be through a Chief Executive Officer (CEO).

Policy 3.1 Unity of Control

Only officially passed motions of the Board are binding on the CEO.

Accordingly:

1. No Board member, officer, or committee has authority over the CEO or any member of the CEO's staff, except in rare instances when the person or committee has been explicitly authorized to direct or use staff resources for a specific issue.
2. Board members or committees may request information, but if such request, in the CEO's judgment, requires a material amount of staff time or funds or is disruptive, it may be declined. The committee or Board member may then refer the request to the full Board for consideration.

Policy 3.2 Accountability of the CEO

All Board authority delegated to management is delegated through the CEO, Therefore, the authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

1. The Board will not give instructions to persons who report directly or indirectly to the CEO.
2. The Board will not evaluate, either formally or informally, any staff other than the CEO.
3. The Board will consider and evaluate CEO performance as synonymous with organizational achievement of Ends and compliance with CEO Limitations. No performance measure established by the Board or by sub-sets of the Board shall conflict with or modify this measure of performance
4. Consequently, the CEO's accountability and evaluation are based on performance in two areas:
 - A. Organizational accomplishment of Board's established Ends policies.
 - B. Organizational operations within the parameters of legality, prudence, and ethics established in the Board's CEO Limitations policies.

Policy 3.3 Delegation to the CEO

The Board will direct the CEO through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

1. Ends policies direct the CEO to achieve certain results, for certain recipients at a specified worth or priority. These policies will be systematically developed from the broadest, most general level, to more defined levels.
2. CEO Limitations policies define the boundaries of legality, prudence, and ethics within which the CEO is expected to operate. These policies describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will also be systematically developed from the broadest, most general level to more defined levels. The Board will not prescribe organizational means delegated to the CEO.
3. An Ends or CEO Limitations policy at a given level does not limit the scope of any preceding level.
4. The CEO is authorized to establish all further policies, make decisions, take actions, establish practices, and develop activities if they are consistent with any reasonable interpretation of these Ends and CEO Limitations policies.
5. The Board may change its Ends and CEO Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice and authority given to the CEO. However, if any particular delegation is in place, the Board will respect and support decisions made by the CEO that are compliant with Board policy, as reasonably interpreted.

Policy 3.4 Monitoring CEO Performance

The Board will systematically and rigorously monitor CEO performance, determining the extent to which Ends are being achieved and whether operational activities fall within boundaries established in CEO Limitations policies. Reporting and Performance will be reviewed using SMART goals and guidelines. (Specific, Measurable, Actionable, Reasonable and Timely)

Accordingly:

1. Monitoring is to determine the degree to which Board policies are being met. Ends and CEO Limitations policies may be monitored by one or more of three methods:
 - A. Internal Reports: The CEO's written policy interpretations, along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review.
 - B. External Reports: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, Board policies, as reasonably interpreted by the CEO.
 - C. Direct Board Inspections: A designated Board member(s) or committee assesses accomplishment of, or compliance with, a given policy, as reasonably interpreted by the CEO.
2. The Board shall accept any reasonable CEO interpretation of the Board policy being monitored. The Board is the final judge of reasonableness.
3. The Board will judge whether:
 - A. The CEO's interpretation is reasonable, and
 - D. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
4. If the Board determines the CEO's interpretations not to be reasonable or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, it may take a remedial process. Discussions about a remedial process will be in Executive Session (only voting Board members, officers plus any other parties specifically invited by the Board to attend).
5. All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:

Policy 3.5 CEO Monitoring Schedule

POLICY	CEO MONITORING REPORT DEADLINE	BOARD REVIEW DEADLINE
Ends/Priority Results		
PGM Policy 1.0, Ends	July 15	July 31
PGM Policy 2.4, 2.5, 2.6: Q1 Financials with comparison to Budget	October 15	October 31
PGM Policy 2.4, 2.5, 2.6: Q2 Financials with comparison to Budget	January 15	January 31
PGM Policy 2.4, 2.5, 2.6: Q3 Financials with comparison to Budget	April 15	April 30
PGM Policy 2.4, 2.5, 2.6: Q4 Financials with comparison to Budget	July 15	July 31
PGM Policy 2.4, 2.5, 2.6: Next Fiscal Year Budget	June 15	June 30
PGM Policy 2.4, 2.5, 2.6: Review and approval of IRS Tax Form 990	October 15	October 31
Executive Limitations		
PGM Policy 2.0, Executive Limitations including all subsections	July 15	July 31
Other		
Bylaws Section 14.6, Annual Report	September 15	October 15

Policy 4.0 Board Governance Process

The purpose of PSIA-AASI W Board of Directors is to ensure that PSIA-AASI W:

1. Achieves appropriate results for or on behalf of the membership (as specified in Board Ends policies) at an optimal cost.

Policy 4.1 Governing Philosophy / Style and Values

The Board will govern lawfully, using Policy Governance®¹ principles, with an emphasis on: (a) integrity and truthfulness in all its activities and practices, (b) outward vision, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of Board and staff roles, (f) collective decisions, and (g) a focus on the future.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, is responsible for Board performance. The Board will lead PSIA-AASI W by proactively setting performance expectations for itself and for the operating organization.
2. The Board will use Board members' expertise to enhance its understanding of issues but will not simply defer to that expertise as the judgment of the entire Board.
3. The Board will set performance standards and expectations for the Association through the careful articulation of written policies. **The Board's primary focus will be on the achievement of intended long-term impacts for and on behalf of the membership, not on the administrative/operational means of attaining those results.**
4. The Board will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policymaking, respect of roles, speaking to management, the membership, and the public with one voice, and continually building the capability and reputation of the Board as an effective leadership team.
 - A. Continual Board development will include periodic discussion of its own performance, and orientation of new Board members, upon appointment, in the Board's governance process and these policies.
 - B. Orientation for new Board members will include two primary components:
 - i. **Governance process:** The Board will ensure provision of training including the governance principles underlying this document, and review of PSIA-AASI W's Bylaws and these policies, with particular emphasis on the Board Members' Code of Conduct policy.
 - ii. **Current strategic issues:** The Board will provide overview and background information on significant issues being addressed and likely to be decided upon early in new Board member's tenure.
5. Although the Board may change these governing policies at any time, it will diligently observe those currently in effect.
6. All on-going policies of the Board are contained in this document **and this document alone**, and they remain in effect, unless amended or deleted by Board action.
7. The Board will be accountable to PSIA-AASI W's membership represented for competent, conscientious, and effective fulfillment of its governance obligations. The Board will not allow any officer, individual or Board Committee to be an obstacle to this commitment.
8. The Board reaffirms that PSIA-AASI W is an education association dedicated to the profession of snowsports teaching and coaching, and it does not involve itself in the employee/employer relationship (e.g., agreements between our members and their employers.)
9. The Board will regularly evaluate and strive to improve its performance. Self-assessment will compare Board activity and discipline to the standards set forth in these Board Process and Board-Management Delegation policies.
10. The Board's activities will be open and accessible to reasonable scrutiny by the membership except for personnel or other matters of a sensitive nature.
11. The Board will not allow the organization, in its hiring and other activities, to discriminate on the basis of race, creed, national origin, religion, age, disability, political affiliation, sex, sexual orientation, or marital, parental, or military status.
12. The Board will conduct its business using rules of order. See Policy 4.9.

¹ Policy Governance® is a registered service mark of Dr. John Carver, representing an integrated set of governance principles that provide for systematic role clarity and organizational accountability. Authoritative website: www.policygovernance.com

Policy 4.2 Board Job Products

On behalf of PSIA-AASI W's membership, the Board's job is to define and ensure appropriate organizational performance. Accordingly, the Board has direct responsibility to create:

1. **Linkage:** Connect the interests of the membership with operational performance.
 - A. **Needs Assessment:** The Board will assess needs and trends affecting the membership as they relate to PSIA-AASI W's activities and scope of influence and will develop and maintain Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
 - B. **Advocacy:** The Board will inform the members of the Association's achievements on their behalf and of its expected future results.
2. **Performance Standards:** The Board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of organizational decisions and situations.
 - A. **Ends:** Strategic directives/results priorities pertaining to organizational impacts, benefits, outcomes, recipients, and their relative worth (what results, for which recipients, at what cost/priority).
 - B. **Executive Limitations:** Constraints on executive authority defining the boundaries of prudence and ethics within which all executive activity and decisions must take place.
 - C. **Board - CEO Delegation:** How authority is delegated to management, and its proper use monitored; the CEO role, authority, and accountability.
 - D. **Governance Process:** Specification of how the Board defines, carries out, and assesses its own work.
3. **Assurance of Organizational Performance:** The Board will ensure Ends fulfillment, financial solvency, and organizational integrity by holding itself accountable for effective governance as defined in these policies while holding the CEO accountable for successful achievement of Ends and adherence to CEO Limitations.

In addition, the Board maintains direct responsibility for:

1. Determinations regarding the recipients of PSIA-AASI W's Appreciation and Recognition Awards, including recommendations for the Lifetime Member Award to be forwarded to the National Committee.
2. Decisions outside the boundaries of authority delegated to the CEO as proscribed in Policy 2.0, Executive Limitations.

Policy 4.3 Board Work Plan and Agenda Preparation

To fulfill its role, the Board will prepare and follow an annual work plan that: (1) reviews the Ends policies and suggest changes or additions to those policies, and (2) improves Board performance through, but not limited to, reviewing its own Board governance, Board education, interactions with employees, independent contractors, customers, members, and/or outside experts.

Accordingly:

1. **Annual Cycle:** The Board's annual planning cycle will conclude each year at its spring meeting, so that administrative planning and budgeting for the next fiscal year can be focused on addressing both long and short-term ends.
2. **Work Plan Development:** At its spring meeting, the Board will also begin development of its work plan for the next year. At that time, the Board Chair will prepare, and present, for the Board's consideration and approval a suggested work plan for the following year's meetings. Considerations should include:
 - A. **Board Education:** Identification of topics that will elevate the Board's understanding, primarily of external issues and trends that impact Ends, and to a lesser extent key area of operations.
 - B. **Recruitment, Orientation, and Training for new Board members:** Welcome new members and provide for a basic outline of Board member responsibilities, expectations, and timing of Board operations.
 - C. **Policy Review:** How the Board will systematically review all of its policies, with emphasis on Ends over the course of the year, (e.g. by priority, by topic, or by an emphasis of the Board's choosing).
 - D. **Assessment/Evaluation of CEO Performance:** Reviewing the schedule of planned monitoring activities to assure performance on Ends and CEO Limitations policies.
 - E. **Self-Assessment:** Methods and timeline for periodic and objective evaluation of how well the Board is fulfilling its role (i.e., in accordance with its Board Process and Board/Management Delegation policies) and open discussion of how the Board's performance can be improved.
 - F. **Meeting Schedule:** Update/reassess the multiple-year planning calendar for Board meetings to maximize Board member attendance and participation.
3. **Meeting Agendas:** The Board Chair will determine the agenda for any meeting, although Board members and the CEO may request or recommend any appropriate matter for Board consideration.
 - A. A Board member or the CEO may recommend or request a matter for Board discussion by submitting the item to the Board Chair at least 20 days prior to the regularly scheduled Board meeting. If two or more Board members support an agenda item, that agenda item will be placed on the agenda.
 - B. To ensure Board member preparation and informed participation (and that Division leadership are informed of Board developments), meeting agendas and packets are to be received by Board members at least 10 days prior to the scheduled Board meeting.
 - C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular Board meeting.
1. **Consent Agenda Rules:** The Consent Agenda will be part of every Board Meeting Agenda. The rules for using that agenda are as follows:
 - A. The chair decides which items will be placed on the consent agenda.
 - B. At the beginning of the meeting, the board chair asks members if any of the consent agenda items should be moved to the regular discussion items.
 - C. If a member requests that an item be moved, it must be moved. Any reason is sufficient to move an item. A member can move an item to discuss the item, to query the item, or to vote against it.
 - D. Once the item has been moved, the chair may decide to take up the matter immediately or move it to a discussion item.
 - E. When there are no items to be moved or if all requested items have been moved, the chair or secretary reads out loud the remaining consent items. The chair can move to adopt the consent agenda. Hearing no objections, he can announce that the items on the consent agenda have been adopted.
 - F. The secretary should include the full text of the resolutions, reports, and recommendations that were adopted as part of the consent agenda.
4. **CEO Compensation Review:** The Board is responsible for reviewing the CEO's compensation each year. Each year, prior to June 1, a compensation committee should be formed to provide a plan to the Board as part of the budget submittal for salary and benefit adjustments for the following year. The compensation

plan will be based on market conditions with data from independent third parties and performance. CEO's compensation and benefits will be effective July 1st.

Policy 4.4 Board Member Roles, Responsibilities, and Authority

1. Chief Governance Office (Chair) of the Board

As PSIA-AASI W's chief governance officer, the Chair's primary role is to ensure the integrity of the board's process, and secondarily to represent the Board to outside parties.

Accordingly:

- A. The Chair's job is to ensure that the Board acts in a manner consistent with its policies and any requirements legitimately imposed upon it from outside the organization.
 - I. Meeting discussion content will consist solely of issues that clearly belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
 - II. Information that is not for monitoring performance, Board education, or Board decisions, will be avoided or minimized and always noted as such.
 - III. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.
- B. The Chair is authorized to make decisions consistent with the Board Process and Board/Management Delegation policies, except for (a) employment/termination of the CEO, or (b) instances where the Board specifically delegates portions of this authority to others. The Chair may use any reasonable interpretation of these policies.
 - i. The Chair is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
 - ii. The Chair has no authority to make decisions within the Board's Ends and CEO Limitations policy areas. Therefore, as the CEO is accountable to the Board as a whole, the Chair has no authority to supervise or direct the CEO.
 - iii. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to the Chair.
 - iv. The Chair may delegate the authority but remains accountable for its use.
- C. Except where specified otherwise in Bylaws or Board Policies, the Chair may appoint Board members or others, as appropriate, to serve on Board Committees.

2. Vice Chairperson (Vice Chair)

The Vice Chair shall assume the duties of the Chair in the absence of the Chair or if the Chair is unable to perform their duties.

3. Treasurer

The Treasurer shall be the fiscal officer of the corporation and have all the duties as outlined in the Bylaws, including oversight of audits being conducted, review of financial reports and shall perform such other duties as delegated by the Board of Directors.

4. Secretary

The Secretary shall ensure that all rules and bylaws of the organization are adhered to by the Board during meetings and the implementation of Board decisions. The Secretary is also responsible for all records and documentation for the Board.

Accordingly, The Secretary shall have all the duties as outlined in the Bylaws and shall perform such other duties as delegated by the Board of Directors. In addition, the Board Secretary will provide the necessary updates for each document and present for approval as follows:

Bylaws: Any draft proposal by the Membership, the Board, or the CEO to change the By-Laws will be edited and controlled by the Secretary for presentation to either the Membership or the Board for approval in accordance with Article XV, Amendment of Bylaws. The Membership or the Board as appropriate will approve or reject the proposed change(s). The Secretary will modify and file the Bylaws as amended within 10 business days after approval.

Governance Policies Manual: Any member of the Board can generate a proposal to change the Governance Policy Manual. Any draft proposal to change the Governance Policy Manual will be managed by the Secretary for presentation to the Board for approval by the Board. The Board has the authority to approve or not approve the proposed changes. The Secretary will modify and file the Governance Policy Manual as amended by the Board within 10 business days after approval.

5. ASEA National Board Representative.

The ASEA National Board Representative shall be the official Corporation delegate to the National Board and in that capacity shall report to his/her Board of Directors. His/her actions thereon shall be binding upon the Corporation. The ASEA National Representative is responsible for attending the ASEA National Meeting as a representative for the Western Division. He/she will be responsible for the dissemination of the minutes from each annual meeting and shall regularly report pertinent information and events of the ASEA Board to the members of the Corporation. Similarly, he/she shall regularly report happenings of the Corporation to the ASEA National Board. He/she shall perform such other duties as delegated by the Board of Directors.

6. Board Members

Board member engagement and participation is integral to the Board's leadership success. Therefore, each Board member is expected to fulfill the following responsibilities:

- A. Commitment: Board members are expected to abide by PSIA-AASI W's Bylaws and Governing Policies
- B. Attendance and consequences: Board members are expected to attend Board meetings on a regular and punctual basis. Absence from more than two of the Board's regularly scheduled meetings in any fiscal year is cause for censure by the Board with a majority vote. In extenuating circumstances, a Board member may request special consideration.
- C. Preparation and Participation: Board members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions, always within the performance standards/expectations of Board behavior as outlined in these policies.
- D. Responsiveness: Board members will be attentive to Board communications and respond promptly to employee and Board member requests for feedback.
- E. Members as Individuals: The CEO is accountable to the Board as a whole and not to individual Board members. Therefore, the relationship between the CEO and individual members of the Board, including the Chair, is collegial and not hierarchical.
- F. Voluntarism: Board members may be selected to individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible employee.
- G. Members in Good Standing: Board members are expected to maintain good standing.
- H. All Western Region board members make a yearly donation to the Education Foundation."

Policy 4.5 Board Members' Code of Conduct

The Board is ethical, professional, and conducts itself lawfully, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - B. The purpose of this conflict-of-interest statement is to protect the interests of our tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, committee Chair, or management employee of the organization or any entity in which the effected individual has any legal, equitable or any fiduciary interest as a director, officer, shareholder or partner.
 - C. Conflicts of interest may arise in the relations of directors, officers, committee Chairs and management employees with any of the following third parties:
 - i. Competing or affinity organizations
 - ii. Persons and firms supplying goods and services to PSIA-AASI W
 - iii. Persons and firms from whom PSIA-AASI W leases property and equipment
 - iv. Agencies, organizations, and associations that affect the operations of PSIA-AASI W
 - v. Family members, friends, and other employees
 - D. Disclosures of a real or potential conflict of interest should be made to the Chair (or if they are the one with the conflict, then to the Vice Chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the Board.
 - E. Whenever any Board Member or person subject to this policy has a conflict of interest or a perceived conflict of interest with PSIA-AASI W, they shall notify the Chair of such conflict in writing.
 - F. The Board has determined that a real or potential conflict of interest always exists in the following circumstances:
 - i. When a voting member of the Board of Directors receives compensation, directly or indirectly, from the Corporation for services. In such a case, the Board member shall be precluded from voting on matters pertaining to that member's compensation.
 - ii. Any voting member of the Board of Directors or any committee whose jurisdiction includes compensation or performance matters and who receives compensation, directly or indirectly, from the Corporation shall be prohibited from providing information to the Board of Directors or any committee regarding compensation or performance review.
 - G. The areas of conflicting interest listed in the previous section, and the relations in those areas that may give rise to conflict, as listed previously, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, committee Chairs and management employees will recognize such areas and relation by analogy.
2. Board members must not exercise individual authority over the organization.
 - A. Board members' interactions with the CEO or with employees must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
 - B. Board members are not to speak for the Board except when specifically authorized by the Board to do so, and then only to repeat explicitly stated Board decisions.
 - C. The Board may not speak for the CEO except when specifically authorized by the CEO to do so, and then only repeat explicitly stated CEO decisions.
 - D. Board members will not publicly express individual judgments of the CEO or the performance of individual employees, other than when participating in the Board's monitoring functions.
3. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
4. Board members must respect PSIA-AASI W's relationships with other industry partners.

5. A Board member aware of credible information that suggests a Board policy has been violated by the Board, a Board member, or the CEO, has an affirmative obligation to bring the concern to the Board Chair. If the Chairperson is the Chair of the concern, it should be brought to the Vice Chair.
6. If a Board member is alleged to have violated this Code of Conduct:
 - A. The Chair (or Secretary, if the Chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
 - B. The Chair will put the issue on the agenda for the closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether the action violated this Code of Conduct.
 - C. A Board member found by the Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent censure or other Board action, if consistent with the Bylaws.
7. All Board members are required to sign an acknowledgement of this policy annually.

Policy 4.6 Board Committees

Board committees are not to interfere with the Board's delegation of authority to the CEO.

Board committees may be established to help the Board be more effective and/or efficient in its work. Board committees are those established by and with authority emanating from the Board regardless of whether composition includes non-Board members.

Typical Board Committees may be formed around the following topics:

- Audit
- CEO Compensation
- Finance
- Governance
- Membership
- New Board Member Recruitment
- New Board Member Onboarding and Training
- And other topics the Board deems necessary to study.

Board committees can be made up of Board Members and other members of PSIA-AASI in good standing appointed by the Board.

Unless otherwise specified, the Chair, or their designee and the CEO, or their designee will serve as an ex officio member (non-voting member) for each Board committee.

Accordingly:

1. All board committees will have a new Term of Reference document approved by the Board each year to guide each committee in its work. Each committee will last for the term of the current Board. If a committee's work needs to continue beyond the term of the current Board, a new Term of Reference document should be approved by the new Board.
2. Terms of References documents must have the following elements:
 - A. Background (any information relevant for the reason for the committee)
 - B. Purpose (what the committee's purpose or mission is)
 - C. Membership (who will serve on the committee)
 - D. Chair (who will serve as the Chair of the committee)
 - E. Resources and Authority to Act (what resources the committee will need, and what authority is delegated to the committee by the Board)
 - F. Schedule / Deliverables (what the schedule for the committee is, and what deliverables are to be delivered by the committee with a deadline)
 - G. A committee will not operate beyond its term specified in the ToR without explicit Board approval.
3. Board committees will ordinarily undertake activities not delegated to the CEO such as by preparing policy alternatives and implications for Board consideration or performing specific monitoring functions.
4. Board committees may only speak or act for the Board when formally given such authority for specific and/or time-limited purposes. The Board will carefully state expectations for and authority of each committee in the Terms of Reference Document in order not to conflict with authority delegated to the CEO.
5. This policy applies to any group formed by Board action, whether or not it is called a committee and regardless of whether it includes Board members. This policy does not apply to task forces or work groups formed under the authority of the CEO.
6. Unless specifically authorized by the Board, a Board Committee may not make any commitment of organizational resources, funds or otherwise speak on the Board's behalf.

Policy 4.7 Officer Elections

Per the Bylaws, the Board of Directors shall elect its own officers. The procedure for nominations and elections shall be as follows:

1. Any board member may nominate themselves or a fellow board member to one or more of the officer positions sending communication ahead of the board meeting to the president or nomination(s) may occur the morning of the meeting at the first call for candidates.
2. Once a board member is nominated for an officer position, they may withdraw their name from nomination at any time before the ballot is cast.
3. After the second call for candidates, candidates will be asked to give their “campaign speech” stating their qualifications and why they wish to run for the position. They may also say a few words immediately preceding the election if they wish.
4. The election will be held at the end of the board meeting in the spring.
5. Order of elections will be Chair, Secretary, and Treasurer.
6. If an individual is nominated for more than one officer position, they may stand for each officer position until elected or the election process is completed.
7. Once a candidate is elected to an officer position, his/her name is automatically withdrawn from nomination for other officer positions.
8. There will be a secret written ballot managed by the CEO for all elections unless there is only one candidate.

Policy 4.8 Budgeting for Board Prerogatives

The Board will consciously invest in its ability to govern effectively.

Accordingly:

1. The Board will allocate resources to ensure that it has sufficient skills, methods, and support to assure excellence in its leadership.
2. Training will be used appropriately to orient new Board members and to increase existing Board members' skills and knowledge.
3. Outside monitoring, including fiscal audit, will be arranged as needed to help the Board have confidence that organizational performance meets expectations, as stated in these policies. This includes, but is not limited to, audits, reviews, or opinions on fiscal, legal or governance matters.
4. Outreach mechanisms will be used as needed to ensure the Board understands member's viewpoints and values.
5. Costs will be prudently incurred, but sufficient to ensure the development and provision of superior governance, with consideration to:
 - A. Board meeting and retreat costs (including Board travel and reimbursement).
 - B. Board training, including publications and workshops.
 - C. Fiscal audit and other third-party monitoring of organizational performance.
 - D. Membership linkage activities, including surveys and qualitative research.
 - E. Board committee functions (other than Audit, as itemized in C above).

Policy 4.9 Rules of Order

The Board will conduct its meetings using the following procedural rules of order. Per the Bylaws, these will also be used for conducting Member Meetings.

1. The Chairperson (Chair), who is the Chief Governance Officer, is responsible for ensuring that all Bylaws obligations and governing policies for board meetings are satisfied.
2. Board meetings shall be called to order by the Chair at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Members must keep their comments relevant to the issue under consideration.
4. Meetings will be conducted at a level of informality considered appropriate by the Chair, including all discussion of a proposal that requires action.
5. When the Board takes action, or decides a particular matter (unless otherwise agreed to by unanimous consent), no action or decision can be made unless there is a motion made by a board member, seconded by another board member, then discussion, and then voted on.
6. A vote on a motion shall be taken when discussion ends but any board member may, during debate, move for an immediate vote which, if carried, shall end discussion and the vote on the main motion shall then be taken.
7. All members of the Board will abide by our Board Norms.

EXHIBIT 12

FY25 Form 990

PSIA-AASI Western Division (Signed November 12, 2025)

efile Public Visual Render		ObjectId: 202503369349300245 - Submission: 2025-11-25		TIN: 94-2210645	
Form 990		Return of Organization Exempt From Income Tax			OMB No. 1545-0047
Department of the Treasury Internal Revenue Service		Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations) Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990 for instructions and the latest information.			2024 Open to Public Inspection
A For the 2024 calendar year, or tax year beginning 07-01-2024 , and ending 06-30-2025					
B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ Application pending		C Name of organization PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION		D Employer identification number 94-2210645	
		Doing business as			
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite PO BOX 969		E Telephone number (530) 587-7642	
		City or town, state or province, country, and ZIP or foreign postal code TRUCKEE, CA 96160		G Gross receipts \$ 796,645	
I Tax-exempt status: ☐ 501(c)(3) ☒ 501(c) (6) (insert no.) ☐ 4947(a)(1) or ☐ 527		F Name and address of principal officer: MARISA COOPER PO BOX 969 TRUCKEE, CA 96160		H(a) Is this a group return for subordinates? ☐ Yes ☒ No H(b) Are all subordinates included? ☐ Yes ☐ No If "No," attach a list. See instructions. H(c) Group exemption number	
J Website: https://psia-w.org/		K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation: 1982 M State of legal domicile: CA	
Part I Summary					
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROMOTE EXCEPTIONAL STANDARDS AT ALL LEVELS AND DISCIPLINES OF SNOW SPORT INSTRUCTION.				
	2 Check this box ☐				
	3 Number of voting members of the governing body (Part VI, line 1a)				3 7
	4 Number of independent voting members of the governing body (Part VI, line 1b)				4 7
5 Total number of individuals employed in calendar year 2024 (Part V, line 2a)				5 81	
6 Total number of volunteers (estimate if necessary)				6 81	
7a Total unrelated business revenue from Part VIII, column (C), line 12				7a 0	
b Net unrelated business taxable income from Form 990-T, Part I, line 11				7b 0	
Revenue	8 Contributions and grants (Part VIII, line 1h)		Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)		348,742	306,077	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		508,487	476,830	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		11,838	13,738	
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		0	0	
			869,067	796,645	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)		4,830	0	
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0	0	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		280,606	296,209	
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0	
	b Total fundraising expenses (Part IX, column (D), line 25) 0				
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		466,096	521,164	
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)		751,532	817,373	
	19 Revenue less expenses. Subtract line 18 from line 12		117,535	-20,728	
or ces		Beginning of Current Year		End of Year	

Net Assets Fund Balan	20	Total assets (Part X, line 16)	612,869	632,067
	21	Total liabilities (Part X, line 26)	149,617	165,458
	22	Net assets or fund balances. Subtract line 21 from line 20	463,252	466,609

Part II

Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer
MARISA COOPER CHIEF EXECUTIVE OFFICER
Type or print name and title

2025-11-12
Date

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date
2025-11-14

Check ☐ if self-employed

PTIN
P01544850

Firm's name
EASY OFFICE DBA JITASA

Firm's EIN
26-2176601

Firm's address
1120 S RACKHAM WAY SUITE 300
MERIDIAN, ID 83642

Phone no.
(208) 287-4777

May the IRS discuss this return with the preparer shown above? See Instructions. ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11282Y Form 990 (2024)

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III ☐

1

Briefly describe the organization's mission:

THE MISSION IS TO TRAIN AND CERTIFY SNOWSPORTS INSTRUCTORS THROUGH HIGHLY ENGAGING EDUCATION AND PROFESSIONAL DEVELOPMENT. WE AIM TO PROVIDE INDIVIDUALS WITH THE SKILLS, EXPERIENCES, AND OPPORTUNITIES NECESSARY TO EXCEL IN THEIR CAREERS, WHILE CONTRIBUTING TO INNOVATION AND PROGRESS IN THE SNOWSPORTS INDUSTRY. THROUGH OUR EFFORTS, WE STRIVE TO CREATE A DYNAMIC AND INCLUSIVE COMMUNITY THAT PROMOTES LIFELONG LEARNING AND ENGAGEMENT IN WINTER SPORTS.

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a

(Code:) (Expenses \$ 76,872 including grants of \$) (Revenue \$ 140,395)
ALPINE CERTIFICATION EXAMS PROVIDE STANDARDS ALIGNED ASSESSMENTS TO PROFESSIONAL SKI INSTRUCTORS. CANDIDATES EARN CERTIFICATION ACROSS THREE LEVELS, INCLUSIVE OF TECHNICAL PERFORMANCE, MOVEMENT ANALYSIS, TEACHING SKILLS AND PROFESSIONAL SKILLS AND BEHAVIORS.

4b

(Code:) (Expenses \$ 42,724 including grants of \$) (Revenue \$ 61,568)
SNOWBOARD CERTIFICATION EXAMS PROVIDE STANDARDS ALIGNED ASSESSMENTS TO PROFESSIONAL SNOWBOARD INSTRUCTORS. CANDIDATES EARN CERTIFICATION ACROSS THREE LEVELS, INCLUSIVE OF TECHNICAL PERFORMANCE, MOVEMENT ANALYSIS, TEACHING SKILLS AND PROFESSIONAL SKILLS AND BEHAVIORS.

4c

(Code:) (Expenses \$ 66,119 including grants of \$) (Revenue \$ 136,066)
PREMIER EDUCATION EVENTS PROVIDE PROFESSIONAL DEVELOPMENT TO SNOWSPORTS INSTRUCTORS AT CLINICS, RALLIES, AND THE ANNUAL SPRING CONVENTION. THESE EVENTS DELIVER STANDARDS ALIGNED CONTENT THAT FOSTER GROWTH IN TEACHING, PEOPLE AND TECHNICAL SKILLS.

4d

Other program services (Describe in Schedule O.)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e

Total program service expenses 185,715

Form 990 (2024)

https://projects.propublica.org/nonprofits/organizations/942210645/202503369349300245/full

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Form 990 (2024)

Page **3****Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions. 	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i> 	Yes	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> 	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> See instructions.		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes,"</i>		No

complete Schedule G, Part III	19		NO
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No

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Part IV Checklist of Required Schedules (continued)		Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		
26 Did the organization report any amount on Part X, line 5 or 22 for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28 Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No

within the meaning of Section 512(b)(13): If "Yes," complete Schedule R, Part V, line 2

36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable		
1b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable		
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	

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Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	81		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		No	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b			
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No	
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			
d If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8			
9 Sponsoring organizations maintaining donor advised funds.				
a Did the sponsoring organization make any taxable distributions under section 4966?	9a			
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b			

10 Section 501(c)(7) organizations. Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:				
a	Gross income from members or shareholders	11a		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c	Enter the amount of reserves on hand	13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15		No
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16		No
17	Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952, or 4953? If "Yes," complete Form 6069.	17		

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Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response or note to any line in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the		

organization's mailing address? If "Yes," provide the names and addresses in Schedule O **9** | | No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a Yes	
b Describe on Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done	12c Yes	
13 Did the organization have a written whistleblower policy?	13 Yes	
14 Did the organization have a written document retention and destruction policy?	14 Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a Yes	
b Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed CA

18 Section 6104 requires an organization to make its Form 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☐ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records:
 MARISA COOPER 1401 21 ST SUITE R SACRAMENTO, CA 95811 (530) 587-7642

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A)	(B)	(C)	(D)	(E)	(F)
-----	-----	-----	-----	-----	-----

Name and title	Average hours per week (list any hours for related organizations below dotted line)	Position (do not check more than one box, unless person is both an officer and a director/trustee)						Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARISA COOPER CEO	60 0			X				115,269	0	0
(2) SOWMYA SUBRAMARIAN NEW CHAIR	5 0	X		X				0	0	0
(3) BLAINE LOMEN VICE CHAIR	5 8	X		X				0	0	0
(4) DAVID ACHEY TREASURER	5 0	X		X				0	0	0
(5) CALEB LEE SECRETARY	10 0	X		X				0	0	0
(6) NEIL BUSSIERE NATIONAL REPRESENTATIVE	2 0	X						0	0	0
(7) MEGHAN OCHS DIRECTOR	2 0	X						0	0	0
(8) HENRY RYERSON DIRECTOR	2 0	X						0	0	0
(9) DINO WHITE OUTGOING CHAIR	10 0			X				0	0	0
(10) TIFFANY CHIU SECRETARY	2 0			X				0	0	0

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)						
(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)	(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000
of reportable compensation from the organization 1

Section B. Independent Contractors

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

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Part VIII **Statement of Revenue**Check if Schedule O contains a response or note to any line in this Part VIII ☐

	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts				
derated campaigns 1a				
0				
embership dues 1b				
289,559				
ndraising events 1c				
0				
lated organizations 1d				
0				
overnment grants (contributions) 1e				
0				
f All other contributions, gifts, grants, and similar amounts not included above 1f				
16,518				
g Noncash contributions included in lines 1a - 1f:\$ 1g				
0				
h Total. Add lines 1a-1f	306,077			

		Business Code				
Program Service Revenue	2a ALPINE EVENT	711300	205,653	205,653	0	0
	b PREMIER EVENT	711300	136,066	136,066	0	0
	c SNOWBOARD EVENT	711300	71,278	71,278	0	0
	d CHILDREN'S EVENT	711300	12,138	12,138	0	0
	e ADAPTIVE EVENT	711300	2,260	2,260	0	0
	f All other program service revenue.		49,435	49,435	0	0
	9 Total. Add lines 2a-2f.		476,830			
3 Investment income (including dividends, interest, and other similar amounts)		13,738	13,738	0	0	
4 Income from investment of tax-exempt bond proceeds		0	0	0	0	
5 Royalties		0	0	0	0	
6a Gross rents	6a	(i) Real	(ii) Personal			
	b Less: rental expenses	6b				
	c Rental income or (loss)	6c	0	0		
	d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory	7a	(i) Securities	(ii) Other			
	b Less: cost or	7b				

Other Revenue	other basis and sales expenses					
	c Gain or (loss)	7c	0	0		
	d Net gain or (loss)					
	a Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18	8a				
	b Less: direct expenses	8b				
	c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities. See Part IV, line 19	9a				
	b Less: direct expenses	9b				
	c Net income or (loss) from gaming activities					
	10a Gross sales of inventory, less returns and allowances	10a				
b Less: cost of goods sold	10b					
c Net income or (loss) from sales of inventory						
11a	Business Code					
b						
c	?					
d All other revenue						
e Total. Add lines 11a-11d		0				
12 Total revenue. See instructions		796,645	490,568	0	0	

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Part IX	Statement of Functional Expenses			
Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).				
Check if Schedule O contains a response or note to any line in this Part IX ☒				
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	120,062			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				

7	Other salaries and wages	97,685			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9	Other employee benefits	33,184			
10	Payroll taxes	45,278			
11	Fees for services (non-employees):				
a	Management				
b	Legal	3,795			
c	Accounting	3,102			
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	39,541			
12	Advertising and promotion	18,660			
13	Office expenses	27,324			
14	Information technology				
15	Royalties				
16	Occupancy				
17	Travel	952			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	56,826			
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	721			
23	Insurance	9,159			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	ALPINE EVENT EXPENSES	135,238			
b	SNOWBOARD EVENT EXPENSES	84,773			
c	ADAPTIVE EVENT EXPENSES	8,674			
d	PREMIER EVENT EXPENSES	69,337			
e	All other expenses	63,062			
25	Total functional expenses. Add lines 1 through 24e	817,373	0	0	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

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Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX ☐

	(A) Beginning of year		(B) End of year
1 Cash-non-interest-bearing	79,089	1	66,833
2 Savings and temporary cash investments		2	
3 Pledges and grants receivable, net		3	1,105
4 Accounts receivable, net		4	4,118
5 Loans and other receivables from any current or former officer, director.			

Assets	trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	5,194	
	b Less: accumulated depreciation	10b	721	10c 4,473
	11 Investments—publicly traded securities	405,946	11	417,191
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
14 Intangible assets		14		
15 Other assets. See Part IV, line 11	127,834	15	138,347	
16 Total assets. Add lines 1 through 15 (must equal line 33)	612,869	16	632,067	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue	149,617	19	165,458
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	149,617	26	165,458
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here ☒ and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	463,252	27	466,609
	28 Net assets with donor restrictions	0	28	0
	Organizations that do not follow FASB ASC 958, check here ☐ and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	463,252	32	466,609
	33 Total liabilities and net assets/fund balances	612,869	33	632,067

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Part XI **Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	796,645
2	Total expenses (must equal Part IX, column (A), line 25)	2	817,373
3	Revenue less expenses. Subtract line 2 from line 1	3	-20,728
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	463,252
5	Net unrealized gains (losses) on investments	5	26,210

6	Donated services and use of facilities	6	0
7	Investment expenses	7	-2,140
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	15
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	466,609

Part XII

Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form 990 (2024)

Form 990 (2024)

Additional Data

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Software ID: 24021167

Software Version: v1.00

Form 990, Special Condition Description:

Special Condition Description

efile Public Visual Render		ObjectID: 202503369349300245 - Submission: 2025-11-25		TIN: 94-2210645	
Schedule B (Form 990) (Rev. January 2025) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.			
		OMB No. 1545-0047			
Name of the organization PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION			Employer identification number 94-2210645		

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization

Form 990-PF

- ☐ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Cat. No. 30613X

Schedule B (Form 990) (Rev. 1-2025)

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Schedule B (Form 990) (Rev. 1-2025)

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Name of organization PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION	Employer identification number 94-2210645
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Part I**Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
RESTRICTED		\$ RESTRICTED	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Schedule B (Form 990) (Rev. 1-2025)

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Name of organization PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION	Employer identification number 94-2210645
--	--

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No.	(b)	(c) FMV (or estimate)	(d)

from Part I	Description of noncash property given	(See instructions)	Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Schedule B (Form 990) (Rev. 1-2025)

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Schedule B (Form 990) (Rev. 1-2025)

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Name of organization PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION	Employer identification number 94-2210645
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Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c) (7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

Schedule B (Form 990) (Rev. 1-2025)

Additional Data

[Return to Form](#)Software ID: 24021167
Software Version: v1.00

efile Public Visual Render	ObjectID: 202503369349300245 - Submission: 2025-11-25	TIN: 94-2210645
SCHEDULE C (Form 990)	Political Campaign and Lobbying Activities	OMB No. 1545-0047
Department of the Treasury Internal Revenue Service	For Organizations Exempt From Income Tax Under section 501(c) and section 527 ▶Complete if the organization is described below. ▶Attach to Form 990 or Form 990-EZ. ▶Go to www.irs.gov/Form990 for instructions and the latest information.	2024 Open to Public Inspection

If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of the organization PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION	Employer identification number 94-2210645
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. See instructions for definition of "political campaign activities."
- 2 Political campaign activity expenditures. See instructions ▶ \$ _____
- 3 Volunteer hours for political campaign activities. See instructions

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b..... ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

1				
2				
3				
4				
5				
6				

For Paperwork Reduction Act Notice, see the instructions for Form 990.

Cat. No. 50084S

Schedule C (Form 990) 2024

Schedule C (Form 990) 2024

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Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table><tr><th>If the amount on line 1e, column (a) or (b) is:</th><th>The lobbying nontaxable amount is:</th></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e.</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000.</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000.</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000.</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000.</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-.														
i	Subtract line 1f from line 1c. If zero or less, enter -0-.														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	☐ Yes ☐ No													

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2021	(b) 2022	(c) 2023	(d) 2024	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					

d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990) 2024

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Schedule C (Form 990) 2024

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Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1 Yes	
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	No
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	No

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures. See Instructions	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

Return Reference	Explanation
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Schedule C (Form 990) 2024

Additional Data

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Software ID: 24021167

Software Version: v1.00

efile Public Visual Render | ObjectID: 202503369349300245 - Submission: 2025-11-25 | TIN: 94-2210645

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No. 1545-0047

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Name of the organization

PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION

Employer identification number

94-2210645

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).			
☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area		
☐ Protection of natural habitat	☐ Preservation of a certified historic structure		
☐ Preservation of open space			
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.			
a Total number of conservation easements	2a <table><thead><tr><th>Held at the End of the Year</th></tr></thead><tbody><tr><td></td></tr></tbody></table>	Held at the End of the Year	
Held at the End of the Year			
b Total acreage restricted by conservation easements	2b <table><tbody><tr><td></td></tr></tbody></table>		
c Number of conservation easements on a certified historic structure included in (a)	2c <table><tbody><tr><td></td></tr></tbody></table>		
d Number of conservation easements included in (c) acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d <table><tbody><tr><td></td></tr></tbody></table>		
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶			
4 Number of states where property subject to conservation easement is located ▶			
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	☐ Yes ☐ No		
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶			
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$			
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	☐ Yes ☐ No		
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.			

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

- 1a** If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b** If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i)** Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____
- (ii)** Assets included in Form 990, Part X ▶ \$ _____
- 2** If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:
- a** Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____
- b** Assets included in Form 990, Part X ▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 52283D

Schedule D (Form 990) (Rev. 1-2025)

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Schedule D (Form 990) (Rev. 1-2025)

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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** ☐ Public exhibition
- b** ☐ Scholarly research
- c** ☐ Preservation for future generations
- d** ☐ Loan or exchange programs
- e** ☐ Other _____
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---|--------|
| 1c Beginning balance | |
| 1d Additions during the year | |
| 1e Distributions during the year | |
| 1f Ending balance | |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? . . . ☐ Yes ☐ No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

- | | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|---|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |
- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment ▶ _____
- b** Permanent endowment ▶ _____
- c** Term endowment ▶ _____

c Term endowment

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) Unrelated organizations

(ii) Related organizations

b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

	Yes	No
3a(i)		
3a(ii)		
3b		

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	0		0
b Buildings	0	0	0	0
c Leasehold improvements	0	0	0	0
d Equipment	5,194	0	721	4,473
e Other	0	0	0	0
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				4,473

Schedule D (Form 990) (Rev. 1-2025)

Page 3

Schedule D (Form 990) (Rev. 1-2025)

Page 3

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		

(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col.(B) line 13.)		

Part IX Other Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM RELATED PARTIES	138,347
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	138,347

Part X Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.)	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

Schedule D (Form 990) (Rev. 1-2025)**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	

d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d			2e
3	Subtract line 2e from line 1			3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b			4c
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)			5

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d			2e
3	Subtract line 2e from line 1			3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b			4c
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)			5

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
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Schedule D (Form 990) (Rev. 1-2025)

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SCHEDULE O
(Form 990)(Rev. January 2025)
Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
Attach to Form 990 or 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION

Employer identification number

94-2210645

Return Reference	Explanation
Form 990, Part VI, Section A, Line 6	THERE WERE 3,590 MEMBERS IN FY25, INCLUSIVE OF REGISTERED, CERTIFIED ALUMNI AND LIFETIME MEMBERS.
Form 990, Part VI, Section A, Line 7a	ALL MEMBERS OF THE GOVERNING BODY ARE ELECTED BY THE MEMBERSHIP IN AN ANNUAL VOTE, AS OUTLINED IN OUR BYLAWS . THREE SEATS ARE UP FOR ELECTION EVERY YEAR.
Form 990, Part VI, Section A, Line 7b	ALL MEMBERS OF THE GOVERNING BODY ARE ELECTED BY THE MEMBERSHIP IN AN ANNUAL VOTE, AS OUTLINED IN OUR BYLAWS . THREE SEATS ARE UP FOR ELECTION EVERY YEAR.
Form 990, Part VI, Section B, Line 11b	THE 990 IS POSTED TO THE WEBSITE AND THE LINK TO ACCESS IT IS SENT TO THE ENTIRE MEMBERSHIP.
Form 990, Part VI, Section B, Line 12c	ANNUAL REVIEW AND SIGNATURE OF CONFLICT OF INTEREST POLICY.
Form 990, Part VI, Section B, Line 15	CEO COMPENSATION COMMITTEE, COMPRISED OF MEMBERS OF THE BOARD, MEETS ANNUALLY TO REVIEW AND MAKE RECOMMENDATIONS.
Form 990, Part VI, Section C, Line 19	POSTED ON THE WEBSITE: HTTPS://PSIA-W.ORG/HOME/ABOUT/#TAB-ID-11
Form 990, Part IX, Line 11g	National Membership Database & Services- 31,643 Payroll Services Fees- 7,899
Form 990, Part XI, Line 9	ROUNDING

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Cat. No. 51056K

Schedule O (Form 990) (Rev. 1-2025)

Additional Data[Return to Form](#)

Software ID: 24021167

Software Version: v1.00

efile Public Visual Render	ObjectID: 202503369349300245 - Submission: 2025-11-25	TIN: 94-2210645
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SCHEDULE R
(Form 990)(Rev. January 2025)
Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION	Employer identification number 94-2210645
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Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)PSIA W SKI EDUCATION FOUNDATION PO BOX 969 TRUCKEE, CA 96160 77-0381837	SUPPORTING ORGANIZATION	CA	501(c)(3)	509(a)(1),(2),(3)	PROFESSIONAL SKI INSTRUCTORS OF AMERICA WESTERN DIVISION	Yes	

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of	(b) Primary activity	(c) Legal	(d) Direct controlling	(e) Type of entity	(f) Share of total	(g) Share of end-	(h) Percentage	(i) Section 512(b)(13)
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related organization		domicile (state or foreign country)	entity	(C corp, S corp, or trust)	income	or-year assets	ownership	controlled entity?	
								Yes	No

Schedule R (Form 990) (Rev. 1-2025)

Page 3

Schedule R (Form 990) (Rev. 1-2025)

Page 3

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		No
b Gift, grant, or capital contribution to related organization(s)		No
c Gift, grant, or capital contribution from related organization(s)		No
d Loans or loan guarantees to or for related organization(s)		No
e Loans or loan guarantees by related organization(s)		No
f Dividends from related organization(s)		No
g Sale of assets to related organization(s)		No
h Purchase of assets from related organization(s)		No
i Exchange of assets with related organization(s)		No
j Lease of facilities, equipment, or other assets to related organization(s)		No
k Lease of facilities, equipment, or other assets from related organization(s)		No
l Performance of services or membership or fundraising solicitations for related organization(s)	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	Yes	
o Sharing of paid employees with related organization(s)	Yes	
p Reimbursement paid to related organization(s) for expenses	Yes	
q Reimbursement paid by related organization(s) for expenses	Yes	
r Other transfer of cash or property to related organization(s)	Yes	
s Other transfer of cash or property from related organization(s)	Yes	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Schedule R (Form 990) (Rev. 1-2025)

Page 4

Schedule R (Form 990) (Rev. 1-2025)

Page 4

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under	(e) Are all partners section 501(c)(3) organizations?	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership

[illegible]

Page 5

Page 5

Provide additional information for responses to questions on Schedule R. See instructions.

Return Reference	Explanation
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Schedule R (Form 990) (Rev. 1-2025)

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Software Version: v1.00

EXHIBIT 13

2024 Instructions for Form 990

Excerpt — Page 46 (Part IX Lines 11a–11g)



Compensation for Part IX is reported based on the accounting method and **tax year** used by the organization, rather than the definitions and calendar year used to complete Part VII or Schedule J (Form 990) regarding compensation of certain **officers, directors, trustees, and other employees**.

Note. To the extent the following examples discuss allocation of expenses in columns (B), (C), and (D), they apply only to filers required to complete those columns.

Line 6. Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must report the total **compensation** and other distributions provided to **disqualified persons** and persons described in section 4958(c)(3)(B) to the extent not included on line 5. See *Appendix G*.

Compensation includes all forms of income and other benefits earned or received from the filing organization, common paymasters, and payroll/reporting agents in return for services rendered to the filing organization, including compensation reported on Forms W-2 and 1099, pension plan contributions and accruals, and other employee benefits, but doesn't include non-compensatory expense reimbursements or allowances.

Line 7. Enter the total amount of **employee** salaries, wages, fees, bonuses, severance payments, and similar amounts paid or provided from the filing organization, common paymasters, and payroll/reporting agents in return for services rendered to the filing organization that aren't reported on line 5 or 6.

Line 8. Enter the employer's share of contributions to, or accruals under, qualified and nonqualified pension and deferred compensation plans for the year. The organization should include contributions made by the filing organization, common paymasters, and payroll/reporting agents to the filing organization's sections 401(k) and 403(b) pension plans on behalf of **employees**. However, it shouldn't include contributions to qualified pension, profit-sharing, and stock bonus plans under section 401(a) solely for the benefit of current or former **officers, directors, trustees, key employees, or disqualified persons**, which are reportable on line 5 or 6.



Complete Form 5500 for the organization's plan and file it as a separate return. If the organization has more than one pension plan, complete a Form 5500 for each plan. File the form by the last day of the 7th month after the plan year ends.

Line 9. Other employee benefits. Enter contributions by the filing organization, common paymasters, and payroll/reporting agents to the filing organization's employee benefit programs (such as insurance, health, and welfare programs that aren't an incidental part of a pension plan included on line 8), and the cost of other employee benefits.

For example, report expenses for employee events such as a picnic or holiday party on line 9. Don't include **contributions** on behalf of current or former **officers, directors, trustees, key employees, or other persons** that were included on line 5 or 6.

Line 10. Payroll taxes. Enter the amount of federal, state, and local payroll taxes for the year but only those taxes that are imposed on the organization as an employer. This includes the employer's share of social security and Medicare taxes, the federal unemployment tax (FUTA), state unemployment compensation taxes, and other state and local payroll taxes. Don't include on line 10 taxes withheld from employees' salaries and paid to various governmental units such as federal, state, and local income taxes and the employees' shares of social security and Medicare taxes. Such withheld amounts are reported as compensation.

Line 11. Fees for services paid to nonemployees (independent contractors). Enter on lines 11a through 11g amounts for services provided by **independent contractors** for management, legal, accounting, lobbying, **professional fundraising services**, investment management, and other services, respectively. Include amounts whether or not a Form 1099 was issued to the **independent contractor**. Don't include on line 11 amounts paid to or earned by **employees, officers, directors, trustees, or disqualified persons** for these types of services, which must be reported on lines 5 through 7.

If the organization is able to distinguish between fees paid for independent contractor services and expense payments or reimbursements to the contractor(s), report the fees paid for services on line 11 and the expense payments or reimbursements on the applicable lines in Part IX (including line 24 if no other line is applicable). If the organization is unable to distinguish between service fees and expense payments or reimbursements, report all such amounts on line 11.

Line 11a. Management fees. Enter the total fees charged for management services provided by outside firms and individuals.

Line 11b. Legal fees. Enter the total legal fees charged by outside firms and individuals. Don't include any penalties, fines, settlements, or judgments imposed against the organization as a result of legal proceedings. Report those expenses on line 24. Report any amounts for lobbying services provided by attorneys on line 11d.

Line 11c. Accounting fees. Enter the total accounting and auditing fees charged by outside firms and individuals.

Line 11d. Lobbying fees. Enter amounts for activities intended to influence foreign, national, state, or local legislation, including direct **lobbying** and grassroots lobbying.

Line 11e. Professional fundraising fees. Enter amounts paid for **professional fundraising services**, including solicitation campaigns and advice or other consulting services supporting in-house fundraising campaigns. If the organization is able to distinguish between fees paid for professional fundraising services and amounts paid for fundraising expenses such as printing, paper, envelopes, postage, mailing list rental, and equipment rental, then fees paid for professional fundraising services should be reported on line 11e and amounts paid for fundraising expenses should be reported on line 24 as other expenses. If the organization is unable to distinguish between these amounts, it should report all such fees and amounts on line 11e.

Line 11f. Investment management fees. Enter amounts for investment counseling and portfolio management. Monthly account service fees are considered portfolio management expenses and must be reported here. Don't include transaction costs such as brokerage fees and commissions, which are considered sales expenses and are included on Part VIII, line 7b.

Line 11g. Other fees for services. Enter amounts for other **independent contractor** services not listed on lines 11a through 11f. For example, amounts paid to an independent contractor for advocacy services that don't constitute lobbying should be reported here. For health care organizations, payments to health care professionals who are independent contractors are reported on line 11g. Report on line 11g payments to payroll agents, common paymasters, and other third parties for services provided by those third parties to the filing organization. Report on lines 5–10, as appropriate, payments that reimburse third parties for compensation to the organization's **officers, directors, trustees, key employees, or other employees**. Report payments to contractors for information technology services on line 14, rather than on line 11g.

EXHIBIT 14

Board and Finance Committee Meeting Minutes

May 12, 2025 (Board) and August 11, 2025 (Finance Committee)



**WESTERN
DIVISION**

Meeting Minutes 5/12/2025

PLEASE NOTE: There is a Standing Zoom Call meeting in the Board of Directors Calendar in the BOD Basecamp. Please refer to the [REDACTED] when attending the Board Zoom Calls or Meetings. Recording and AI transcription may be used during open sessions of this meeting.

Board Meeting Date: 5/12/2025

Zoom Meeting

Attendees:

David Achey, Neil Bussiere, Marisa Cooper, Caleb Lee, Blaine Lomen, Meghan Ochs, Henry Ryerson, Sowmya Subramanian

Absent: Tiffany Chiu, Greg Felsch

Summary:

The Board discussed forward-looking strategic goals and best practices. The Board was updated on several items by the CEO, and discussed the need to establish a SOP for significant unforeseen expenses.

Motions Proposed:

1. Approve payment of the outstanding invoice for legal services rendered through Holland & Hart. Finance committee to review options. Consent vote to take place by week's end - Friday 5/16/25. [PASSED - UNANIMOUS]

By: Meghan Ochs | 2nd: Sowmya Subramanian

Key Action Items:

1. Configure WesternBOD@psia-w.org email forwarding policies
2. Each Committee Chair to write in Meeting Cadence in "PSIAW_Board_2025"
3. Finance Committee shall review funding source to pay open invoice #2252528 for legal services rendered. Consent agenda item to be added by Friday 5/16/25.
4. Establish best practice / SOP for how legal engagement process is handled in the future, to manage costs incurred.

Meeting Agenda

5:03pm Meeting Called to Order (Sowmya Subramanian)

5:05pm Approved Meeting Agenda

By: Sowmya Subramanian | 2nd: Caleb Lee

- Added to today's agenda: Open invoice needs to be paid
- Cadence of meetings

5:05pm Board Presentation Review

- Reviewed Board Presentation and "Forward-5" strategy. Set priorities, strategic direction, and ends for FY26 Board of Directors.
- Committees: involving non-board members to committees.
- Resource Stewardship: establishing relationships with potential donors and organizations.
- Establishing best practices for how to engage with members on operational items.

6:01pm CEO Update & Open Invoice

The CEO provided a brief overview of the recent Spring Education Conference in Denver.

- Continued to work through interregional MOU, made great progress on defining working relationships. Draft will go to legal review and will additionally require updates to all regional Affiliation Agreements. Board will be provided copies well in advance of any required decisions.
- Regions working to set consistent Level 1 assessment prices. Should not impact cost or pricing in the West, as we are intentionally mid-set, more details to come.
- Moving to establish aligned Member School packages based on tiered pricing for small, medium, and large schools. Will increase member school dues cost for most Western Member schools, but will also include better clarity on resources for member schools.

- Working to align on policies for concessions schools (outside industry partners and programs delivering events to PSIA-AASI members). Should have little impact to Western Concession Schools, but will impact the way they operate in other regions.
- Aligning on a national policy to determine which region a member affiliates with, will impact Western Members who no longer live or work in the region.

Open Invoice - Holland & Hart Invoice #2252528

Seeking approval for use of funds from long-term reserves to cover Board-related legal services rendered.

Approved by Board to be paid within 10 business days. Source of funds will be assessed by Finance Committee by Friday 5/16/25 via consent agenda item per PGM. Standard operating procedures: establish a SOP for estimated costs. Budget reporting to be discussed by the Board. 6-1000

MOTION: Approve payment of the outstanding invoice for legal services rendered through Holland & Hart. Finance committee to review options. Consent vote to take place by week's end - Friday 5/16/25. [PASSED - UNANIMOUS]

By: Megan Ochs | 2nd: Sowmya Subramanian

7:05pm Closed Executive Session

Next Steps & Future Items:

Regarding Board Expenses

CEO requests a written directive on how to handle the reimbursement requests associated with Board travel expenses. The Board was provided a copy of the current reimbursement policy.

In-Person Meeting Minutes: Approval Postponed

Review 4/28-29/2025 In-Person Meeting Agenda. Day 2 was not posted to Basecamp until this meeting.

7:15pm Meeting Adjourned

An outstanding consent agenda item will be reviewed by week's end.

The Board will reconvene the following month for the regular meeting: Monday 6/9/25 at 5:00pm.

The Board is operating under the current PGM.

Western Board Norms

- We will be guided by our PGM 2.1.3 & 2.1.7 that we hold ourselves accountable to work to benefit our members.
- We will welcome diversity of thought PGM 2.1 (c)
- Be present and prepared PGM 2.1 (f), 2.1.1 & 2.1.2 – every individual is held accountable for good decision-making processes.
- Be board focused on strategic vs. operational PGM 2.1 (b) & (d); PGM 2.1.3
- Check ego at the door PGM 2.1.4 – it's a team effort
- Presume positive intent PGM 2.1 (a)



**WESTERN
DIVISION**

Meeting Minutes - August 2025 Board Meeting (Zoom)

PLEASE NOTE: There is a Standing Zoom Call meeting in the Board of Directors Calendar in the BOD Basecamp. Please refer to the [REDACTED] when attending the Board Zoom Calls or Meetings. Recording and AI transcription may be used during open sessions of this meeting.

Board Meeting Date: 8/11/2025

Attendees:

David Achey, Neil Bussiere, Marisa Cooper, Greg Felsch, Caleb Lee, Blaine Lomen, Henry Ryerson, Sowmya Subramanian

**Board was notified that M. Ochs will be absent from this meeting. C. Lee to vote via proxy on behalf of M. Ochs.*

Summary:

Motions Proposed:

MOTION: 5:31pm; t3100 "Motion to approve budget as written in basecamp and posted by the CEO on June 13 2025"

- Motion: D, Achey I Seconded by: C Lee
- RESULTS: APPROVED

Y: 8 N: 0 A:0 (PROXY: Y) UNANIMOUS

Meeting Minutes

5:00pm Quorum Established, Meeting Called to Order

Approved Revised Meeting Agenda

Motion: David A I Second: Greg F.

Note: In the interest of prioritizing review of key outstanding items, the proposed agenda posted to the google drive folder prior to this meeting will not be used. There were no objections noted to using the agenda outlined on the Board Chair's slide deck as outlined below.

- Review Revised Agenda
- Ends Monitoring Report
- Finance Committee Report & FY26 budget Approval
- Address Dissent on Code of Conduct Decisions

- Sharing Governance Committee Recommendations

CEO Update (Marisa Cooper)

- 2025-2026 Member Events Calendar
 - Over 300 member events are live on the Western regional website (approximately one month ahead of the prior season)
 - Events are focused on addressing strategic engagement by diverse member cohorts.
 - 185 of 289 (approximately 2/3rds) live events are non-exam focused education - the highest percentage achieved.
 - Responsive Approach to Programming:: extensive member feedback collected within the past 4 seasons reflect a higher demand for non-exam education opportunities. The Board should continue encouraging Members to respond to survey and feedback forms.
 - Registration is already gaining traction.
 - In a future meeting or time, Board Directors are also encouraged to review the calendar and determine which events Board Directors will be attending.
 - BOARD DISCUSSION ON EVENTS CALENDAR:
 - Over 300 events scheduled, incorporating member feedback, and publishing the events calendar early is a really good accomplishment thanks to the proactive efforts of Marisa Cooper, Lynnea Andersen, and the regional staff.
- FY26 Fiscal Budget Approval
 - The finalized FY26 Budget was submitted ahead of schedule by the CEO on June 13th to Basecamp ahead of the June 15th 2025 deadline.
 - The board review and approval of this is past due date (deadline: June 30th 2025), and the organization is 5 weeks into the new fiscal year.
 - The organization is unable to produce variance reports and plan for appropriate cash flow without an approved YOY budget comparison.
 - The fiscal budget was also presented and discussed as part of the 3-year projection on 4/30/25.
 - BOARD DISCUSSION ON FY26 BUDGET:
 - Board Awareness: CEO informed the Board that the FY26 Fiscal Budget is a priority item, and requested clarification on if the Board has a plan in place to ensure timely approval of the fiscal budget.

While the budget can be approved at the Board's discretion, it is noted that operational items cannot move forward without approval.

- BL/SS: BL commented that the Board/Finance Committee was still reviewing the finalized budget until after June 30th, and proposed delaying the deadline to approve. However, it was clarified that the budget was indeed submitted earlier than the deadline, and how to move the process forward given the operational needs.
- DA: Despite a few outstanding comments by DA regarding structure, the Finance Committee has had sufficient opportunity to review the FY26 budget (during the 3-year budget review). As the Treasurer, DA expressed he overall is comfortable approving the fiscal budget as written.
- CEO Ends Monitoring Report
 - The 2025 CEO Ends Monitoring Report (EMR) was submitted ahead of the July 15th 2025 deadline.
 - Report demonstrates compliance with 12 of 14 priority results measured. The 2 outstanding ends is comparable to prior year's EMR. Additionally, the 24/25 season has been strong and good service to Membership continued.
- Board Awareness: Deadline for review per PGM was July 31st 2025. A variety of data points and survey metrics specifically outlined feedback directed toward the Board from our Membership. Detailed feedback and anonymized raw responses are available for review. The Board was reminded of the deadline to review and accept, and was also asked how the Board wants to address the feedback it received from the Member Survey and if it will be addressed in a future meeting.
- BOARD DISCUSSION ON ENDS MONITORING REPORT AND SURVEY FEEDBACK:
 - Suggests reviewing and addressing specific concerns at the Fall in-person meeting.
 - Summarized 4 areas of Member feedback that notably require Board attention:
 - 1. Feedback regarding Board disconnect with younger members.
 - 2. Repeated Member concerns with factions within the Board (e.g. "the old guard versus the new guard")
 - 3. Multiple call-outs regarding instances of how the Board (or individual Board Directors) for maligning organization executive leadership.

- 4. Feedback regarding Board Leadership and the Member(s)' seeking more forward-thinking/strategic goals.
- An additional Membership feedback area was the resurfacing of wage advocacy and professionalism by PSIA-AASI Western as a top concern. Two initiatives (one involving the OLC) are already underway to work closely with industry partners on key aspects. However, the more pressing areas of concern are specifically directed at the Board, the organization's values, and the culture/relationship of the Board and the organization's leadership.

Finance Committee Update

- Legal Expenditures:
 - T2902 We had a discussion and agreed that the board can make a recommendation, but ultimately it is an operational decision for the CEO to drive on what line item to report the board legal expense under.
- FY26 Budget
 - If not for H&H legal, we would not have had the overage.
 - Discussion on grant funding strategy on finance committee recommendations,
 - Treasurer report was flagged for inaccurate statement specific to an unapproved withdrawal from the investment account. Discrepancy was previously accounted for in basecamp discussion clarifying the difference between the statement amount and YTD amount. Board chair requested update to Treasurer Report to reflect accurate information as a follow-up to previous request on basecamp.
 - Inquiry on the national finance dashboard and if the FC thought it would work well for western region. Get feedback on dashboard once it has been reviewed at a later meeting.

MOTION: 5:31pm "Motion to approve budget as written in basecamp and posted by the CEO on June 13 2025"

• Motion: D, Achey | Seconded by: C Lee

• RESULTS: APPROVED

Y: 8 N: 0 A:0 (PROXY: Y) UNANIMOUS

7:33pm Meeting Adjourned

The Board is operating under the current PGM.

Western Board Norms

- We will be guided by our PGM 2.1.3 & 2.1.7 that we hold ourselves accountable to work to benefit our members.
- We will welcome diversity of thought PGM 2.1 (c)
- Be present and prepared PGM 2.1 (f), 2.1.1 & 2.1.2 – every individual is held accountable for good decision-making processes.
- Be board focused on strategic vs. operational PGM 2.1 (b) & (d); PGM 2.1.3
- Check ego at the door PGM 2.1.4 – it's a team effort
- Presume positive intent PGM 2.1 (a)

EXHIBIT 15

Frequently Asked Questions

2026 PSIA-AASI Western Region Board of Directors Election



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FREQUENTLY ASKED QUESTIONS: 2026 PSIA-AASI WESTERN REGION BOARD OF DIRECTORS ELECTION

March 21, 2026

The intent of these responses is to keep member communications factual, operational, and process-oriented while avoiding legal positioning, governance interpretation, or commentary regarding active matters.

Q1: Why were some candidates disqualified after voting, and how does that align with our bylaws and state law?

A: Our bylaws Section 5.3 require that directors be "members in good standing," meaning they have paid required dues and are not subject to disciplinary proceedings. Investigations and discipline processes follow all policies, including written notice and the opportunity to respond, and are initiated independently of an election timeline. Once those processes are triggered, any individuals no longer in good standing may not serve as directors, in accordance with our bylaws and California nonprofit law.

Should any elected candidates under disciplinary proceedings return to "member in good standing status" within the 3-year term of any board member, those individuals could reasonably expect to be appointed to the board of directors for the remainder of the term in question.

Q2: Who handled the investigations and who ran the election?

A: The Regional Board oversaw the investigations and made findings about whether the Code of Conduct was violated. National was involved with the investigation and collaborated with the Western Board on findings and next steps. The Western Region CEO handled the logistics and administration of the election (announcements, ballots, timelines). These processes were run independently with siloed oversight so that those administering the election were not deciding discipline, and those deciding discipline were not counting ballots.

Q3: When did these investigations start in relation to the election?

A: The investigations began before the 2026 Board election was launched. They were initiated solely in response to conduct and governance concerns.

Q4: Were the disciplinary investigations started to influence the election?

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[JOIN](#)[MY ACCOUNT](#)[DONATE](#)[EVENTS](#)[EDUCATION](#)[CERTIFICATION](#)[MEMBERSHIP](#)[SCHOLARSHIPS](#)**Q4: Were the disciplinary investigations started to influence the election?**

A: No. Election dates did not drive when complaints were reviewed, when evidence was gathered, or when decisions were made. The Board's responsibility was to apply the same standards and due-process steps we would use regardless of whether the individuals involved were candidates.

Q5: Has there been any thought to redoing the election?

A: The election itself was high integrity with no issues. Redoing the election would throw out all valid ballots and effectively disenfranchise the larger majority of members who already voted. It would also subject the candidates who remained in good standing and followed all requirements to the undue burden of running a second time. Our bylaws and policies do not provide any precedent or process for invalidating an entire election in these circumstances, so the fairest approach seemed to be to honor the original votes and seat the highest-ranking eligible candidates.

Q6: If voting had already closed, did the timing of any disciplinary decision still matter?

A: Ballots can be cast only by members in good standing, and our bylaws require that directors be in good standing when they serve. The Board must validate the election after voting closes, which includes confirming that all candidates elected meet the eligibility requirements at the time of certification. The Board had a duty to apply that criteria to the certification process before instructing the CEO to announce the results.

Q7: Did votes cast for disqualified candidates still count toward turnout statistics?

A: Yes. All properly submitted ballots are counted for turnout and participation purposes, but votes for individuals who are not eligible to serve cannot result in seats on the Board. Reporting results this way lets us honor member participation while still complying with our bylaws and eligibility rules.

Q8: How were the final four winners determined?

A: The four eligible candidates receiving the highest number of votes were declared the winners. These individuals are: Brent Boblitt, Julie Brown, Neil Bussiere, and Sue Spain.

Q9: What due-process steps are provided before any member is subjected to a final disciplinary suspension or termination?

A: In every disciplinary case, members receive written notice of the concerns, reference to the relevant policies or Code of Conduct provisions, and an opportunity to respond and provide information. These matters are reviewed by authorized leadership following our written discipline procedures, which are designed to meet both PSIA-AASI policies and California nonprofit due-process standards. Only after that process is applied can membership standing and, therefore, final board eligibility be affected.

Q10: Why aren't you sharing the names or specific conduct that led to disqualification?

A: The organization is bound by strict privacy policies and legal best practices regarding personnel and disciplinary matters. Investigative details and the names of individuals involved in disciplinary actions are kept confidential to protect privacy and maintain professional decorum. Consequently, these specific details cannot be disclosed in a public forum.

Q11: When will the new Board be officially active?



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[JOIN](#)[MY ACCOUNT](#)[DONATE](#)[EVENTS](#)[EDUCATION](#)[CERTIFICATION](#)[MEMBERSHIP](#)[SCHOLARSHIPS](#)[Q](#)**Q11: When will the new Board be officially active?**

A: The transition will take place on **April 27, 2026**. The newly elected directors will be seated during the annual in-person Board Meeting held at **Mammoth Mountain**. This is the same time-frame a new board is seated every year.

Q12: Could future elections be handled differently to avoid questions about timing?

A: Yes. The Board is already reviewing potential bylaw and policy refinements, such as setting a clear "record date" for both voter and candidate eligibility and clarifying how any discipline after that date affects seating or continued service. This will help ensure that everyone understands the timeline, and that sensitive decisions about conduct are less likely to coincide with election milestones.

Q13: Who ultimately has authority to disqualify a candidate or invalidate a campaign?

A: The authority flows from the PSIA-AASI national and divisional bylaws, Code of Conduct, and the Western Region's discipline and governance policies. Investigations and recommendations are carried out by the appropriate leadership or committees under those policies, and the Western Region Board is responsible for applying final decisions to election eligibility and certification of results.

Q14: How is the Board making sure this process is fair to both members and the organization?

A: We strive to balance fairness, due process, and confidentiality with our obligation to maintain high professional and governance standards. That includes giving notice and a chance to respond, offering appeal rights, keeping investigations separate from election administration, and updating policies when we identify ways to improve clarity and trust.

Q15: How do these actions meet the California Corporations Code?

A: The **California Corporations Code** is the body of law that governs how business entities—such as corporations, partnerships, and limited liability companies (LLCs)—are formed, operated, and dissolved within the state of California. PSIA-AASI, both National and the Western Region, follow specific written Disciplinary Policy and Bylaws in conducting any disciplinary action. To ensure the integrity of our governance, the organization maintains a strict separation between disciplinary investigations and election administration, with the Board overseeing conduct reviews and the CEO managing the election independently. Following a comprehensive investigation initiated in January, the Regional and National Boards determined that individuals violated the Code of Conduct, leading to their temporary suspension in accordance with our established Disciplinary Policy. This process strictly adheres to California Corporations Code § 5341 by providing affected members with formal notice, a 21-day window to submit mitigating evidence—which exceeds the legal minimum—and a clear path for appeal, ensuring all actions are conducted in a fair, reasonable, and transparent manner.

Q16: How are our members protected from retaliation for speaking out?

A: Our organization views constructive dissent and robust discourse as vital components of our collective growth and our commitment to serving the membership effectively. To that end, members are explicitly protected when voicing concerns or challenging organizational processes; this right is fundamentally codified in **Article V of our Bylaws**.

However, it is essential to distinguish between healthy disagreement and conduct that undermines our community standards. Protection does not extend to behaviors that violate our **Member Code of Conduct**, such as the harassment of peers or staff, or the intentional dissemination of misinformation. Actions that transgress these

professional boundaries, thereby violating our Bylaws, are subject to formal disciplinary review.



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However, it is essential to distinguish between healthy disagreement and conduct that undermines our community standards. Protection does not extend to behaviors that violate our **Member Code of Conduct**, such as the harassment of peers or staff, or the intentional dissemination of misinformation. Actions that transgress these professional boundaries—thereby violating our Bylaws—are subject to formal disciplinary review.

When a grievance is submitted at either the National or Western level, the organization adheres to a rigorous and transparent review protocol. For matters within the Western region, this process is strictly governed by our **Policies and Procedures**. We encourage all members to engage in open dialogue, provided such communication is conducted with the professionalism and civility necessary to maintain our organizational integrity.

Q17: Where can I find the rules governing member conduct?

A: Please refer to the National Code of Conduct, as well as the disciplinary guidelines under **P&P Section 14** (Discipline of Members) and **Bylaw 4.4**, which define "Member in Good Standing." All PSIA-AASI members acknowledge they will abide by the National Code of Conduct in the National Member Agreement.

Q18: What has the Board been up to?

A: The Board is focused on long-term growth through the "Forward-5" strategic plan and has achieved the region's first positive Net Operating Income budget. We've prioritized member connection by launching the Ownership Linkage Committee (OLC) and the Ambassador program to ensure a stronger voice for our instructors. We also remain dedicated to upholding the professional standards that ensure the integrity and leadership of our association.

Detailed milestones are available in our Board Impact Report [here](#).

Q19: "Assuming the western region has legal council how are we paying for that expense? Is money coming from national also? Are the members paying for this? National members across the country?"

A: Legal and operational expenses are handled through the normal budgeting and governance processes of each organization. National and Western each manage their own operating expenses, including professional services as needed. Questions regarding specific legal strategy or budgeting decisions should be directed to the Board through the appropriate governance channels.

Q20: "Why are you saying that the group of 8 has stolen the member list?"

A: The Board is committed to protecting member information and privacy. Questions regarding member data, access, or use are being handled through the organization's established policies and procedures. The organization will not publicly characterize member intent, conduct, or ongoing matters through the FAQ process.

Q21: "Are each of the directors serving our Board individually liable? Will they join the legal fight and who pays for that?"

A: Questions regarding legal liability, legal defense, or potential litigation matters are not appropriate for a public FAQ and should be addressed by legal counsel where necessary. Board members continue to fulfill their responsibilities pursuant to the bylaws and applicable law.

Q22: "If Martel, Moore and Glines were not eligible to run why did you let them on the ballot? And then remove them after the results were in?"

A: The organization follows its established governance and disciplinary procedures pursuant to its bylaws, policies, and applicable law. The organization does not publicly discuss individual disciplinary matters or ongoing proceedings.



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pursuant to the bylaws and applicable law.

Q22: "If Martel, Moore and Glines were not eligible to run why did you let them on the ballot? And then remove them after the results were in?"

A: The organization follows its established governance and disciplinary procedures pursuant to its bylaws, policies, and applicable law. The organization does not publicly discuss individual disciplinary matters or ongoing proceedings through member FAQs.

Q23: "Is the CEO the complainant? And is the executive the judge in the disciplinary proceedings?"

A: The organization has established procedures for receiving, reviewing, and administering member complaints and disciplinary matters. Specific personnel matters, complaints, or proceedings are confidential and are not discussed publicly.

Q24: "Where are the minutes for the 2026 BOD meetings?"

A: Approved Board meeting minutes are posted on the Western Region website under the Board Meetings section within the About area of the website.

Q25: "When and how did you appoint Tad Sheldon when the Board was only 6 members? Why was it not announced to the membership?"

A: Board vacancies are filled pursuant to the bylaws and applicable governance procedures. Board actions, appointments, and approvals are reflected in the official Board meeting minutes.

Q26: "Why is national involved in western disciplinary problems?"

A: National and Regional organizations each have responsibilities under the affiliation structure and governing policies. Questions involving governance or disciplinary procedures are handled pursuant to those established processes.

Q27: "Why have you not given the members the list for a special member meeting? It is our right correct?"

A: Member requests related to records, meetings, or membership information are reviewed pursuant to the bylaws, applicable law, and the organization's privacy obligations. The organization seeks to balance transparency, member rights, and the protection of member information appropriately.

Q28: "This is not a special member meeting, we have one in 2 days time. Everyone should be there to vote."

A: Official Association meetings and actions are conducted pursuant to the bylaws and applicable law. Members should refer to official organizational communications regarding authorized meetings, agendas, and voting procedures.

Q29: "The members have the right to have a meeting correct? Why haven't you scheduled one and notified all the members with their agenda?"

A: Member meetings and related procedures are governed by the bylaws and applicable law. Requests for meetings are reviewed pursuant to those established requirements and processes.

Q30: "Why punishment before the defense? Guilty until proven innocent? Or is it the other way around?"

A: The organization follows its established disciplinary procedures and policies, including providing individuals the opportunity to be heard through the appropriate process. The organization will not publicly discuss the details of



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Q30: "Why punishment before the defense? Guilty until proven innocent? Or is it the other way around?"

A: The organization follows its established disciplinary procedures and policies, including providing individuals the opportunity to respond through the appropriate process. The organization will not publicly discuss the details of active disciplinary matters.

Q31: "Why were the accused never told of the investigations? Were there written warnings of the allegations?"

A: The organization handles disciplinary and investigatory matters pursuant to its approved policies and procedures. Individual matters remain confidential and are not discussed publicly through the FAQ process.

Q32: I still have questions, who should I talk to?

A: The Board knows that recent talks have sparked some strong feelings in the community. Our goal is to find a balance between listening to members, keeping the organization operation steady, and making sure we follow our rules fairly and consistently.

Last Updated: May 14, 2026

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EXHIBIT 16

Member Information Session Transcripts

April 21, 2026 and May 6, 2026 Sessions

PSIA-AASI Western Region

Member Information Sessions — Combined Transcript Exhibit

Contents:

1. PSIA Information Session — April 21, 2026
2. PSIA Information Session — May 6, 2026

PSIA Information Session — April 21, 2026

[00:00:00] For those of you guys who we just got in, if you can please add your, your full name and your member number into the chat so we can track attendance, that would be great.[00:01:00]

Elena, you're aware that people are having trouble getting into the meeting? Yep. That's-- We are-- We just fixed it, so if you have anyone who's text you, Blair, that is having troubles, please, um, please just have them try again. Okay. Yep, I just did that. I figured that was the case. Thanks. Thanks.[00:02:00]

If any of you guys have somebody in the waiting room who has not been let in yet, um, I have put a message in the waiting room, but if you can ask [00:03:00] them to change their screen name to their full first and last name, that would be fantastic so we can track attendance, please.[00:04:00]
[00:05:00]

As we are, uh, finalizing s- the, the attendance list here, if you guys have just joined, can you please enter your full name and your member number into the chat, please?[00:06:00] [00:07:00] [00:08:00]

All right, we're almost there, guys[00:09:00] [00:10:00]

We are working through it right now, the met-- people that are not getting in. We're not sure what's going on. We have an account that should take up to 500, so I am so sorry, but give me just a second.[00:11:00] [00:12:00]

We have no idea why our account has capped it. We, um, we had paid for a larger account, but it is not allowing all the participants to come in. So what we're going to do is we're going to run it with everyone who is here, and then we will run a second one, um, for anyone who cannot make tonight. Our sincere apologies for that.

I am not sure why, even though we have an account of 500, it is capping us at 100. But we are gonna get going with Soumya here, and then, um, we will have-- please let anyone you know who can't make it that we are adding ad- an additional session in. And, um, there-- if people drop off, like, they're gonna be able to drop-- to jump in, but I'd only try that for, like, the next two or three minutes so they don't miss too much content.

All right, Soumya, I think we are [00:13:00] good for you to begin. Sounds great. Thank you all for waiting, um, and being patient through the technical difficulties. Marissa, are you gonna kick this one off?

Yes. Hi. Um, thank you again for your patience. We're incredibly sorry for the technical difficulties. Um, we wanna welcome everybody to tonight's special member meeting. Please ensure that your Zoom pri- profile shows your name. Um, if you haven't already done so, please enter your name and member number in the chat so we can verify everybody's who here-- w- who is here.

We've already received a variety of questions from various members and stakeholder groups-
[00:14:00] Those are already reflected in tonight's presentation. If you would like to ask additional questions of the board, we kindly ask that you wait to see if your question is already going to be addressed in this meeting.

Additionally, we would like to remind everybody to please conduct themselves in a respectful and professional manner. Um, we are all accountable to the code of conduct, and that includes during this meeting tonight. With that, I'm going to hand it over to Soumya. Thank you. Um, and I'm-- So let me just get started first, and then we'll get into more details here.

Um, as you all know, we published the agenda for this special members meeting. Um, and the topics that we intend to cover today, and we'll go in this order, is the governance overview, the code of conduct, the review of the FAQ, and also answer member questions and comments, both the ones that we've already received, um, and, uh, you'll have time [00:15:00] for your questions too.

So next slide. And hi, I'm Soumya. I don't think I've met many of you, so hello. Hopefully everyone's doing well. Um, okay. So, uh, you know, the reason for this special meeting, before I get into the nitty-gritty details, is, um, some members have reached out to us with questions about the recent disciplinary actions and procedures that have happened, and also about if and how they impacted the election.

So we hear you, and this time today is to make sure that we walk you through, um, most of what we've heard, and then give the space to hear what else is left. Uh, so today we wanna explain what happened, clarify how decisions were made, and how we move forward together. Next slide. Um, [00:16:00] at a high level, these actions were about member conduct.

They were not about the election. Um, the timing overlapped, and we understand that, that, that caused some confusion. The code of conduct decisions would have been made regardless. So I just wanna reiterate, the conduct drove the decisions. They were not because of the elections or the election outcomes.

The conduct, uh, decisions would have-- The code of conduct violations and the decisions would have been made regarding them regardless of anything else. So next slide. Taking a closer look at the timeline, uh, you know, for o-over multiple years, we've seen conduct concerns and member complaints about conduct concerns.

Raised, and there have been some disciplinary actions taken, some [00:17:00] censures taken. However, in some cases, misconduct continued even after disciplinary actions were taken. In January, we got formal investiga- uh, a formal investigation began in response to complaints we received directly from members to the National and Western Board and also the National and Western CEOs.

Also, at the same time, the call for board candidates was conducted by the Western Region Administration. Now, I wanna reiterate here, just because formal investigations or complaints are launched against individuals and formal investigations begin, it doesn't mean that the member is not in good standing.

So it doesn't affect the member's standing. It's only if it turns [00:18:00] into disciplinary actions does a member's standing, uh, gets impacted. So in January, there was no impact on members', um, uh, I think the investigations were started. February through March, three of the members being investigated declared also that they're running for election on the eve of the election deadline.

As soon as that was announced, the Western CEO immediately recused herself and handed off the investigation to the Western Board, the National CEO, and the National Chair. The voting takes place for elections around concluding mid-March, and the investigations that we started in January are

continuing in parallel by the National and Western Boards and the National CEO.

[00:19:00] Again, because the investigations are still underway, no member standing has been impacted or was impacted. Everyone was still in good standing. Mid to late March, the investigations concluded and decisions made to recommend actions by the Western, uh, by the boards to the Western and National CEOs. It was here when the investigations conclude decisions are made for disciplinary actions that candidates standing get impacted.

Now, separately, on the election front, only candidates in good standing can be seated according to our eligibility criteria. So the investigations were already in progress before the voting began I totally get it that the timing of these, not great, and understand how people might be [00:20:00] conflating or be confused about it.

At the same time, at the start in January, February till the investigation's completed, everyone was in good standing. And our eligibility criteria for the election, for validating election results and seating board members, is that members who serve on the board have to be members in good standing. So with that, I'll continue to the next slide.

And I'm seeing some of the questions come through, and I believe a lot of these questions we will be answering as we go through the slides. So, um, uh, please, uh, wait for those. So now coming back to the agenda, we're going into the governance part. Um, we want to start with explaining the governance and how we operate at a very high level as the PSIA/ASI organization.

Our standards apply to [00:21:00] every member, and we use our bylaws to define membership and eligibility, our code of conduct to define expected behaviors. The policies and procedures define how issues are reviewed and resolved. So what this means in practice is investigations of concerns and disciplinary proceedings follow a defined process.

Members receive notice and opportunity to respond and a right to appeal in, as part of the disciplinary process. Decisions are made based on documented facts and applied consistently to all members, regardless of whether what your title is, whether you're a board member, whether you're a member of many years, less years, it doesn't matter.

It's applied consistently. And the bottom line with all of these is that we [00:22:00] have clear standards, a fair process, and the same expectations for everyone. Now, the way this translates from a tactics perspective is when member complaints are received, an investigation ensues, and then it turns into a disciplinary proceeding.

Not all complaints result in an investigation, and not all investigations result in disciplinary proceedings. Individuals are required to be notified when disciplinary proceedings are launched. Because as you see, there are drop-offs, right? Not everybody who gets a complaint against them necessarily are going to be in the situation of a disciplinary proceeding.

The region operates under a complaint of merit [00:23:00] framework developed in collaboration with legal counsel and strictly adheres to the approved policy for discipline of members.

So now taking this, how the governance and how we operate to the next phase, which is the, what is the board's responsibility, uh, from a fiduciary perspective? And this is highly simplified, but again, to just get all of us on the same page and the same context. So we get questions from members often how decisions are made at the board level.

The California law requires that board members have a fiduciary responsibility, and what this means, in simple terms, is acting in the best interest of the organization as a whole, making informed, careful and consistent decisions, data-driven. [00:24:00] Following our bylaws, policies and legal obligations, the board is also required to protect the organization by managing risks.

And I saw some comments asking, "What are those risks? What are those complaints?" We'll get to it a- again, hopefully. Uh, I believe we cover it. And maintain member and employee privacy even when disciplinary actions are taken. We really take that seriously to protect the privacy of individuals. This includes addressing risks such as governance breakdown and dysfunction, harassment, unsafe or toxic environments, misuse of member or organizational information infringing on privacy.

So again, all of this is to help ensure that the decisions are made to protect the organization, its members, and its mission and goals.[00:25:00]

So next slide.

Um, now there were questions in the chat as well about code of conduct and what kind of complaints. So let's get into the code of conduct and how that ties with the governance. The, from a very high level, code of conduct in- is members may express their views. That expression is expected to align with conduct standards and applicable policies.

At the same time, all members are expected to communicate professionally and respectfully. Avoid actions that may harass, intimidate, or misuse member information. Follow applicable policies, agreements, and legal requirements. And these expectations apply in our official PSIA ASI [00:26:00] sanctioned forums, in direct communications, and in member-to-member outreach.

And in each of us participating as a member, we are adhering to this code of conduct in both the ability to engage and the responsibility to follow the expectations we as an organization have outlined. And the three core principles of it, um, is, you know, a- and we say this as instructors, right? When we teach, practice kindness, be professional, be honest.

Really, those are the three pillars it all boils down to. Next slide. Um, so here are some examples of conduct, uh, uh, violations and what a conduct of a particular kind, what kind of risk can it [00:27:00] create for the membership, for the organization. So if you're posting or sharing misleading or inflammatory statements about the organization, specific members, staff, or leadership, it damages trust, reputation, and member confidence and creates a hostile environment.

The board must protect the integrity and credibility of the organization. Sending unsolicited or mass communications to members for advocacy or influence where member information is used without their permission is a misuse of member information. The board must ensure compliance with policies and the obligations around privacy and protection.

[00:28:00] Engaging in personal attacks or targeted communication towards members, staff, or leadership is another example of a conduct violation. This creates, again, a, a hostile or unprofessional environment, which again is a risk as we just walked through it, and boards m- the board must maintain a safe and respectful community.

Another class of examples are actions that undermine or disrupt governance processes This impacts the organization's ability to function effectively. So if we say these are our code of conduct expectations, and we violate those, and we insist on continuing to violate those, that's an example.

And we need to ensure continuity and effective governance.

So bottom line is when conduct creates risk, the board is required to act consistently and fairly.

[00:29:00] Next slide. Um, now this also is a question that we've heard from some of the members: What about my freedom of speech in this context? Now, members may express their views and perspectives. At the same time, the Constitution protects freedom of speech for government entities only.

PSI-ASI is a private member-based organization, so the membership includes agreement to follow the professional standards and policies of the organization while expressing themselves. So expression that violates those standards may require action to protect the organization. So in practice, it's not about speech, it's really about conduct.

Are you showing up respectfully? Is it [00:30:00] honest? Is it, um, you know, supportive of each other? It's really, it boils down to those three pillars that we talked about earlier. Now, you can disagree, totally fine. We all, you know, have different perspectives, and that's what makes us strong. But express those concerns in a respectful, constructive, collaborative way so we can develop and move forward and raise the bar.

Engaging in conduct that harms others or the organization is not acceptable. So the bottom line is participation includes both the ability to speak and the responsibility to meet standards. Let's move to the next slide. So now let's get into the FAQ, um, and then we'll get into the member questions and answers.

Um, so how this affected the election, uh, was, you know... So we expect all members to act [00:31:00] professionally, treat others with respect. When behavior crosses the line, we are required to act. To serve on the board, you must be a member in good standing. The votes were counted, but only eligible candidates can serve.

As I said, w-when, when the investigation started, investigations don't affect a member's standing. It's only if they're found Through the investigation process that a disciplinary action needs to be taken, only at that time members can their stand- can become not in good standing. So if suspended candidates are found through the process, when the investigation concludes, the disciplinary process concludes, um, those ca- uh, that, that they are back as members in good standing, those candidates will be seated on the board.

And we have the [00:32:00] detailed FAQ, uh, the link is available. It's on the website. Again, it's kind of, uh, applying the same set of criteria consistently across everyone. S- uh, couple of questions from the FAQ that we wanted to pop, pop up, and I've covered it already, but I'll do it again here. Why weren't candidates seated first, then reviewed?

So to serve on the board, you must be in good standing per our bylaws. Seating first and then taking action would be a violation of our bylaws. The eligibility must be confirmed before results are finalized and published. Why did the election results take time to be announced? The reviews were already in progress during voting.

Final decisions were needed to determine eligibility and certification, [00:33:00] and eligibility could not be shared until decisions were finalized. And I, I walked you through the sequence of timeline and the context. Um, and so, yeah. And there are more-- and there are additional FAQs on the website that we can go through.

Um, the outcome of conduct investigation. So once disciplinary proceedings are concluded, a final determination will be made based on the findings. If the disciplinary actions are upheld, the actions will take effect. Impacted individuals still retain the right to appeal to the board of directors. If the disciplinary action is not upheld, no action will be taken.

Any previously suspended candidates will be installed on the board. The guiding principle is decisions are based on established processes with a focus on fairness, the pro- due process and long-term integrity of the [00:34:00] organization.

Okay, let's go to the next slide.

Um, our f-focus as an organization, and then before we go into a Q&A session, is, uh, I just wanted to remind all of us, we all love- Snow sports. We all love the snow. We all love teaching and seeing people improve. Um, our organization, the Western region, you know, uh, there have been lots of progress made in the last few years.

Uh, our member engagement, event participation is at an all-time high. Uh, we have near one-on-one event signups to members, so very good participation. We're also mobilizing and driving agency by investing in our members at all levels across all re- uh, [00:35:00] member schools and across the whole region. The ambassador program has been expanding, and the Ownership Linkage Committee has been very effective in rolling out this program.

Um, and more-- we're getting lots of positive and more inclusive bottom-up engagement through this. In quality and standards, you know, the Western region is trailblazing, setting, uh, the trend for other parts, other regions, other parts of the country to follow suit. The senior certification is a great example of that, where we relaunched it, and we are leading the way for other regions.

And the organizational strength, right? The board's focus has shifted over from, like, ten years ago to now, from operations to more strategy and governance. And the execution and the outcome driven by the CEO and the operating team [00:36:00] have been not only meeting the goals year over year that we are setting through the ends, they're exceeding the goals in many cases.

So we ha- we have really strong momentum. We are in a really good place. Um, and at the end of the day, the membership, the members are at the core for stronger programs, stronger engagement, and stronger organization. And our hope as the board, as leadership, as national, and our collaboration with national is also a, a positive one to highlight.

John May is here, uh, the national board chair. Um, and we really want to move forward together. Um, and, uh, it's really quite, you know, practice kindness, be professional, be honest, and let's keep raising the bar for each other. So with that, let's move to the next part.[00:37:00]

The member questions and comments. Um, please submit your questions in the meeting chat. Uh, questions will be answered in the order they were received. And, um Additional questions will be dictated by the remaining time. All right.

So we received a member petition, a formal member petition requesting information around the recent election from some members. We responded to that petition and received a second petition as a follow-up, requesting a more specific information and action. At a high level, the petition asks that we want-- we'll address in the next few slides are around board governance and decision-making process which, as I walked through, we went through those.

Uh, the [00:38:00] election process and timing of results, disciplinary actions and related procedures, transparency and communication with members, member role in governance and decision-making. Next slide. So le-- And we got a bunch of questions in those petitions, and we're gonna cover them. These questions are verbatim from what we received.

Assuming the Western region has legal counsel, how are we paying for the expense? Is money coming from national also? Are the members paying for this? National members across the country, are they paying for this? So the legal expenses are handled like any other operating expense for national and Western, funded through incoming revenues, including member dues.

Each organization covers its own costs. National currently maintains [00:39:00] legal counsel on retainer, and the Western has not historically done so. Retaining counsel represents an additional ongoing expense. In many cases, this may not be necessary when governance pro-processes are functioning as intended. At the same time, in this current environment, having counsel on retainer could enable a more timely and consistent response to legal matters.

This is a trade-off between cost and readiness that the board continues to evaluate and manage.

Next slide.

Why are you saying that the group of eight has stolen the member list? So the board has not accused anyone of stealing. Um, uh, access to official member data [00:40:00] is restricted to authorized personnel, and we take member privacy very seriously. In fiscal year '24, an outdated member list was incorrectly shared by a previous board secretary and without any knowledge by the rest of the board or the Western administration.

We have since received reports that this list has been used in ways that do not align with our policies and expectations or in the way that it was originally intended, and we've received these reports and complaints from members. We are reviewing these concerns through our established processes and will address them in accordance with our bylaws and code of conduct.

Are each of the directors serving our board individually liable? Will they join the legal fight, and who pays for that? [00:41:00] So this is a legal question, but generally, individual members of the board of directors and elected officers are not held personally liable for the debts, liabilities or other obligations of the corporation, except in cases of individual negligence by specific directors.

In this case, there's no negligence. The board is fulfilling its fiduciary obligations by taking the actions we're taking to protect the region and national. The board will continue to manage legal actions necessary to protect the region.

Is the CEO the complainant, and is the executive the judge in the disciplinary proceedings? Per our privacy policies and the California Corp Code, we cannot discuss individual proceedings and actions. Generally [00:42:00] speaking, the CEO is authorized by the board to manage all regional complaints and discipline.

This may include raising member complaints to the board level. The CEO reporting member complaints is not the same as the CEO making a complaint.

Where are the minutes of the twenty twenty-six board meetings? All mi-mi-minutes approved for publication by the board are posted on the Western website under About.

When and how did you appoint Tad Sheldon when the board was only six members? Why was it not announced to the membership? So Tad Sheldon was appointed to fill a seat of a director that had recently resigned at the special board meeting on three twenty-five twenty-six, March 25th. [00:43:00] The bylaw section nine point seven, filling vacancy, states In the event of a vacancy due to death, disability, resignation, or another cause affecting a member of the board, a new member of the board may be appointed by a majority vote of the remaining board of directors.

Bylaw Section 9.12, Quorum and Action of the Board states, "A majority of the directors of the board currently in office shall constitute quorum." Tad, specifically, a former secretary, had the skills we needed to bridge. So Tad's appointment, and Tad's appointment was captured in the board minutes.

Why is National involved in Western disciplinary problems? So National directly received member complaints from Western, and National had to respond per [00:44:00] PSIA/ASI policy. National has a fiduciary responsibility to all members to ensure that regions are operating within the guidelines of the affiliation agreement between all regions and National.

So the Western and National have this affiliation agreement, and as a member and as an organization, the region plus National both are responsible. Next slide. Why have you not given the members the list for a special member meeting? It is our right, correct? So while the bylaws and California law grant members the right to inspect membership lists for purposes reasonably related to their interests, this right is not absolute and must be balanced against the board's fiduciary duty to protect member [00:45:00] privacy and corporate assets.

So in this instance, there have been concerns from members about how member contact information...

Sorry, what happened? Yeah. Uh, about members, about how member contact information has been used outside official channels. As a result, the board must ensure that any request aligns with our privacy obligations, policies, and legal requirements before providing access. The board is committed to transparency and member engagement and is providing opportunities for members to be informed and participate through appropriate and authorized channels.

This member meeting is an example, right? So we got the request. We asked, "What do you need these requests for?" For a special member meeting to go through all of these things, and that is what we are doing exactly right now, [00:46:00] without compromising individual privacy Um, this is not a special member meeting.

We have one in two days' time. Everyone should be there to vote. So this meeting that we are in right now today here is a special member meeting and was called such in the announcement to the members that was sent out eleven days ago. As has been stated in our communication to the membership before, we wish to remind the membership that official association action can only be taken through the structures established in our bylaws and by the California Corporations Code.

Meetings held without proper notice to all members or outside the authorized governance framework do not constitute official acts of the association and cannot bind the corporation or [00:47:00] its board of directors.

The members have the right to have a meeting, correct? Why haven't you scheduled one and notified all the members for their agenda? We did schedule. We have scheduled a meeting, this meeting that we are in right now, which is our right according to the California Corporations Code. Members do

have rights to a meeting, but the request needs to follow our bylaws and the code, cannot provide misinformation, and must allow time for the board to consider the request.

Western received two petitions for a meeting that Western has deemed not valid. The petitions made statements that misrepresented the facts and were not properly noticed.

Why punishment before the defense, guilty until proven innocent, or is this the other way around? [00:48:00] Based on the investigations, a preliminary decision to temporarily suspend members was recommended by the boards in accordance to our governance process. A final decision will be made after the members are afforded the opportunity to defend themselves.

No final judgment has been made per our policies and the California Corporation Code. If a disciplinary appeal is successful, the individual will be installed on the board.

Why were the accused never told of the investigations? Were there written warnings of the allegations? Information regarding the individual nature of any person's investigation is confidential and will not be discussed. Our disciplinary process and policy requires that anyone under disciplinary proceedings is informed [00:49:00] and provided the opportunity to respond.

So to reiterate, I showed this in an earlier slide in the code of conduct slide, you can get a complaint. Not all complaints turn into investigation. Not all investigations turn into disciplinary proceedings. So not all complaints, yeah. Individuals are required to be notified when disciplinary proceedings are launched.

The region operates under a complaint of merit framework developed in collaboration with legal counsel and strictly adheres to the approved policy for discipline of members. And this might be a good time to reiterate that the code of conduct decisions and the disciplinary actions would have been made regardless of anything else.

Uh, additional member questions. If you would like to ask an additional [00:50:00] question to the board, please submit your questions in the meeting chat and, um, yeah. Okay. How are we doing on time?

We can allocate as much time as you want to asking member questions. We have at least 20 minutes left in tonight's session based on the time delay. Um, if people at this point would like to make a comment, please go ahead and post your name in the chat. We will unmute you. You will have 90 seconds to speak.

We are very kindly asking everybody to be professional and respectful and adhere to the code of conduct.

The floor is open. If any member would like to speak, please put your name in the chat or raise your hand.[00:51:00]

Give me one second to... Oh, Rick, you got your hand up once.

All right, Rick, you can unmute yourself and ask your question. Okay. Uh, thank you. Um,

I, I have a question I, maybe I misunderstood, but I, I thought I heard Soumya say that there is a meeting on Thursday night and to please vote, and then I heard that the meeting is not valid, so could you please clarify that? So let me clarify. Uh, the board cannot answer questions in this context.

If you have a question, you may post it in the chat, and the board will provide answers either directly to you, or if there are more repeated questions, they'll get posted in the FAQ. Your 90 seconds are for [00:52:00] you to make comments. You may ask questions, but the board cannot answer your questions in this forum.

Rick, do you want... Let me unmute you if you have any comments you'd like to make.

You are free to unmute yourself, Rick. Hey, uh, thank you. So my, my question is, is that I thought I heard Soumya say that there is a meeting Thursday night and to please vote, and then I thought I heard that the meeting is not valid. Can you please, uh, clarify that? [00:53:00]

Thank you for your question, Rick.

Steve Asher, you are unmuted and free to, uh, say what you would like.

Steve, you will have to click unmute on your- Thank you. There you go. Perfect. Um, I just wanted to know whether the questions, and there have been a raft of them throughout the discussion chat on the side of this evening's Zoom, are those going to be addressed at all in any formal way? Because there've been some very valid questions I'd like to hear the answer to. [00:54:00]

Soumya, do you wanna address that? Yeah. So Rick, I did hear, we did hear your question. Um, your question was, so we did have an FAQ in there, and, um, the, the member meeting that PSIA ASI organization has called for with the agenda and all the topics that were mentioned, um, that we got input request for, is this meeting that we are in right now and we're having the conversations.

Um, so I will leave it at that. We did hear your question, and we'll make sure to update the FAQ, uh, with any additional information we can answer with.

And questions being asked [00:55:00] here that- We believe have not been answered. Yes, we will make sure to, uh, update the FAQ with those.

I'll hand it back to Marissa and Linnea. If anyone is struggling to know how to raise your hand, on the bottom of your screen, if you go to React and click on that, you, a little popup will come up, and Raise Hand is one of them. That's the easiest way for us to know if you'd like to make, uh, like us to unmute you. [00:56:00]

Alison, go ahead. Alison, you can unmute yourself and ask your question. Yeah. I'm just wondering, I submitted a question in advance. I've also put it into the chat several times, so I just wanna confirm that we're gonna see answers to all of those questions in the FAQ, and when?

Soumya? So when we have- Alison's question is, "What is the timeline for the board to respond to questions that have been posted in the f- in the chat?" Yeah. So we will go through it, Alison, and we've been very prompt in, uh, you know, coming back with answers and updating it. Um, we, we just need to make sure that, uh, we work with...

Given some of the sensitivity right now, we make sure that we [00:57:00] get the answers, uh, reviewed also by legal counsel, and then we'll update it.

Alison, did you have an additional question? Yes. Oh, one second, Alison. You are... You can unmute yourself again. Yeah. I just wanted, as a follow-up, to make the point that I actually submitted in advance, so I don't know how that impacts your timeframe.

Soumya, do you wanna add anything? No. W- again, what was the question? So Alison said she submitted her question in advance to the board, and would like to know if that impacts the timeframe for the board to be able to get an approved response back to [00:58:00] her. No, I mean, we've been... As questions come in, we've been reviewing them and giving responses.

So Alison, uh, I'll follow up with you after the meeting. Alison, if you would like to resend your questions just so they make it back to the top of the board's inbox, they've been flooded with communication, and we'll do your best, they'll do their best to get you their answers as quickly as they can.

Henry?

Um, since this, this is a space for comments, um, I'll just speak. Um, I'm a member of the board of directors, and I just want to express to the group that this is a very tricky situation, and we hear your concerns. And, uh, we are really, um, dedicated to representing the membership and answering questions with as much accuracy and in a timely fashion as we can, um, [00:59:00] be- because it is our number one obligation, is to represent the membership.

Um, and we understand this is difficult, and we hear everybody's concerns, and they're valid. Um, it's a, it's a difficult situation. Uh, with that said, I do wanna reiterate something that Soumya touched on briefly, and that is that we are in the process of proceedings, uh, proceedings right now, where there is space for everybody to appeal.

And if they're successful in their appeal, they will take their seat on the board. Um, and we are doing our best to follow the bylaws accordingly through the entire process.

Any other comments?[01:00:00]

Dino? Dino, you're unmuted. Oh, sorry, you need to unmute yourself. You can unmute yourself. Um, I would like to say to the board, as being on the board previously, thank you guys for your hard work. Um, this is a volunteer organization, and the amount of time and energy you guys are putting in, and the, uh, amount of abuse and just craziness that you guys have to put up with, um, I feel for you, and I'm really grateful that you guys are, uh, continue to, to move this thing forward and, uh, increase the, the numbers and make this a better board.

I really appreciate it. That's all I really wanna say. Thank you.[01:01:00]

Blair, you can unmute yourself. Uh, hi. My name's Blair McLeod. Some of you know me, many of you may not. Um, I have no connection to the board or, or management. I have previously been involved in operations management for the organization. Um, I understand there's... I see a lot of frustration in the comments, and I understand there's a lot of, uh, a lot of questions that are not being answered.

I strongly encourage anybody who is interested, there are a couple of links in the messages. Um, there was a, a, a legal complaint filed against this organization today in Sacramento, and as such, that's a, it's a public document. The link is, is, uh, listed in the chat. There's also a link to the meeting on Thursday, which is not called by this organization, so you...

there won't be information about that here. So if you're looking for answers and trying to understand the bigger picture, it's, there's a lot to it. I've been working hard the last week or so [01:02:00] trying to understand what's going on. These two resources will help you at least get a picture of who's saying what and what's going on.

Um, so if you still have questions, I strongly encourage you to, uh, look at those two resources to get some more information and have a better understanding of what's been going on, and attend the meeting on Thursday, um, as you have with this one, and try and get, uh, some more clarity on, a- and maybe another perspective.

So, uh, that's my advice, for what it's worth. Thank you.

Would

anyone else like to comment? Aaron?[01:03:00]

Aaron, you can unmute yourself now. Thank you. Uh, good evening everyone. Um, I, I guess, uh, my question is, how many, uh, seats on the board are we allowed to have at any one time?

And I guess my follow-up question then, I, I guess I don't know if you can answer that. Um, so how many seats are we allowed to have on the board? And then followed up with, um, depending on the outcome of, um, the people and the claims and whatever, and the outcome there, it's been written a couple of times that if it is a positive outcome for those members and they're not found guilty of...

they're not suspended, then they could be added to the board. So I guess my question is, timing wise, um- I guess how many people could be on the board? Um, [01:04:00] you know, is everybody gonna be seated soon and then more members later, um, if they're found not guilty? Um, what does that kinda look like?

Thanks, Aaron. Um, yeah, we can seat 12 members on the board based on our bylaws.

Forrest, you can unmute yourself now. Good evening, everyone. I kinda would echo Dino's sentiments. I know for all of us, hopefully this is a labor of love. I do hope we reserve enough bandwidth to be able to do the thing we actually love to do, um, when those time, when the time comes. Um, uh, I can only hope that all this energy is placed here because it's something we're very [01:05:00] passionate about and that we all love it.

So, um, I hope that will continue to be our guide as we move forward. Um, and when we do disagree, we can disagree without being disagreeable.

Thank you, Forrest.

Matt, you can unmute yourself.

Um, good evening. Can you hear me? Yes, we got you. Okay. Thank you. Um, thank you for the time, and thank you everyone on all sides of this for your efforts. Um, I'm [01:06:00] trying to perceive this from a pragmatic perspective. For a little background, I sat on the board of a nonprofit for quite a number of years, which was my employee, a representation group, where I worked for a county government.

Um, in that organization, our bylaws had specificity regarding action against a sitting board member, and that, uh, included the option for, you know, if you wanted to remove a board member, you had a board meeting open to the membership where it was hashed out, uh, where the board members sit there and respond.

Members could weigh in one way or the other, or, you know, participate or, uh, be sensitive to what's going on. I, I, I sense from reading the comments there's a, a lot of perspective of- Not sure what to

call it, impropriety occurring in the background, and I understand that's [01:07:00] probably due to the inability to discuss certain details of disciplinary actions.

I get it. I understand that side of it as well. Seeing now that there are apparently attorneys on both sides of this, um, which means there's expense on both sides of this, I'm sure none of us really want to be throwing our membership dollars at legal actions. Um, you know, with apologies to attorneys in the room, who wins in that situation?

The attorneys always win, they get paid. But, you know, we're not set up, I don't think. I don't think we have deep pockets in the organization. Maybe we do. I don't know. I don't know firsthand. Um, perhaps, and it's just food for thought, perhaps one option here would be to schedule such a meeting, an open meeting, if the, I don't know, the people subject to the disciplinary action were agreeable.

Uh, [01:08:00] maybe that would help, uh, dispense with the perception of impropriety by having an open meeting where all members can attend, uh, action can be taken, accused board members can, uh, respond to what's going on. I guess both sides would have to be willing to do that, but that's just food for thought, 'cause it's, it's a function we had in a- another organization I was on the board of.

Maybe that would get to a resolution in a way that's more efficient than having the attorneys hash it out in some other venue. So that's what comes to mind, and I felt the need to, to share that. So thank you, and I, I wish you all best of luck. Thank you for sharing that. Thank you. Uh, I believe Cathy Ryan would like to speak but cannot raise her hand.

I just found you on the screen, Cathy. You can unmute yourself.[01:09:00]

Cathy, if you move your cur- Oh, you got it. Sorry. Go for it. Got it. Okay, thanks. Could you answer some of the questions, please, that are in the chat, or do you feel unprepared for those questions?

Cathy- Do you want me to do it, Geeta? I'm not sure which specific questions you have in mind. Um, many of the questions that are being asked about the election timeline, the disciplinary process, and, um, the sequencing of things, those were, I believe, covered in the presentation and in the FAQs and in the answers that we walked through Um, some additional ones, uh, that I answered, and as I [01:10:00] mentioned, and Henry also mentioned, given the, uh, kind of the, the, the situation we are in because we do have a lawsuit incoming on, on the organization and the board, from a judicial responsibility that the board has, we need to ensure that, um, we are, um, mindful of it as we answer.

So we'd love to have a lot more transparency. We'd love to, to Matt's question, um, we talk about, you know, what are the actual disciplinary actions and the incidents that we are working through. At the same time, from a privacy perspective for individuals, we need to respect that. Um, none of us would want our stuff to be talked about publicly.

So, um, and from a [01:11:00] governance perspective, we have to respect it. And now with this incoming lawsuit, we do need to be, um, the, the tran- even the transparency that is allowed with the governance without compromising anyone's privacy, um, we need to just be careful to manage the legal risk and the expenses to the organization.

Okay. I, I, I hear your answer to my question. Let me just pick a q- a question out of the chat. Can the board assure the membership that the CEO's contract will not be renewed, extended, or otherwise acted upon until this is resolved?

I'm not in a position to answer that question. That's a legal question.

Does anyone else have any, uh, comments they'd like to make or questions they'd like to [01:12:00] raise?

John Kem. John, give me one second, and I'll find you and get you unmuted.

John, you can now unmute yourself. Hi. Uh, I'm fairly new to PSIA and brand new to the board, so I don't know the full history. But I want to say first, thank you for holding this informational meeting, and second The optics, the, uh, the parent process from what you've shared, it, it looks pretty stinky. So, you know, it doesn't-- I'm not saying it is stinky, [01:13:00] but it, it...

the optics are pretty bad. And, you know, I think it could've been handled better. Um, and handling it better m- maybe could've avoided the lawsuit. So, but otherwise, I do appreciate that you're having the meeting and answering the questions. So thank you. That's all I had to say. John, I'm incredibly sorry that this is your introduction to PSIA as a new member.

Thank you for your feedback. I see Tom has his hand up. Tom, you can unmute yourself. Thank you, guys. Um, first off, thank you all for, uh, taking the time. Um, I personally are, are s- seeking to understand and not looking to be understood, but, uh, I just wanted to echo some of the comments such as Forrest and Dino and whatnot, that with this kind of political situation, um, for the board to consider, uh, the metrics of, you know, our purpose, um, our mission, what PSIAW, uh, is about as an educational body and, and not about this, this isn't [01:14:00] the highest and best use of our resources.

And if there's a way to mitigate this or move forward, strongly encourage it.

Any other comments or questions?

Paul, give me one second and I'll find you. Oh, got you. You can now unmute yourself. Bottom left of your screen.[01:15:00]

Not yet. Paul, you're not yet unmuted.

We still don't have you, Paul. If you can scroll your cursor down to the very bottom left, it should be there for you. Or if you see your picture on the top right, I think you can also unmute yourself

Sorry about [01:16:00] that. Can you guys hear me? We got you now. Great. Well, you know, living in the Sierra, internet's not that great, so I apologize. But as, um, the chairman of the Ownership Liaison Committee, we've done so many wonderful things with the ambassador program and keeping the membership abreast of what's going on.

But I know this is a lot of stuff, there's a lot of legalities involved, but just remember, we are doing positive things for the members, and I think that's really important and where we need to go. And I did run for the board. I was second to the last number of votes. Um, but I'm dedicated to this organization.

I'm really looking forward to this weekend getting the Nick Fiore Award. There's so much our organization is in a positive mode, and I think [01:17:00] we need to just look where we're going and look at all the good stuff that's happening. And, um, I know there's a lot of le- legalities happening, but let's see where it goes.

But I appreciate the time to serve on committees and do what I do, and let's bring this to a positive point. That's all I have to say. Congratulations on winning the Nick Fiore Award, Paul. That's a huge and amazing accomplishment, and we're all incredibly proud of you. Thank you. Thank you so much.

Thank you for your service to the region.

I see Audrey has a hand up. Audrey, you can unmute yourself whenever you're ready. Thank you. Hi, uh, I'm Audrey. Uh, I just wanted to mention that, like John, I've also only been a member just a few years. Uh, and first off, I've had some really wonderful experiences with PSIA. I've taken many exams [01:18:00] and met many of the ed staff, um, in a really positive way.

Um, I really clued into this whole situation when the first member meeting was canceled. Um, I know that you, you can't necessarily answer why it was canceled. I know that I had some mixed responses on why it was canceled, uh, and I think that also contributed to some weird and confusing optics, um- So I guess that's all I, I really just wanted to mention.

That was rather strange, um, and definitely fueled some of my confusion. Uh, and hope that this all gets resolved well for all members. Um, I guess I'll, I'll also lastly mention that I know some members have felt nervous about speaking up or, or joining meetings. Um, I definitely feel a bit nervous, you know, raising my hand in this meeting, um, 'cause I, I don't know.

We'll, we'll see how it all works out, but, uh, thank you. Audrey, thank you very much for speaking up. Your opinion [01:19:00] is protected and welcomed at all times.

We are at about time. Is there any last comments or questions?

Murph- Tom, you... Oops, sorry. Tom, you can unmute yourself. Oh, thank you, Linnea. Um, I just wanted to, a parting thought. You know, the, the, the organization is for and by the membership, so I'd ask the board to consider that as we're going through this process and evaluations and disciplinary actions and whatnot.

Um, all of us have spent decades, or maybe not decades or years, um, passionate about coaching and teaching. And when you get your certification, whether it's level one, two, three, or wherever you end up, it is [01:20:00] a, it's a lifetime journey, and it means a lot to professionally. And to lose that, um, professional standing or whatnot, i-i-it's pretty significant, and it's tied to our income, um, you know, uh, who we are or whatnot because it's, it's, it's a lifestyle.

And so it's by and for the membership, and I'd just like the board to keep that in mind.

Any other comments?

We've recorded all of the questions posted in the chat. They will all be provided to the board. The board will be going through all of them, and we'll get answers both posted to the public FAQ and, uh, back to [01:21:00] individuals directly at their earliest convenience. Thank you all for being here. We apologize for the technical difficulties.

Thank you for sharing your opinions and your comments. Uh, we appreciate that everybody is struggling to find a path forward, and we are all feeling the same.

PSIA Information Session — May 6, 2026

[00:00:00] Um, if any of you guys know people who are in the waiting room, we have some, uh, names and, uh, non-names in the waiting room. So if any of you guys have a friend who's in the waiting room, if you can message them to, [00:01:00] uh, change their screen name to their full name, or they can email Sarah directly and she can-- we can get them in that way, that would be great.

Um, and for those of you who have just joined and not yet had a chance, uh, to put your name and member number in the chat, please do so. You can also direct message me, uh, @PSIAASIW. Thank you.[00:02:00] [00:03:00] [00:04:00] [00:05:00] [00:06:00] [00:07:00]

For everybody that has, uh, recently joined, if you can add your name and member number into the chat, that would be great. You can also direct message PSIA ASIW to do so. Um, if any of you guys have friends in the waiting room that are not able to get in, can you please, um, message them that they need to put their first and last name in the chat?

We are not able to figure out who they are by their usernames. And I think in about one minute we are gonna be ready to go.[00:08:00] [00:09:00]

Soumya, are you, um, about ready to begin? Are you gonna start?

Hey, Linnea. Yeah, we can start. And will you r- drive the slides? Yep, putting them up right now.

Okay. Um, let's get started. Hi, everyone. I'm Soumya I am, um, a Western Region member, and I am also a board member, uh, and the chair of the board. Um, so [00:10:00] let's get started. Uh, before we get into any of the content of the presentation today, I just wanna say I know many of you tried to attend the April twenty-first meeting, and, uh, we did have some technical, uh, issues with Zoom.

And so I'm really sorry that you couldn't join us then. And thanks for being here today. And I also wanna give a shout-out to Linnea and team for helping resolve the Zoom issues that we had so that we can have all of you attend today. So thanks, um, for being here. So let's get going to the next slide.

Ok-okay. Uh, we can go to the slide before, please. Um. Yeah, so, [00:11:00] um, again, like I know you all, uh, already provided your name and member number, and if possible, uh, update your Zoom profile to show your name so we know who is, uh, raising their hand or who's trying to participate. Also, I would ask, uh, please hold your questions for the Q&A session.

We are gonna walk through, um, many things that we've heard from all of you, um, through the presentation, and you'll hear from me, you'll hear from other board members. You'll also hear from the national CEO. Uh, and we'll do a round of introductions very soon. Um, so please hold off on, uh, any questions on com-- uh, in the Zoom chat or live until, uh, we get into the Q&A session, and we'll try and answer the questions that we can answer.

Of course, I wanna remem-remind everyone, um, we also wanna respect people's privacy and, uh, things that [00:12:00] are, uh, about an individual or, uh, anything, uh, specific, uh, to, um, uh, from a legal perspective that we can't comment on, we will, uh, absolutely, um, not go there. So let's get going to the next slide. Here is the agenda that we published.

Uh, today, uh, or, uh, you know, what we shared was that we'd walk you through, uh, how our governance works. Uh, also, uh, what, what are the aspects, key aspects of a, of code of conduct. Um, uh, some of the FAQ, the FAQ that we've published also incorporate some of the member questions we've already been hearing and some of the answers to those.

And then also open up for a live interactive session. Um- Before we, uh, proceed into the governance overview, I wanna take a minute and introduce you to, uh, the newly seated board. So since the last time that we met [00:13:00] to now, uh, the Mammoth Spring Convention, uh, how many people were able to participate? Show of hands.

Had a good time? You can do emojis slash. Great. Uh, we've been hearing really positive things about, uh, the event. It looks like winter suddenly showed up at the end of winter, so that was amazing. The snow was great. Um, so hope everyone got to spend some time, um, in the snow and together and had a great time.

Also, uh, from a board perspective, uh, we did all... At the end of the spring convention on Monday and Tuesday, we had our in-person board meeting for the spring, and that is the time we also seat, uh, and welcome, uh, newly elected and appointed board members. So I wanna start off by introducing who they are.

Um, again, I'm Soumya, for anyone who joined late. I'm the, [00:14:00] uh, board chair for the Western Region, and today we have all the board members here. So I'll start it, uh, pass it on to Tom first, who is the vice chair and newly appointed board member from Sky Tavern. Hey, Soumya. Thank you, and it's my pleasure to be here.

Uh, for those that don't know me, I have been in the region, uh, much of my life. I grew up in the Lake Tahoe, Sierra, and actually learned how to ski at Sky Tavern in the early days. Uh, so it goes back to the '70s. I'm PSAA level three, a child specialist and resort trainer, one of them at, uh, Sky Tavern, and I also sit on the board for Sky Tavern.

Uh, I also sat, uh, previously on the board for, uh, Northstar Teams Foundation, uh, Tahoe Truckee Community Foundation, and the Tahoe Housing Hub. Uh, so I've got a little bit of experience on sitting on nonprofit boards, approximately 30-plus years, uh, both, uh, regional and na- and, uh, [00:15:00] local. Uh, so I, uh, am happy to be appointed to the board and helping move the organization forward.

Uh, let's pass it on to Julie Brown, who's our, uh, elected board member, and, uh, she's our secretary.

And I saw the question in the chat. Uh, To- uh, Tom is an appointed board member. Uh, Julie Brown is an elected board member. Hello, everyone. My name is Julie Brown, and, uh, I work for Mammoth Resorts in the, here in the Eastern Sierra. I've been a member of the Western Region since 1980 Uh, continually, I served as an ex- I was an examiner and trainer for many years for the region.

Uh, I took a few years away from the board. I actually was on the board for three terms, uh, and 2002 was the [00:16:00] last year I, I was on the board. And, uh, I've been an industry professional and continue to be one currently. Why I ran for the board was to get involved and hopefully, um, share my experience and, and, uh, with, with the rest of the board and also with the region.

Um, I'm still very, uh, interested and active with the Education Foundation, and that's a little bit what piqued my curiosity with the, with the board of directors. I've been involved with the Education

Foundation in this region for about the last six years, and, uh, it's brought me to conventions where we do some fundraising, and I've, I've been kind of immersing myself back into, um, all things PSIA Aussie, and so I'm very grateful to be here.

Thank you, Julie. Um, we'll pass it on to Sue Spain, who, uh, did run for the board and also, uh, has been appointed as a board member. Sue? And she's [00:17:00] our, uh, uh, treasury chair. Treasurer. Hello. H- hello, everyone. Um, I bring 33 years, um, with Northstar to the board. Um, Alpine 2, CS 2. Um, spent seven years supervising kids, adults, and private lessons.

I've been a part-time as well as a full-time private lesson instructor, and it is just time after all these years to give back to our community and serve our members, and I look forward to serving as your treasurer. Thank you. Thanks, Sue. Uh, welcome. And, um, Megan, do you... Are you here to say hi? She was driving.

Okay. Um, we'll move on. Uh, I also wanna introduce [00:18:00] Jeff to folks who may have met him or may not have met him. He's taking the time this evening to join us. He is the national CEO. Jeff? Thanks, Soumya. Uh, Jeff Lipgreen. I am the CEO of the national office. Have been in this role for about a year and a half.

Uh, 27 years in the industry, most of that time with Vail Resorts. Everything from a an instructor, to a supervisor, to a snow sports school director, a GM over several resorts. And my last role with Vail was vice president of the Mid-Atlantic region. So, uh, worked all over the country, uh, large resorts, small resorts.

Uh, have, as I said, almost three decades of experience in the snow sports industry, so happy to be here. Glad to be a part of it. Thanks, Soumya. Thanks. Uh, I see Megan commented. Megan, do you wanna say hi live?

Megan, you can [00:19:00] unmute yourself now. Okay. There we go. Hey, everybody. Yes, I've been in my car. I apologize. I'm listening though. Uh, yes. Hi, everyone. I'm a 20-year member. I got my, um, 20-year pin this year at PSA. 13 years, uh, in this region, which is cool, uh, most of my career at this point. Um, I've been part-time, full-time.

I'm a level three alpine instructor and a, a CS 2. Just actually did my CS 2 this year. Um, I have been on the board for three years, and I was temporarily reappointed, um, to help self- fulfill some, um, vacancies so we can continue to do, uh, board business. Um, I've been full-time at Palisades for the last few years, and prior to that I was at Mount Rose for 10.

So my favorite, um, thing related to nonprofit boards, I've been on two others before. One was snow sports related. Um, I guess actually three. Uh, one was in another state. Um, one was snow sports [00:20:00] related. It was a, like Tom, a ski foundation board for a local resort. And, um, a few years ago I started a nonprofit related to, uh, youth sports and skiing actually.

So strategy and working with industry partners and collaboration and thinking about how to remain sustainable and relevant, um, in an ever-changing industry is why I joined this board. And of course, continual, continual learning. We're all here for that too. So yeah. Thank you all, and hello everybody.

Thank you. So let's get going, and, uh, I'll just say some of my why's for why I'm here. Um, you know, I've been on the board and I got reelected- Uh, with, uh, thanks to everyone's votes, uh, last year. So I'm, uh, one year into my second term as a board member, and I have two more years left. And, um,

when I joined the board, really the reason I joined was because of everything that I thought I be- I benefited [00:21:00] and I learned from the PSIA-ASI resources and the community.

I started, um, teaching part-time at Dodge Ridge, um, and had a lovely experience. Actually, I see Laurie on the call here. She's the one who trained me, uh, along with John Mahana, uh, as I got going. And when, uh, and a big reason for me to stay on the board was really to give back and pay it forward, and also to help bring the resources of PSIA and the community that everyone feels to also the smaller resorts.

So being at Dodge Ridge and places like Dodge Ridge, Bear Valley, China Peak, some of the ones that are not in the core of Tahoe, it definitely felt like, yes, there was a PSIA community, but there weren't as many events that happened or reached those smaller resorts. And since the time that I've been on the board, it's been great to see over the last few [00:22:00] years how much, um, you know, how many number of, diverse number of events that we are offering.

Also, how events are reaching smaller resorts. And we, um, the board, uh, you know, I helped, uh, with the board, uh, start off the Ownership Linkage Committee, through which we started the Ambassadors program. And over the last two years, it's been amazing to see ambassadors from every single of our member schools, uh, really participate and be that two-way communication between the membership, the locker room, the leadership, and the board.

So it's been such a rewarding experience and an amazing thing to see. Um, I know today we're gonna have some really hard conversations. I know the stress and the questions that people have. We'll walk through them. We'll try to answer them to the best that we can. At the same time, I just wanna say, every single ski event that I have been a part of, I've loved it.

I just passed my [00:23:00] C, um, uh, Movement Analysis Tech Level 2. And again, like, the examiners, the way they are, the, how supportive everyone is in this community, it's amazing. And, uh, and by the way, I teach at, uh, Sugar Bowl now. Um, so with that, um, I also wanna ask Tom, who's been around for many years with this community and also in his current role, what are some changes he has seen and where does he see the organization from his perspective and his vantage point?

Tom?

Okay, there we go. It's a little, little delayed. Sorry about that. Uh, one, thank you for, again, passing that on. I do wanna clarify, because I know there's questions running down in the Q&A section. We will be [00:24:00] doing member questions and comments, and it will be at the end, and they'll be specific as to time.

We're also gonna do our very best to end on time, as everybody in this organization, for the most part, is volunteers. So we'll be doing that. And as Sonja mentioned, we'll not be doing questions that are not pertinent or allowed to be answered or, or on this platform. So relative to that, I appreciate the questions that are going in there.

And if there are questions that'll be there. If we don't get to everybody's questions, uh, my understanding is, Linnea, we're gonna put them up on the FAQ, uh, scenario on our board. So just please ask pertinent questions. Uh, we open that up. Some good data that I was able to see as, as, uh, I was having conversations with Linnea and then some members from the national board is it's...

For the last five years, if you go back through where we were at COVID, and when many people weren't even sure what the industry was going to look like at that time, we've actually had one year where we hit, uh, record membership, which was two years ago, and we [00:25:00] still are sustaining at relatively that same level.

When you see our region and we have no new resorts and essentially, uh, no specific growth in the industry, and as most of you recall, we had a bit of a late start and a bit of an early ending, uh, so to maintain our membership at the same level. And yet, in that, we moved from having at a low of forty-three events during COVID to this year having a, a, uh, record number, three hundred and forty-five events, with participation that actually hit, uh, a record on registrations, uh, with a diversity of programs.

One of the main things I saw is early in my career- In coming to the industry here in Tahoe was our organizations, you got a lot of your training through the resorts, and the PSA did the examinations, and the board was made up of ed staff for the most part. And now where we've got it is we've got a [00:26:00] diversification within that, again, with 345 events.

Many of those were small events, and many of them, I would say, happened at the smaller resorts. So f- for case in point, at Sky Tavern, uh, we had a number of different events from CS1, uh, which did get people some certifications, but also CS1 training and some additional freestyle and, uh, programs that had absolutely nothing to do except becoming a better instructor.

Uh, which was super cool to have ed staff come out and have fun about teaching people how to have fun giving instructions on the ski hill. And for the smaller resorts, that is great to have and have access to that. Uh, I also know for a number of people that are working full time, and when I first started, uh, uh, up in Truckee, many of our instructors lived close to the resorts.

Many now live in the Reno, uh, Sparks Carson City area. And so doing online training has also been an increase in that scenario. Uh, one other [00:27:00] part that I think was interesting that I saw when we were down in Mammoth, and Lynnae, I'm sorry, I don't know the exact numbers, but we had the h-largest number of 25 to 35-year-old membership, and not just membership, but membership participation in education that we've ever had.

And so there's a lot of arguments throughout the industry about how we're a graying community, and I'm one of those. But it's nice to see that we are having younger participants, and I think that's a, you know, kudos out to both the national and to the region, uh, to say that. Uh, so that's kind of the, the overview of the statistics.

I am, you know, kind of a data geek, so I look at that stuff as, as what it is. From an anecdotal standpoint, again, uh, we've appreciated what we've been able to do at our small mountain, which is volunteers, and being able to keep them to be able to keep both their certifications up and have an ongoing, uh, ability to have education.

That's great. [00:28:00] Thanks, Tom. Um, I also wanna say, uh, I totally spaced out. I did not introduce Neil. Neil, do you wanna introduce yourself? He is also our national, uh, western rep for national, and he's on the board as well as, um, um, N- Neil? Yeah. Good e- good evening. Thank you, Soumya. Um, yeah, again, Neil Boos here.

I know many of you. Um, a 35-year member, uh, Alpine level three, Snowboard level three- Long-term Western board member, also the national rep, um, the Western rep to the national board, and vice

chair of the national board. So appreciate everyone, uh, being here tonight. Um, frankly, I'm here to listen tonight. I wanna hear what people have to say and, um, you know, overall long, long-term goal of just ensuring the stability of the organization going forward, so thank you.

Thank you. Uh, Neil is also the ambassador, uh, for Mountain High, and he earned an, [00:29:00] uh, ambassador pin. All right, let's get started. So let's go into governance overview. Next slide. Um, you know, from many of the conversations that, uh, we've had, many of the questions we've got, uh, some of the, you know, uh, maybe member communications, um, not from PSIA, but from members to members that's going around, it seemed like there was a lot of conf- um, that there wasn't necessarily always clarity on what governance is, what, what are the kind of guidelines by which we as an organization run.

So we wanna take a little bit of time to walk you through some of that. So today we definitely wanna talk to you about, um, you know, we, we wanna first and foremost, just like what Neil said, really show that we do hear you. We hear the questions and the comments that some m-members are having about the recent disciplinary actions, some of the [00:30:00] election mechanics and what's been, um, happening, as well as, um, you know, what's going on with the region as it relates to this specific election cycle.

Um, so let's start with, um, you know, walking through, uh, a, a just a recap of a timeline. Uh, next slide.

So, um, at a very high level, the actions around member conduct that were taken were independent of the elections themselves. So they would have happened regardless of whether we were in the middle of an election or not. Um, and I get it that people, the timing of it makes it confusing, and it feels like one was the cause, the other was the effect.

But really, the elections and the, the member conduct related actions that were happening are [00:31:00] two completely independent things, um, that, um, or ha- uh, that, that are n-not related, uh, in any way to each other other than from a member in good standing is necessary for someone to be seated on the board and be on the board.

So let's go through the next slide.

So this is the timeline just to make sure that, you know, everyone has the context and the understanding. So, uh, over multiple years, there has been conduct concerns and complaints that were raised, and some disciplinary actions were taken. Some were, uh, more kind of casual, some were warnings, some were, uh, you know, uh, written censures.

But there were ranges of things that happened from a conduct perspective. And in some cases, even after the actions and the [00:32:00] progressive actions that were taken, misconduct continued. Um, and, uh, those are things that the organization does need to address. In January, um, because we got member complaints, in response to that, the member complaints came both to the Western board, some came to the CEO, some went directly to the national CEO and national boards.

So there was a combination of complaints that were reached, uh, to the different, uh, constituents. And because of those complaints, we have an obligation to look into those com-com-complaints and see, uh, is there, uh, what do we do with it, and is there any further action necessary? Also in January, that is the time when we do call for board candidates and in the Western region.

So that's what we did, um.[00:33:00]

Thank you. Um, and then in February through March, um, you know, what happened is three of the members that were being investigated because of those member complaints that we got in January, uh, they ended up declaring that they're running for election on the eve of the election deadline. Um, but the, the, you know, and then the Western CEO, once they came to know that these, there are three members who are being invest-, uh, uh, you know, there are complaints against, um, and are running for election, the CEO immediately recused herself and handed off the investigation to the Western board, the national CEO, and the national chair Um, voting takes place, um, mid-March.

And also in parallel, when-- as we were doing those investigations that started from complaints in [00:34:00] January and were also tied to some member behaviors that were, uh, long-running, that were not just recent, uh, and have progressively happened. Um, those investigations in parallel come to a conclusion and mid to late March is when, uh, decisions are taken saying, "Hey, like, based on these complaints and based on what we found, we do need to take disciplinary actions on these individuals."

Of those individuals, three of them happened to also in the, you know, right before the election deadline, had ran for election and had got votes. So because from a governance perspective, we can only have candidates in good standing can be seated, that's an eligibility criteria for the elections. So the individuals who are here as seated board members are the ones who are in good standing.

So, um, [00:35:00] now the disciplinary proceedings, the way they continue, we'll talk through that next. Next slide.

So yeah. So let's talk about the governance itself. So, um, the way our governance works, and this is super simplified, is, and, uh, all of these documents you can find on our website. If you go under the PSASI West, uh, click on about, you will see the bylaws, the code of conduct, pol- policies and procedures. So I encourage every member to go take a look at it if you're interested.

Um, the bylaws define the membership and eligibility. Code of conduct defines expected behavior, and policies and procedures define how issues are reviewed and resolved. And what this means in practice is that investigations of concerns and disciplinary proceedings follow [00:36:00] a very well-defined process.

And these are not new processes. We don't change the processes out of the blue. These are processes that are well documented in our policies and procedures and adhere to all the bylaws and code of conduct that's all published. Members receive notice when you enter into a disciplinary proceeding and the opportunity to respond and a right to appeal.

So once the disciplinary notices are sent to members, they have some number of days, and we'll go through that process too later, to respond to it, and they can provide counterevidence, uh, towards it. At that point, either a disciplinary action is taken or it's said, "Okay, fine. No action is taken." And if actions are taken, the individuals can still again go and appeal, and then there's a period of time through which the appeal process, uh, uh, plays out.[00:37:00]

Decisions are made based on documented facts and applied consistently. And I wanna repeat this because really the bottom line is we have well-established, clearly outlined standards. We hope to have a fair process, and we do have a fair process, which is why these documents are really important. And the same expectations are applied for everyone, regardless of whether you're a board

member, a person in leadership, a general member.

The same expectations are applied through our governance, through our policies, through our procedures in a fair and equitable way. Next slide.

Um, uh, previous slide, please. So if you look at it, one confusion that has happened... Previous slide. Uh, is, uh, uh... Sorry.

Next slide. Which... Sorry, Sonia, which [00:38:00] slide? The next slide, and, uh, like two slides. If you click, it's the same slide, but the box appears.

Uh. Next slide. There we go. Sorry. That one? And one- The box, the box just appeared. Yeah. So that, that's it. Yeah. Thank you. Sorry. So I just want to out- outline on the right side here, right? Like, complaints come in, investigations happen, and then disciplinary proceedings happen. And it's really important to know not all complaints result in an investigation, and not all investigations result in disciplinary proceedings.

And individuals, that is members against whom the complaints are, they are required to be notified when disciplinary proceedings are launched. Because if you notify them every time we get a complaint about an individual, it's too noisy, and it's not, uh, responsible. [00:39:00] So really, individuals are notified when disciplinary proceedings are launched, and the region operates under a complaint of merit framework developed in collaboration with legal counsel and adheres to, again, our approved policy for discipline of members.

So let's take a closer look, and here I wanna invite Jeff to talk us through the pro- uh, procedures because these are operational, and this is what the CEOs, regional or national, follow. Next slide.

All right, uh, Jeff?

Thanks, Soumya. So there is a national process for, uh, the discipline of members that was adopted by all of the regions, uh, a couple of years ago and the national board. And what you see on your screen here is the [00:40:00] basic framework of what that process looks like. So it's broken down into five stages. The first is when a concern is submitted, uh, to either, uh, the Western CEO, the Western board, or the national CEO, uh, national board or member services, and we take in that complaint or that concern.

Uh, we then go into the fact-finding review. And so once that, uh, complaint or concern has been lodged, uh, the CEO, uh, is then by the process named as the, the lead person to investigate any sort of concerns, and so they go into fact-finding mode. Uh, once they have started to look at those facts, they can, uh, continue to investigate themselves or they can appoint someone else to lead the investigation.

Uh, could be another CEO, uh, could be a third party. Uh, typically it is somebody else from the Executive Leadership [00:41:00] Council, which is all of the CEOs of the eight regions and national. Um, and that timeline could vary. Uh, could be a couple of days, could be a couple of months. Um, depends on, like, the complexity of what's going on and how much information needs to be collected and how many facts we need to find.

Uh, once that, uh, has concluded, the members are then notified that, "Hey, uh, there's this thing going on and you have been named, and we are going to continue to investigate." But at that time, based on the way the policy is written, all members who are under investigation are placed into a

member in not good standing category.

That is the policy that was adopted by all of the boards. And so at that time, people are placed into that category. Um, and all members who are placed into that category and notified that they are under, uh, some type of disciplinary proceeding are then given an opportunity to respond [00:42:00] with any type of evidence that they might have to counter the concerns or allegations against them.

Uh, they're typically given, uh, 21 days to gather that information and provide it to the either the national office or the regional office for review. Upon review, um, the investigator, the lead investigative party, whether that is the CEOs or a third party, can then say, "Hey, we are reaching a decision." Or they can say, "We actually need more information, and we would like more information," and they can respond.

Um, that's du- that is following a full review of all information, typically about 30 days to get that done and get back to the parties. Um, once, uh, that information has been followed up on, it could then extend the amount of time that we spend investigating these allegations and [00:43:00] concerns. Uh, once a final determination has been made, all members are given the opportunity to either accept or appeal whatever decision has been made, and they have 30 days to appeal that.

Uh, once the appeal has been lodged, uh, then the board of directors, typically of the region, uh, then has 60 days to convene for a hearing to hear out all of the evidence and, uh, all the parties involved, and then they have 30 days to issue a final decision. And so currently, we're in the step four, uh, process where we have received all of the evidence from these members, and we are reviewing that information to then try to see what next steps are, whether there's a final decision or if we are looking for more information from them.

But we are following the process which follows California law [00:44:00] and laws of all the states, uh, and was adopted by all of the regions and the Western Board a couple of years ago. And so we are following the procedure to the letter, uh, and making sure that we are giving everyone an opportunity to be heard, uh, to present their evidence, uh, and to follow the process which was approved by, um, both the national and Western Boards years ago.

So currently, we're in, uh, step three, four, um, and working through that, but, uh, hoping to have more resolution in a very short order of time so that this does not drag out. So that's what I got, Sowmya. Thank you. Um, thank you, and thanks for, uh, running a pretty re- uh, running a rigorous process and, um, and really thank you for the partnership.

Um, next slide.[00:45:00]

Okay, this is the other question that has come up many times, which is what is the board's fiduciary responsibility? And we get asked, how are decisions made at the board level? Where does the California law fit in, and what does it really mean? Um, from a fiduciary responsibility means like acting in the best interest of the organization as a whole.

Um, making informed, careful and consistent decisions- Following our bylaws, policies, and legal obligations because these are the ones that are like the guardrails, um, kind of like your five key fundamentals. It's really the basics of what govern the organization and keep us, um, moving towards the goals of serving the membership.

Um, the board is required to protect the organization by managing risk, uh, which is a really key factor in how we operate, and also maintain member and [00:46:00] employee privacy even when disciplinary actions are taken. So it includes addressing risks such as governance breakdown and dysfunction, harassment, unsafe or toxic environments, and misuse of member or organizational information infringing on privacy.

So, um, the-- again, the bottom line is all the decisions that we take are made to protect the organization, its members, and its mission. So let's look at the next slide.

Um, now I, you know, w-we heard this even, uh, you know, in the, uh, the, the board mee-- in-person board meeting when we had some observers, uh, participate, uh, in the spring meeting. And the question was like, "What is the code of conduct? And really, can you help us explain? Because are we weaponizing the code of conduct?

Are we being [00:47:00] unreasonable? Um, if I just don't like somebody, can I say it's a code of conduct violation and get them into trouble?" No, it doesn't work that way. Uh, the members can express their views. The expressi-expression is expected to align with conduct standards and applicable policies. So we expect that members communicate professionally and respectfully, avoid actions that may harass, intimidate, misuse member information, or follow-- and follow the policies and agreements and legal requirements that we have as an organization.

So these expectations, uh, very simply put, are those three boxes. Be kind, be professional, be honest. Right? And in official PS... And, and these accept-- expectations apply to everybody, right, and in every context. It applies in official communications, in direct communications, in, uh, webinars, Zoom [00:48:00] calls, Zoom chats, in all of those communications, in member-to-member outreach, in emails that you might send, uh, you know, social posts that you make.

Uh, participations as a member includes both the ability to engage and the responsibility to follow conduct expectations. So next slide

Some examples of how member conduct, uh, and the risk that it might propose and what kind of actions, right? So posting or sharing misleading or inflammatory statements about the organization, a member, a staff, or leadership can damage trust. It can damage reputation and member confidence and creates a hostile environment.

So the board must protect the integrity and credibility of the organization. Um, similarly, sending unsolicited or mass communication to members for advocacy or [00:49:00] influence, uh, it's a misuse of member information because when we become members, that's not what we're authorizing our contact information to be used for.

Um, the board must ensure compliance with policies and legal obligations. Engaging in personal attacks or targeted communication towards members, staff, or leadership, uh, that again creates a hostile and unprofessional environment. Um, also actions to undermine or disrupt governance process, uh, impacts the organization's ability to function effectively.

So at the, you know, at the end of it, it's really like when conduct creates risk, the board is required to act and be consistent and fair to everyone involved. Um, so next slide. The other common question that we get is, "All this is great. What about my freedom of speech?" And again, members can express their [00:50:00] views and perspectives.

At the same time, the Constitution protects freedom of speech for government entities only. PSIA ASI is a private member-based organization, and the membership includes agreement to follow professional standards and policies. An expression that violates those standards may require action to protect the organization.

In practice, it's not about the speech, it's about the conduct. So you can disagree and express concerns, of course. Again, be respectful, be kind, be professional. You cannot engage in conduct that harms others or the organization. Next slide. So now we'll get into the FAQs, uh, review. Um, so here are some of the questions that we've received.

We have updated, and we've been keeping the FAQ up to date, so [00:51:00] hopefully you all can take a look at it. Um, and we'll run through some of the key ones that have come up multiple times. Next slide

So why weren't candidates seated first, then reviewed? Again, I walked you through the timeline before of what the board and the election timeline and how everything was unfolding. Uh, to serve on the board, you must be in good standing per our bylaws. Seating first and then taking action would be a violation of our bylaws, and eligibility must be confirmed before results are finalized.

So voting happens, we make sure everything is in order, and then we certify and publish the results. Uh, and that's when some of the eligibility and things are, are reviewed. Why did the election results take time to be announced? Reviews were already in progress during voting. Final [00:52:00] decisions were needed to determine eligibility of certification, and the eligibility could not be shared until the decisions were finalized, right?

Remember, like, the, um, the table that Jeff went through, the sequence that I walked through, uh, we have to follow that sequence before someone is in the disciplinary proceeding phase. It's the same rules that apply to everyone in a consistent way. Next slide.

Um, outcome of conduct investigations. Once disciplinary pro- proceedings are concluded, a final determination will be made based on the findings. So if disciplinary action is upheld, the action will take effect. Impacted individuals still retain the right to appeal to the board. If disciplinary action is not upheld, no action will be taken.

Any previously suspended candidates will be installed on the board. [00:53:00] Um, this is our guiding principle. Decisions are made based on established processes with a focus on fairness, due process, and the long-term integrity of the organization. So again, complaints come in. Not all complaints, uh, you know, result in something.

As complaints get investigated, you know, some of them will result in a disciplinary proceeding happening. At that point, once a disciplinary proceedings is when the notification to the member is done, the member has the opportunity to respond back, and they have twenty-one days. Uh, in fact, for many-- for the candidates that-- for the individuals that have been going through the current disciplinary proceedings who are in the middle of some of this- Uh, we did not hear back from them within the allotted time, and we extended the time by two days to hear back.

And then they go through the next set of steps that we outlined before. [00:54:00] So I just wanna reiterate, we are following the process that we've outlined, and, uh, our goal is to be, uh, fair and make sure that, uh, we really are preserving the long-term integrity of the organization. Next slide.

Um, we can skip on this. You know, my whole hope, our hope as-- of the board, you heard the why we all are involved. I know why you, everyone is involved really in this organization, your commitment, your passion, your, your dedication to the sport and to teaching, and, um, and I, I really hope that we all can, uh, you know, strengthen the organization and continue on the really strong momentum we have.

Uh, I just wanna reiterate something Tom mentioned. In the la-- You know, for the last five years, we've been having record numbers in how we are operating, uh, year over year. And, um, you know, our [00:55:00] member engagement is really, really strong. It's at an all-time high. Our number of events that we are offering and the diversity of the events, significant.

Um, we have investment from in members, members, and we are developing talent across the organization, um, and having lots of programs and ways in which members can get engaged. Um, our quality and standards, you know, we are, uh, y- maintaining and continuing to put increase what our quality and standards are.

Um, the senior certification relaunch has gone amazingly well. Maybe Jeff or others can chime in as well on, on, on many of these things. Um, and our organizational strength really, you know, uh, the board has shifted from an operational board be- like 10, 20 years ago to more of a strategic board. And as part of that, we are helping really look a few years ahead and really ensuring that [00:56:00] our execution and our outcomes, um, we can support them And the members are at the core of these programs.

Um- Hey, Sonya, uh, uh- Yeah ... if I can add in there. Uh, Alyssa did- Yeah ... ask for specific numbers, and, uh, again, the number of events were 345. The total event registrations were 3,341 event registrations, uh, which, um, and unique participation meaning... or 1,605, meaning, uh, almost half the membership attended, uh, separate registrations, which I think is great.

Um, and, and another part of that was, uh, the total education event registrations were 2,413, um, which that seems to be the highest Linnea I think that we had during the time. So tho- those are great numbers moving in the right direction, and given the fact that there's, there's all sorts of other places people are receiving education today, I think that shows that the region is continuing to [00:57:00] keep up with it.

Thank you. Thank- I, I also do wanna, I wanna make, take a quick second and just shout out to our, um, our, our organization that gives the scholarships out there because, uh, uh, the Ed Foundation was... Again, we're a nonprofit mountain, and they benefited us by taking some of the benefits that they had to support our students and our instructors on our mountain as well.

So that's another part that's, that's great going on in the western division.

Thank you. Uh, I, I can't see everyone on the screen, so, uh, any of the other board members or, uh, anyone else wants to chime in on some of this?

Now, again, I think for the open question points we just wanna make [00:58:00] sure relative, and, and Sonya you can manage it, but again- Yeah ... we're not speaking to specific legal questions. We're not allowed to do that for many questions, and I'm, I'm watching as they're going through. So if those are the questions, and that's what is qua- You know, we'd ask you to be respectful and not do that here.

Um, also, the bylaws s- have been specific. I don't think any of us can, can speak to that. Uh, and we don't speak to confidential or personnel or medical matters. And, uh, the other one that I saw in there is that, you know, legal expenses are handled like any other operating expenses. Uh, we, we, we... And that's been...

Those will be disclosed in our, uh, financials that are published. So those kind of four areas of questions, uh, we'd ask that those aren't what we're talking about, but if it's specifically other parts to this, then we're happy to answer those questions. Thank you. Um, the... And I think this next slide, um- [00:59:00] Really wraps up, you know?

Uh, let, let's, uh, we... Our goal as, uh, you know, we've s- shared, all of us have chimed in, is to apply standards consistently and fairly, maintain a professional and respectful community, increase member engagement and participation. The numbers, um, and the momentum we have is really, really strong, and let's, uh, continue to drive that together.

Um, next slide.

Okay. So let's, uh, we'll open up for questions and comments. Um, and, uh, again, like, please keep in mind some of the things that we just iterated. Uh, you can remove the slide deck. Thank you. Soumya, can you let everyone know how long they have to speak, please? Yeah. Uh, let's say 90 seconds per question. [01:00:00] Um, since everyone is muted, uh, I will...

You'll get a little button on your screen that says unmute, and then you'll have your 90 seconds. Yeah. And, uh, myself, Tom, Sue, uh, you know, Jeff, we all will, uh, answer the questions, and Julie, the board members here. Great. Well, since we have so many members of the board here, I'm interested in hearing your take on the special meeting, which I was the secretary of, which happened on April 23rd.

At this point, we've received absolutely no acknowledgement of any of that. As you're probably aware, five of the board members were voted off, among other things, and I would just like to hear, um, why there has been no response whatsoever to that.[01:01:00]

Soumya, you want me to take that? I'm, I'm sorry, I'm trying to unmute myself. Yes, Tom, do you wanna take it? Yeah. Okay. Uh, thank you for putting that. Based off the information that we have received as the board, the board maintains through legal counsel that the member petitions used to call a meeting were not valid because it misrepresented facts and were not properly noticed.

It considers it not to be... It's outside the authorized governance framework, and the votes have not been counted appropriately.

Thank you for the question. Again, that probably closely borders on the, the statements relative to what legal statements will be made.

Randy, you are good to unmute yourself.

I'm Randy Short. I've been a level three member Since five years after PSIA National was created in [01:02:00] 1966, so I'm probably the longest member here on this call. I've been a ski school director, I ran Snow Summit, I've ran June Mountain Ski School. I was the mountain manager at June Mountain. I've held about every position in the ski industry one can hold.

I've been in the leadership of both PSIAW, or Far West Ski Instructors Association, its predecessor, and PSIA National for probably 20 years. And, you know, the, the West has always been an organization that had a lot of rebels. Never did I see a time when PSIAW or PSIA ever tried to squash speech from those people, no matter whether that speech was offensive to us or not.

And this organization became a better organization as a [01:03:00] result of embracing those discussions, whether they offended some of us or not. And I just don't understand. I mean, there are members that are afraid to speak up for why, because of the restricted speech that this organization feels. Reading the comments, I'm shocked.

I mean, you guys are, you guys are absolutely... I've never seen this organization so fragmented as a result of this leadership, and I am like I said, I've been a member since nine-

Randy, that was your, uh, 90 seconds.

I think that counted more as comment. Randy, thank you for the comments. Next. Yeah. Next.

Tom, you are good to unmute [01:04:00] yourself. Uh, you have me, right? Tom Lane? Yes, yes. Uh, just a couple quick, real quick things. One, I'd like to put this to Jeff on the national. Um, can you explain relative to the, uh, what n- uh, national PSIA thinks, including yourself, that we've had over eight board suspensions in the last eight, in the last, uh, year, year and a half?

And doesn't this seem sort of strange to you? Um, and can you or someone on the board explain to the membership fully why this is happening, and exactly what PSIA National is involved? Uh, Tom, I'm not sure I understand what you mean by board suspensions in the last year. Well, we've had bo- e- eight board members- Uh, three newly elected, as well as previous board members, all suspended on the code of conduct.

Um, don't you find [01:05:00] personally that this is a little weird or suspicious? Uh, what I could say is that National has not been involved in those until this most recent, um, uh, situation where we were asked by the Western, um, board and the Western CEO to please, uh, be involved. And so, um, I don't have an opinion about whether it's suspicious or not.

What I can tell you is that I'm following the process as it is laid out in our bylaws and our policies and procedures, and trying to do everything I can to make sure that everyone is given the opportunity to follow the procedures and to be heard, and to look at the evidence that is presented in front of me.

So I don't have an opinion about whether it's suspicious or not. Uh, so I'm just trying to follow the policies and procedures as they're laid out to the best of our ability.[01:06:00]

Any other questions? Comments? Bonnie, you are good to unmute yourself, and then Ross, you can be right after Bonnie. Perfect. So, um, as my understanding is, since everyone's in the middle of the disciplinary pro- disciplinary process, they still have their appeal to do. What happens if they are able to do their appeal, that the actions are reversed, they're not suspended?

Are they gonna be taking their seats again? Are they kicking out other, the board members to do that? Or what happens, um, in that process? So we mentioned this before too, and we answered it in the FAQ. I'll try to answer it again. Um, the, there, the bo- the board members [01:07:00] who are the m- the members who've been elected into the board, and if they get cleared, there are seats that they would occupy on the board.

So we do have the seats, and they would occupy it on the board. Yes.

Ross, you are good to ask your question. Um, Mr. Short was very instrumental in explaining very clearly that- PSIA West, when it was formed, was formed under these kind of very similar circumstances. I would like to give him more time. If I have excess time, please allow him to use my excess time. Thank you.[01:08:00]

Uh, give me one second. Let me find Randy on the, on the participant list.

Randy, you are good to unmute yourself.

Hi. Thank you for a little extra time. Um, I, I think there's some misunderstanding. It was PSIA, it was the Rocky Mountain Division and then the Far West Ski Instructors Association, which the, was the predecessor of the PSIAW. They went, in 1972, to the PSIA [01:09:00] board with the division dues, or the division's dues portion that was to go to the PSIA.

Without that, PSIA would have failed. They insisted on the resignation of the president, then Bill Lash, and all of the board members because the board members up until that point had been basically a good old boys club. The board members were selected by the leadership of PSIA. They reached out and said, "We've elected you to be on the board."

The Rocky Mountain and the Far West came in, came forward and said, "No, we, we want representation from each division," and that will be the basis by which PSIA is then structured. That still exists to this day. But I have to say [01:10:00] that rebels have always been part of the organization. This is the first time in my 60-year history that I have ever seen one, PSIA national step down into a division ever.

As PSIA president, I can tell you many, many, many, many times that there were divisions and people within divisions that would like to have upset the PSIA, but we embraced those criticisms. We solved those criticisms without a bureaucracy of rules to hide behind And I find I have never seen it in my 60-year history this much.

As, as I said, as I read the comments, I just see criticism after criticism. And if you as board members, and you, madam, as president, don't understand the crisis that you are putting this [01:11:00] organization in, then you are really missing it. And I'm judging this from 60 years experience. I, I know there's others on this call that feel the same way that have had nearly as much experience as I have.

Thank you.

Thank you, Randy, for sharing that. And, uh, absolutely, we, we wanna respect the history of this organization and, um, also really take it forward for, uh, really serving our members and, uh, being true to what our goals are of creating, um, an inclusive and member-forward organization. So absolutely, I completely agree with you.

And here, any of the actions that are being taken are not being taken by one individual and also as a board, as an [01:12:00] organization, as a leadership. I just wanna say, like our, our hope in, you know, um, walking through all the things today i-in also opening up the, uh, in-person board meeting for a very interactive session with the observers, um, I think it was, uh, Craig who called out that that's not common, and it was, uh, you know, for the board really to show that it's a good faith action of showing that we ca-- we are collaborating and we wanna talk, we wanna hear.

Um, so I think we're, we are showing all the actions. Um, I just wanna remind a-and just reiterate that at the same time, um, you know, our partnership and collaboration with National has been growing in an extremely positive and productive way. Um, the way the regions are working together, [01:13:00] um, not as silos, but actually working together and collaborating, is to serve the members in a way where there is consistency and there is ability for members to move from region to region and really make use of all the resources.

So, um, so if you see more involvement from National now than you have previously, it is because we are trying to collaborate and partner together more. Um, and I wanna thank Jeff and John May and Neil as our rep, rep from Western and everyone else who's putting effort into it. Uh, on really bringing us all closer together.

So with that, we are, uh, six minutes over, and I wanna be respectful of everyone's time. We do have all the Zoom chats and comments that we will go through and make sure any things that we need to update the FAQs with, we will make sure to update them. I again wanna reiterate what Tom said [01:14:00] earlier, which is things that were related to the legal matter, um, we just cannot comment on those things.

Again, individual specific things around the disciplinary process, um, those individuals have all the details and the information, but we cannot-- we do need to respect their privacy. Um, and it's, it's really coming out of respect and professionalism, uh, in the way we're driving this. So thank you all. Thanks for having confidence and trust in us and in the system that we all have designed and built.

And we will continue to learn and iterate. Thank you.

Thanks, Sonia.

EXHIBIT 17

Petitioner's Member Account Page

members.thesnowpros.org/account/edit (Captured May 20, 2026)

PSIA

AASI

E-Learning

thesnowpros.org

Shop

Pro Offers

Make a Gift

Change Password

Communication Preferences

My Docs

My Education History

My Events

My Invoices

My Mailing Address

My Membership Card

My Orders

My Profile

Payment Methods

School Affiliations

Account

NO IMAGE

Upload

Monahan, Alison

Member #424107

Expiration Date: Jun 30, 2027

Member Since: Nov 23, 2022

Member Years: 3

Membership Type: Western Certified (Active)

Certifications: A1

CEUs Still Needed for 25-26: 0

CEUs Still Needed for 26-27: 0

Edit Account

Email *
alison.monahan@gmail.com
Used for communication preferences, such as news and marketing emails.

First Name
Alison

Middle Name

Last Name
Monahan

Nick Name

Job Title

Phone Number
4152386370

Enrolled in Auto Pay?
No

Ethnicity *
White (Non-Hispanic)

Gender *
Female

EXHIBIT 18

FY25 PSIA-AASI Western Region Impact Report

**PSIA-AASI
WESTERN REGION**

2025

**IMPACT
REPORT**



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Letter from the CEO



This past year, the heart of PSIA-AASI West beat stronger than ever, fueled by the incredible dedication and evolving needs of you, our members. We've been relentlessly focused on understanding what truly empowers your journey as snowsports professionals, and the results have been nothing short of inspiring.

We've focused on expanding access to ensure every member has the opportunity to thrive. Programs like our Silver Socials and Kids+Families clinics were specifically designed to support unique member needs. From those just starting out to those of us with decades in industry, we're working to ensure everyone can connect, learn, and grow. We continue to believe that by fostering accessibility, we strengthen our entire community and the industry we serve.

Beyond the slopes, we've seen remarkable growth in our community-building events. These gatherings provide invaluable opportunities for members to connect, share experiences, and build relationships off the hill. We're excited to expand these initiatives, further strengthening the bonds that make PSIA-AASI West a vibrant and supportive community.

A truly defining accomplishment this year was the establishment of the PSIA-AASI National Assistance Fund. Conceived and built right here in the West, this fund allows members nationwide to directly support one another in times of need. Its immediate impact was profoundly felt through the Western Wildfire Relief Rally, which provided crucial assistance to our Southern California members and resorts impacted by devastating wildfires. This initiative is a powerful reflection of our collective commitment and the understanding that we can do more, together.

We are incredibly proud of these achievements and look forward to building on this momentum. Your engagement and support are what make these accomplishments possible. What are you bringing to the 25/26 Season?

Marisa L. Cooper, *CEO Western Region*

THANK YOU TO OUR GENEROUS SUPPORTERS!

PSIA   **AASI**
EDUCATION
FOUNDATION

 **ALTERRA** MTN CO
COMMUNITY FOUNDATION

Company Overview



PURPOSE + VISION

The Western Region of the Professional Ski Instructors of America and American Association of Snowsports Instructors (PSIA-AASI W) exists to train and certify snowsports instructors through highly engaging education and professional development. Our purpose is to provide people with the skills, experiences, and opportunities necessary to excel in their careers, all while contributing to progress and innovation in the snowsports industry.

Our vision is to create an accessible and inclusive winter sports community that continuously engages new stakeholders in outdoor recreation and adventure. We aspire to build a snowsports industry that embraces individuals of all backgrounds and abilities, fostering a culture of lifelong learning and exploration.

MISSION

- Promote exceptional standards at all levels and disciplines of snowsports instruction.
- Build leadership in individuals through education, training, and adventure.
- Inspire a lifelong passion for snowsports, adventure and the mountain experience.
- Connect snowsports instructors of the world in order to share, learn, and grow.
- Create lifelong adventures through education.

Financial Highlights

The region ended the season in a sound financial position; we showed great resiliency this year navigating challenging conditions and industry impacts. At multiple points during the year, we made quick pivots to reduce expenses, reallocate priorities, and leverage new revenue streams to keep events and operations stable and accessible.

At the end of June, we had **\$417,190.95** invested, reflective of both long-term and short-term investment. At the close of the fiscal year, the investment accounts were **\$11,244.60** above this time last year. We did make the decision to draw funds from reserve this season to cover unplanned board expenses, ensuring we were able to cover the costs of operations and events.

A detailed financial report is available on the [website](#).



TOTAL INCOME

\$763,837.94



EXPENSES

\$816,651.70



GRANTS + SPONSORS + SUBSIDIES

\$19,516.81

Operational Finances

INCOME	FY22	FY23	FY24	FY25
Member Dues	182,545.25	201,768.50	282,901.75	276,914.25
Member School Dues	7,535.00	11,400.00	9,384.80	8,475.00
Alumni Dues	1,807.50	1,011.50	4,245.00	4,170.00
Other Operational Income	3,991.54	3,274.65	3,536.00	6,871.81
ERTC Refund	-	87,988.62	-	-
Other Income (Real)	-	-	52,226.25	19,516.81
TOTAL OPERATIONAL INCOME	195,879.29	305,443.27	352,293.81	315,947.87
EXPENSE	FY22	FY23	FY24	FY25
Board of Directors Expenses	40,211.27	40,899.35	9,132.83	51,067.72
Insurance	11,909.86	19,412.38	18,373.89	23,479.90
Office Wages	94,825.12	225,438.25	252,896.70	263,024.94
Comp Taxes, and Benefits	44,458.81	24,232.41	28,356.07	26,777.35
Contract Labor	11,162.50	-	1,000.00	-
Office Rent and Storage	5,186.58	2,886.00	-	-
Operational Expenses	30,995.87	9,934.58	8,028.82	16,343.77
Membership Services	17,398.31	28,223.25	25,286.00	31,642.50
PayPal, Bank, and CC Fees	11,534.04	17,450.65	13,568.75	17,687.41
Marketing	4,319.94	4,133.00	11,061.00	13,014.90
Pins and Certificate	2,643.73	3,235.16	-	3,217.48
Accounting	3,137.52	3,290.00	2,587.43	3,101.70
Legal	950.00	3,423.75	450.00	3,795.00
Travel and Accommodations	2,590.41	5,591.46	702.00	5,632.46
TOTAL OPERATIONAL EXPENSE	281,323.96	388,150.24	371,443.49	458,785.46

NOTES

Some variances of note include the increase in our operational expenses reflective of the cost of our new website build and IRA plan for all regional employees (ed staff included), as well as a general increase in the cost of things like subscriptions, postage, fees, and travel. The loss of sponsored vehicles continues to be a burden.

We are beginning to see an expansion in our other operational income, with revenue coming in above conservative projections across all line items as we continue to work to grow and diversify our income streams. Learning Module income, Outside Education, and Logo Products will be a continued focus for expansion to ensure diverse revenue sources for future seasons.

We submitted more grants this year but received less grant funding. The vast majority of our grant partners were clear that funding priorities were shifting to critical needs areas (food, housing, and emergency response) as the federal funding landscape shifted.

Given the harsh seasonal conditions, impact to resort business, state of the philanthropic sector, and cash flow impact of \$48,000 in unbudgeted board incurred expenses, we demonstrated a high degree of resilience.

Event Finances

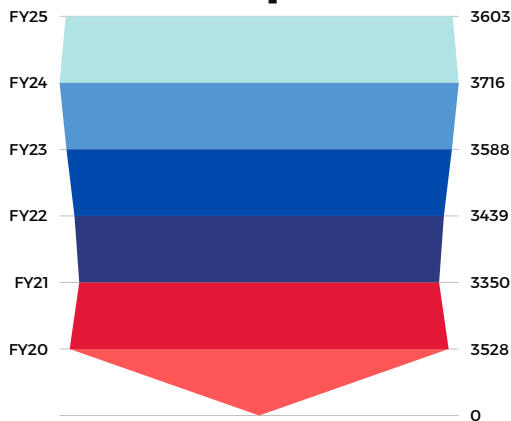
INCOME	FY22	FY23	FY24	FY25
Alpine Education Events	20,555.00	27,407.50	75,435.00	65,257.50
Alpine Exams	119,643.84	133,925.00	152,527.50	140,395.00
Snowboard Education Events	7,573.15	5,570.00	14,490.00	9,710.00
Snowboard Exams	82,707.50	97,410.00	95,155.00	61,567.50
Nordic Events	5,580.00	8,105.00	14,982.50	14,330.00
Adaptive Events	10,774.00	5,270.00	3,020.00	2,260.00
Freestyle Events	3,780.00	7,145.00	9,467.50	11,177.50
Children's Specialist Events	12,820.00	11,145.00	11,865.00	12,137.50
Senior Specialist Events	4,555.00	3,515.00	9,125.00	14,506.00
Premier Events	78,524.50	114,915.06	118,883.25	136,065.88
TOTAL EVENT INCOME	346,512.99	414,407.56	504,950.75	467,408.88
EXPENSE	FY22	FY23	FY24	FY25
Alpine Education	12,182.76	8,722.12	28,537.81	18,780.01
Alpine Exams	66,495.67	78,559.32	107,302.13	76,871.82
Alpine Training	29,532.01	43,577.80	19,338.76	39,586.32
Snowboard Education	13,092.16	3,849.98	16,015.50	20,827.81
Snowboard Exams	54,666.56	67,598.60	63,003.06	42,723.95
Snowboard Training	13,688.41	15,039.91	14,315.73	21,221.17
Children's Exams	7,768.29	6,122.58	6,418.24	7,125.00
Children's Training	621.20	987.32	3,702.12	4,635.86
Nordic Events	6,787.05	8,655.22	9,660.79	15,375.77
Nordic Training	2,421.49	9,316.59	7,175.36	9,329.84
Adaptive Events	7,496.83	5,606.06	2,951.98	1,510.75
Adaptive Training	6,539.30	10,878.83	7,960.02	7,163.06
Freestyle Events	2,185.65	9,181.05	5,482.51	6,372.16
Freestyle Training	-	288.80	3,746.08	2,111.32
Senior Events	6,139.02	8,489.06	984.10	8,608.69
Senior Training	3,375.89	2,862.45	4,293.53	4,100.79
Member School Training	4,236.24	8,534.17	2,511.18	5,402.52
Premier Events	61,266.50	67,723.02	70,109.67	66,119.40
TOTAL EVENT EXPENSE	298,495.03	355,992.88	370,997.39	352,463.72

NOTES

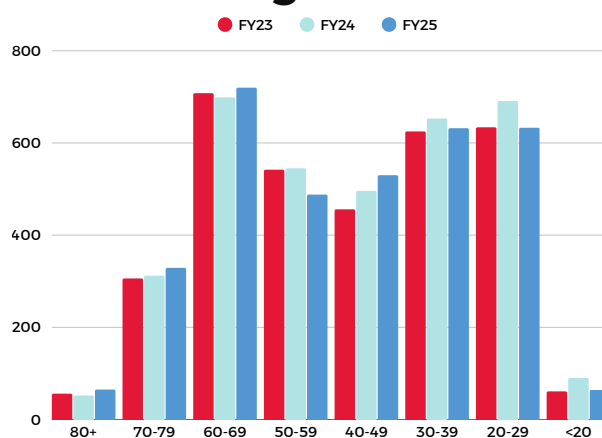
Event expenses are increasing with the rising costs of transportation and accommodations. As we seek to move more events farther out across the region and provide increasingly robust benefits and training for our education staff, we continue to look for ways to balance these costs with scholarships and financial aid to ensure events remain accessible.

Membership Demographics

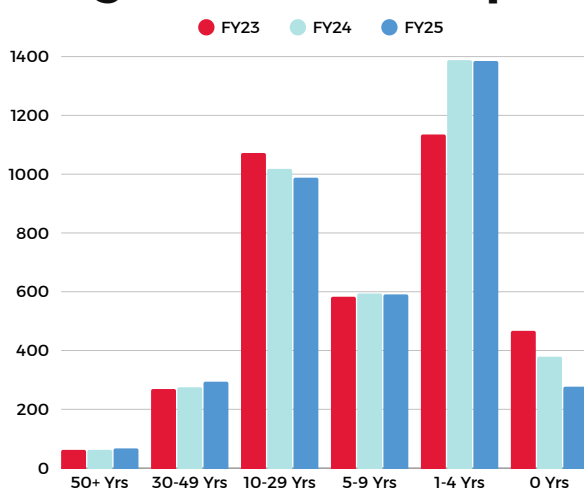
Membership Growth



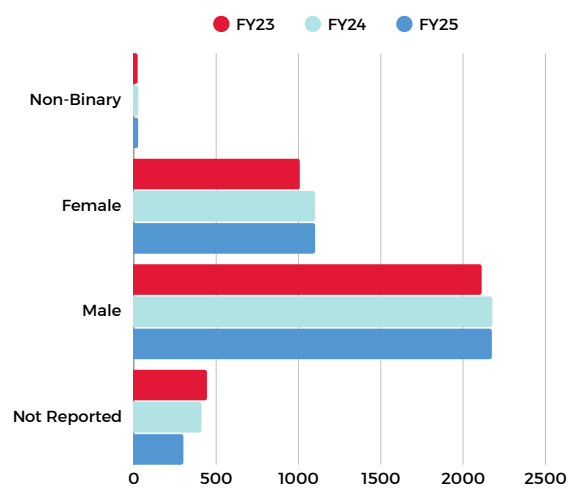
Age Distribution



Length of Membership



Gender Distribution



NOTES

The Western Region's membership is undergoing a demographic shift, with a notable trend toward a **younger** member base. This is highlighted by strong growth in the **40-49 age group**. The region is also successfully retaining new members, as evidenced by a rising proportion of members with **shorter tenures (1-4 years)**, which we understand to be critical in the career longevity of our pros. This indicates that efforts to engage younger instructors are succeeding.

The membership is also becoming more diverse in its gender distribution. The proportion of **female members** has maintained its growth from the previous season. Concurrently, the number of members who did not report their gender has reached an all-time low, reflecting improved data collection.

Certifications

Certification	Awards 24	Awards 25
Adaptive L1	16	0*
Adaptive L2	5	0*
Alpine L1	300	222
Alpine L2	77	104
Alpine L3	20	12
Children Specialist L1	22	28
Children Specialist L2	11	10
Cross Country L1	6	4
Cross Country L2	2	3
Cross Country L3	2	1
Freestyle Specialist	22	17
Senior Specialist	6	13
Snowboard L1	208	97
Snowboard L2	63	43
Snowboard L3	23	4
Telemark L1	0	7

**Please note, all Adaptive exams were offered in IM as a part of an interregional shared exam program.*

staff to professional development and active participation in training is clearly reflected in the quality of our assessments and the increasingly positive experiences of our members. We're also seeing encouraging growth in participation across our all-discipline and multi-discipline clinics and education events. Both staff and members are engaging more deeply in cross-disciplinary learning, strengthening our community and broadening the impact of our offerings.

As we continue to expand and refine our education offerings, we are seeing a positive shift: registrations for education events are increasing, while the number of people taking assessments is decreasing. This reflects our commitment to supporting members and stakeholders with meaningful content, valuable resources, and engaging events that go beyond the assessment process.



Alignment Updates

This season marked our strongest alignment yet between alpine and snowboard disciplines, with both teams demonstrating shared goals, consistent assessment standards, and seamless collaboration in practice. The continued dedication of our



Total Certifications Awarded

566



Total Event Registrations

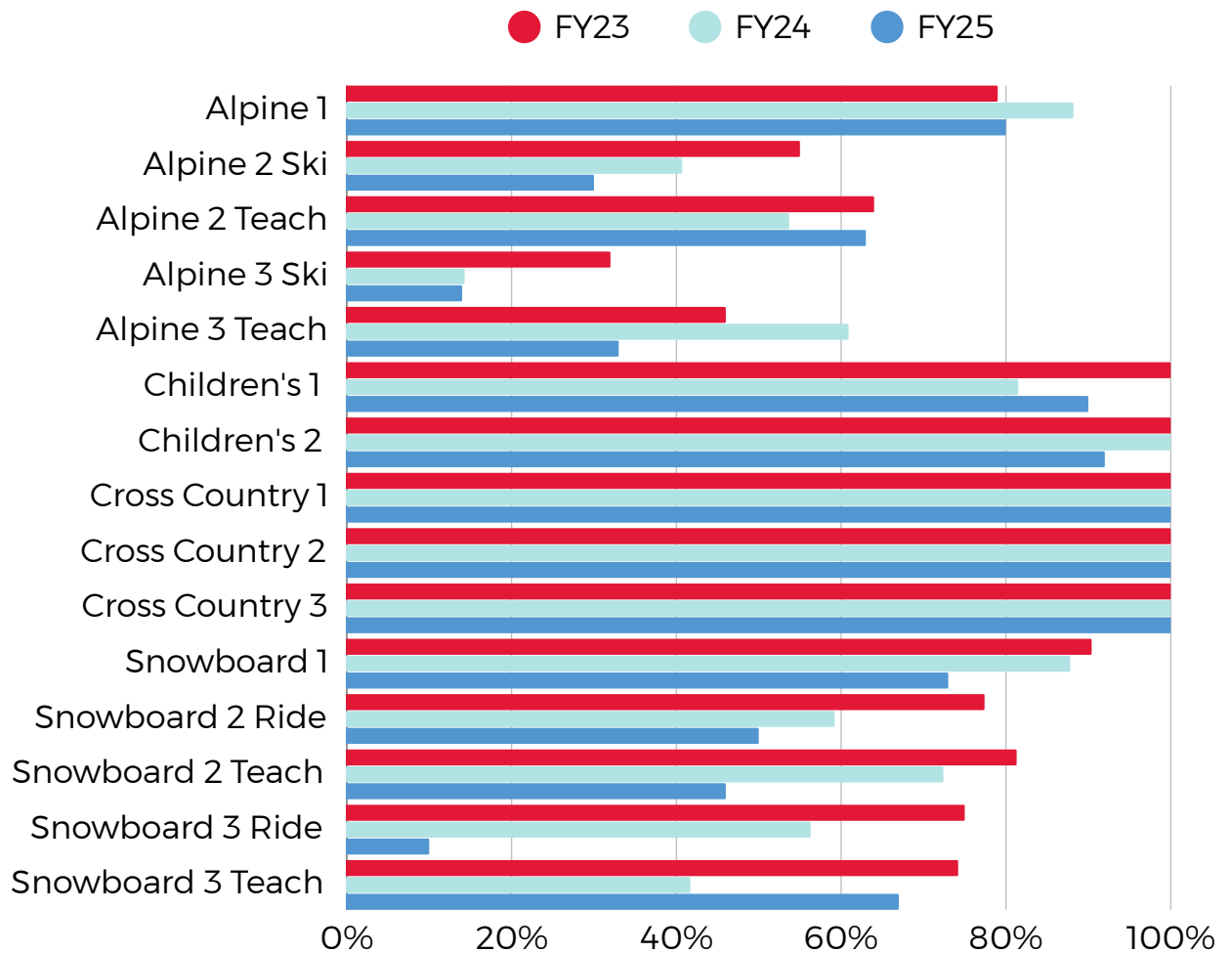
3,128

Assessment Passing Rates

Trends + Goals

FY25 was a year of strategic shifts and some promising momentum. The ongoing evolution towards alignment is reflected in the shifting assessment pass rates. As Examiners achieved the most consistent delivery of national standards aligned assessments to date, we are deliberately shifting attention to more accessible and supportive training resources, including online content, prep courses, and best practices for training at home resorts. This redirection of resources is significant in its ability to directly impact passing rates, shifting our priorities from assessment performance to foundational training, fostering a stronger and more prepared candidate base for the future.

We are already celebrating the tangible results of this strategy, with marked improvements in our higher-level exams. The increases in Alpine Level 2 Teach and Snowboard Level 3 Teach assessments are a clear testament to the effectiveness of our concentrated efforts on training and support. We are confident this positive momentum can continue to grow as we build upon our region's strong foundation.



From the Board Chair



What an incredible year it's been. I have had the privilege of joining you at events across the region and the energy and passion I saw were truly inspiring. Watching our community connect, grow, and support each other firsthand was the best possible introduction to my new role as Board Chair.

As I've leaned in, my focus has been on uplifting member voices and expanding accessible education for our entire community. We have such a rich and skilled membership, from new instructors just discovering their love for teaching to veteran pros with decades of experience. I believe that by fostering more opportunities for engagement, we can all learn and grow together.

The focus on creating community-building events and fostering "see it, be it" moments is something I'm particularly committed to. For me, it's about making sure that every member can see a path forward in this profession and feel empowered to achieve their goals. By creating a more connected environment, we strengthen our entire region and the industry as a whole.

Looking ahead, we're focused on building on this momentum. We will continue to expand our educational offerings, empower our members to shape the future of snowsports, and work to inspire the next generation of instructors and enthusiasts. I'm excited to continue this journey with you—to build a stronger and more vibrant future for PSIA-AASI West.

Thank you for your dedication, your passion, and your ongoing commitment to our profession. Your enthusiasm is what makes this community so special. See you on the snow!

Sowmya Subramanian

Chairperson, PSIA-AASI Western Region Board of Directors

STRATEGIC GOALS



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