

BYLAWS  
OF  
THE SKATING CLUB OF PHOENIX

SECTION I  
NAME

The organization will be known as The Skating Club of Phoenix (the “Club”).

SECTION II  
PURPOSE

The purposes of the Club are to encourage the instruction, practice and advancement of the members in any or all of the disciplines of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; and to carry out the general policies and objectives of the United States Figure Skating Association (“USFSA”).

SECTION III  
MEMBERSHIP

A. **Membership qualifications.** Candidates for membership are individuals interested in the purposes of the Club who conform to the definition of eligible or ineligible skater as specified in the rules and constitution of the USFSA.

B. **Classes of membership.** The classes of membership are as follows:

1. **Adult.** Adult members are eighteen years of age or older and have designated the Club as their home club as defined under USFSA rules.
2. **Junior.** Junior members are less than eighteen years of age and have designated the Club as their home club as defined under USFSA rules.
3. **Associate.** Associate members may be any age but must belong to another USFSA club as a home member.
4. **Lifetime.** A lifetime member is eighteen years or older and is granted this status by the Board for outstanding and exceptional service to the Club.

C. **Volunteerism.** All adult members (18+) have the option to volunteer a minimum number of four (4) hours per membership year (July 1 – June 30) at a Club competition, test session or other events requiring volunteers. Volunteer hours must be verified by a Board Member at the time of completion. Once these four (4) hours are completed, each voting membership is eligible for maximum \$10 off the following year’s membership fee. If a household has multiple members over the age of 18, only one member needs to meet the volunteer requirement to receive the discount. Members with a social membership are not eligible for this discount. Other non-club family members are not eligible to accrue hour toward this discount.

D. **Voting rights and privileges.** Only Adult and Lifetime members may vote on Club matters. Adult or Lifetime members who are members of the same household may cast only one vote among them, but all are considered to have voting rights and privileges for purposes of these bylaws, and each is qualified to cast the vote on behalf of the household.

E. **Application for membership.** Application for admission is submitted to the Membership Chair. The Board may consider any application and reject it for any reason other than race, age, gender, sexual orientation or religious affiliation. The Board will establish fees for membership.

F. **Termination and suspension of membership.** Any member's membership may be suspended for a definite time or terminated by the Board of Directors at its discretion. Written notice providing the reasons for the termination or suspension will be given to the member at his address as it appears in Club records at least fifteen days in advance of the suspension or termination. The Board must provide an opportunity for the member to be heard either orally or in writing at least five days before the effective date of the action. Termination or suspension does not relieve the terminated or suspended member from any outstanding financial obligation to the Club. Procedures for appealing a decision of termination or suspension are governed by the USFSA rules and bylaws.

## SECTION IV MEETINGS

A. **Annual membership meeting.** The Club will hold at least one annual membership meeting per calendar year, at a time to be determined by the Board, for the purpose of electing directors and for the transaction of any other business as necessary. The Board will begin the process of determining candidates for election to open Board seats at least thirty days in advance of the annual meeting and may appoint a nominating committee from its own members for this purpose. The names of candidates selected will be sent electronically to each Club member in the form of an electronic ballot at least ten calendar days prior to the annual meeting. Members must cast their ballots electronically; no other forms of voting will be accepted. Voting will close 24 hours prior to the start of the annual meeting. The Secretary will preserve the records of an election for at least two years.

B. **Special membership meetings.** A special meeting may be called by the Board, by the Secretary at the direction of the President, or by the President at the written request of 10 percent of the members entitled to cast votes at membership meetings. No business will be transacted at a special meeting except that of which notice was given in accordance with subsection D.

C. **Quorum.** A quorum is the majority of votes entitled to be cast at any meeting.

D. **Notice.** Notice of any meeting under this section will be mailed or notified by electronic means to every member at least ten calendar days but not more than sixty calendar days in advance of the meeting and may be posted during the same period in advance on the bulletin boards of the skating rinks associated with the Club.

## SECTION V BOARD OF DIRECTORS

A. **Qualifications.** Board members must be adult or lifetime members of the Club with voting rights and privileges.

B. **Number of members.** The number of Board members will be nine. The Board may alter the number of Directors if necessary to serve the needs of the Club at a Board meeting specifically noticed for that purpose.

C. **Term of office.** The term of a board member is two years. A majority of the Board members are to be elected in even-numbered years, and the remainder of the board members are to be elected in odd-numbered years. In the event the Board changes the number of board members to an even number, half are to be elected each year.

D. **Vacancies.** The Board may choose to fill any vacancy or leave the Board position open until the next annual meeting. If the vacancy is filled, the board member chosen will serve until the next annual meeting, at which time the membership will elect a board member to complete the remainder of the term, if there is one, or to begin a new term.

- E. **Removal of Board member.** The Board may remove any Board member by a two thirds vote for any reason. A board member must be removed if he is found to be mentally incapacitated, is convicted of a felony, or if by notice in writing to the Club he resigns his office.
- F. **Special Voting Provision for Term Balancing.** In circumstances where the Board determines that the distribution of Board terms has become uneven between election cycles, the Board may, by a two-thirds vote at a duly noticed meeting, designate certain positions to carry a one-year term for the purpose of restoring balance. Such designations must be clearly communicated to the membership in advance of the election, including which positions are subject to adjusted terms. Elections for these positions shall be conducted in the same manner as standard Board elections, with the term length explicitly stated on the ballot.
- G. **Notice of meeting.** The Board will give notice of all board meetings to the membership by posting notice at the skating rink with which the Club is associated, by posting notice on its official website, by providing notice by mail, or by providing notification through electronic means.
- H. **Informal action by the Board.** The Board may take action without a meeting if two thirds of the members consent to the action in writing or via electronic means. A record of the action will be prepared by the Secretary and will be maintained with the writings evidencing the action.
- I. **Powers.** The Board has the entire authority in the management of affairs and finances of the Club and has general control of all its property. The Board may establish dues, assessments and fees in furtherance of the Club's purposes. The Board may establish rules for the administration of the Club and its activities and respect the use of the Club's property and may fix penalties for offenses against these rules. The Board will appoint a Membership Chair and a Test Chair. The Board may create additional committees and appoint their chairs as necessary to carry out the purposes of the Club.
- All appropriations from the funds of the Club will be made by the Board. The Board will establish the fiscal year of the Club. The Board will establish internal controls and procedures relating to the secure administration of Club funds, including providing for an audit of the records of the Secretary, the Treasurer, and other committees. The Board will prepare and submit to the membership at the annual meeting a program of anticipated expenses and proposed revenue for the coming year. The Board is responsible for the annual filing of federal and state income tax returns.
- J. **USFSA Delegates.** The Board will appoint delegates to the USFSA Governing Council meeting in accordance with USFSA bylaws and rules.

## SECTION VI OFFICERS

- A. **Titles.** The officers will be chosen annually by the Board from among the members of the Board. The officers are the president, vice president, treasurer and secretary, and any other officer position created by the Board to serve the needs of the Club. No person may hold more than one officer position at one time.
- B. **President.** The president is the chief executive officer of the Club. The president will preside at all meetings when present; supervise and manage the Club and its property pending action by the Board; may suspend or terminate any member of the Club for violating the bylaws or regulations of the Club, pending approval by the Board; and may call meetings as provided by these bylaws. The President, together with the Secretary, will sign all agreements and contracts made by the Club upon the approval of the Board.
- C. **Vice President.** The Vice President will assist the President in the discharge of his/her duties and assume those duties in the absence of the President.

D. **Secretary.** The Secretary will keep the minutes of Club meetings and maintain all records of the Club. The Secretary also will supervise all reports and filings connected with the Club and issue notices of all meetings of the Club and Board.

E. **Treasurer.** The Treasurer will have charge of the funds of the Club and will keep a record of all receipts and disbursements and will render a written report at each Board meeting. will. The funds will be deposited in the name of the Club in a bank approved by the Board, or in securities approved by the Board. All disbursements will be conducted by the Treasurer or another officer or Board member designated by the Board, but no member will sign a disbursement for which he himself is the payee. The Treasurer will provide regular statements of account to the Board.

F. **Removal.** Any officer may be removed from office by the two thirds vote of Board members at a special meeting called for this purpose.

## SECTION VII MEMBERSHIP IN THE USFSA

The Club will maintain its membership in the USFSA and conduct its affairs in a manner consistent with the bylaws of that Association. Members will conduct themselves in a manner consistent with the codes and ethics as stated by the USFSA and the United States Olympic Committee. The Club will comply with the requirements of Internal Revenue Code section 501(c)(3).

## SECTION VIII AMENDMENT TO BYLAWS

These bylaws may be amended by a majority of the votes present at the annual meeting of the membership or at a special meeting, provided a thirty-day notice of the general nature of the proposed amendments has been mailed to all voting members.

## SECTION IX CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of an Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy.

## SECTION X CONFLICTS OF INTEREST

As used in this section X, "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest, an estate or trust in which the director a a party related to a director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest. A "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling.

No conflicting interest transaction will be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest

and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

No loans will be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan will be liable to the Club for the amount of such loan until the repayment thereof.

### **BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Secretary of The Skating Club of Phoenix, and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: \_\_\_\_\_.

Name: \_\_\_\_\_