

Rocky Mountain Figure Skating Club

AMENDED AND RESTATED

By-Laws

BYLAWS

Rocky Mountain Figure Skating Club

-
Member
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UNITED STATES FIGURE SKATING

ARTICLE I GENERAL

- Section 1 **NAME**
The organization shall be known as the ROCKY MOUNTAIN FIGURE SKATING CLUB (“Club”).
- Section 2 **HEADQUARTERS**
This Club shall have its headquarters in the Ice Centre at the Promenade (Ice Centre), 10710 Westminster Blvd., Westminster, Colorado, 80020, or such other locations as the Board of Directors may determine from time to time.
- Section 3 **FOUNDING AND INCORPORATION**
The Club was founded on August 12, 1977 and incorporated as a nonprofit organization under the laws of the State of Colorado on June 26, 1978.
- Section 4 **OFFICERS OF THE INCORPORATION**
The initial executive officers of the Club shall be the officers of the Incorporation.
- Section 5 **DISSOLUTION**
In the event of the dissolution of the Club, all assets remaining at the time of dissolution shall be donated to the USFS Memorial Fund.

ARTICLE II PURPOSE

The purpose of the Club is to encourage participation and achievement in the sport of figure skating for its skating members of all ages and disciplines. Through its programs and skater support, the Club seeks to create a positive and supportive environment for skaters to train and accomplish their personal goals. The Club is a member club of U.S. Figure Skating, and seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating bylaws and official rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the bylaws, official rules, policies and procedures of U.S. Figure Skating.

ARTICLE III MEMBERS

- Section 1 **MEMBERS AND GEOGRAPHICAL SCOPE**
The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating or such other skating organizations as the Board of Directors may approve from time to time. Club members shall have voting rights and such other rights and privileges as set forth in these bylaws, except as specifically limited in

Section 2

Section 2 of this Article. Members of the Club are required to abide by, and to conduct themselves in a manner consistent with the Club's and U.S. Figure Skating's respective bylaws, official rules, policies, procedures, codes of conduct, codes of ethics and principals of ethical behavior. Membership shall not be restricted to any locale or vicinity.

CLASSES OF MEMBERSHIP

The Club shall have the following classes of membership:

A. Individual. This membership class is reserved for skaters eighteen years of age or older as of July 1 of the membership year, and parents or legal guardians of skaters under eighteen years of age. This membership is for a term of one year and is renewable. All skaters under the age of eighteen as of July 1 of the membership year must have one parent or legal guardian, older sibling or other family member who maintains an Individual membership. Members in this class are eligible to vote in general Club elections, serve on the Board of Directors and hold office. Members in this class also may compete and test as a Club member and apply for competitor funding. Members in this class are subject to the Club's volunteer policy.

B. Family. This membership class is reserved for skaters of any age who have a parent or legal guardian, sibling or other family member over the age of eighteen who maintains an Individual membership. This membership is for a term of one year and is renewable. Members in this class who are over the age of eighteen may vote, serve on the Board of Directors and hold office. Members of this class may compete and test as a Club member and apply for competitor funding. Members in this class are subject to the Club's volunteer policy.

C. Introductory 1. This membership class is reserved for skaters of any age who have not previously been a member of U.S. Figure Skating or any U.S. Figure Skating member club. This membership is for a term of one year and is non-renewable. Members of this class under eighteen years of age are not required to have a parent, legal guardian or sibling eighteen years of age or older maintain an Individual membership. Parents or legal guardians of skaters in this membership class may, but are not required to, join as Supporting members. Members in this class who are eighteen years of age or older may serve on the Board of Directors but may not hold office. Members in this class may compete as a Club member but are not eligible to test, apply for competitor funding or vote in general Club elections. Members in this class are not subject to the volunteer policy. Members in this class may be permitted to test upon the payment of an Introductory member testing fee to be determined by the Board of Directors from time to time.

D. Introductory 2. This membership class is reserved for skaters of any age who have previously been a member of the Club, U.S. Figure Skating or another U.S. Figure Skating member club but who have not previously tested. This membership is for a term of one year and is renewable. Members of this class under eighteen years of age are not required to have a parent, legal guardian or sibling eighteen years of age or older maintain an Individual membership. Parents or legal guardians of skaters in this membership class may, but are not required to, join as Supporting members. Members in this class who are eighteen years of age or older may serve on the Board of Directors and hold office. Members in this class may compete as a Club member but are not eligible to test, apply for competitor funding or vote in general Club elections. Members in this class are subject to the volunteer policy. Members in this class may be permitted to test upon the payment of an Introductory member testing fee to be determined by the Board of Directors from time to time.

E. Collegiate. This membership class is reserved for graduating seniors and college students. This membership is for a term of four consecutive years and is non-renewable. Members in

this class may not vote in general Club elections or serve on the Board of Directors. Members in this class may compete and test as Club members but may not apply for competitor funding. Members in this class are not subject to the volunteer policy.

F. Recreational. This membership is reserved for skaters eighteen years of age or older who do not compete in U.S. Figure Skating sanctioned competitions. This membership is for a term of one year and is renewable. Members of this class may vote in general Club elections, serve on the Board of Directors and hold office. Members of this class may test as a Club member but may not compete or apply for competitor funding. Members in this class are not subject to the volunteer policy.

G. Supporting. This membership class is reserved for non-skaters who are not coaches or officials who wish to support the Club. This membership is for a term of one year and may be renewed. Members of this class who are eighteen years of age or older may vote in general Club elections, serve on the Board of Directors and hold office. Members of this class may not compete or test as a Club member or apply for competitor funding. Members in this class are not subject to the volunteer policy.

H. Associate. This membership class is reserved for skaters who maintain a “home club” membership in good standing in another U.S. Figure Skating member club or are individual members of U.S. Figure Skating. This membership is for a term of one year and is renewable. Members in this class may not vote in general Club elections, serve on the Board of Directors or hold office. Members in this class also may not compete, test or apply for competitor funding as a Club member. Members in this class are not subject to the volunteer policy.

I. Honorary Member. This membership class is reserved for any person designated as an Honorary Member by the Board of Directors. This membership is for an indefinite term to be determined by the Board of Directors. Members of this class are not eligible to vote in Club general elections, serve on the Board of Directors or hold office. Members of this class also may not compete or test as a Club member or apply for competitor funding. Members in this class are not subject to the Club’s volunteer policy.

J. Coach Member. This membership class is reserved for U.S. Figure Skating qualified skating coaches who conduct at least sixty per cent (60%) of their private coaching activities at the Club’s headquarters and do not maintain a “home club” membership in another U.S. Figure Skating member club. This membership is not available to a skating coach who only coaches in a U.S. Figure Skating sanctioned learn-to-skate program. This membership is for a term of one year and is renewable. Members of this class may vote in general Club elections but may only serve on the Board of Directors as a coach representative and may not hold office. Members of this class may not compete or test as a Club member and may not apply for competitor funding. Members of this class are not subject to the Club’s volunteer policy.

K. Official Member. This membership class is reserved for U.S. Figure Skating qualified officials who do not maintain a “home club” membership in another U.S. Figure Skating member club. This membership is for a term of one year and is renewable. Members of this class may not vote in general Club elections or hold office, but may serve on the Board of Directors as an official representative. Members of this class may not compete or test as a Club member or apply for competitor funding. Members of this class are not subject to the Club’s volunteer policy.

A. Criteria and Procedures. The Board of Directors shall establish, and may amend from time to time, application and acceptance criteria and procedures for new, renewal or transfer members.

B. Dues. The Board of Directors may establish, as it deems necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

C. When Applications May be Accepted. Membership applications may be accepted any time during the membership year in accordance with the procedures established by the Board. The Board shall not permit the prorating of dues for any membership that is less than the membership period set by the Board.

D. Non-Discrimination. No one shall be discriminated against due to their race, color, religion, sex or national origin in accordance with state and federal civil rights laws.

Section 4

RIGHTS-DUTIES-PRIVILEGES

In addition to the duties set forth in Section 1 of this Article, the rights, duties, and privileges of members shall be subject to the following rules:

A. Change of Address. All members must immediately notify the Membership Chair of any change of mailing address and/or email address. Failure to do so shall be deemed a waiver of any notice called for under the Bylaws of the Club.

B. Members Bound by Bylaws. All those who have been admitted as members of the Club shall be deemed to have assented to be bound by the present and future bylaws, rules, policies, procedures and code of ethics of the Club, all restrictions validly imposed, any rulings or decisions properly made, and the exercise of any authority vested in the Board or in any committees appointed by the Board. All Bylaws and rules of the Club shall be available for member inspection upon request.

Section 5

BOARD APPROVAL FOR COMPETITION AND EXHIBITION

No member may enter a competition or give an exhibition in the name of the Club unless they have the express written consent of the Board.

Section 6

ANNUAL MEETING

There shall be at least one (1) general Skating Club Membership Meeting per year. The Meeting(s) may be, if feasible, held in conjunction with another club event, such as the Club Banquet, Ice Show or a regular meeting of the Board of Directors.

Section 7

SPECIAL MEETINGS

The Secretary shall call special meetings at the request of the President or upon written request of fifteen percent of voting members in good standing.

Section 8

SPECIAL MEETING LIMITATION

No business shall be transacted at a special meeting other than specifically that of which notice was given.

Section 9

QUORUM

For the purposes of a general meeting or a special meeting, a quorum shall consist of ten percent (10%) of the voting members of the Club present or present by proxy. A proxy, for these purposes, shall be a written document, signed by the member granting the proxy and witnessed by a person over the age of 18 years of age, and shall state all specific purposes for

which the proxy is given and shall be exercised.

Section 10

NOTICE

Notices of regularly scheduled and special meetings generally will be e-mailed by the President or Secretary to each member and posted on the Club bulletin board. However, as determined appropriate by the Board from time to time, in addition to the aforementioned, notice may be given in person; by telephone, telegraph, teletype, electronically transmitted, or other form of wire or wireless communication, by mail or private carrier or by notice in a regularly sent newsletter. Notices shall be sent no fewer than thirty days nor more than sixty days before the meeting date.

Section 11

PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS

At the Board's discretion and in the manner determined by the Board, any or all of the members may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 12

ELECTIONS FOR BOARD OF DIRECTORS

Timing of Elections. In February of each year, the board shall appoint a nominating committee and solicit board candidates from the Club members. The Board shall determine when nominations close, which shall be not less than two weeks from the later of the date that the nominating committee is formed or the date of solicitation of candidates from the members.

A. Nominating Committee. The Board shall appoint a nominating committee of at least three members in good standing. The nominating committee shall endeavor to recruit at least two qualified members to run for each open board position.

B. Solicitation of Candidates from Voting Members. The Board shall post on the Club bulletin board and may post on the Club website and/or notify the voting members by email, that candidates are being sought for open Board positions. Recommendations should be submitted to the nominating committee.

C. List of Candidates. The list of candidates on the ballot shall include all qualified candidates recruited to run either by the nominating committee or through the solicitation of candidates from the members.

D. Voting Member List. No more than thirty days prior to the opening of voting, the Board shall prepare a list of all members entitled to vote. The list shall be alphabetical, include the address of each voting member and show the number of votes each person on the list is entitled to cast. Starting on the date voting is commenced and continuing until voting is closed, the Board shall make this list available for inspection and/or copying at the member's expense upon request by any voting member.

E. Method of Voting. Voting shall be conducted through an on-line balloting system determined to be fair and reasonably accurate by the Board from time to time. On-line voting shall be administered by a board member not running in the current election and shall be set up in such a manner as to preserve voters' anonymity and prevent duplicate voting. Voting shall be open for at least twenty-one calendar days. The time in this instance shall be counted from the date the on-line ballots are made available to the voting members or the date e-mail notification is sent that voting is open, whichever occurs later.

F. Quorum Required/Notice to Voting Members. The election of directors by ballot shall be valid only when the number of votes cast by ballot equals or exceeds ten percent of the voting members. The e-mail notification to the voting members shall state the number of ballots needed for a valid election and the date by which ballots must be submitted. A ballot may not be revoked once submitted. In the event a quorum for a valid election is not reached, the Board may extend the voting period and notify the voting members of the extension with an explanation that a sufficient number of ballots were not received in the original voting period or the Board may call a meeting of the members for the purpose of electing directors.

G. Election Results. Upon the close of voting, the candidate with the most votes for an open board position shall be the winning candidate. In the event a candidate is unopposed, that candidate shall be deemed the winner if s/he received at least one vote. Board members will take office on July 1 of the year in which they were elected.

Section 13

SELECTION OF NON-ELECTED BOARD MEMBERS

The Board may have the following non-elected members:

A. Synchronized Skating Representative. There may be one synchronized skating representative member of the Board. The voting Club members who participate in a synchronized skating team or who are parents/guardians eligible to vote on behalf of a participant shall select the synchronized skating representative. The synchronized skating team(s) participants are responsible for determining the time, place and manner of selecting the representative. The synchronized skating team(s) shall notify the Board of its representative selection on or before July 1 of each year. The synchronized skating representative shall serve for a term of one year starting on July 1 and ending on June 30. The representative should be someone who understands not only the sport of synchronized skating but also the administration of the team. The synchronized skating representative shall keep the Board apprised of issues relating to synchronized skating such as scheduling and finances. The synchronized skating representative shall not be entitled to vote on matters brought to the Board for a vote. In the event of a vacancy, the director of synchronized skating may appoint a synchronized skating representative. Nothing in this Section 12 shall be deemed to limit the right of any synchronized skating team member who is qualified from being nominated or elected as a general member of the Board.

B. Coach Representative. There may be one coach representative member of the Board. Coach members should select the coach representative. The coach members are responsible for determining the time, place and manner of selecting the representative. The coach members shall notify the Board of their representative selection on or before July 1 of each year. The coach representative shall serve for a term of one year starting on July 1 and ending on June 30. This representative should be well versed in the various disciplines of skating to ensure the Board has all the information it needs to best support its members. He/She will also act as liaison between the club and the coaches, ensuring the best development of our skaters. The coach representative shall not be entitled to vote on matters brought to the Board for a vote. In the event of a vacancy, the director of figure skating may appoint a coach representative.

C. Official Representative. There may be one official representative member of the Board. Official members should select the official representative. The official members are responsible for determining the time, place and manner of selecting the representative. The official members shall notify the Board of their representative selection on or before July 1 of each year. The official representative shall serve for a term of one year starting on July 1 and ending on June 30. This representative should be well versed in officiating to ensure the Board has all the information it needs to best support its members. The official representative

shall not be entitled to vote on matters brought to the Board for a vote.

Section 14

SUSPENSION, TERMINATION OR EXPULSION OF MEMBER

No member shall be suspended or terminated from the Club except as follows:

A. Automatic Suspension for Failure to Maintain Registration. A member who is no longer registered with, suspended or expelled from membership in U.S. Figure Skating, or such other skating organizations as the Club may require, shall be deemed to be automatically suspended until such time as the member's good standing in U.S. Figure Skating is restored or the period of membership ends. It is the duty of the member to inform the Board as soon as practicable of any known lapse in registration, suspension or expulsion. It is the duty of the Board to inform a member as soon as practicable of any known lapse in registration, suspension or expulsion.

B. Automatic Termination. The rights, interest, and privileges of a member in the Club shall terminate with the period of his or her membership.

C. Suspension for Failure to Pay Monies Owed to Club. Upon written notice of monies owed and a failure to pay such amount within forty-five days of such notice, a membership shall be deemed automatically suspended. No notice, other than the written notice of monies owed shall be required to initiate such suspension. A suspension for monies owed shall continue until such monies and applicable late, bad check and other fees are fully paid or the period of membership terminates. No person may be accepted for a new membership period until such time as all amounts owed from a previous membership period have been paid in full.

D. Admonition, Suspension, Termination or Expulsion for Violation of Rules. The Board of Directors shall have authority to determine appropriate sanctions for violations of Club bylaws, rules, policies, procedures and code of ethics, including but not limited to verbal warnings, letters of admonition, suspension, termination or expulsion. In the event of suspension, termination or expulsion for violation of rules, the member shall be given written notice of the alleged violation, a minimum of ten days prior written notice of the date, time and place where the member may address the Board, orally or in writing, regarding the alleged violation. The Board of Directors shall adopt from time to time fair and reasonable procedures for considering suspensions, terminations and expulsions of members.

E. Effect of Suspension, Termination or Expulsion. No suspension or termination shall relieve a member of any obligations to the Club incurred by that member prior to the suspension or termination.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1

NUMBER OF BOARD MEMBERS

There shall be a minimum of five and a maximum of nine voting Members of the Board of Directors. The number of voting Members of the Board of Directors shall be set by the Board from time to time with recognition that nine is the optimum number of voting Board Members. Except in the case of a mid-term vacancy, at no time shall there be an even number of voting Board Members. There also may be additional non-elected Board Members as set forth in Article III, Section 13 above.

Section 2

TERM OF OFFICE

Not more than four Board Members will be elected each year. Each Board Member's term of office is three years for voting Board Members. Non-elected Board Members shall serve as

set forth in Article III, Section 13 above or as set forth in Section 3 of this Article IV.

Section 3

APPOINTED BOARD MEMBERS

The Test Chairman shall be a non-voting, ex officio Board Member for so long as the Test Chairman's tenure continues. The immediate past President shall automatically become a non-voting member of the Board for a term of one year. The Test Chairman and immediate past President shall act in an advisory role to the Board.

Section 4

BOARD MEMBER ELIGIBILITY

Only Club Members who are eighteen years of age or older and who are in (i) good standing, (ii) eligible to vote as set forth in Article III, Section 2 above, and (iii) designate the Rocky Mountain Figure Skating Club as their Home Club for the preceding year and during their term of office may serve on the Board of Directors, unless otherwise approved by the Board of Directors. Should any Board Member change their Home Club during their term of office, then such Board member shall immediately be ineligible to continue on the Board and the Board shall follow the procedure for vacancies set forth herein. The definition of "Home Club" shall be as defined by the membership rules of United States Figure Skating.

Section 5

FAMILY MEMBERS

In no instance shall two or more members of the same family serve on the Board of Directors at the same time.

Section 6

VACANCIES

The Board of Directors, at a duly convened meeting, shall fill all vacancies occurring among the Board of Directors for any cause for the unexpired term of the vacated Board Member's seat. If a vacancy occurs within ninety days after the election of the vacated Board Member, the vacancy will be filled by the candidate from the most recent election who received the next highest number of votes for the duration of the unexpired term. If there are no additional candidates, if a candidate refuses to serve, or if the vacancy takes place more than ninety days after the election, the position may be filled by a vote of the remaining Board Members, until the next election.

Section 7

U.S. FIGURE SKATING DELEGATE(S)

The Board shall select delegate(s) to U.S. Figure Skating Governing Council that meet such qualifications set by U.S. Figure Skating. The Club Secretary shall inform U.S. Figure Skating in writing of the name and address of the delegate(s) selected. Said delegate(s) shall be the sole representative between the Club and U.S. Figure Skating and shall attend U.S. Figure Skating meetings, either in person or by proxy. The Board may, if it sees fit and is financially able to do so, pay the travel expenses of the delegate(s) to the U.S. Figure Skating meetings. (This includes; airfare, hotel and travel to/from the airport. It does not include car rental or meals etc.)

Section 8

AUTHORITY/STANDARD OF CONDUCT/LIMITATION OF LIABILITY

The Board shall have complete authority in the management of affairs and finances of the Club and all matters relative to general Club procedure and shall elect all Officers. They shall make rules as they deem proper concerning the Club's activities, fix penalties for offenses against rules (not inconsistent with these Bylaws), and make rules for their own government and for the committees appointed by them. Board Members shall take all actions on behalf of the Club in good faith, as she/he reasonably believes to be in the best interests of the Club and with ordinary prudent care. No Board Member, regardless of office held, shall be deemed to be a trustee of the Club or its property. So long as a Board Member meets the standard of conduct described herein, she/he shall not be liable to the Club or its members for any action taken in the role of Board Member.

- Section 9 **MEETINGS**
The Board of Directors shall endeavor to meet monthly, but in no circumstance shall the Board meet less than eight times per year, with at least one meeting per calendar quarter. The tentative schedule for Board meetings shall be posted on the official Club Bulletin Board and shall serve as notice to the Board Members of such meetings. The Board will determine regular meeting dates annually. The meetings shall be located at the Club headquarters or such other location as the Board may determine from time to time. Board meetings shall be open to all members, with the exception of executive sessions. Executive sessions are limited to voting members only.
- Section 10 **SPECIAL MEETINGS**
The Club President or any four Board Members may call a special meeting of the Board upon written notice to the rest of the Board Members at least three business days prior to the meeting. The notice shall state the date, purpose of the special meeting, location and the names of the Board Members requesting the special meeting. Notice of a Special Board meeting, and its purpose, shall be posted on the Official Club Bulletin Board and emailed to the last known email address of all Board members. If the meeting notice is less than one calendar week, the Board members not requesting the meeting shall also be notified by telephone, unless other confirmation of contact has been received.
- Section 11 **QUORUM**
For the purposes of a general meeting or a special meeting, a quorum shall consist of no less than a majority of the total number of voting Board Members.
- Section 12 **PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS**
Any Board Member may participate in any regular or special meeting of the Board of Directors by the means of any form of electronic or other communication by which all persons participating in the meeting may hear each other during the meeting. A Board Member participating in a meeting in this manner is deemed to be present in person at the meeting.
- Section 13 **VOTING/ASSENT TO ACTION**
All votes of the Board of Directors shall be approved or disapproved by a majority of votes of those present at a properly convened meeting with a quorum present, unless a supermajority is required by (i) these Bylaws, (ii) governing law or (iii) the unanimous determination of the Board. In the event of a tie, the vote shall be delayed until the next meeting where an odd number of Board Members are present. A Board Member present at a meeting is deemed to have assented to the meeting and all action taken therein unless such Board Member (i) immediately objects to the consideration of a matter or objects at the beginning of the meeting to the continuation of the meeting or certain parts therein.
- Section 14 **ACTION WITHOUT MEETING**
Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if every member of the Board in writing (i) votes for the action, (ii) votes against the action or (iii) abstains from voting.
- Section 15 **ORDER OF MEETINGS/ROBERTS RULES OF ORDER**
The Board of Directors may set forth such procedures and policies for the conduct of meetings as it determines appropriate from time to time. In the event of a question as to general procedure, the Board shall look first to these bylaws, its own policies and practices and then to the ROBERT'S RULE OF ORDER to determine the appropriate method to proceed.

Section 16 **CONFLICT OF INTEREST**
Board Members have an obligation to avoid actual or potential conflicts of interest while conducting Club business. In the event of a perceived conflict of interest, the Board Member shall immediately notify the Club President and follow the club’s policies to deal with such conflict.

Section 17 **COMMITTEES**
The Board shall approve and have full authority over all committees and shall create additional committees as they are necessary.

Section 18 **VACATION OF BOARD MEMBER SEAT**
The office of a Board Member shall be vacated when the Board Member (i) resigns her/his position by written notice to the President of the Club (or to the Vice President if the Board Member resigning is the President), (ii) is convicted of a criminal offense, (iii) is no longer qualified to be a Board Member, (iv) fails to attend three consecutive regular meetings of the Board of Directors, (v) violates the U.S. Figure Skating Safe Sport requirements, (vi) is removed by a vote of the members, provided that such a removal may only take place if good and just cause exists for such removal, (vii) violates the Clubs bylaws, rules, policies, procedures or code of ethics; or (viii) violates the Board Member Agreement.

Section 1 **PRIOR WRITTEN AGREEMENTS**
The newly elected Board Members of any year must honor all prior written agreements made by the Board(s) preceding them, to the extent fiscally possible and to the extent permitted by law

**ARTICLE V
OFFICERS**

Section 1 **ELECTION OF OFFICERS**
The Board of Directors shall elect the Officers of the Club at the first regular Board meeting following the meeting date when newly elected Board Members take office. Officers must be fully qualified voting Board Members except that the President and Vice President must also have served at least one full year on the Board of Directors.

Section 2 **OFFICERS**
The Officers shall be President or two co-Presidents, Vice-President or two co-Vice-Presidents, Secretary, Treasurer and Membership Chair. No one person may hold two offices, except that any Officer may also hold the office of Membership Chair.

Section 3 **DUTIES OF THE PRESIDENT**
It shall be the duty of the President to take charge of the Club; to preside at all Club meetings and those of the Board of Directors. He/she will have the entire supervision of the activities of the Club. All powers and duties are to be carried out with the approval of the Board of Directors. The President or a co-Presidents, with the Treasurer, will sign all agreements or contracts made by the Club, with the approval of the Board of Directors. The President may hold a bank debit card for Club purchases in consultation with the Club Treasurer.

Section 4 **DUTIES OF THE VICE-PRESIDENT**
It shall be the duty of the Vice-President to assist the President in the discharge of her/his duties and to assume the duties of the President in his/her absence, and when so acting shall have all the powers, duties, and qualifications of the President. In the event of the inability of or refusal of the President to perform required functions of the Club, the Vice- President shall perform the duties of the President.

Section 5 **DUTIES OF THE SECRETARY**

It shall be the duty of the Secretary to keep all minutes of the meetings of the Club and of the Board of Directors, and to supervise all reports and documents pertaining to Club business. The Secretary shall take care of all Club correspondence; prepare and issue notices of all General Meetings of the Club and/or of the Board of Directors.

Section 6 **DUTIES OF THE TREASURER**

The Treasurer shall have charge of the Club funds and shall keep accurate records of all receipts and expenditures. She/he shall render a written report when requested by the President or the Board of Directors. All funds are to be deposited in a bank approved by the Board of Directors. All disbursements shall be made by check, signed by the President or such other Officer authorized by the Board, or by bank debit card with the Treasurer's approval.

Section 7 **DUTIES OF THE MEMBERSHIP CHAIR**

The Membership Chair shall make membership renewal forms available in a timely manner and shall maintain the roll of members both in Club records and U.S. Figure Skating. This shall include member status, class of membership; dates joined and left the club. The Membership Chair shall also maintain a list of members not in good standing.

**ARTICLE VI
COMMITTEES**

The Board and/ or the President shall create such standing or ad hoc committees as needed to work on specific Club functions and activities. The committees shall have such powers and duties as the President and the Board of Directors determine. The President, and/or Board Member assigned to oversee a specific committee, shall be made cognizant of all committee meetings and shall receive a report of action taken at all committee meetings. A committee may be made up of one or more Club members.

**ARTICLE VII
CONFLICT RESOLUTION**

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule policy or procedure of the club, other than regarding U.S. Figure skating rules, they may file a complaint in writing to the Board of Directors. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

Section 1 **AMENDMENT PROCEDURE**

Any proposed amendments to the Bylaws shall be first reviewed and preliminarily voted on by the Board of Directors. If approved preliminarily, the amendments shall then be submitted to the Club members for a reasonable period of time for comments to be submitted in writing on or before the date of the Board meeting following the approval of the amendment of the Bylaws. At that meeting, the Board of Directors shall consider any comments and vote to (i) approve the amendments as they stand, (ii) further revise the bylaws or (iii) reject the amendments.

Section 2 **REGULAR REVIEW**

By-Laws should be reviewed every five years at a minimum. The Board of Directors shall

determine the timing, manner and extent of review.

ARTICLE IX MISCELLANEOUS

- Section 1 **FISCAL YEAR**
The Fiscal Year of the Club shall begin on September 1 of each year and end on August 31 of the following year.
- Section 2 **BUDGET**
An annual budget of the expected revenues and expenditures of the Club shall be prepared and submitted at the first regular meeting of the Board of Directors following the start of the Club's fiscal year.
- Section 3 **RECORDS**
The Club shall keep as permanent records (i) minutes of all meetings of its members and Board of Directors, (ii) a record of all actions taken by the members or the Board of Directors, (iii) usual and appropriate accounting and financial records, (iv) governing documents, (v) policies, (vi) member records and (vii) such other records as may be required by U.S. Figure Skating, governing law or prudent business practice. The Board of Directors shall keep the records at such places as may be determined appropriate from time to time. The Board may adopt policies from time to time regarding the inspection and copying of such records upon request of a member.
- Section 4 **LIMITATION ON USE OF MEMBER LIST**
The Club's membership list shall be used solely for the purpose of communicating Club business and information to and among its members. Members shall not use the Club's name or membership list to solicit private donations without express prior consent of the Board of Directors.
- Section 5 **INSURANCE/OFFICER INDEMNIFICATION**
The Club shall maintain insurance in accordance with U.S. Figure Skating requirements and such other laws as may impose insurance requirements. Insurance coverage maintained by the Club shall include Officer indemnification.
- Section 6 **COMMUNICATION OF CLUB BUSINESS**
No Member or Board Member other than the President shall communicate to the general public on behalf of the Club or use the Club's name unless specifically authorized to do so by the Board of Directors.
- Section 7 **SEVERABILITY**
The invalidity of any portion of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted.