

The Peaks Figure Skating Club By-Laws

Article 1 Name and Address of Corporation

Section 1. Name. The organization shall be known as The Peaks Figure Skating Club (hereafter referred to as the "Club").

Section 2. Incorporation. The Club was incorporated under the laws of the State of Utah on July 30, 2004.

Section 3. Headquarters. The Club shall have its headquarters and business address at the Peaks Ice Arena, care of the Peaks Figure Skating Club, 100 North Seven Peaks Blvd, Provo, Utah 84601.

Section 4. Fiscal Year. The fiscal year of the Club will begin July 1st of each year and end on June 30th of the following year.

Article 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 feelings among ice skaters; and to carry out the general policies and objectives of the United States Figure Skating.

Article III Officers

Section 1. Titles. The officers shall be President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined. All officers must be registered members of the USFSA who have designated the corporation as their home club.

Section 2. Term of office. Officers shall hold office for one year or until their successors are elected and the term shall begin immediately.

Section 3. Method of election. Within one week of the Spring General Membership meeting, the newly impaneled Board of Directors shall hold a special Board Meeting to organize the members of the Board, one to fill each of the offices of President, Vice-President, Treasurer and Secretary.

Section 4. Vacancies of Office. Upon resignation, removal from office, or death of an officer, the Board of Directors shall, at the next scheduled Board meeting, elect a replacement to complete the remaining term. An officer may be removed from office for failure to renew membership in the Club or may be removed by a two-thirds vote of the Board of Directors for failure to perform the duties of office.

Section 5. Restricted members as defined by USFSA may not hold the offices of President, Vice-President, Treasurer, and Secretary.

Article IV Duties of Officers

Section 1. Duties of the President. It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club and of the Board of Directors. The President shall have the entire supervision and management of the Club and its property pending the action of the Board of Directors; the power to suspend any member for violating the By laws or regulations of the Club, pending the approval of the Board of Directors; to call special meetings and the Club meetings. The President, together with the Secretary, shall sign all agreements and contracts made by the Club upon the approval of the Board of Directors.

Section 2. Duties of the Vice-President. It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties and in the absence of the President, to assume the duties and officiate in his/her stead. If a chairperson is not able to attend to any aspect of their responsibilities, the Vice President will act in their behalf until a replacement can be assigned or the chairperson can resume their role. The Vice President is responsible for monitoring the progress of the monthly Board Meeting minutes, and, on the seventh day, post meeting, if the secretary is unable to prepare and/or post the minutes, the Vice President will assume that responsibility.

Section 3. Duties of the Treasurer. The Treasurer shall have the charge of the funds of the Club and shall keep all records of all receipts and disbursements, and shall render a written report at each Board meeting. Disbursements shall be made upon vouchers approved by the Board of Directors. The Board of Directors has the power, whenever they deem necessary, to appoint an acting Treasurer. The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer and the President or another designated officer or member of the Board of Directors approved by the Board of Directors expressly for that purpose. The Treasurer shall not withdraw from the Club's savings account or investment any funds earned in a prior year, except upon the vote of a majority of Directors. The Treasurer shall prepare a yearly financial report to the accountant for preparation of all year-end filings for all government agencies, where required.

Section 4. Duties of the Secretary. It shall be the duty of the Secretary to keep the "minutes of the meeting" of the Club and of the Board of Directors, to supervise all reports and documents connected with the business of the Club, and to issue notices of all meetings of the Club and Directors. Minutes must be posted on the Club bulletin board no more than seven days after the stated meetings. The Secretary is to preside over a meeting when the President and Vice President are not present.

Article V Board Of Directors

Section 1. Number of Members. There shall be a board of Directors composed of nine members of the Club.

Section 2. Composition of the Board. Members of the Board of Directors must be residents of the state of Utah, and will be skaters, eighteen years of age or older, or parents of skaters who are in good standing with the Club. Private Coaches or their immediate family members will not be eligible to serve on the Board of Directors. A private coach shall be defined as someone who regularly engages in compensated skating instruction as their independent profession. Private coaches can and are encouraged to serve in standing committee positions and may be asked to serve in ex-officio capacities, but shall have no vote.

Section 3. Term of office. Three members shall be elected each year at the Spring General Membership meeting and they shall serve for a period of three years. No member may be elected or appointed to serve on the Board more than seven consecutive years, but may be eligible to serve on the board again after one skating season has elapsed. Upon resignation, removal from office, or death of a board member, the Board of Directors shall appoint a replacement to serve out the remainder of the vacant term of office. No more than one member of an immediate family may serve on the Board of Directors.

Section 4. Duties of the Nominating committee. The nominating committee shall take charge of the entire election procedure. This shall include: 1) the notification of the election meeting, 2) the printing, distributing and collecting of the ballots, 3) conducting of the elections during the Spring General Membership meeting, and 4) any other duties related to the elections. The nominating chairperson shall not be a member of the Board of Directors, an officer of the Club, or immediate family of same.

Section 5. Method of Election. A nominating committee of not less than three (3) members shall be named by the Board of Directors at least sixty (60) days prior to the Annual Spring General Membership meeting and their report made to the Board not less than thirty (30) days prior to the Spring General Membership meeting. The report of the nominating committee and the notice of the Annual Spring General Membership meeting shall be mailed to the voting membership and also shall be posted on the bulletin board not less than ten(10) days prior to the election. Candidates may also be nominated from the floor at the Spring General Election meeting and the combined list will then be voted on by the eligible, voting members of the Club. The Three (3) candidates receiving a majority vote shall each serve for three (3) years. Tellers for the counting of the votes shall be (3) three in number and shall be appointed by the nominating committee from the membership present at the time of the election.

Section 6. Ex-officio members. Ex-officio members may be appointed by the Board of Directors as advisors. By initiation of the President or by (3) three Board Members, an Ex-officio member may attend Board meetings, participate in discussions, and shall have no vote.

Section 7. Board Member Limitation. The office of Board Members shall be ipso facto vacated under one (1) of the following conditions:

- a) By notice in writing to the Club, the Board member resigns his/her office.
- b) If the Board member is no longer a member of the Club.
- c) If the Board member misses three (3) meetings of the Board without due cause and fails to provide due cause to the board when advised of the violation of section 7.

Article VI Powers and Duties of the Board of Directors

Section 1. Meetings. The Board of Directors shall meet at least once every month during the skating season. The day of the month shall be chosen by the President of the Board of Directors. Directors must be present to vote on matters coming before the board. Any three (3) members of the Board may call a Special Board meeting upon written notice to all the members of the Board at least three (3) days prior to the meeting. The communication shall state the date, time, and place of the meeting, purpose for which the meeting is called, and the names of the three (3) members requesting the meeting. The notice shall also be posted on the Club's bulletin board.

Section 2. Quorum. Two-thirds of the board shall constitute a quorum.

Section 3. Authority. The Board shall have entire authority in the management of affairs and finances of the Club, and, shall have general control of all its property. All rights and powers connected therein shall be vested in them.

Section 4. Appropriations. All appropriations not budgeted from the funds of the Club must be approved by the Board of Directors before being paid. The funds of the Club shall be deposited in the name of the Peaks Figure Skating Club in a financial institution insured by an agency of the federal government and approved by the Board of Directors.

Section 5. Rules. The Board of Directors shall make such rules as they deem proper for the government of the Club. Penalties for offenses against the Club rules and procedure for appeals to those penalties shall be consistent with the USFSA policies.

Section 6. Audits. There shall be an annual audit of the financial statements of the Club conducted by the Finance Committee appointed by the Board of Directors. The Finance Committee upon approval of the Board of Directors, may select a licensed, certified public accountant to perform the annual audit.

Section 7. Indebtedness. The Board shall have power to limit the indebtedness to the Club of a member of the Club. Members in arrears for dues or those others whom have indebtedness in default to the Club, shall be ineligible to hold office, to vote, or to participate in any Club test, competition, show, or other activities.

Section 8. Arrears for Dues. Any member in arrears for dues, or other indebtedness, shall be notified by mail by the Secretary and/or Treasurer at his/her last known address. If the amount due is not paid in full within one (1) month, thereafter the name of the delinquent shall be reported by the Treasurer to the Board at their next meeting. The Board may drop from the roll the name of such

delinquent member. A member dropped from the roll for non-payment of dues or other indebtedness may upon payment of same at the discretion of the Board, be reinstated to the previous class of membership.

Section 9. Expenditures and Revenue. The Board shall prepare and submit annually, a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same. Disbursements of Club funds shall be from the annual budget described above. Disbursements not included in the annual budget must be approved in advance at a Board meeting by a majority vote of the Board of Directors.

Section 10. Suspend or Expel. The Board shall have the power to suspend or expel any member for violations of the Standing rules and/or Bylaws or for conduct which they deem improper; provided, however, that any member so suspended or expelled may appeal such action to the next meeting of the Board or to the next regular meeting of the Club Membership; but no member shall be expelled or suspended for longer than thirty (30) days without a hearing.

Section 11. Drop and Reinstatement of Membership. The Board may, as hereinafter provided, drop from the roll any delinquent member and also may reinstate such members.

Section 12. Readmit for Membership. the Board may, at a regular meeting, readmit for membership, upon payment of dues, any former member whose resignation has been fully accepted. Such readmission must be by ballot, and a majority vote shall reject. No rejected candidate shall be again proposed for reinstatement within six (6) months after rejection.

Section 13. Delegates. The President shall have the option to be a delegate to the annual USFSA Spring Governing Council meeting and shall propose additional delegates to be approved by the Board of directors. Delegates shall report back to the Board of Directors the proceedings of the Spring Governing Council meeting.

Section 14. Majority Vote. Except as otherwise provided, all questions shall be determined by a majority vote. The Chairman, if also a member of the Board of Directors, shall have the casting vote in the case of a tie: other wise, a vote shall be so recorded as a failed vote.

Section 15. Special Board Meeting Limitation. No business shall be transacted at a Special Board Meeting except that of which notice was given. Any order of business, presented at a Board meeting in which less than the full compliment of Board members are present, shall be held as pending, and no vote taken, until the next month's Board meeting, and notice of said business will be posted as part of the monthly Board meeting agenda.

Section 16. Board Meeting Agenda. An agenda shall be posted no less than one (1) week prior to all Board meetings, stating the business subject to a vote in said Board meeting. Any business not listed on the meeting agenda shall be held as pending with no vote taken until the next month's Board meeting. A posted Agenda is considered due notice to all Board members of business on the table. Votes taken on business listed on the posted Agenda shall be binding.

Article VII Standing Committees

Section 1. Standing committees. The President or the Club shall appoint the chairperson for each of the standing committees with authority over them except as hereinafter provided, and shall appoint such other committees as shall be necessary upon approval of the Board.

Section 2. Names. The standing committees shall be : 1) Membership; 2) Test; 3) Hospitality; 4) Publicity and Public Relations; 5) Competition; 6) Inter-Club Relations; 7) Show; 8) Junior Club; and such other committees as the Board of Directors may deem necessary. They may be appointed as necessary by the President with the approval of the Board of Directors.

Section 3. Board Meeting. Any chairman of a standing committee may be requested by the President to attend meetings of the Board of Directors and they may enter into and take part in all discussions, but may not vote unless they are also members of the Board of Directors.

Section 4. Duties of Standing Committees.

1) Membership. The Membership Committee shall collect all membership dues, solicit new members, assist in the collection of subscriptions for the Skating magazine, prepare the roster when necessary, and carry out other duties pertaining to the membership of the Club. The committee shall maintain an up-to-date list of members in good standing.

2) Test. The Test Committee shall work with the Social chairman and any other interested parties to prepare the testing schedules, to prepare the sheets necessary for the judges, to arrange with the arena for the necessary quality of the test ice, to post sheets listing times of tests and sheets for the test sign up, and to perform any other duties pertaining to skating tests.

3) Hospitality. Hospitality Chairman and Committee shall carry on the business of arranging the social affairs of the Club, at the discretion of the Board of Directors.

4) Publicity. The Publicity Chairman and Committee shall arrange with the news media to have items about the Club publicized, locally and in Skating Magazine, at the discretion of the Board of Directors.

5) Competition. The Competition Chairman and Committee shall cooperate with the Clubs in the State in providing competitions in the State of Utah for skating. The Competition Committee shall provide rules and regulations for the competitions as well as shall provide trophies and personnel to take charge of the ice and events. They shall provide accountants, judges, referees, ice clerks, a timer, and all other persons as needed. They shall provide the necessary forms for the competition. All questions of the procedure and rules shall be handled by the Competition Committee and their decision will be final.

6) Inter-Club Relations. This Committee shall be a liaison committee between the Peaks Figure Skating Club and other member clubs.

7) Show. The Show Committee shall cooperate with the arena management and the general membership of the Club to help provide a good show. The Committee will arrange for lighting, scenery, costumes, and other necessary items. They will

work in conjunction with the Director of the show currently being produced to meet the needs of the production.

8) **Junior Club.** The Junior Club Committee shall be a liaison between the Board of Directors and the members of the PFSC that are under 18 years of age. the Junior Club Committee shall provide information to the Board of Directors as to the opinions and needs of the members of the PFSC under the age of 18 years.

Article VIII Membership

Section 1. Conditions for Membership. To be a member of the USFSA and of the Peaks Figure Skating Club, one shall pay a specified fee per year as set annually by the Board of Directors and agree to abide by the rules and regulations of the USFSA and of the Club.

Section 2. Classes of Membership. The Peaks Figure Skating Club shall have the following classes of membership:

- a) full home-club member
- b) Subsequent full home-club member
- c) Basic skills member
- d) voting member
- e) member coach
- f) Board member
- g) supporting honorary member
- h) second club member

A full home-club member is defined as a member who has designated the Peaks Figure Skating Club as his/her principal home club, whereas a second club member is defined as a member who has designated another club as his/her principal home club. Professionals in skating and restricted amateurs, as defined in the USFSA Rulebook, shall be accepted as restricted members of the Club and shall have all the privileges of membership except for the right to be Club officer or participate in activities rendered contrary to amateur status, by the USFSA Amateur Status Rules. Any member in good standing over the age of eighteen (18) years of age who is a home club, second club, Lifetime, Honorary, or Restricted member is eligible to vote at a Special or Stated General Membership meeting. Classes of membership shall be further defined by resolution of the Board of Directors and included in the standing rules of Membership Committee.

Section 3. Application for Membership. Applications for membership shall be subscribed to by the candidate and state his/her name, address, and contact telephone number. An agreement to comply with all Standing Rules and By laws together with a check for the Applicants membership fees dues the Club shall be submitted with the application. All applications shall be sent to the Membership chairperson of the Board of Directors, or, in the absence of a Membership chairperson, the Secretary.

Section 4. Prospective Members. A prospective member may be admitted to Two (2) Club sessions free of charge per skating season when accompanied by a Club member or introduced by an active Professional, who in turn introduces him to the

Chairman of the Membership Committee, or in the absence of the chairman to one of the Committee members, or a member of the Board.

Section 5. Membership Fees. All membership fees shall be set by the Board of Directors and announced at the May voting members meeting. These fees must be paid in full no later than June 15th each year, unless other arrangements are made with the Board of Directors.

Section 6. Privileges. Only those who have been admitted as members in the Club, remain in good standing with the Club and the USFSA, and conduct themselves according to the purposes for which this Club was organized, shall be entitled to the privileges of the Club. The rights and interests of a member in the privileges of the Club shall terminate with the period of his/her membership. All those who have been admitted as members of the Club shall be deemed to have asserted to be bound by the Standing Rules, and Bylaws of the Club, all restrictions validly made, penalties imposed, any rulings or decisions properly made, and the exercise of any authority vested in the President the Board of Directors, or in any committee.

Section 7. Resignation. Any member not in arrears for fees or other indebtedness may tender a written resignation for his/her membership to the Secretary, who shall report same at the next scheduled meeting of the Board for their action.

Section 8. Honorary/Lifetime members. Honorary and Lifetime members may be elected by a majority vote at any General Membership meeting of the Club after recommendations by the Board of Directors. An Honorary or Lifetime member shall be free from dues, initiation fees, and/or assessments. He/she may represent the Club in exhibitions and attend ice skating sessions under the same rules governing active members. Honorary members have no vote unless otherwise provided. An Honorary member shall have no claim on the assets or property of the Club. To be an officer or a Board member, an Honorary member must become a home club, second club, or lifetime member. A lifetime member shall in addition have all the rights of a full home club member.

Section 9. Board Approval for Competition or Exhibition. No member or members of the Club shall make entry in the name of the Club in any competitions or exhibitions except with the approval of the Board of Directors, or the proper Club official. No member shall knowingly submit application to any competition or exhibition in which they register for an event at a lower test level than is current and correct for their skating ability. No member coach shall knowingly agree to sign a competition or exhibition registration form for a skater attempting to enter a level that is not current and correct for their skating ability based on said coach's experience with aforementioned skater and the current competitive levels for that event. No board officer shall knowingly sign a registration form that approves a skater to enter a level that is contrary to the known competitive ability of said skater. Any member found in violation of this prohibition will be asked to appear before the board of directors in a closed meeting for an investigation into the matter. Penalty can be assessed from no penalty, to simple warning, to total suspension from the Peaks Figure Skating Club, at the discretion of the board and after a vote is taken to determine the legitimacy of the allegation of violation, and whether the act was deliberate or unintentional. Registration forms found to be in

violation will be seized and held for said investigation. The meeting, investigation, penalty, if any, and outcome of any board investigation will be kept confidential.

Article IX Club Meetings

Section 1. Time. There shall be at least two annual Stated General Membership meetings each year. The Spring General Membership meeting shall be held in May or June and the Fall General Membership meeting shall be held in September or October of each year.

Section 2. Special Meetings. The Secretary shall call special meetings of the General Membership at the direction of the President upon the written request of five (5) Club members in good standing.

Section 3. Quarterly Meetings. There may be two quarterly voting members meetings, held in December and March, for the purpose of keeping the voting members apprised of issues and business that are of interest to the Club voting membership and/or require a General vote for a consensus.

Section 4. Quorum. The presence of twenty (20) percent of the eligible voting membership shall constitute a quorum for the transaction of business.

Section 5. Notices. Notices of Stated, Quarterly, and Special General Membership Meetings shall be posted by the Secretary at least ten (10) days prior to the meeting. Members may also be notified by mail, email, or in person by a member of the board, at least ten (10) days prior to the meeting.

Section 6. Special Meeting Limitation. No business shall be transacted at a special meeting except business directly related to that of which notice was given.

Section 7. Order of Business. At annual and special meetings, the order of business shall be observed in accordance with Robert's Rules Of Order, most recently revised.

Section 8. Majority Vote. Except as otherwise provided, all questions shall be determined by a majority vote. The President shall have the casting vote in the case of a tie.

Section 9. Proxy Votes. Proxy votes shall be accepted and counted, but are limited to specific proposals listed on the annual or special meeting agenda. Proxy votes shall be voted as directed and must be received prior to the opening of the meeting.

Article X Parliamentary Order

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

Article XI

Amendments to Bylaws

Section 1. Procedure for Amendments. Amendments proposed to the Bylaws may be acted upon at any Annual or Special General Membership meeting, providing that the notice of the meeting states the general character of the proposed amendments. Amendments proposed to the Bylaws shall be posted in their entirety on the Club bulletin board at least ten (10) days prior to the meeting provided all such amendments have received the approval of the Board of Directors. Amendments to these Bylaws shall be made by two-thirds (2/3) vote of the eligible members present and shall not be made in conflict with the Articles of Incorporation of the Peaks Figure Skating Club.

Article XII Indemnification

The Peaks Figure Skating Club hereby declares that any person who serves at its request as an officer, employee, member or agent of the Board of Directors or chairperson or member of any committee of the Club in any capacity shall be deemed its agent for the purposes of this Article and shall be indemnified by or on behalf of the Club against expenses (including attorney's fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by such person who was a party or threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than any action by or in the right of the Peaks Figure Skating Club); by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believed to be in and not opposed to the best interests of the Peaks Figure Skating Club and with respect to any criminal action or proceeding and had no reasonable cause to believe his/her conduct was unlawful.

Article XIII Discipline, Suspension, and Expulsion

Section 1. Conflict Resolution. Any member or members having a complaint against another member for the infraction of any law or rule, other than skating rules, such as conduct injurious to the welfare of the Club, shall report to the same in writing to the Board. Such complaints shall set forth the facts of the case, together with the names of witnesses, if any. After the receipt of such a complaint, a meeting of the Board shall be held as soon as is practical to investigate the same. The complainant and the member complained of, shall receive at least seven (7) days notice of such meeting and may be heard with their witnesses. The statements and evidence shall be reduced to writing, filed with the Secretary, and the Secretary shall mail copies thereof to the complainant and/or complainants, and to the member complained of. An appeal from the decision of the Board may be taken to the Club within seven (7) days thereafter by serving upon the Secretary written notice of such appeal. A Special Membership meeting shall thereupon be called for

the consideration of the case, and a two-thirds (2/3) vote shall be necessary to reverse the decision of the Board.

Section 2. Suspension/Expulsion. The grounds for suspension and expulsion shall be as follows:

- 1) failure and /or refusal to obey the rules and regulations of the Club or USFSA.
- 2) conduct such as would tend to bring the Club and /or its members into disrepute;
- or
- 3) conduct inconsistent with the best interests of the Club and/or its members.

A member may be suspended by a resolution of the Board. Notice of suspension must be properly delivered to the member stating the reason for suspension and the period of time for which the member is suspended.

A member may be expelled from the Club by a resolution of the Board. Notice must be properly delivered to the member requesting his/her resignation on or before the time stated in the notice. The membership of the person so notified shall then be taken up at the next Annual or special meeting. The President shall state his/her case, after which a vote of the voting members present shall be taken and a two-thirds (2/3) majority shall decide

Article XIV Dissolution

Section 1. The affairs and activities of the Club shall always be conducted in such a manner that no part of its net earnings shall accrue to the benefit of any one member, officer, or other individual; that no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and that it shall not participate in, or intervene in (including the publishing or distributing of statements) of any political campaign on behalf of any candidate for public office.

Section 2. In the event of dissolution of the Club, any and all funds and all property then owned shall be distributed to or for the use of such charitable or educational organizations meeting the requirement of Section 501c(3) of the Internal Revenue code, or any amendment thereof or successor thereto then in force, as the officers shall then select and determine.

Article XV Code of Ethics

Section 1. Members are to be thoroughly familiar with the rules of the Peaks Figure Skating Club, to comply with those rules in full, and to exemplify the highest standards of fairness, ethical behavior, and genuine good sportsmanship in any of their relations with others, Any person whose actions, statements, or conduct is considered detrimental to the welfare of amateur figure skating is subject to the loss of the privilege of registration by the Peaks Figure Skating Club.