

CONSTITUTION AND BYLAWS

Constitution of the Cache Valley Figure Skating Club

Member Club of
The United States Figure Skating Association

Adopted: February 8, 2003
As Amended: January 29, 2008

ARTICLE I NAME AND INCORPORATION

1. **Name.** The organization shall be known as Cache Valley Figure Skating Club, Inc.
2. **Incorporation.** The Club was incorporated under the Laws of the State of Utah. September 4, 2002.
3. **Officers of Incorporation.** The officers of the Club shall be the President, Vice President, Treasurer and Secretary.
4. **Headquarters.** This Club shall have its headquarters in the George S. Eccles Ice Center at 2825 N 200 E, N Logan, Utah 84341.

ARTICLE II PURPOSE

1. **Purpose.** The purposes of the Club are: 1) to foster, promote, encourage, advance and improve amateur ice skating, and more particularly amateur figure skating in all its branches; 2) to encourage and cultivate a spirit of harmony and fraternal feeling among ice skaters; 3) to hold, sponsor, stage and/or conduct, publicly or privately, amateur ice carnivals, exhibitions and competitions or to participate in them; 4) to cooperate with and assist other organizations, associations, clubs or incorporations in holding, staging, and/or conducting amateur ice carnivals, exhibitions and competitions; 5) to do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objects and purpose of this corporation; and 6) to engage, do and perform any other acts consistent with the objects and purposes of this corporation or which are not prohibited by law.
2. **Purpose.** The Club shall additionally support and develop amateur athletes for national and international amateur competition in ice skating. Such support and development shall officially be part of and in accordance with rules, regulations, tests and competitions established and sanctioned by the United States Figure Skating Association (USFSA).
3. **Purpose.** Whenever possible, the Club shall host USFSA sanctioned amateur ice skating competitions on local, regional, sectional, national and international levels.
4. **Purpose.** The Club shall have as a primary purpose the instruction and training of individual skaters as well as the public in the sport of amateur ice skating. The Club shall additionally assist in improving and developing the capabilities of skaters through regularly scheduled ice skating sessions, tests, competitions and other such related amateur ice skating events.

ARTICLE III BOARD OF DIRECTORS

1. **Composition:** The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and a minimum of two (2) Directors at Large. The Board shall not have more than 6 Directors at large in addition to the 4 officers. A maximum of one (1) ineligible or restricted member may be on the Board.
2. The number of Director at large positions will be determined yearly by the Board of Directors.
3. **Qualification.** Directors must be voting members of the corporation who have designated the corporation as their Home Club under the applicable rules of the United States Figure Skating Association.
4. **Term of Office:** Directors at Large shall hold office for 1 year, or until their successors are elected.
5. **Limitation:** No person shall hold two (2) offices or be an officer and a Director at Large at the same time.
6. **Duties of the Board:** Under the chairmanship of the President, or in the absence of the President, the Vice President, the Club Board of Directors shall have supervision, control and direction of the affairs of the Club, shall determine its policies or changes within the limits of these bylaws, shall actively prosecute the Club's purposes, and shall have discretion in the disbursement of its funds. The Board of Directors shall adopt such rules and procedures for the conduct of its business and the business of the Club as the Board deems advisable, and may appoint such agents as it considers necessary.
7. **Meetings.** The Board of Directors shall meet at least once in every month during the skating season (September – March (less December), with no less than 6 meetings during the calendar year. The date of such meetings shall be stated by the President, or, in his/her absence, the Vice-President.
8. **Special Meetings:** Special Meetings of the Board may be called by the President or any two (2) other Board members. Notice of the special meetings of the Board of Directors shall be served by the Secretary personally or by telephone, mail, e-mail or fax to each Board Member not less than three (3) days prior to the meeting date. The notice shall contain a statement of the business to be conducted.
9. **Authority.** The Board shall have the 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. The Board shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own government and for the government of the committees appointed by them. The Board shall appoint a Membership Chair, a Test Chair, a Sanctions Chair, a Nominating Chair, who should be the Immediate Past President if possible, and other committee chairs as necessary.
10. **Quorum:** Two-thirds (2/3) of the Board of Directors shall constitute a quorum and a majority vote of the Directors present shall be necessary to transact business.
11. **Chairmanship:** In the event of the absence of the President and the Vice President, at any meeting, a quorum of the board shall choose from among themselves a temporary Chairman for that meeting.

- 12. Voting:** Each member of the Board of Directors shall have one (1) vote. In the event of a tie vote, the President or the individual serving as chairman shall have an additional vote.
- 13. Board Member Limitation.** The office of the Board member shall be ipso facto vacated if:
- he/she is found to be mentally incapacitated.
 - he/she is convicted of a felony.
 - by notice in writing to the Club that he/she resigns their office.
- 14. USFSA Delegates.** The President shall have the option to be a delegate to the annual USFSA Governing Council Meeting and shall propose additional delegates to be approved by the Board of Directors. Delegates will attend the meeting either in person or proxy and shall report back to the Board the proceedings of the Annual Meeting. The Club will file a certificate of such appointment with the USFSA and the certificate shall be provided by the USFSA.
- 15. Telephone Meeting:** The Board of Directors may meet by telephone conference so long as each Director is able to hear the other Directors participating in the conference call.
- 16. Written Consent:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing action, and consent is presented in writing. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceeding of the Board.
- 17. Vacancies:** Whenever any vacancy occurs in the Board of Directors, it shall be filled by a majority vote of the remaining members of the Board. The person so elected shall hold office until a successor is elected at the next election.
- 18. Removal:** A Director of the Board may be removed for good cause by a two-thirds (2/3) vote of the Board members present at a special meeting called specifically for that purpose. A Director whose removal is being considered at a meeting may not be Chairman of the Club Board for that meeting.
- 19. Executive Committee:** There may be an Executive Committee of the Board of Directors, the membership of which shall be composed of the President, Vice President, Secretary, Treasurer and up to (2) other directors as selected by the President and approved by the Board. The President shall act as Chairperson of the Executive Committee
- The Executive Committee shall meet at the discretion of the President or as requested by 3 members of the committee.
 - The Executive Committee may make recommendations to the Board of Directors on all matters pertaining to the advancement of the interest, good and welfare of the club
 - The Executive Committee is authorized to exercise the powers of the Board of Directors when the Board is not in session, provided, however, that the Executive Committee shall have no power to:
 - Overrule the established policies or directives of the Board of Directors;
 - Take any action which would involve a dollar commitment of funds exceeding, in the aggregate, \$500.
 - Take any other action prohibited by these Bylaws or by the laws of the State of Utah.
 - Minutes of each meeting of the Executive Committee shall be kept and a copy thereof provided to each member of the Board of Directors prior to the next official Board meeting.
 - The Executive Committee does not replace or circumvent the elected Boards role. Any action taken by the Executive Committee shall be subject to revision and alteration by the Board of Directors.

ARTICLE IV OFFICERS

1. **Officers:** The Officers of this Club shall be President, Vice President, Secretary and Treasurer.
2. **Qualification.** Directors must be voting members of the corporation who have designated the corporation as their Home Club under the applicable rules of the United States Figure Skating Association.
3. **Term of Office:** Officers shall hold office for one (1) year, or until qualified successors are elected. Officers shall take their offices July 1st.
4. **Limitations:** No person shall hold two (2) offices or be an officer and a Director at Large at the same time.
5. **Duties:** The duties of the Officers of the Club shall be the following:
6. **President** - The President shall preside at all meetings of the Board of Directors and all membership meetings, shall be the Chief Executive Officer of the Club, and shall be responsible for the conduct of the Club's affairs, subject to the approval of the Board of Directors and the bylaws of the Club. The President shall assign duties and responsibilities to the Officers, and shall appoint the Committees set forth in these bylaws, or that the President may from time to time consider necessary, designating the Chairman of each Committee. The President shall make an annual report to the Club at the Annual Meeting regarding the status of the Club, and containing such suggestions and recommendations as are deemed proper. The President, together with the Secretary, shall sign all agreements and contracts made by the Club upon the approval of the Board of Directors.
7. **Vice President:** The Vice President shall assist the President in the performance of the Club's activities as assigned by the President or the Board of Directors, and in the absence of the President, to assume the duties and officiate in his/her stead.
8. **Secretary:** The Secretary shall be the custodian of all records, excluding financial records, of the Club. The Secretary will maintain the minutes of all meetings of the membership and of the Board of Directors, and will be responsible for forwarding copies of these minutes to the Board within seven (7) working days after the meeting recorded. The Secretary shall prepare and serve all notices of meetings of the Board of Directors and of the Club, and shall perform such other duties as the President or Board of Directors may assign. Any member in good standing may request available meeting minutes, the Secretary has 2 weeks to comply with this request.
9. **Treasurer:** The Treasurer shall keep a complete and accurate account of all receipts and disbursements by the Club and shall deposit monies belonging to the Club's bank account. The Treasurer shall direct the preparation of the Club's annual budget and, alone or with any person designated by the Board, shall disburse the funds of the Club upon order of the Board of Directors. At each Annual Meeting of the Club and at such other times as the Board of Directors may instruct, the Treasurer, on behalf of the Board, shall render a statement of the financial condition of the Club. The Treasurer will also be responsible for the filing of the annual corporation financial report, federal and state filings. Any member in good standing may receive an available financial statement within 30 days of said request.
10. **Removal:** An Officer may be removed for good cause by a two-thirds (2/3) vote of the Board members present at a special meeting called specifically for that purpose.

- 11. Vacancies:** Vacancies in any office shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors at its next regular meeting, or at a special meeting called for that purpose.

ARTICLE V NOMINATIONS AND ELECTIONS

- 1. Nominating Committee:** The Nominating Committee shall consist of the Chairman, and two (2) other members in good standing selected by the Chairman and approved by the board. No member of the nominating committee may run on the election slate that year.
 - a. The Immediate Past President is the Nominating Committee Chair unless determined by the board to be ineligible. If the Immediate Past President is not available, the board will appoint the Nominating Chair.
- 2. Notification:** The Nominating Committee shall be published to the members of the Club not less than thirty (30) days prior to the presentation of the slate. The Nominating Committee shall solicit recommendations for Officer and Director candidates, and recommend a slate of candidates to the Board. The nominating committee will publish a request for nominations not less than 30 days prior to the presentation of the slate. After the slate has been approved by the board of directors, it will be posted on the club bulletin board for 1 week prior to final ballots being mailed, and additional nominees may be added to the slate with the endorsement of five (5) members, submitted in writing to the Chairman of the Nominating Committee.
- 3. Procedures:** The procedures governing the operations of the Nominating Committee shall be established by the Board of Directors and in accordance with these Bylaws
- 4. Nominations:** The Nominating Committee shall report its recommendations to the Board for slate approval and then to all members eligible to vote. Ballots will be distributed by mail, or by hand to each voting member of the Club at least 2 weeks prior to the election.
- 5. Voting:** Voting may be conducted by electronic scanning, mail or proxy. All results should be sent to, and counted by, the nominating committee. All ballots should be kept for 2 years. Ballots shall follow the format given in appendix A.
- 6. Contested Elections:** The Board of Directors shall adopt and publish procedures to govern contested elections.
- 7. Winners:** The person receiving a majority of the votes cast shall be declared the winner of each position. The winners will be contacted by the Chairman of the Nomination Committee by June 15th of each year.

ARTICLE VI FINANCIAL MATTERS

- 1. Fiscal Year:** The Fiscal Year of the Club shall be July 1 through June 31.
- 2. Bonding:** The Treasurer of the Club and other such persons as the Club Board of Directors may designate shall, at the discretion of the Board of Directors, be bonded for amounts deemed appropriate by the Club Board.
- 3. Audit:** The Club may, at the discretion of the Board of Directors, have its financial records audited annually.

4. **Expenditures:** We are a volunteer organization. No obligation shall be incurred, and no disbursements of funds in excess of five hundred dollars (\$500.00) shall be made unless first authorized by the approved budget of the Club, or by a vote of the Club Board of Directors.
5. **Compensation:** Elected Officers and Directors shall not receive a salary for performance of their duties, but may be reimbursed for their expenses. Officers and Directors performing services on behalf of the Club, in addition to their duties as Officers and Directors, may be compensated for such services, subject to disclosure to, and approval by, the Board of Directors.

ARTICLE VII MISCELLANEOUS PROVISIONS

1. **Power to Indemnify:** The Club shall have the power to indemnify any person who is or was a Director, Officer, Committee Member, employee or agent of the Club to the full extent permitted by law.
2. **Liability Insurance:** The Club may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee or agent of the Club against any liability asserted against him/her in any such capacity, or arising out of his/her status as such, whether or not the Club would have the power to indemnify him/her against such liability.
3. **Use of Funds & Dissolution:** The Club shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of its funds shall be distributed to the members of the Club. On dissolution of the Cache Valley Figure Skating Club, any funds remaining shall be distributed to one or more regularly organized and qualified professional societies, trade associations, charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE VIII AMENDMENTS

These bylaws may be amended or repealed in whole or in part by a two-thirds (2/3) vote of the voting members present, in person or by proxy, at any Special or Annual Meeting, providing notice of the proposed amendments or deletions is given in the notice of the Special or Annual Meeting, or by a two-thirds (2/3) vote of the voting members voting in accordance with the provisions of Article X.

ARTICLE IX MEMBERSHIP

1. **Members.** Candidates for membership shall be individuals interested in the objects of the Club who conform to the definition of eligible or ineligible skater as specified in the rules and constitution of the United States Figure Skating Association.
 1. **Classes of Membership.** Membership classes shall be determined by the Board of Directors following USFSA guidelines
2. **Application for Membership.** Applications for admission, with appropriate fees, shall be submitted to the Membership Chair, and the Membership Chair shall submit all applications to the Board of Directors for their approval. Membership applications shall be voted on by the Board within thirty (30) days of receipt. No person shall be elected a member if a quorum of the Board of Directors shall object to the election of such person. Rejection may not be discriminatory as to race, age or religious preference. Each new member shall be notified by the Membership Chair.
3. **Termination and Suspension of Membership.** Any member's membership may be terminated by a quorum vote of the Board of Directors. Notice shall be given to said member by registered

mail at his or her address as it appears on the Club records within ten (10) days of the termination. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise. Appeal rights shall be as governed by the USFSA rules and bylaws.

4. **Voting Rights.** The Board of Directors shall determine the classes of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions. Senior members only shall have voting rights. Senior members are defined as: Adults paying full dues for themselves or their children, 1 USU representative, PSA Registered Coaches who are club members, or any other member designated by the Board of Directors.

ARTICLE X CLUB MEETINGS

1. **Time.** There shall be at least **six (6)** Club membership meetings each year, including 1 Annual Meeting.
 - a. **Purpose of Annual Meeting:** Present the Financial Status of the Club and plans for the future.
2. **Special Meetings.** The Secretary shall call special meetings at the direction of the President, or upon the written request of **no fewer than five (5) voting members of the club** in good standing. **All Club members shall be notified of the meeting by e-mail, mail, or telephone at least three (3) days prior to the meeting.**
3. **Quorum. Two-thirds (2/3)** of all members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business. Members may vote by proxy and a proxy vote by a member in good standing can count towards a Quorum.
4. **Notices.** Notice of regular **Club** meetings shall be **emailed**, mailed or phoned by the Secretary to every member at least ten (10) days in advance thereof, and shall be posted by the Secretary for the same length of time on the Club bulletin board.
5. **Special Meeting Limitation.** No business shall be transacted at a special meeting except that of which notice was given.

ARTICLE XI CONFLICT RESOLUTION

Complaints. Any member or members having complaint against another member for the infraction of any law or rule, or for conduct injurious to the Club, may report the same, in writing, to the Board of Directors. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board shall be held as soon as practicable to investigate the same. The complainant(s) and the member complained against shall be given copies of any written statements regarding the complaint and shall be notified at least seven (7) days prior to a hearing date. **All parties involved shall be notified in writing of the findings of the Board within ten (10) days of the hearing.**

**ARTICLE XII
FEES, DUES AND ASSESSMENTS**

Fees. The annual dues payable to the corporation shall be in such amount as determined at least annually by the Board of Directors.

**ARTICLE XIII
MEMBERSHIP IN THE USFSA**

The Club shall maintain its membership in the USFSA and conduct its affairs in a manner consistent with the bylaws of that association. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by the USFSA and the United States Olympic Committee.

**ARTICLE XIV
CONFLICT OF INTEREST STATEMENT**

Board members have a duty to place the interest of the Club foremost in their dealings with the Club and with any interactions or transactions between the Club and any other company or organization.

Board members may not obtain for themselves, their relatives, or their friends, a material interest of any kind from their involvement with the organization.

If a board member has an interest in a proposed transaction between the Club and another company or organization in the form of personal financial interest or professional advancement by means of the transaction, or holds a position as trustee, director, officer in, or consultant to the organization, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction when acting as an agent of the Association.

Any board member who is aware of a potential conflict of interest with respect to any matter coming before the board shall not participate in discussion of, or vote in connection with, the matter.