

BYLAWS OF SALT LAKE FIGURE SKATING

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ARTICLE I Name and Incorporation

Section 1. Name. The organization will be known as Salt Lake Figure Skating (hereinafter referred to as the "Club").

Section 2. Incorporation. The Club was incorporated under the Laws of the State of Utah, April 8, 2004.

Section 3. Headquarters. The Club will have its headquarters at The Salt Lake City Sports Complex located at 645 Guardsman Way, Salt Lake City, Utah 84108. The Club will have its mailing address as:

Salt Lake Figure Skating
P.O. Box 58801
Salt Lake City, Utah 84158

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

ARTICLE II Purposes

Section 1. Purpose. The purpose of the Club is to promote, encourage, advance and improve the sport of figure skating through performance, competition and education. The Club encourages and cultivates a spirit of harmony and friendship among figure skaters. The Club will sponsor, stage and/or conduct publicly or privately, ice shows, exhibitions, clinics, and as per the general policies of United States Figure Skating (hereinafter referred to as U.S. Figure

Skating).

Section 2. Purpose. The Club will support and develop figure skaters for national and international competition in figure skating. Such support and development will officially be part of and in accordance with the rules, regulations, tests and competitions established and sanctioned by U.S. Figure Skating.

Section 3. Purpose. Whenever possible, the Club will host U.S. Figure Skating-sanctioned competitions on local, regional, sectional, national or international levels.

Section 4. Purpose. The Club will have as a primary purpose the instruction and training of skaters in the sport of figure skating. The Club will assist in improving and developing the capabilities of skaters through regularly scheduled sessions, tests, competitions and other such related events.

Section 5. Code of Ethics. The Club will comply with provisions of U.S. Figure Skating's Code of Ethics and any other requirements of the Rules of U.S. Figure Skating.

ARTICLE III Officers

Section 1. Officers. The executive officers of the Board of Directors will be President, Vice President, Treasurer and Secretary. All officers must be registered members of U.S. Figure Skating.

Section 2. Term of Office. The President will serve for a term of 3 years. All other Board Officers will hold their office for a term of 2 years or until their successor is elected. The term will begin immediately following election. All Board Officers may be reelected to serve for additional terms without limit, with the exception of the office of the President, who may be reelected a maximum of 3 times, or 9 consecutive years total.

Section 3. Method of Election. Any vacancies of the Board of Directors due to completion of term of office will be filled at the Spring General Membership Meeting. Within 1 week following the Spring General Membership Meeting, the new impaneled Board of Directors will hold a special Board Meeting to elect from the members of the Board three persons, one to fill each of the offices of Vice President, Treasurer and Secretary. All other members of the Board of Directors will then fill the remaining positions on the Board of Directors.

Section 4. Vacancies of Office. Upon resignation, removal from office or death of a Board Officer, the Board of Directors will 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 majority vote of the Board of Directors for failure to perform the duties of their office.

ARTICLE IV

Duties of Officers and Board of Directors

Section 1. Duties of President. The President will be an elected officer, and may not be a coach, and may NOT be a restricted or an ineligible member. The President may remain on the Board following their term of office for one year as the Past President. This position will be a voting position provided that the Past President is still an eligible member of the Board. If the Past President's term of office is completed, the position will be ex-officio, and will not be a voting position. It will be the duty of the President to take charge of the Club and to preside at all meetings of the Club and the Board of Directors. The President will have the entire supervision and management of the Club, its property, pending an action of the Board of Directors. The President will have the power to suspend any member of the Club for violating the By-Laws or Regulations of the Club, pending the approval of the Board of Directors. The President will have the authority to call special Board meetings and Club meetings. The President, together with the Secretary, will sign all agreements and contracts made by the Club, upon approval of the Board of Directors. The duties of the President will also include the following:

- Chairing all meetings of the Officers, Board of Directors and General Membership.
- Signatory on all legal and financial documents, including the Club checking account, as necessary.
- Serve as a voting member from the Club to U.S. Figure Skating.
- Liaison between the Club and The Salt Lake City Sports Complex and/or other arenas that the Club uses.
- Generally supervise the activities of the Club.
- Appoint committee chairs with Board approval.
- Appoint vacancies to the Board of Directors with Board approval.
- Coordinate with the other officers the annual Strategic Meeting.

Section 2. Duties of the Vice President. The Vice President will be an elected officer, and may NOT be a coach, and may NOT be a restricted or an ineligible member. It will be the duty of the Vice President to assist the President in the discharge of the duties of the President and in the President's absence, to assume the President's duties of officiating in the President's stead. The duties of the Vice President will also include, as needed, working with other Board members to implement the goals of the Club as outlined during the annual Strategic Meeting.

- The elected Vice President will serve as President Elect during the President's third year in office, and assume the position of President at the beginning of the next year if the President does not seek reelection to his position for a second term.

Section 3. Duties of the Treasurer. The Treasurer will be an elected officer, and may not be a coach, and may NOT be a restricted or an ineligible person. The Treasurer will have charge of the funds of the Club, will keep a record of all receipts and disbursements, and will render a written financial report for the Spring General Membership Meeting. A financial statement will be given to the Board of Directors at each meeting of the Board of Directors. The Board of Directors will have the power, whenever they deem it necessary, to appoint an acting Treasurer. The Treasurer will be responsible for filing or having filed any and all appropriate annual income

tax returns and other documents required by tax laws. The duties of the Treasurer will also include the following:

- Act on behalf of the President, when the President, Vice President, and Secretary are unable to perform their duties.
- Prepare monthly financial statements to be reviewed during monthly Board Meetings.
- Prepare a yearly budget.
- Prepare quarterly financial reports.
- Keep full and correct accounting of all funds of the Club.
- Plan with the other officers the annual Strategic Meeting.
- Serve as signatory on the Club checking account.
- Disburse funds according to the budget as needed for the administration of the Club.

Section 4. Duties of the Secretary. The Secretary will be an elected officer, and may not be a coach, and may NOT be a restricted or an ineligible member. It will be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board of Directors, and to supervise all reports and documents connected with the business of the Club. The Secretary will supervise the correspondence of the Club and prepare and issue notices of all Special and General Membership Meetings of the Club and the Board of Directors. The Secretary will post the minutes of these same meetings on the Club's bulletin board within 10 days following the meeting. The duties of the Secretary will also include the following:

- Act on behalf of the President when the President and Vice President are unable to perform their duties
- Plan with the other Officers the annual Strategic Meeting.
- Sign all agreements and contracts with the President
- Maintain and update the Club calendar.

Section 5. Duties of the Membership Chair. The membership and development officer will be appointed by the Board of Directors from the from the Club membership and will serve for one 1 year. Someone who has held this position for 1 year may continue in the same position for the following year at the agreement of the Board of Directors. The duties of the Membership Officer will include the following:

- Keep accurate and current records of the members' names, addresses and vital information.
- Verifies current standing of Club members participating in sanctioned events.
- All records must be maintained for at least 4 years in the Club filing cabinet.

Section 6. Duties of the Competition Test Chair. The Competition Test Chair will be appointed by the Board of Directors and will serve for 3 years. The Competition Test Chair may be reappointed by the Board of Directors after the term expires. The duties of the Competition Test Chair will include the following:

- Serve as chair of competitions and tests.
- Actively seek opportunities for new competition experiences.
- Keep and maintain accurate competition and test records for the Club.
- Actively recruit prospective competition and test judges and assist in their training.
- With Board approval, sign contracts pertaining to competitions with U.S. Figure Skating as well as contracts with hotels and vendors pertaining to competitions awarded to Salt Lake Figure Skating.

- Send test reports to U.S. Figure Skating and to test chairs of other Clubs in the Intermountain Interclub Association.

Section 7. Members at Large. The members at large will be appointed by the Board of Directors from the elected Board of Directors and will serve for 1 year. These members will serve as co-chairs for committees and can continue taking on certain specific responsibilities as needed.

ARTICLE V Board of Directors

Section 1. Number of Members. There will be a Board of Directors composed of 7 to 9 members at any given time of the Club.

Section 2. Composition of the Board. Members of the Board of Directors must be (i) residents of the State of Utah, (ii) aged 18 or older, (iii) home Club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating, and (iv) voting members of the Club. In addition, no more than two judges may sit on the Board at any given time and no persons employed as a coach may serve on the Board of Directors at any time.

Section 3. Term of Office. The term of office for any board member is 3 years. Vacated Board positions will be filled by majority vote of the General Membership of the Club each year at the Spring General Membership Meeting. A member may be reelected at the Spring General Membership Meeting to serve an additional term of 3 years if that Board member's term of office is concluded. No member may be elected or appointed to serve on the Board of Directors for more than 9 consecutive years, but may become eligible again after one fiscal year. Upon resignation, removal from office, or death of a Board member before that member's term has expired, the Board of Directors will appoint a new member to serve out the remainder of the vacated term of office. The remaining time of the current fiscal year will NOT run against the appointed board member. No more than one member of an immediate family may serve on the Board of Directors at the same time.

Section 4. Method of Election. At least 30 days in advance of each Spring General Membership Meeting, the President will appoint a nominating committee consisting of no less than 2 of the Board members whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee determines a list of nominees to stand for election as Board members to fill the positions of those Board members whose terms will expire at the annual meeting. Their report should be made to the Board of Directors not less than 15 days prior to the Spring General Membership Meeting. The report of the nominating committee and the notice of the Spring General Membership Meeting will be e-mailed to the voting membership and also will be posted on the bulletin board not less than 10 days prior to the election. Candidates may also be nominated from the floor at the Spring General Membership meeting and the combined list will then be voted on by the eligible voting members of the Club. Only those who have been either a voting member in good standing for at least one year or are the parent of a child who has been a full member in good standing for at least one year prior to election may be nominated to the Board of Directors. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The

candidates receiving a majority vote will be the new members of the Board of Directors. Tellers for the counting of votes will be 3 in number and will be appointed by the nominating committee from the membership present at the time of election.

Section 5. Duties of the Nominating Committee. The nominating committee will take charge of the entire election procedure. This will include 1) the notification of the election meeting, 2) the printing, distribution, and collecting of the ballots, 3) conducting the election during the Spring General Membership Meeting, and 4) any other duties related to the elections.

Section 6. Board Member Limitation. The office of a Board member will be vacated under one of the following conditions: a) if 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 any 4 meetings of the Board of Directors in 1 fiscal year or d) any other condition that violates these Bylaws.

ARTICLE VI Powers and Duties of the Board of Directors

Section 1. Meetings. The Board of Directors will meet at least once every month. The day of the month will be chosen by the Board of Directors. Board members may give their proxy vote to other members of the Board of Directors concerning matters coming before the Board. No one Board member will have the proxy vote for more than 1 absent Board member. Any 3 members of the Board of Directors may call a special Board meeting upon written notice to all the members of the Board of Directors at least 3 days prior to the meeting. The communication will state the date, time and place of the meeting, purpose for which the meeting is called, and the name of the 3 members requesting the meeting. The notice will also be posted on the Club's bulletin board located at the Salt Lake City Sports Complex and also on the Club's website.

Section 2. Quorum. A majority of the Board of Directors will constitute a quorum.

Section 3. Authority. The Board of Directors will have entire authority in the management of affairs and finances of the Club and will have general control of all its property. All rights and powers connected therein will 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 will be deposited in the name of the 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 will make such rules as they deem proper for the government of the Club. Penalties for offenses against the Club rules and procedures for appeals to those penalties will be consistent with the U.S. Figure Skating policies.

Section 6. Audits. There will 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. The Board of Directors may audit records of the Secretary and of the Committee.

Section 7. Indebtedness. The Board of Directors will have power to limit the indebtedness of a member of the Club to the Club. Members in arrears for dues or those others who have indebtedness in default to the Club will 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 will be notified by e-mail or by U.S Postal service by the Secretary and/or Treasurer at his/her last known address. If the amount due is not paid in full within 30 days thereafter, the name of the delinquent will be reported by the Secretary or Treasurer to the Board of Directors at their next meeting. The Board of Directors may drop from the roll the name of such delinquent members. A member dropped from the roll for nonpayment of dues, or their indebtedness may upon payment of the same, at the discretion of the Board of Directors, be reinstated to the previous class of membership.

Section 9. Revenues and Expenditures. The Board of Directors will prepare and approve annually a budget.

Section 10. Drop and Reinstatement to Membership. The Board of Directors may, as hereinafter provided, drop from the roll any delinquent member of the Club and also may reinstate such members according to the bylaws of Salt Lake Figure Skating.

Section 11. Readmit to Membership. The Board of Directors may, at a regular meeting, readmit to membership upon payment of dues, any former member whose resignation has been fully accepted. No rejected candidate will be again proposed for reinstatement within 6 months after rejection.

Section 12. Delegates. The President will have the option of being a delegate to the annual U.S. Figure Skating Governing Council and will propose additional delegates to be approved by the Board of Directors. Delegates will report back to the Board of Directors the proceedings of the Governing Council.

Section 13. Majority Vote. Except as otherwise provided, all questions will be determined by a majority vote.

ARTICLE VII Standing Committees

Section 1. Standing Committees. The President of the Club will appoint the chairperson for each of the standing committees with authority over them

Section 2. Names. The standing committees will be established as required to meet the objectives of the Club as outlined during the Annual Strategic Meeting.

Section 3. Board Meeting. Any chairperson 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.

ARTICLE VIII Membership

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

Section 2. Classes of Membership. The Board of Directors will approve classes of membership annually in accordance with the guidelines established by U.S. Figure Skating.

Section 3. Application for Membership. Applications for membership will be subscribed to by the candidate and state his/her name, occupation and address. An agreement to comply with all Standing Rules, Code of Conduct, Volunteer Agreement, and By-Laws together with a check for the applicant's membership fees due to the Club will be submitted with the application. All applications will be submitted to the Board of Directors for approval. E-mail is the Club's primary source of communication for invoicing and keeping members up to date with meetings, events, and notices. A valid e-mail address must be supplied on all forms.

Section 4. Membership Fees. All membership fees will be set by the Board of Directors and announced no later than the Spring General Membership Meeting. In addition, competition fees, test fees, ice fees and any other fees paid for skating to the Club or any other U.S. Figure Skating member Club must be current. If not, the skater is not in good standing and will not be allowed to test, compete or exhibit.

Section 5. Privileges. Only those who have been admitted as members in the Club, remain in good standing with the Club and the U.S. Figure Skating, and conduct themselves according to the purposes for which this Club was organized, will be entitled to the privileges of the Club. The rights and interest of a member in the privileges of the Club will terminate with the period of his/her membership

Section 6. Resignation. Any member not in arrears for fees or other indebtedness, may tender a written resignation for his/her membership to the Secretary, who will report it at the next scheduled meeting of the Board of Directors for their action.

Section 7. Lifetime Members. A Lifetime member will have all the rights of Full membership.

Section 8. Sportswear/Logo. The logo of the Club is copyrighted and property of the Club. To ensure integrity of the logo, Club jackets will have the logo embroidered at the Club's specified embroidery facility.

ARTICLE IX Club Meetings

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

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

Section 3. Quorum. The presence of 20 percent of the eligible voting membership will constitute a quorum for the transaction of business.

Section 4. Notices. The Secretary will post notices of stated and special General Membership meetings at least 10 days before the meeting. The notice will be posted on the Club's bulletin board located at the Salt Lake City Sports Complex, and also on the Club's website.

Section 5. Special Meeting Limitation. No business will be transacted at a special meeting except that of which notice was given.

Section 6. Order of Business. At annual, special, and Board of Directors and all other Club meetings the order of business will be observed in accordance with Robert's Rules of Order, as most recently revised.

Section 7. Majority Vote. Except as otherwise provided, all questions will be determined by a majority vote.

ARTICLE X Parliamentary Order

Section 1. Robert's Rules of Order, as most recently revised, is designated as the parliamentary authority to be deferred to in all questions of procedure not defined by these bylaws.

ARTICLE XI Amendments to the Bylaws

Section 1. Procedure for Amendments. Amendments proposed to these bylaws may be acted upon at an annual or special General Membership meeting, provided that the notice of the meeting specifically states the proposed amendments, and is posted for at least 10 days before the meeting. The notice will be posted on the Club's bulletin board located at the Salt Lake City Sports Complex, as well as on the Club's website. In certain instances, an eligible member may propose amendments to the bylaws from the floor of the meeting to be voted on by those members present. Amendments to these bylaws will be made by a two-thirds vote of the eligible members present at the meeting that represent the quorum and will not be made in conflict with the Articles of Incorporation of the Club.

ARTICLE XII Indemnification

The 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 will be deemed its agent for the purposes of the Article and will be

indemnified by or on the behalf of the Club against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is 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 an action by right of the 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 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. Complaints. 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, may report the same in writing to the Board of Directors. Such complaints will 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 of Directors will be held as soon as practical to investigate it. The complainant and the member complained of will receive at least 7 days notice of such meeting from the Secretary. The Secretary will e-mail copies thereof to the complainant or complainants, and to the member complained of. An appeal from the decision of the Board of Directors may be taken to the Club within 7 days thereafter by serving upon the Secretary written notice of such appeal. A special Membership Meeting will thereupon be called for the consideration of the case, and a two-thirds (2/3rds) vote of the voting members present will be necessary to reverse the decision of the Board of Directors.

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

- 1) Failure and/or refusal to obey the rules and regulations of the Club Code of Conduct or U.S. Figure Skating.
- 2) Conduct such as would tend to bring the Club and/or its members into dispute.
- 3) Conduct inconsistent with the best interests of the Club and/or its members.
- 4) Failure or refusal to pay dues in arrears or other indebtedness after the member has been removed from good standing by the Board of Directors and notified of such indebtedness.

A member may be suspended by a resolution of the Board of Directors. No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows. The member will be given not less than 14 days prior written notice of the expulsion, suspension, or termination and the reasons thereof. The member will have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than 7 days before the effective date of the expulsion, suspension, or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended is liable to the Club for dues, assessments, or fees incurred or commitments made prior to expulsion. The

provisions of Article XIII Section 2 apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter being subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges of U.S. Figure Skating.

No dues or fees or parts thereof will be refunded to a member suspended or expelled by the Board of Directors.

ARTICLE XIV Dissolution

Section 1. The affairs and activities of the Club will always be conducted in such a manner that no part of its earnings will accrue to the benefit of any one member, officer or other individual; that no substantial part of its activities will involve perpetuating propaganda, or otherwise attempting to influence legislation; and that it will not participate 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 the dissolution of the Club, any and all funds and other property then owned by it will be distributed to or for the use of such charitable or educational organizations meeting the requirements of Section 501(C)(3) of the Internal Revenue Code or any amendment thereof or successors thereto then in force, as the officers will then select and determine.

ARTICLE XV Code of Ethics

Section 1. Members are to be thoroughly familiar with the rules of the 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 acts, 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 Club.

Section 2. Members are to be thoroughly familiar with the latest U.S. Figure Skating Rule Book and its published Skater's Code of Ethics, and Athlete's Code of Conduct.

ARTICLE XVI Standing Rules

Section 1. Awards for Tests Passed.

All patches for every test are purchased by the Club hosting the test and presented to the skater at the test, if the test is passing. Other pins, emblems and ribbons can be purchased by the member from U.S. Figure Skating through the Test and Competitions Chair. The names of those members who have passed their Gold Freestyle, Gold Dance, or Gold MITF will be engraved on the Salt Lake Figure Skating Award Plaque.

Section 2. Skater Recognition Program. Salt Lake Figure Skating Skater Recognition Program provides financial recognition to eligible Club members to offset the high cost of training. For specific details and qualifications, please refer to SOP-0100, SLFS Skater Recognition Program.

Section 3. US Figure Skating Association Rules.

Any U.S. Figure Skating Association Rule which is MORE RESTRICTIVE than those set forth in these bylaws will supersede said bylaws. Any U.S. Figure Skating rule which is LESS RESTRICTIVE than those set forth in these bylaws may be superseded by said bylaws.