

VACA VALLEY FIGURE SKATING CLUB, INC.

BYLAWS/ARTICLES OF INCORPORATION

Member club of the United States Figure Skating Association

ARTICLE I

Name and Corporation

Section 1. The Organization shall be known as the Vaca Valley Figure Skating Club, Inc.

Section 2. The Club was incorporated under the laws of the State of California on August 3, 2000.

Section 3. The officers of the Club shall be the officers of the Incorporated Organization.

Section 4. The Corporation shall have its headquarters at 551 Davis Street, Vacaville, California, 95688. The mailing address is P.O. Box 2936, Vacaville, California 95696-6375.

ARTICLE II

Purpose

Section 1. The purpose of the Corporation shall be to foster, encourage and advance participation in ice skating by all persons without discrimination on basis of race, color, age, religion, gender or national origin, and particularly to encourage the education of all persons in ice skating. And also to:

- a) To be a member club of the United States Figure Skating Association (USFSA) and register all home club members, except Associate Members, with the USFSA.
- b) To follow the Objectives, Rules and Regulations of the USFSA and to apply these rules to Corporation Members in a fair and impartial manner with due process.
- c) To acquire and provide ice skating session time for Corporation members.
- d) To organize and foster Corporation activities, such as ice skating sessions for specific skating purposes and activities of interest on these sessions.
- e) To conduct USFSA and International Skating Union (ISU) ice skating tests.
- f) To sponsor and support ice skating competitions, shows, exhibitions and other events of interest.
- g) To disseminate information locally regarding ice skating and local, regional, sectional and national ice skating activities.
- h) To insure that the foregoing are within the meaning of Section 501(c)3. of the United States Internal Revenue Code, as amended.

ARTICLE III

Officers

Section 1. Titles. The officers shall be the President, Vice President, Secretary and a Treasurer. All officers shall be registered and eligible members of the USFSA who do not earn monies from ice skating and have designated the Corporation as their home club.

Section 2. Duties of the President

- a) The President shall be the chief officer of the Corporation and shall preside over all meetings of the members and the Board.
- b) The President shall have the power to call special meetings.
- c) The President shall control the entire supervision and management of the Corporation and its property with the approval of the Board.
- d) The President shall appoint committees and, with the approval of the Board, shall confer such powers as may be necessary to accomplish the committee purposes.
- e) The President shall be an ex-officio member of all committees except the nominating committee and the judges of election.
- f) The President shall have the power to suspend any member for violation of these Bylaws or other regulations of the Corporation, with the approval of the Board, and to set hearings on the matter.
- g) The President shall, with one other officer, sign all agreements and contracts made by the Corporation, with the approval of the Board.

Section 3. Duties of the Vice President.

- a) The Vice President shall assist the President in the discharge of the duties of that office and in the absence of the President shall assume and perform the duties of the President.
- b) In the absence of both the President and the Vice President, the Board shall elect from the Board membership a temporary chair to perform the duties of the President.

Section 4. Duties of the Secretary.

- a) The Secretary shall keep minutes of meetings of the Corporation and of the Board, shall act as corresponding secretary of the Corporation and the Board, and shall issue notices of the meetings of the Corporation and Board.
- b) In the absence of the Secretary, the Board shall appoint from the Board membership a temporary secretary to perform the duties of the secretary.

Section 5. Duties of the Treasurer.

- a) The Treasurer shall have the responsibility for the financial affairs of the Corporation, supervise the membership records, receive all monies on behalf of the Corporation and, with the approval of the Board, select a depository for them.
- b) The Treasurer shall pay all Board authorized bills and debts of the Corporation with the countersignature of another Corporation officer.
- c) The Treasurer shall keep records and documentation for all corporate financial transactions and prepare or oversee the preparation and filing of all forms required by law.

- d) The Treasurer shall report at each Board meeting to the Board on the status of all accounts and to make an annual financial and budget report to the members and the Board.
- e) The Board may appoint any qualified individual to assist the Treasurer or to handle special funds of the Corporation. That individual shall be responsible to the Treasurer for the handling of these funds and the reporting of all transactions to the Treasurer.
- f) In the absence of the Treasurer, the Board shall appoint from the Board membership a temporary Treasurer to perform the duties of the Treasurer.

ARTICLE IV

Board of Directors

Section 1. Qualifications. Directors must be Full Members of the corporation, eighteen (18) years of age or older, who have designated the corporation as their Home Club under the applicable rules of the United States Figure Skating Association.

Section 2. Number of Members. There shall be a Board of Directors composed of nine (9) qualified members of the Corporation. A maximum of one (1) ineligible or restricted member may be on the Board of Directors.

Section 3. Term of Office. A term of office begins immediately following the annual election of directors and officers. One third of the Board shall be elected each year by a vote of the membership eligible to vote, and they shall serve for a period of three years. A member of the Board of Directors may serve a maximum of three (3) consecutive terms. Immediately upon finishing their term, they are to turn over all Club files in their possession to the Secretary.

Section 4. Vacancies of Unexpired Terms. In the event of a vacancy on the Board of Directors due to resignation, or other cause, prior to expiration of term, it shall be filled by a vote of the remaining directors with either a qualified Member in good standing or other interested individual that can meet the qualifications in Section 1 above within thirty (30) days of the vote. Such appointed Director shall fill the unexpired term of the vacated Director position.

Section 5. Quorum. A simple majority of the Board shall constitute a quorum for matters of conducting business.

Section 6. Meetings. The Board of Directors shall meet at least once in every month during the skating season, with no less than nine (9) meetings during the calendar year. The dates of such meetings shall be set by the Board of Directors in advance and shall be posted on the Club bulletin board or other public venue.

The President or any four (4) directors may call a special meeting of the Board of Directors by notifying the Secretary at least seven (7) days prior to the meeting. The notice shall state the date of the meeting, the purpose of the meeting and the names of the four (4) directors requesting the meeting. This notice shall be sent out to all Board members. An agenda must be in place for all meetings. The meetings will be run according to Robert's Rules of Order.

Section 7. Authority. The Board shall have general power in the management of all things advisable for the best interests and welfare of the Corporation and its members; shall have entire authority in the management of the affairs and finances of the Corporation 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 corporate property; prescribe rules for the admission of guests; 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 Test Chair and any other committee chairs as the Board may choose to create from time to time. The Board shall not be held liable for the commission or omission of any act in good faith.

Section 8. Financial Duties. All appropriations from the funds of the Corporation shall be made by the Board of Directors. The Board of Directors shall audit records of the Secretary, Treasurer and other committees. They shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same. The Board shall be responsible for having the Treasurer file federal and state income tax returns yearly and perform any other duties deemed necessary by the Board. The Board shall have power to limit the indebtedness of a member of the corporation. Any income in excess of expenses shall remain the property of the Corporation and shall be used to accomplish the purposes of the Corporation and shall not be used to benefit any individual member.

Compensation of Directors - Directors shall not receive any salary for their services as Directors, but, by resolution of the Board, expenses may be allowed for attendance at meetings attended on behalf of the Corporation.

Section 9. Board Member Limitation. The office of the board member shall be ipso facto vacated:

- a) If he/she is found to be mentally incapacitated.
- b) If he/she is convicted of a felony.
- c) If by notice in writing to the Corporation he/she resigns their position.
- d) If he/she fails to attend three (3) consecutive Board meetings without properly notifying the Board in advance.

Section 10. USFSA Delegates. The Board shall appoint from among its eligible registered members a number of delegates in proportion to the total number of registered members of such club during the preceding fiscal year as specified in the USFSA Bylaws. The delegate(s) shall be representative(s) between the club and the Association and shall attend the USFSA Governing Council meeting, either in person or by proxy. Said club shall file a certificate of such appointment with the Association and the certificate is provided by the Association.

ARTICLE V

Elections

Section 1. Time. Elections, for which officers and directors are chosen, shall be held during the month of May.

Section 2. Nomination Process.

- a) Notification. Notification of vacancies on the Board of Directors due to expiring terms will be posted to the Corporate bulletin board sixty (60) to ninety (90) days in advance of the Annual Corporate Meeting. Such notification will include the date by which nominations must be submitted.
- b) Nomination. Any individual wishing to serve on the Board of Directors is to provide written notification of such interest to the current President, Vice President or Secretary at least forty-five (45) days in advance of the Annual Corporate Meeting. Full club membership is not required to be considered for a seat on the Board or to be placed on the ballot and voted upon. However, full club membership must be obtained within thirty (30) days following the successful election to a seat on the Board and such membership must be maintained for the entire duration of Board service.
- c) Validation. The current Board will validate eligibility of all individuals providing written notification of interest to serve on the Board per the terms of Article IV, Section 1.
- d) The names of validated individuals will be placed on the ballot and voted upon by the voting membership.
- e) Write-in votes for individuals shall be validated as per above item c).

Section 3. Voting. Ballots shall be mailed to all voting members, at least fifteen (15) days prior to the date set for counting votes. Corporation members may cast their ballots by mail, addressed to the Secretary or in person at a meeting held solely for the purpose of counting the ballots. Ballots not received in the mail or in person at the meeting in time to be counted, shall be considered invalid. The meeting will be open to all members and the actual counting of the ballots shall be conducted under the supervision of the Secretary or other such person as the Board of Directors may designate. Candidates receiving the most votes in descending order will be elected to fill available Board vacancies, i.e. the candidate that receives the most votes will fill the first vacancy, the candidate that receives the next highest number of votes will fill the second vacancy, and so on.

Section 4. Election of Officers. The Officers will be elected by the Board of Directors at a special Board Meeting. At this special Board Meeting, each Director will make it known which office they wish to occupy. A vote will be taken for each office as to who will fill each office. The Director with the most votes for the office he/she desires will become the Officer and subject to all the Corporate Bylaws, forthwith.

Section 5. Notification. At the conclusion of the Special Board Meeting, the Corporate Secretary will:

- a) Post the names of the new Corporate Officers and Board of Directors on the Corporate Bulletin Board.
- b) Notify the United States Figure Skating Association (USFSA) of the new Officers and Directors.
- c) Notify the Central California Inter-Club Association of the new Officer's names.

Section 6. Records. The Secretary shall preserve the records of an election in a secure place for at least one (1) year from the counting of the ballots.

ARTICLE VI Membership

Section 1. Candidates for membership shall be individuals interested in the objects of the Corporation and who can conform to the rules and constitution of the United States Figure Skating Association and have not previously had their privileges revoked by the Manager of the Vacaville Skating Center, the Vaca Valley Figure Skating Club, Inc. Board or Assigns.

Section 2. Categories of Membership

- a) Full Member - Members who designate the Corporation as their home club with the United States Figure Skating Association. They shall have all privileges. If eighteen (18) years of age or older Full Members have VVFSC voting rights.
- b) Additional Family Member - Full club membership for one (1) additional skater in the same immediate family as a Full Member in item a) above. Additional Family Members designate the Corporation as their home club with the United States Figure Skating Association.
- c) Associate Member - Members whose home club is another United States Figure Skating Association club. They shall have restricted skating privileges only.
- d) Club Coach Member - Membership for skating professionals who designate the Corporation as their home club with the United States Figure Skating Association. Not eligible for Competitor Support Funds.
- e) Non-Skating Member - Members who wish to belong to the club in a non-skating capacity and designate the Corporation as their home club with the United States Figure Skating Association. They will not be certified for competition or tests but will be allowed voting privileges if eighteen (18) years of age or older.
- f) ½ Year Member – Membership available at a prorated price and only available January through June of each year. Not eligible for Competitor Support Funds and does not have voting privileges.
- g) Special Olympics Member - Members must be in a “Special Needs” program and designate the Corporation as their home club with the United States Figure Skating Association. They will be certified for “Special Olympics” classes in competition and “Special Olympics” tests.
- h) Honorary Member - Membership in title only with no privileges other than that specifically bestowed by a unanimous vote of the Board of Directors.

Section 3. Application for Membership

- a) Application for membership shall consist of a completed application form with the proper fee received by the Corporation. Membership commences with the acceptance of the application by the Corporation and is effective through the last day of the next June.

Section 4. Acceptance of Obligations

- a) By accepting the benefits of Corporation membership, each member or their parent or guardian contracts to pay all required dues or fees for the entire term of membership.

Section 5. Resignation from Membership

- a) Resignation from membership in the Corporation shall be effective with the Board's receipt and approval of the notification.
- b) The member remains contractually obligated for all dues and fees owed to the Corporation unless released by the Board.

Section 6. Termination & Suspension of Membership

- a) Any membership may be terminated by a majority vote of the Board of Directors. Proper notice shall be given to said member, parent or guardian by registered mail at the address as it appears on the Corporation records within ten (10) days of the termination.
- b) The notice shall contain a written statement of the charges in reasonable detail along with the time, date and place where a hearing will be held by the Board not less than ten (10) days nor more than thirty (30) days from the date of the notice. The member, parent or guardian shall have the right to answer the charges and offer a defense at the hearing.
- c) Within ten (10) days of the hearing, the Board shall notify the member in writing of its decision. The decision of the Board is final.
- d) The member remains contractually obligated for all dues and fees owed to the Corporation unless released by the Board

Section 7. Suspension for Non-Payment of Dues or Fees

- a) All rights of a member shall be suspended for non-payment of dues or fees. These rights may be restored upon receipt by the Corporation of all dues or fees owed to the Corporation and approval by the Board.

ARTICLE VII Corporate Meetings

Section 1. Time. There shall be at least one annual stated Corporation membership meeting each year.

Section 2. Special Meetings. The Secretary shall call special meetings at the direction of the Board of Directors or upon written request of ten (10%) percent of the Corporation members in good standing.

Section 3. Quorum. A simple majority of all members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business.

Section 4. Notices. Notices of stated and special meetings shall be mailed by the Secretary to every member at least ten (10) days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Corporation bulletin board.

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

ARTICLE VIII Instructors, Choreographers and Other Skating Consultants

Section 1. Admission or Employment of Instructors, Choreographers & Skating Consultants

- a) No instructor, choreographer or skating consultant shall give instruction during any Corporate sponsored session without prior approval of the Board and be currently employed by the Vacaville Skating Center or have the express permission of the Manager of the Vacaville Skating Center.
- b) The Board may at any time contract with any instructor, choreographer or skating consultant on any terms it deems advisable.
- c) Any instructor, choreographer or skating consultant so contracted with or admitted to teach on Club sessions shall sign an agreement to uphold the Club bylaws and rules and give evidence of current liability insurance coverage of \$1,000,000 naming the Vaca Valley Figure Skating Club additional insured.
- d) A current certificate of liability insurance must be presented to and accepted by a Club officer, Board member or session chair prior to teaching or skating on any Club session.
- e) Teaching on corporate sponsored sessions is a privilege, not a right or an entitlement. That privilege may be revoked at any time by the Vaca Valley Figure Skating Club Board or their Assigns. The revocation of those privileges will remain in effect until due process has been completed as per Article VI, Section 6 of this document.

Section 2. Instructors, Choreographers & Skating Consultants Skating Privileges

- a) Instructors, choreographers & skating consultants approved by the Board may skate a Club session without payment of fees provided they are giving professional instruction to one or more session members during that session.
- b) Instructors, choreographers & skating consultants who skate a session without instructing session members become subject to Club rules regarding guests.

Section 3. No Club Liability for Instructors, Choreographers & Skating Consultants

- a) Members shall have the right to arrange for private instruction with any instructor, choreographer or skating consultant employed by or admitted to Club sessions by the Board, provided the Club shall not be responsible for such arrangements.
- b) Any instructor, choreographer or skating consultant employed by or admitted to Club sessions the Board shall agree to hold the Vaca Valley Figure Skating Club, the officers and members of the Board of Directors of said Club harmless of any liability resulting from bodily injury, property damage, defamation of character or financial arrangements in which they may be directly or indirectly involved.

**ARTICLE IX
Discipline**

Section 1. Complaints. Any member or members having complaint against another member or anyone in the ice skating community for the infraction of any law or rule or for conduct injurious to the Corporation, 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 or witnesses, if any. After receiving such complaint, a meeting of the Board of Directors 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. The complaint will remain in effect until due process has been completed as per Article VI, Section 6 of this document.

**ARTICLE X
Fees, Dues & Assessments**

Section 1. The Board of Directors shall set dues for each class of membership each year. The Board of Directors shall set fees for Corporate Sessions, which may be in addition to the membership dues. The Board of Directors shall make any and all assessments deemed necessary to ensure the proper running of the Corporation.

**ARTICLE XI
Fiscal Year**

Section 1. The fiscal year shall run from July 1 through June 30 or until such time as the Board of Directors adopts a different fiscal year.

ARTICLE XII
Membership in the United States Figure Skating Association (USFSA)

Section 1. The Corporation/Club shall retain and 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. The Corporation shall follow the provisions of the United States Internal Revenue Code.

ARTICLE XIII
Amendments to Bylaws

Section 1. These bylaws or any part thereof may be amended or repealed by a two-thirds affirmative vote at a regular annual meeting of the voting members provided a thirty (30) day notice of the general nature of the proposed amendment(s) has been mailed to all voting members. Proxies may be used for voting purposes.

ARTICLE XIV
Dissolution

Section 1. Upon dissolution of the corporation, its assets remaining after payment or provision of payment of all debts and liabilities of the corporation shall be distributed as cash payments equally and without prejudice to all qualifying members. Qualifying members are hereby defined as current members in good standing who have designated VVFSC as their “Home Club”, AND are listed on the USFS club roster, AND have been members in good standing for a minimum of twelve (12) full months preceding the date of dissolution.

Section 2. Further, no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.