

Pasadena Figure Skating Club Bylaws

ARTICLE I NAME, EXISTENCE, OFFICES

Section 1.1 NAME: The name of this organization is the Pasadena Figure Skating Club (PFSC), referred to in these bylaws as the "Club".

Section 1.2 INCORPORATION: The Club shall be reorganized in 2007 as a nonprofit organization under the laws of the state of California and shall be governed by California's nonprofit corporation law.

Section 1.3 MEMBERSHIP IN U.S FIGURE SKATING: The Club has been formed to be a member of the United States Figure Skating Association ("U.S. Figure Skating"), to exist for the purposes specified in Article II of these bylaws. As such, the Club and its members shall be subject to and abide by the bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time to time by U.S. Figure Skating.

Section 1.4 OFFICES: The principal office/headquarters of the Club shall be located at the Pasadena Ice Skating Center, Pasadena, California.

ARTICLE II PURPOSES

The purposes of the Club are to foster the sport of figure skating on ice; encourage the instruction, practice and advancement of its members in any or all figure skating disciplines; to cultivate a spirit of fraternity among its skating members; to sponsor, produce or operate U.S. Figure Skating sanctioned competitions, events, ice shows, and programs; and to conduct its affairs in accordance with the bylaws, official rules, policies and procedures of U.S. Figure Skating.

ARTICLE III MEMBERSHIP

Section 3.1 MEMBERS: The Club shall have members who are interested in the purposes of the Club and who are registered with U.S. Figure Skating. Membership qualifications, classifications, voting rights, other rights or privileges in connection with Club governance, and application procedures will be established by the Board of Directors. Club members shall be required to abide by, and to conduct themselves in a manner consistent with, the bylaws, rules, policies and procedures, code of conduct and code of ethics of U.S. Figure Skating.

Section 3.2 DUES: The Board of Directors may establish, as it shall deem necessary and appropriate, membership dues and/or other assessments, along with procedures for payment and collection. The board shall have the power to limit the indebtedness of a member of the club. No member in arrears for dues or other indebtedness shall be eligible to vote, hold office, or to participate in any club test session or competition and may, after being duly notified by, and at the discretion of the Board of Directors, be dropped from the membership roll.

Section 3.3 BOARD APPROVAL FOR COMPETITION AND EXHIBITION: No member of the Club shall enter a competition or exhibition in the name of the Club without the approval of the board of directors or someone given this authority by them.

Section 3.4 RESPONSIBILITIES FOR GUESTS: Members shall be responsible for the conduct and indebtedness of all persons admitted to Club activities at their request.

Section 3.5 TERMINATION & SUSPENSION OF MEMBERSHIP: Membership may be terminated or suspended by the Board of Directors for failing to pay dues or other indebtedness to the club, or for violating the bylaws, rules, policies or regulations of the club. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, service or benefits actually rendered, dues, assessments, or fees rising from contract or otherwise. Involuntary termination and/or suspension of membership shall occur only after following procedures set forth in Article IX, Discipline.

Section 3.6 HONORARY MEMBERS: Honorary members may be elected by the Board of Directors with a vote of at least 2/3 of those present at the meeting.

An honorary member shall not be obligated to pay Club dues and/or assessments. They may represent the Club in exhibitions and participate in ice skating sessions under the same rules governing active members, but may not represent the Club in any competitions. Honorary members have no voting privileges, unless otherwise provided. They shall not be nominated or elected to office as a member of the Board of Directors, but may be appointed by the Board to fill a vacancy. They shall have no claim on the assets or property of the club.

ARTICLE IV CLUB MEETINGS

Section 4.1 ANNUAL MEETING: The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such

other business that may come before the meeting, at a time, date, and place determined by the Board of Directors. If no place is stated, the meeting shall be held at the Club's principal office. Failure to hold an annual meeting shall not constitute grounds for a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 4.2 SPECIAL MEETINGS: Special meetings of the Club may be called at any time by the Board of Directors, the President or upon the written request of five (5) Club members in good standing. The purpose of any special meeting of the members shall be stated in such notice and only business within the purpose described in the notice may be conducted.

Section 4.3 QUORUM: Twenty percent (20%) of all members who are entitled to vote and are in good standing shall constitute a quorum for all transactions of business at the stated annual meeting and at any special meetings.

Section 4.4 NOTICES: Notices of stated annual 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 Club bulletin board at its principal office.

Section 4.5 ACTION WITHOUT A MEETING:

- (a) By Unanimous Consent: Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent that sets forth the action in writing is signed by all of the members entitled to vote with respect to the subject matter and is received by the Club.
- (b) By Written Ballot: Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action, provide an opportunity to vote for or against the proposed action and specify the time by which the ballot must be received by the Club in order to be counted.

Section 4.6 DELEGATES TO THE U.S. FIGURE SKATING GOVERNING COUNCIL: Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications set forth in the U.S. Figure Skating bylaws. The Club's Board of Directors shall appoint the requisite number of delegates, as determined by U.S. Figure Skating, and the appointed delegates shall attend the Governing Council meeting, either in person or represented by proxy.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 GENERAL POWERS AND QUALIFICATIONS

(a) Powers: The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided by California Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.

(b) Qualifications: Directors must be:

1. At least eighteen (18) years old
2. Registered with U.S. Figure Skating
3. Voting members of the Club who have designated the Club as their Home Club under the applicable rules of U.S. Figure Skating.
4. Eligible persons, as defined in the eligibility rules of U.S. Figure Skating, except that one ineligible person, one restricted person and coaches with eligible status may serve as Directors of the Club as long as, collectively, they do not constitute a majority of the total number of Directors

Section 5.2 NUMBER OF MEMBERS: The number of directors of the Club shall be determined by the Board of Directors from time to time, but shall at no time be fewer than five (5) nor more than fifteen (15).

Section 5.3 TERM OF OFFICE: Directors shall serve a term of one year.

Section 5.4 NOMINATION AND ELECTION OF DIRECTORS: At a time reasonably in advance of each annual meeting of the Club, the President shall appoint a nominating committee consisting of no less than three (3) directors. The nominating committee shall determine and present to the members, at least two weeks prior to the annual meeting, a list of nominees to stand for election as directors. Additional nominations may be made by any voting member at the time of the annual meeting, and any such nominee must indicate in person or in writing his or her willingness to serve if elected. The members shall, by a majority vote of the required quorum set forth in Section 4.3, elect the requisite number of directors from among the list of nominees.

Section 5.5 RESIGNATION: A director may resign at any time by giving written notice of resignation to the Club. The resignation is effective when such notice is received by the Club, unless the notice specifies a later effective date.

Section 5.6 REMOVAL: Directors elected by voting members or directors may be removed with or without cause by a 2/3 vote of the Board of Directors. Any director who accumulates three unexcused absences from regular meetings of the Board of Directors during one year may be removed for cause. The board shall have the power to suspend or expel any member of the Board for violations of the Articles of Incorporation and/or bylaws or for conduct that they deem

unethical or improper, but no member shall be expelled or suspended without the right to a hearing.

Section 5.7 VACANCIES: Any vacancy occurring among the directors may be filled by the affirmative vote of the remaining directors, though less than a quorum. A director elected to fill a vacancy shall be elected for the un-expired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by a vote of the members.

Section 5.8 MEETINGS: The Board of Directors shall hold at least 6 regular meetings per year to conduct the business of the Club. Special meetings of the Board may be called by the President, or any three (3) directors, at a place designated by them, provided that notice stating the place, day and hour is given to each director at least five (5) days before the date fixed for that meeting. Members of the Board of Directors or any of its committees may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment, by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 5.9 QUORUM: A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting in which a quorum is present shall be the act of the Board of Directors. If a quorum is present for any part of the meeting, business can be transacted by a majority vote of those directors present. No director may vote or act by proxy at any meeting of directors.

Section 5.10 ACTION WITHOUT A MEETING: Any action required by law or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Board votes for that action in writing. The action shall only be effective if there are writings which describe the action, are signed by the directors that voted, are received by the Club and filed with the minutes.

Section 5.11 COMPENSATION: Directors shall not receive compensation for their services as such or for their attendance at board meetings. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 5.12 EXECUTIVE and OTHER COMMITTEES: The Board may designate from among its directors an executive committee of the Board, as well as one or more committees of the Club. Each of these committees shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by California Nonprofit Law. Rules governing meetings of any

committee shall be established by the Board of Directors or, with its permission, by the committee itself.

ARTICLE VI OFFICERS

Section 6.1 NUMBER AND QUALIFICATIONS: The elected officers of the Club shall be a President (who shall also serve as the Chairman of the Board), one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers must be directors of the Club and, therefore, must meet the qualifications of directors as set forth in Section 5.1 of these bylaws.

Section 6.2 NOMINATION, ELECTION AND TERM OF OFFICE: Nominees for Club officers shall be determined by the nominating committee and presented to the members, as described in Section 5.4. Additional nominations may be made by any voting member at the time of the annual meeting, and any such nominee must indicate in person or in writing his or her willingness to serve if elected. The members shall, by a majority vote of the required quorum set forth in Section 4.3, elect the officers from among the list of nominees. Officers shall hold office for a period of one year or until the officer's successor has been duly elected.

Section 6.3 RESIGNATION, REMOVAL, VACANCIES AND COMPENSATION: Sections 5.5, 5.6, 5.7 and 5.11 are also in force for and fully apply to officers.

Section 6.4 AUTHORITY AND DUTIES OF OFFICERS: The officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) President: The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors and Club, and shall perform all other duties incident to the office of the president and chairman. The President shall be responsible for the supervision and management of the club and its property, pending action by the Board of Directors, and the power to suspend any member for violating the bylaws or regulations of the club, pending the approval of the board. The President, together with another designated board member, shall sign all agreements and contracts made by the club, upon the approval of the Board of Directors.
- (b) Vice President: The Vice President (or Vice Presidents) shall assist the President and shall perform such duties as may be assigned by the President

or the Board of Directors. The Vice President shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions of the President.

(c) Treasurer: The Treasurer shall:

1. Be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit (or have deposited) the same in accordance with the instructions of the Board of Directors.
2. Receive and give receipt for moneys paid in on account of the Club and pay out of the funds on hand all bills and just debts of the Club.
3. Be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of accounts, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and Board of Directors statements of account showing the financial position of the Club and the results of its operations receipts and disbursements and shall render a written report quarterly and an annual financial report. Disbursements shall be made only when approved by the board of directors.
4. Upon request of the Board, make such reports as may be required
5. Perform all other duties incident to the office of the Treasurer and such other duties as may be assigned by the President or the Board of Directors.

(d) Secretary: The Secretary shall keep the minutes of the proceedings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be the custodian of the Club records; and perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

ARTICLE VII STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 7.1 GENERAL: Each director or officer shall perform the duties as a director or officer, including without limitation their duties as a member of any committee of the Board, in good faith, in a manner the director or officer reasonably believes to be in the best interests of the Club, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A director or officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to the property held or

administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferer of such property.

Section 7.2 LIMITATION ON LIABILITY: A director or officer shall not be liable to the Club or its members for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with this Section.

ARTICLE VIII CONFLICT RESOLUTION

If any member of the Club has a complaint against another member for an infraction of any bylaw, rule, policy or procedure of the Club, other than skating rules, or for conduct injurious to the club, they may file a complaint in writing to the Board of Directors. Such complaints 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 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.

ARTICLE IX DISCIPLINE

Section 9.1 TERMINATION: The board of directors shall have the power to terminate or suspend membership in the club in accordance with the policies and procedures set forth in these bylaws.

Section 9.2 HEARING: The Board of Directors shall set a hearing date and give all parties at least seven (7) days written notice prior to such date. The Board shall establish rules of procedure for such hearing, which will be provided to all parties at least five (5) days prior to the hearing. Both the complainant and the person complained against will have the right to present evidence. The Board of Directors will vote within 48 hours of such hearing on any action to be taken. The decision of the Board will be final.

Section 9.3 NOTICE: Any notice required by this section shall be given by any method reasonably calculated to provide actual notice, provided that in the event any notice is given by mail, it is given by first class or registered mail to the last known address of the involved member of the club according to corporate records.

ARTICLE X INDEMNIFICATION

The Club shall indemnify any director, officer or agent of the Club to the fullest extent permitted by California Nonprofit Law and any other applicable laws of California if:

- (a) Such person conducted himself or herself in good faith
- (b) If a director acting in his or her official capacity reasonably believed that his or her conduct was in the Club's best interests; if not a director, such person reasonably believed that his or her conduct was at least not opposed to the Club's best interests; or, in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful

However, the Club may not indemnify a person either (a) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club, or (b) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged).

Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized by in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XI MISCELLANEOUS

Section 11.1 RECORDS: The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: appropriate accounting records; its Articles of Incorporation and bylaws; Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; a list of the names and business or home addresses of its current directors and officers; a record of its members; a copy of its most recent corporate report delivered to the State of California; all written communications within the past three (3) years to members; and all financial

statements prepared for periods during the last three (3) years that a member of the Club could have requested under California law.

Section 11.2 INSPECTION AND COPYING OF CLUB RECORDS: Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 11.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records.

Section 11.3 LIMITATIONS ON USE OF MEMBERSHIP LIST: Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member; used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; used for any commercial purpose; or sold to or purchased by any person.

Section 11.4 FINANCIAL STATEMENTS: Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 11.5 CONVEYANCES AND ENCUMBRANCES: Property of the Club may be assigned, conveyed or encumbered by such officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance. However, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 11.6 FISCAL YEAR: The fiscal year of the Club begins on July 1 and ends on June 30 of the following year.

Section 11.7 SEVERABILITY: The invalidity of any provision of these bylaws shall not affect the other provisions thereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 11.8 AMENDMENT: These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the Board of Directors in which a quorum is present, and not otherwise.

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of the Pasadena Figure Skating Club and that she is authorized to execute this certificate on behalf of the Club and the forgoing is a complete and correct copy of the presently effective bylaws of the Club.

Dated: _____ Name: _____

Signature: _____