

**BYLAWS OF THE
HIGHLAND SKATING CLUB
Revised 1 July 2003**

I NAME AND CORPORATION

I.1 Name

The Organization shall be known as the HIGHLAND SKATING CLUB.

I.2 Corporation

The Club was incorporated under the Laws of the State of Washington, March, 1982.

II PURPOSE

The purposes of the Club are: To encourage the instruction, practice, and advancement of the members in compulsory figures, free skating, pair skating, dancing, precision skating, basic skills and all types of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, to produce, or cooperate in the production of amateur figure skating competitions, exhibitions, ice carnivals and shows; and generally to do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objects and purposes of this organization; and to carry out the general policies of the United States Figure Skating Association.

III MEMBERSHIP

III.1 Eligibility

Membership in the Club is open to all persons residing in the USFSA Northwest Pacific Region, upon application and payment of dues defined in III.2. Membership is also open to all other persons upon application and payment of dues with approval of the Board. Their activities shall be subject to the current USFSA rulebook and as stated herein.

III.2 Dues

Annual Membership dues, as set from time to time by the Board of Directors, shall be payable on or before July 1st, and shall become delinquent on August 1st. In the case of a new

Member, the dues shall be payable upon application for membership.

III.3 Classes of Membership

The Membership of the Club shall be divided into classes as follows:

- Full
- Honorary
- Ineligible
- Associate

For setting of dues, the Board may create subclasses of memberships. All applicable dues and fees must be paid to remain a member in good standing.

III.4 Full Members

Full Members shall have the full rights and privileges of the Club, including skating privileges. Only Adult Members registered with the U.S.F.S.A. shall have the right to vote.

III.5 Honorary Members

The Board or Membership may from time to time elect any person as an Honorary Member of the Club for life and such person shall have privileges as may be granted by the resolution by which he is selected, except that he shall pay no dues.

III.6 Ineligible Members

Ineligible Members are those members defined as "Ineligible" by USFSA and shall have the full rights and privileges of the Club, including skating privileges, except that they may not be Directors or Officers of the Club. Only Adult Members registered with the U.S.F.S.A. shall have the right to vote.

III.7 Associate Members

Associate Members are those members who are registered with the U.S.F.S.A. but do not designate Highland Skating Club as their home club. Associate Members shall not have the right to vote. They shall have skating privileges of the Club. They may have other privileges of the Club as granted from time to time by the Board of Directors.

III.8 Adult/Junior Members

For the purpose of voting and holding office, Members 18 years of age or older as of 60 days before the Annual Meeting shall be designated an Adult, and Members 17 years of age or younger shall be designated as a Junior.

III.9 Resignation

Any Member may withdraw from the Club by submitting his written resignation to the Secretary of the Club with payment of all outstanding dues and fees, and such resignation shall constitute a release and assignment of interest in the Club and its property.

IV GOVERNMENT

IV.1 Board Of Directors

The government of the Club shall be vested in a Board of Directors (the "Board") consisting of eleven (11) positions including Officers. Each of the eleven position shall carry a single Board vote. The eleven positions on the Board of Directors are:

1. All Officers
 - President (or Co-Presidents)
 - Vice President
 - Secretary
 - Treasurer

2. Six (6) Directors (or Co-Directors) elected by the Membership
3. One (1) Board-appointed Director (or Co-Directors)

IV.2 Co-Directors

Any of the Director positions may be held by two (2) members as Co-Directors. Co-Directors must be nominated and elected as a unit. Co-Directors shall jointly have a single Board vote.

IV.3 Board-appointed Director

The Board-appointed Director (or Co-Directors) will be an Adult Member in good standing and meet with the qualifications as described in section VI.2.

IV.4 Terms

The six (6) Directors elected by the Membership shall each serve for two (2) year terms, with three (3) elected each year. The Officers shall serve one (1) year terms. The Board-appointed Director shall serve a one (1) year term.

IV.5 Responsibilities

The Board of Directors shall have the power to make such policies, rules and regulations for the management of the Club as it may deem proper from time to time. Such policies, rules, regulations, changes or modifications thereto shall require approval by a quorum of the Board in order to become valid and binding upon the management and affairs of the Club.

IV.6 Board Attendance

Any Director or Officer who is absent more than three (3) consecutive meetings or more than five (5) total meetings in any one year shall be called upon to show just cause to the Board why he should not be removed from office. Should said person fail to show cause, said person shall be removed from office and a successor shall be selected in accordance with Section VI.7.

IV.7 Disciplinary Actions

The Board of Directors shall have the power to censure, suspend, and expel any Member for violations of the rules or regulations of the Club or for conduct deemed, in the discretion of the Board of Directors, to warrant such action. However, no action shall be completed until the Member has been charged, the charge submitted to the Member in writing and hearing has taken place. A minimum twenty (20) business day notice of said hearing shall be required, and a 2/3 majority vote by the Board shall be required by the Board for any disciplinary action.

V OFFICERS

V.1 Positions

The Officers of the Club shall consist of President, Vice-President, Secretary, and Treasurer.

V.2 President

The President shall preside at all meetings of the Club and the Board of Directors. The President shall call all meetings of the Club and of the Board of Directors, execute all contracts for and on behalf of the Club, together with the Secretary, and only with the knowledge and approval of a majority of the Board. The President shall perform all duties usually incident to the office of the President, and perform other duties as the Board may prescribe. The President shall sign and endorse in the name of the Club, all drafts and checks made by the Treasurer, subject to the approval of the Board. When necessary, the President may appoint with the annual approval of the Board, additional signatories to act under his supervision. The Board or the President may revoke the appointment of any appointed signatory at any

time. In the event of the absence or disability to act of the Treasurer, the President shall make and the Secretary shall sign and endorse in the name of the Club all checks, drafts, and other orders for the payment of money, subject to the approval of the Board of Directors. The President shall appoint all standing committee chairpersons subject to Board approval and be an ex-officio member of the same. The President shall make a report at the annual meeting of the Club concerning Club activities during the year.

V.3 Co-Presidents

The office of President may be held by a single person or by two people jointly as Co-Presidents. Co-Presidents must be nominated and elected as a unit. In the case of a tie vote at a Board Meeting, the Co-Presidents must cast a single deciding vote. The Co-Presidents shall jointly have the responsibilities of the President as defined in Section V.2.

V.4 Vice-President

The Vice-President shall perform all duties of the President in the absence or disability of the President, and such other duties as the Board shall from time to time prescribe.

V.5 Secretary

It shall be the duty of the Secretary to record and keep on file the minutes of all regular and special meetings of the Membership and of the Board of Directors; to conduct all general Club correspondence with the knowledge and approval of the Board; to notify Members of meetings and special Club events; to sign all contracts and obligations of the Club together with the President. The Secretary shall prepare the ballot, supervise and attend the balloting at all elections; with the approval of the Board appoint an assistant when necessary; and carry out such other duties as may be required by the U.S.F.S.A. The Secretary shall be the Club Sanctions officer. The secretary shall be a signatory on the Club account.

V.6 Treasurer

It shall be the duty of the Treasurer to keep or cause to be kept, full and accurate accounts of receipts and disbursements in books to be kept for that purpose; to receive and deposit, or cause to be received and deposited, all monies and other valuables received by the Club, in such depositories as may be designated by the Board; to disburse or cause to be disbursed the funds of the Club as may be directed by the Board, taking proper vouchers for disbursement; receive requests for supplies and supervise the issuance and keep accurate account of same; to render to the President, to the Board, and to the Membership, whenever they require, accounts of all his transactions as Treasurer and of the financial condition of the Club; to render to the Members at each Meeting an itemized report of receipts and expenditures for the preceding month; to read to the Board at its regular meetings the bills to be paid and acquire Board approval for payment; to deliver to an auditor who is a CPA, upon the Board's request, all records, monies and valuables belonging to the Club then in his possession or control, and deliver the same to his successor; and when necessary, to appoint with the annual approval of the Board an assistant to act under his supervision; and in general to perform all the duties incident to the office of Treasurer, and subject to the control of the Board. Neither the Treasurer nor the Treasurer's assistant shall be a signatory on any Club account; however he shall

have all other privileges and rights of a signatory.

V.7 Bonding

The President, Secretary, any appointed signatories, and the Treasurer and any assistants shall be bonded in a sum to be set by the Board and adjusted at least annually, immediately on taking office, at the expense of the Club, said bond to be approved by the Board.

VI ELECTIONS

VI.1 Nominations

Directors and officers shall be nominated by the Membership at the annual meeting. Candidates names may be submitted in writing to the Secretary by Adult Members together with the signatures of two other Adult Members and the written acceptance of the candidate, no sooner than thirty (30) days prior to the annual meeting. Candidates may also be nominated from the floor at the annual meeting. Floor nominations must be seconded and accepted by the candidate to be valid.

VI.2 Qualifications

The candidates nominated must be qualified to fulfill the duties of the office, willing to hold that office, and must be an Adult Member of the Club in good standing for at least six (6) months to be a Board Member or twelve (12) months to be an Officer immediately prior to their nomination. If needed, a special nominating committee, comprised of a dancer, judge, parent, figure skater and precision skater selected from the Adult Membership will be appointed by the Board of Directors. Said committee will select a slate of candidates from the Club's Adult Members who are willing to run for an office and hold said office. The nominating committee will make public the slate of candidates prior to the annual meeting.

VI.3 Elections

Officers and Directors shall be elected by secret mailed ballot, said ballot to be mailed to Adult Members in good standing within seven (7) calendar days following the annual meeting, and returned to Secretary within 28 calendar days following the annual meeting. Delinquent ballots shall be void. The candidate receiving the greatest number of votes in ballots cast for a particular office shall be elected to that office. In the event of a tie for a given office, the outgoing Board will vote by secret ballot to break said tie. The President of the Board shall vote only if necessary to break a tie vote of the Board.

VI.4 Balloting

It shall be the duty of the Secretary and two tellers appointed by the Secretary to supervise and attend to the balloting. The Secretary is to post the nominations and final results on the Club bulletin board so names of the candidates are available to all Club Members. Any changes to the Board membership shall be posted by the Secretary on the Club bulletin board.

VI.5 Commencement of Term

New Officers and Directors shall assume their office upon July 1st or immediately following the elections, whichever is later.

VI.6 Succession Of Presidency

If the office of President becomes vacant, the Vice President shall be declared President and shall hold office for the unexpired term, and until his successor is elected.

VI.7 Succession Of Board Members

If the offices of both the President and Vice President, Vice-President, Secretary, Treasurer, or Director should become vacant, the Board shall appoint, with a quorum, a successor, who shall hold office for the unexpired term, and until his successor is elected. The appointee shall be chosen from the Adult Membership in good standing at least one (1) year for an Officer or six (6) months for a Director.

VI.8 Successive Terms

The President shall not hold office for longer than three (3) consecutive terms. After one term out of office, the President may hold office again for no longer than three (3) consecutive terms.

VII MEETINGS

VII.1 Annual Members Meeting

The annual meeting of the Club shall be held during the month of April or May of each year, the specific date to be set by the Board. Notice of the time and place of such meeting shall be mailed to Members and posted on the Club bulletin board at least fourteen (14) calendar days prior to the meeting. A quorum at the annual meeting of Members of the Club shall consist of the Adult Members in attendance who are eligible to vote and a majority of the votes present shall govern.

VII.2 Special Members Meetings

Special meetings of the Members may be held upon the call of the President or upon written request of any ten percent (10%) of the Members entitled to vote, or five (5) Members, whichever is greater. Notice of the time, place, and purpose of any special meeting shall be given at least one (1) week prior thereto. A quorum for a special meeting shall consist of ten percent (10%) of the eligible voters and a majority of those present shall govern.

VII.3 Board Meetings

Board meetings shall be open to all Members unless otherwise stated in the notice of meeting. The Board of Directors shall meet at least ten (10) times throughout the year (July 1 to June 30), and not more than sixty (60) days shall lapse between any two meetings. Special meetings of the Board of Directors shall be held on the call of the President or on the request of any three (3) Members of the Board. At least three (3) days' notice of the time, place, and purpose of the meeting shall be given by the Secretary. Six (6) Members of the Board must be present to constitute a quorum.

VII.4 Rules Of Order

All meetings of the Club shall use "Roberts Rules of Order, Revised (1915)" as guidelines for conducting the meetings.

VIII COMMITTEES

The following shall be the standing committees of the Club and shall be appointed by the President with the approval of the Board of Directors:

- Membership Committee
- Budget and Financial Planning Committee
- Test and Judging Committee
- Publicity Committee
- Bingo
- Interclub
- Precision Committee
- Grievance Committee

Additional committees may be appointed from time to time by the President or the Board of Directors. Each committee shall serve one (1) year terms, except Interclub shall serve a term as defined by Interclub.

IX AMENDMENTS

IX.1 Procedure

The Articles of Incorporation and By-laws of the this Club may be amended or repealed at any annual or special meeting of the Club Membership by a majority vote of those present. Any proposed amendment or repeal of the Articles of Incorporation and By-laws shall be set forth verbatim in the notice of the meeting called for such purpose.

IX.2 Effectivity

Any amendments or changes to these bylaws shall take effect immediately upon the date of enactment, unless otherwise specified in the amendments. Any changes in the term, number, or responsibilities of the Board of Directors shall become effective upon the completion of the respective term of office for that Board position.

IX.3 Full Revision of the Bylaws

At the discretion of the Board, the Board shall order the full revision of the Bylaws to incorporate all approved amendments. No other changes shall be made to the bylaws as part of the revision. The Board shall have final approval of the accuracy of the revision.