



These are the amended and restated bylaws of the Tahoe Figure Skating Club ("Bylaws") which were adopted on October 19th, 2013, by the members of the Tahoe Figure Skating Club. These bylaws shall replace and supersede the original bylaws of the Club, adopted April 3rd, 2004, as amended on July 20th, 2006.

ARTICLE I

NAMES AND OFFICERS

Section 1. Name.

The organization was incorporated under the laws of the State of California as the "*Tahoe Figure Skating Club*" (the "Club") on the 3rd day of April 2004.

Section 2. Address.

This Club shall have its headquarters at the South Lake Tahoe Ice Arena, 1176 Rufus Allen Blvd., South Lake Tahoe, CA 96150.

ARTICLE II

PURPOSE

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership.

1. Senior Members.

Senior Members shall be at least eighteen (18) years of age. In addition to the privileges authorized by the United States Figure Skating Association Bylaws, they shall have the right to vote, hold office and shall enjoy all the privileges of the Club. In accordance with the USFSA Bylaws,

ineligible persons in skating shall have the right to vote but not hold office.

2. Junior Members.

Junior Members shall be under eighteen (18) years of age and shall not vote or hold office, except for the Junior Representative position. They shall enjoy all other privileges of the Club.

3. Associate Members.

Associate Members shall not vote, hold office or have other privileges of the Club except those relative to use of ice and testing. Their association is a means of expression of their interest in the **Tahoe Figure Skating Club**. Associate Members shall be admitted to the Club upon payment of dues which shall be equal to no more than eighty (80%) percent of the annual dues charged to Senior Members.

4. Honorary Members.

Honorary Members may be elected by a two-thirds (2/3) vote of the Senior Members present at any meeting of the Club. They may represent the Club in exhibitions and attend ice skating sessions under the same rules governing other members. They shall not vote, hold office, or be entitled to other privileges of the Club.

Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 2. Application for Membership.

Each candidate for membership must make an application with the Membership Chairperson, which states his name, address, and telephone number, and includes an agreement to comply with the Bylaws of the **Tahoe Figure Skating Club**. All applications shall be considered accepted unless otherwise notified within ten (10) days of either a) hand delivering application with payment to a member of the Board, or b) depositing application and payment in a United States Postal Service receptacle. The Board must have good and just cause to deny membership and must have a majority vote of the Executive Committee to do so.

Section 3. Arrears for Dues.

Arrears shall be defined as a failure to pay on or before the due date (July 1st of every year or due immediately upon initial application). Any member in arrears for dues or any other indebtedness to the Club shall be notified by mail at his last known address and/or email to his last known email address. If the arrearage is not paid within one (1) month thereafter, the name of such delinquent member shall be reported to the Board of Directors at its next meeting. The Board of Directors may drop from the Club roster the name of any such delinquent member. A member dropped from the roster for non-payment of dues or other indebtedness will be reinstated to membership upon payment of any arrearage.

Section 4. Arrears for Dues Restrictions.

No member in arrears for dues or other indebtedness to the Club shall be eligible to hold office, vote, be tested, or compete as a member of the Club.

Section 5. Board Approval for Competition or Exhibition.

No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board of Directors or its delegates.

Section 6. Assumption of Risk.

Members of the Club attending any Club session or using any Club or rink facility or exercising any right or privilege incident to membership in the Club shall do so at their own sole risk and hazard. Every member by applying for and accepting membership in the Club, assumes all risk

and hazard and agrees to hold the Club and all of its members, officers, and directors harmless and free from liability of any kind or nature resulting from any injury, loss, or cause whatsoever. Parents and guardians of all minor members likewise by acceptance of membership of such minors assume all risks and hazards incident to such memberships and agree to hold the Club and all of its members, officers, and directors harmless and free from any liability whatsoever. A guest at any Club session assumes all risks and hazards and by acceptance of guest privileges, agrees to hold the Club and all of its members, officers, and directors free from any liability whatsoever.

ARTICLE IV

CLUB MEETINGS

Section 1. Regular Meetings.

There shall be one (1) regular Club Membership Meeting annually. The Annual Meeting shall be held on or before June 15th for the purpose of election of members to the Board of Directors due to the expiration or terms or other vacancy, and all Regular Meetings shall allow transactions of business as may properly come before the meeting. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club. If the Board of the Directors fails to call a regular Club Membership Meeting by June 30th, a default meeting will be held on June 30th at 10:00AM (PT) at the Club's headquarters.

Section 2. Special Meetings.

The Secretary shall call Special Meetings at the direction of the President or upon the written request of five (5) Senior Members, in good standing. No business shall be transacted at a Special Meeting except that of which notice is given.

Section 3. Voting List.

The Secretary or his agent shall make available upon request, at each regular and Special Meeting of the membership, a complete list of Senior Members, arranged in alphabetical order.

Section 4. Quorum.

1. For Annual and Regular Meetings: Five (5) Senior Members in good standing as set forth by the voting list shall constitute a quorum for the transaction of business.
2. For Board Meetings: Three (3) Members of the Board of Directors (which must include at least two (2) members of the Executive Board) as set forth by the voting list shall constitute a quorum for the transaction of business.
3. For Executive Board Meetings: Three (3) Members of the Executive Board of Directors as set forth by the voting list shall constitute a quorum for the transaction of business.

Section 5. Notices.

Notices of Regular and Special Club Meetings shall be e-mailed by the Secretary to every Senior Member and posted at the Club's headquarters at least ten (10) days in advance thereof. The notice should include --at least-- the place, date and hour of the meeting. If no place is stated, the meeting shall be held at the Club's headquarters.

Section 6. Voting rights.

Only senior members and Junior Representatives shall have the right to vote.

Section 7. Voting by proxy.

At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting.

Section 8. Adjournment of meetings.

When a meeting is adjourned to another date, time or place, notice need not be given of the new date, time or place if the new date, time or place of such meeting is announced before adjournment of the meeting at which the adjournment is taken.

Section 9. Meeting by telecommunications.

Any or all of the members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

ARTICLE V

DIRECTORS' QUALIFICATIONS AND ELECTIONS

SPECIAL CORPORATE ACTS

Section 1. Number of Directors.

There shall be a Board of Directors composed of eight (8) positions filled by Senior Members (a single person can fill more than one position) and, optionally, one or more Junior Representatives (up to a maximum of three (3) Junior Representatives positions). The Executive Board of Directors is composed of the President, Vice-President, Secretary, and the Treasurer; the other Board positions are Test/Sanctions Chairperson, Membership Chairperson, Safe Sport Compliance Chairperson and Public Relations Chairperson.

Section 2. Terms of Office.

The term of office of each director shall be one (1) year. The term of each director shall begin on July 1st and end of June 30th of the following year. Each Director shall hold office until such Director's term expires or until such director's earlier death, resignation or removal.

Section 3. Qualification.

Any candidate for the Executive Board of Directors must be a Senior Member in good standing; must not have any conflict of interest (such as being a Coach or Program Director) that might interfere with his making the best decisions in the interest of the Club.

Section 4. Nomination of Directors.

The secretary will solicit names at least thirty (30) days before the Annual Meeting. Any candidate has at least twenty (20) days to file a petition. The secretary shall post or email the list of nominations at least ten (10) days prior to the Annual Meeting along with the Annual Meeting notification.

Section 5. Election of Directors.

The Board of Directors shall be nominated and elected by the Senior Members. Elections shall take place at the Annual Meeting of the membership. The Election Judge (any Senior Member in good standing and that is not a candidate for any board position) shall serve as an election judge and shall prepare and count the ballots. Senior Members who cannot attend the Annual Membership Meeting shall be entitled to vote for Directors by mailing or e-mailing their ballots to the Election Judge. Each Senior Member shall be entitled to cast one vote for each position. The candidates

receiving the greatest number of eligible votes shall be declared elected and the Election Judge shall publish and certify the results of such election.

Section 6. Appointment and Replacement.

If a Directorship shall become vacant due to a resignation, withdrawal, or death, the Board of Directors may appoint a Senior Member to fill such vacancy for the unexpired term of the Director's predecessor in office, at which time a Director shall be duly elected to fill the vacancy. Should the vacancy occur within the Executive Board of Directors, the responsibilities will fall to the next level Director (i.e., if the President dies, the Vice-President will take over their duties until the next Annual Meeting). Withdrawal shall be defined as missing two (2) consecutive meetings without approval of the Board of Directors, not fulfilling the required duties of their office, or not adhering to code of ethics and bylaws of membership.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Meetings.

1. The Board of Directors shall hold Regular Meetings at least every six (6) months. The President shall establish the date of such meetings, subject to change with proper notification.
2. Any three (3) members of the Board of Directors may call a meeting upon seven (7) days notice to all members of the Board of Directors.

Section 2. Quorum.

Three (3) Members of the Board of Directors (which must include at least two (2) members of the Executive Board) as set forth by the voting list shall constitute a quorum.

Section 3. Authority.

The Board of Directors shall have entire authority of financial expenditures and control of Club property.

Section 4. Rules.

The Board of Directors shall: make such rules as it deems proper respecting the use of the Club's property, name, and logo; prescribe rules for the admission of non-members; fix penalties for offenses against the rules and make rules for government of the committees appointed by them.

Section 5. Appropriations.

All appropriations from the funds of the Club shall be approved by the Board of Directors. The Board of Directors may designate any Senior Member to handle special funds of the Club, such as for carnivals and competitions; such member shall be responsible for such special funds and shall remit any balance to the Treasurer with a complete report, including original receipts, in regard to the expenditures.

Section 6. Officers.

The Board of Directors shall have the power to elect and remove the officers of the Club in accordance with the Bylaws and conduct.

Section 7. Audits.

The Board of Directors may audit records of the Secretary, Treasurer, and the Committees, or may have such records audited by an independent professional.

Section 8. Indebtedness.

The Board of Directors shall have the power to limit the indebtedness of a member of the Club.

Section 9. Suspend or Expel.

No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows. The member shall be given not less than ten (10) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than five (5) 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 shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this section apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

Section 10. Readmission to Membership.

The Board of Directors may readmit to Member in good standing any former member expelled by it.

Section 11. Standing Committee.

The Board of Directors shall appoint a Standing Committee and such other Committees, as it shall deem appropriate with full authority over them except as hereinafter provided.

Section 12. USFSA Delegate.

The Board of Directors shall elect a Delegate or Delegates to the United States Figure Skating Association (USFSA). The Club Secretary shall inform the Association's Secretary, in writing, of the name and address of the Delegate(s) elected. Said Delegate(s) may attend the Association's meetings, either in person or by proxy. The Board of Directors may approve the payment of traveling expenses (within a 200 mile radius of the Club's home rink in South Lake Tahoe) of the Delegate(s) to such meetings.

Section 13. Professional or Clerical Assistance.

The Board of Directors shall have the authority to make appropriations for professional or clerical assistance as it deems to be necessary or beneficial to the existence of the operation of the Club.

Section 14. Fees, Dues, and Assessments.

The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 15. Participation by telecommunications.

Members of the Board of Directors or any committee thereof 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.

ARTICLE VII

OFFICERS

Section 1. Officers.

The Officers shall be comprised of the Executive Board of Directors that consists of the President, Vice-President, Secretary, and Treasurer, and such other Officers as the Board of Directors shall deem necessary or appropriate.

Section 2. Duties of President.

It shall be the duty of the President to take charge of the Club; to preside at all the meetings of the Club and of the Board of Directors. The President shall have: the entire supervision and management of the Club and its property subject to action of the Board of Directors; the power to suspend any member for violating the Bylaws or rules of the Club, subject to approval of the Board of Directors; the power to call Special Meetings and Club meetings. The President, together with the Secretary or Treasurer, shall sign all agreements and contracts made by the Club.

Section 3. Duties of the Vice-President.

It shall be the duty of the Vice-President to assist the President in the discharge of his duties and in his absence to assume the duties and officiate in his stead.

Section 4. Duties of the Treasurer.

The Treasurer shall have charge of the funds of the Club and shall prepare a budget and shall keep a record of all receipts and disbursements and shall render a written report to the Board of Directors at each Regular Meeting thereof. The funds shall be deposited in the name of the Club with a registered financial institution, insurance company, or licensed securities dealer approved by the Board of Directors. The Fiscal Year for the Club shall begin on July 1st and end June 30th of each year.

Section 5. Duties of Secretary.

It shall be the duty of the Secretary to keep the Minutes of Meetings of the Club and to keep a current membership roster. The Secretary shall furnish new members with a copy of these Bylaws. The Secretary shall supervise the correspondence of the Club and prepare and issue notices of all meetings of the Club and the Board of Directors.

ARTICLE VIII

REPRESENTATIVES

Section 1. Representatives.

Each Representative shall be a Senior Member of the Club in good standing and appointed by the Board of Directors. Some suggested Representatives are:

- Synchronized Skating Team Representative
- Adult Skaters Representative
- Junior Representative

ARTICLE IX

GRIEVANCES

Section 1. Members.

Any member or members having a complaint against another member for infraction of any Bylaw or rule should comply with ARTICLE XIV, "Conflict Resolution Policy," prior to reporting the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case,

together with names and contact information of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held within thirty (30) days to investigate same, and a copy of the complaint shall be mailed and/or e-mailed to the member complained of at least fifteen (15) days prior to the meeting.

The complainant or complainants and the member complained of may be heard with their witnesses at the meeting. The Board of Directors shall report action taken to the parties within seven (7) days of the meeting. An appeal from the decision of the Board of Directors may be taken to the Club by serving a written notice of such appeal on the Secretary within seven (7) days of the receipt of the Board's report. A Special Meeting of membership shall then be called within thirty (30) days for the consideration of the case. Four (4) Members of the Board of Directors present shall be necessary to reverse any decision made by the Board of Directors.

Any member or members having a complaint against a member of the Board of Directors for infraction of any Bylaw or rule may report the same in writing to the Board of Directors. The complaint will be handle in the same manner as any other member with the exception that after receiving such complaint, a meeting of the Board of Directors shall be held within thirty (30) days to investigate same, and a copy of the complaint shall be mailed and/or e-mailed to the member complained of at least fifteen (15) days prior to the meeting. This meeting will be held without the Board of Director member complained. The complainant or complainants may be heard with their witnesses at the meeting. If there is no resolution then the matter will be resolved according to the conflict resolution policy stated by these Bylaws.

Section 2. Directors.

The membership may remove a Director at any meeting of the Board of Directors called for such purpose. The Board Member shall be provided a copy of the charges against him at least ten (10) days in advance of such meeting. The Board Member shall be given the opportunity at the meeting to defend himself against the charges. A vote by ballot shall be taken of the Senior Members present and a two-thirds (2/3) majority shall be required for the removal of any Director.

ARTICLE X

CONFLICT RESOLUTION POLICY

At Tahoe Figure Skating Club, we strive to not only support the mission of the USFSA but also to provide all Club members and guests and safe, positive, and fun environment in which to learn and develop both as athletes and as individuals. Our Bylaws, skating guidelines and etiquette, and codes of conduct are provided so that we all may be reminded of this central purpose and know what is expected of us. Unfortunately, conflict is a part of any organization, and so we must be prepared to manage and resolve conflicts in a respectful and cooperative manner. The following procedure has been adopted by the Board of Directors to effectively resolve conflict within our Club. Please bear in mind that the TFSC can only take action with regard to our Club and its members, and cannot intervene in any dispute that members may have with the South Tahoe Ice Arena or facility personnel.

Tahoe Figure Skating Club Conflict Resolution Policy

Any member having a complaint involving an infraction of the TFSC's rules shall notify the appropriate Committee Chairperson in writing. If a Member is unclear as to which Committee is responsible for addressing the complaint, the member may contact a member of the Board of Directors for guidance. Within fourteen (14) days of receiving the complaint, and after consultation with the respective Committee Chair and the TFSC's Board of Directors and/or President, the Club may:

1. Dismiss the complaint as being without merit
2. Request that a formal Grievance be filed
3. Request that the Board of Directors appoint a panel of three (3) impartial Club members to serve as mediators to attempt to resolve the matter.

MEDIATORS:

These mediators shall clarify the dispute, interview the parties involved, identify any solutions or alternative, and recommend any appropriate solutions and/or possible disciplinary action(s). The mediators shall provide a written report of their findings and recommendations to the Board of Directors for review and possible action. If the recommended action involves discipline, then the Board of Directors shall follow the process set forth in these Bylaws under Article VII "Grievance."

A member's complaint may be held in abeyance by the President of the Club should it be determined that there is another pending issue that may influence the conflict resolution process. All parties involved should follow the USFSA Code of Ethics in an effort to resolve all conflicts and/or Grievance issues.

ARTICLE XI

DISSOLUTION

Section 1. Method and Approval.

Upon recommendation of a majority of the Board of Directors to dissolve the Club, a Special Membership Meeting shall be called and a final approval by two-thirds (2/3) of the Senior Members present shall be required.

Section 2. Liquidation of Assets.

In the event of dissolution of the *Tahoe Figure Skating Club*, the Board of Directors is empowered to act as trustees and supervise the liquidation of the Club's assets.

Section 3. Distribution of Assets.

Any and all remaining assets of the Club after liquidation shall be donated to the USFSA Memorial Fund.

Section 4. Final Report.

A final report of such liquidation and distribution of assets, as outlined above, shall be made at a Special Membership Meeting within sixty (60) days of disposal of assets of the Club.

ARTICLE XII

MISCELLANEOUS

Section 1. Indemnification.

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) 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 (i) 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 (ii) 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 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.

Section 2. Membership List.

Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) 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; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 3. Invalidity.

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 4. Bylaws amendments.

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 members at which a quorum is present, and not otherwise.

Section 5. Excess funds.

Any funds left at the end of the fiscal year shall be rolled over to the next fiscal year and used for the clubs benefit. Possible uses include but are not limited to: club ice time, club functions, test sessions, scholarships and skater sponsorships.
