

BY-LAWS OF THE LOS ANGELES FIGURE SKATING CLUB, INC.

Amended November 1978
Amended January 1990
Amended June 1995
Amended December 1997
Amended September 1, 2004
Amended November 26, 2005
Amended February 20, 2010
Amended January 18, 2011
Amended May 18, 2013

ARTICLE I

MEMBERS

Section 1. **ELIGIBILITY AND ADMISSION.**

- (a) Any competent figure skater shall be eligible to apply for membership. Persons who are not competent skaters shall be eligible to apply for membership as associate members. Standards of competence involved in application for regular membership shall be established by the Board of Directors.
- (b) Applicants shall submit applications to the Board of Directors in a form to be prescribed by that Board. No application shall be accepted if three directors vote against such acceptance. For this purpose the President shall have a vote.
- (c) Any member's membership may be terminated by a vote of six directors. For this purpose the President shall vote. Before a final expulsion vote is taken the member shall have the opportunity to appear in a scheduled hearing before the Board with one witness to oppose such expulsion. Expulsion shall not be upheld except for good cause and such good cause shall be in writing. The scheduled hearing on expulsion shall be convened by the Board of Directors within thirty days of request by the requesting member.

Section 2. **MEMBERSHIP.**

- (a) Senior Members/Collegiate Members. Senior/Collegiate members shall consist of skaters other than those in paragraphs (c) and (d) who have attained the age of 18 by the beginning of the year of such membership.
- (b) Junior Members. Junior members shall be those skaters other than those in paragraph (c) and (d) who have not attained the age of 18 by the beginning of the fiscal year of such membership.
- (c) Associate Members. Associate members shall have all the rights and privileges in the Club except that they shall not be eligible to hold office, be a member of the Board of Directors or be entitled to vote.
- (d) Honorary Members. Honorary memberships may be conferred by the unanimous vote of

all members of the Board of Directors to any person deemed worthy. They shall be exempt from initiation fees and dues and shall have no interest in the property of the Club.

(e) Life Members. By unanimous vote of the Board of Directors a life membership, either as a regular member or an Honorary Member, may be awarded to any person deemed worthy. Such life members shall be exempt from payment of dues.

(f) Members restricted or classified ineligible by the USFSA shall not hold office while they hold that status. Members who teach or perform figure skating for compensation shall not hold any other position other than the director position reserved for figure skating teachers unless one year has passed since receiving compensation.

Section 3. **MEETINGS.**

A regular meeting of the members shall be held annually between September 1 and November 10 on a date to be set annually by the Board of Directors and announced to each member in writing at least one week prior to the meeting. Special meetings may be called by three directors or by 10% of the members entitled to vote. A call for a special meeting by directors shall be in the form of a written notice to the President of the Club with a copy to the Secretary. A call for a special meeting by members shall be in the form of a petition submitted to the Board of Directors. Only members whose dues have been paid for the current year shall be entitled to vote at a meeting. One-third of the members entitled to vote (including junior members voting through their parents) shall constitute a quorum. Members may be represented at meetings by proxies.

Section 4. **VOTING POWERS.**

Only senior members, junior members, and life members (other than honorary life members) shall be entitled to vote as members, except as otherwise stated herein. Junior members and life members) under the age of 18 at the time of voting shall be represented by their parents or legal guardians who shall vote in their stead. Any member may exercise his rights by the granting of a proxy to any senior member of the Club except as otherwise stated herein. Such proxy shall be in writing and shall be delivered to the Secretary at or before the meeting for which it is given.

Section 5. **DUES AND INITIATION FEES.**

Dues and initiation fees shall be determined by the Board of Directors at such time as they are payable. Failure to pay dues by deadlines established by the Board of Directors shall automatically terminate a member's membership. Until a different schedule is established by the Board of Directors dues shall be due on the first day of USFSA skating year, at which time skating privileges will terminate if dues are unpaid. If still unpaid on the first day of the third month of the USFSA skating year, the membership can be restored only by application as a new member and payment of initiation fee.

Section 6. **TEACHING FOR COMPENSATION ON CLUB SESSIONS.**

The privilege of teaching members for compensation during club sessions may be granted by the Board of Directors upon request. Such requests will be processed using the procedures governing membership applications.

ARTICLE II

DIRECTORS

Section 1. NUMBER AND COMPOSITION.

The Board of Directors shall consist of ten senior members, four of whom shall be the officers of the Club, plus an additional six directors other than the officers. Of the six directors, one director shall be a member who teaches figure skating. Only members having this club as their home club shall be eligible to serve as directors.

Section 2. VACANCIES.

In the event of a vacancy on the Board of Directors it shall be filled by the vote of the remaining directors.

Section 3. DUTIES AND POWERS.

The directors shall be responsible for the general management of the activities of the Club and the supervision of the officers and others to whom special duties are assigned. The Board of Directors shall have all the powers in the Club not expressly reserved to the members, including powers normally held by a non-profit corporate Board of Directors.

Section 4. MEETINGS.

Meetings of the Board of Directors shall be held at the home rink of the Club or at such place as the Board of Directors may agree. Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed in advance by the Board of Directors. Special meetings of the Board of Directors may be called by any officer of the Club or by any two directors. Special meetings may be held upon four days notice by first-class mail or 48 hours notice delivered personally or by telephone (including a voice messaging system or other system of technology designed to record and communicate messages), telegraph, facsimile, electronic mail, or other electronic means. Notice of a special meeting need not be given to a director if permitted by applicable laws of the State of California. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors shall individually or collectively consent in writing to that action. Any such written consent shall be maintained with the minutes of meetings of the Board of Directors.

Section 5. QUORUM.

Six members of the Board of Directors shall be required to constitute a quorum. Though counted as one member comprising a quorum, the President shall vote only if necessary to break a tie, except as provided herein.

Section 6. TERM OF OFFICE.

Each director and officer shall hold office for one year, or for such shorter period as that for which he may have been appointed, and until his successor shall have been elected.

ARTICLE III

OFFICERS

Section 1. TITLES.

The officers shall consist of a President, a Vice-President, a Secretary and a Treasurer.

Section 2. DUTIES OF THE PRESIDENT.

The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the members and of the Board of Directors, and shall make appointments of officials (other than officers) subject to ratification by the Board of Directors. The President shall also have such other powers and shall perform such other duties as may be assigned to the President by the Board of Directors.

Section 3. DUTIES OF THE VICE-PRESIDENT.

The Vice-President shall perform all of the duties of the President in case of the absence or disability of the President. The Vice-President shall perform such other duties as may be assigned to the Vice-President.

Section 4. DUTIES OF THE SECRETARY.

The Secretary shall keep the minutes of the proceedings of the members and Board of Directors. The Secretary shall give notice of all of the meetings and shall carry on such correspondence on behalf of the Club as is requested by the President or Board of Directors. The Secretary shall, in general, perform the duties related to the office of the Secretary subject to the control of the Board of Directors. In the absence of the Secretary, an Acting Secretary appointed by the President may prepare minutes of the meetings.

Section 5. DUTIES OF THE TREASURER.

The Treasurer shall keep full and accurate records of receipts and disbursements of the Club. The Treasurer shall receive and deposit all money and hold other valuables of the corporation in a manner consistent with sound business practices. Upon request the Treasurer shall submit to the Board of Directors financial reports with respect to the Club's activities. In general, the Treasurer shall perform all of the duties connected with the office of the Treasurer, subject to the control of the Board of Directors. The Treasurer shall be bonded and the financial records audited annually. The Treasurer shall not withdraw from the Club's savings account or other investment any funds earned in a prior year, except upon the vote of seven directors, exclusive of the President. Any resolution proposing such a withdrawal shall be made at one Board meeting and voted upon at a subsequent meeting not less than four weeks later. This restriction also extends to all other officers.

Section 6. VACANCIES.

If any of the foregoing offices become vacant by reason of death, resignation, removal or

otherwise, the Board of Directors shall elect a successor, who shall hold office of the unexpired term.

Section 7. REMOVAL.

Any officer or director may be removed from office by the unanimous vote of directors (including the President) voting at a special meeting called for this purpose, except the director under consideration for removal shall not vote.

ARTICLE IV

ELECTIONS

Section 1. TIME.

Elections shall be held at least thirty days before the beginning of the fiscal year for which such officers and directors are chosen.

Section 2. NOMINATING COMMITTEE.

Each year a Nominating Committee shall be appointed by the Board of Directors in advance of the annual election. This committee shall consist of the President and two members of the Board of Directors and five senior members of the Club who are not members of the Board of Directors. The Chairman, appointed by the Board of Directors, shall determine the availability of members appointed and arrange meetings at which the names of persons to appear on the ballot shall be chosen. A member's name shall be placed in nomination if four members of the Committee (with the Chairman voting) so recommend. The selections by the Nominating Committee shall be made and announced by posting on the Club bulletin board at least thirty days before ballots are scheduled to be counted.

Section 3. NOMINATIONS BY PETITION.

In addition to the candidates selected by the Nominating Committee the ballot shall list as candidates the names of members nominated by petition. Such petitions must bear signature of at least 2% of the members eligible to vote at the date the petition is submitted to the Secretary for entry of the name of the candidate on the ballot. A member shall not sign a petition for more than one candidate for any one office. Such duplication shall require deletion of that member's signature from all petitions signed by him/her for that election. Each petition shall bear the signature of the person who circulated and submitted it and a statement that to the best of that person's knowledge each signature thereon is the genuine signature of a bona fide member of the Club who is entitled to vote, or in the case of a junior member, is the parent or a member who is entitled to vote for such junior member. Petitions may be filed with the Secretary at any time within 11 months before an election and shall be filed with the Secretary not later than ten days after the selections of the Nominating Committee are announced. The Secretary, Membership Chair and one other person designated by the Board of Directors shall verify the authenticity of signatures on petitions.

Section 4. MECHANICS OF VOTING.

Ballots shall be either mailed or e-mailed to all members (as of the date of mailing) at least twenty days before the date set for counting votes as stated in the ballots. For members without an email address, standard USPS mail will continue to be used for the mailing of election ballots. Members may cast their ballots by USPS mail addressed to the Secretary or in person at a meeting for which notice has been given that one of the purposes will be the counting of ballots. Ballots not received in the mail in time to be counted shall be invalid. If a meeting is held, it shall be open to all members. The actual counting of the ballots (at such meeting or otherwise) shall be conducted under the supervision of the Secretary or such other person(s) as the Board of Directors may designate.

In case there are more than two candidates for an office, members may designate first, second and third choices on the ballots. In lieu of conducting a subsequent run-off election between the two candidates receiving the most votes, a second tabulation of the ballots shall be made, eliminating votes for other candidates (than the two highest) and counting any second choice shown on a ballot as a vote for a candidate in the run-off, if the first choice on that ballot was for a candidate not in the run-off tabulation.

In the event of a tie for the highest number of votes, the officer or director shall be chosen by the outgoing Board of Directors from the candidates so tied. In case there are more than two candidates and the tie is for the right to participate in a run-off tabulation, the directors shall adopt rules to break the tie.

The figure skating coach who received the greatest number of votes shall be deemed elected as the director who teaches figure skating. The five persons not elected as officers who received the greatest number of votes as directors shall be deemed elected as directors. Each member shall have been permitted to vote for ten persons as directors. In the event that a member votes for more than ten directors, his ballot shall be deemed void as to votes for directors and only his votes for officers shall be counted.

Section 5. **RECORDS.**

The Secretary shall preserve the records of an election for at least one year.

ARTICLE V

COMMITTEES

The Board of Directors shall ratify or reject appointments made by the President of members (including chairs) of such committees other than the Nominating Committee as the Board may choose to create from time to time. These committees shall function for such period as the Board may designate up to the end of the fiscal year. Following the choice of a chair, the Board of

Directors may delegate the choice of members of that committee to the chair or make such other arrangements for the selection of other members of the committee as it deems appropriate.

ARTICLE VI

CONFLICT RESOLUTION

If any member(s) has a complaint against another member(s) for an infraction of any bylaw or rule other than Technical Rules in the then current U.S. Figure Skating Rulebook, the member(s) may submit the complaint in writing to the Board of Directors. The member(s)' complaint will be investigated and efforts will be made to resolve it according to the Club's conflict resolution policy.

ARTICLE VII

FISCAL YEAR

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

ARTICLE VIII

MEMBERSHIP IN US FIGURE SKATING

This Club shall maintain its membership with US Figure Skating and conduct its affairs in a manner consistent with the by-laws of that association. Members shall conduct themselves in a manner consistent with the codes of conduct and ethics as stated by US Figure Skating and the United States Olympic Committee.

ARTICLE IX

AMENDMENTS TO BY-LAWS

These by-laws may be amended by a majority vote of those members eligible to vote and present in person or by proxy at any regular or special meeting of the members, provided notice of the general nature of the proposed amendment has been included in the notice of the meeting.

LAFSC CONFLICT RESOLUTION POLICY

Complaints submitted under the LAFSC's Conflict Resolution Bylaw shall be resolved pursuant to the following policies.

1. Complaints shall be submitted in writing, signed by the member making the complaint. If the member is a junior member, then the complaint shall be signed by the member's parent or guardian. Complaints shall be submitted to the President of the LAFSC, or if the President is unavailable, to the Vice President.
2. Complaints shall specify the nature of the conflict including: the issues involved, the people involved, when the conflict arose and how long it has existed, and a proposed resolution.
3. The member submitting the complaint (the "Complainant") will pay a \$45.00 administrative fee to the LAFSC at the time the complaint is submitted.
4. Any member against whom a complaint is filed (the "Respondent") will be notified of the complaint and provided with a copy. The Respondent will be allowed a reasonable time to respond to the complaint in writing. The time for the response may be determined based upon the nature of the complaint. If no other time for response is specified, then the Respondent will have 30 days after receipt of the complaint to submit a written response to the President, or if the President is unavailable, to the Vice President. The response shall specify the Respondent's positions regarding the matters stated in the complaint, and will include a proposed resolution. Any failure to respond in writing will not be deemed an admission of any matters stated in the complaint.
5. One Board member will be assigned as mediator to interview the Complainant(s) and Respondent(s) and to mediate the conflict. That mediator will gather preliminary information from each of the parties and will confer with them to attempt to facilitate a mutual agreement between the parties to resolve the conflict without further proceedings.
6. If the parties are unable to agree on a resolution of the conflict after conferring with the mediator, any party may request a determination of the dispute by a conflict resolution panel. If so requested, the LAFSC President will convene a conflict resolution panel. The panel will be comprised of three members of the LAFSC Board. No Board member will serve on a conflict resolution panel in connection with a dispute in which they have a conflict of interest.
7. Each party will have the opportunity to present information about the conflict to the conflict resolution panel. The panel will determine, based on the nature of the conflict, whether they will receive this information orally, in writing, or by any other means as may be deemed appropriate. The information should be succinct, and should directly address the issues presented by the complaint and any response. The panel may schedule a meeting with the concerned parties at which they may discuss the conflict and present their information to the panel to aid the panel's determination.
8. After receiving the information from the parties, the panel will determine, by a majority decision, how the conflict should be resolved. The panels' resolution will be in writing and delivered to the Complainant(s) and Respondent(s). The panel will endeavor to reach such a

determination suitable to the nature of the particular conflict and in the best interest of the members of the Club. The conflict resolution panel is empowered to take any action necessary and appropriate to resolve a conflict. Determination could include, but is not limited to, verbal warning, limitation of a member's participation in club activities, recommendation of suspension or expulsion from the LAFSC in accordance with LAFSC bylaws, dismissal of the complaint, or recommendation for resolution of the dispute under U.S. Figure Skating Grievance rules and procedures. After the panel's determination is delivered, any party may appeal by submitting the dispute for determination under the U.S. Figure Skating Grievance rules and procedures then in effect.

9. The conflict resolution panel shall treat all conflicts submitted for resolution with discretion. The panel may determine that some or all of the conflict resolution process should be kept confidential. If so, the parties shall maintain confidentiality as determined and instructed by the panel. The LAFSC Secretary will maintain an internal record of all complaints and documents relating to proceedings submitted for conflict resolution, including a written record of the agreed resolution or the conflict resolution panel's determination. Such records shall be made available only to the U.S. Figure Skating Grievance Committee upon request, in the event the decision of the panel is appealed. Conflict resolution proceedings shall be conducted consistent with the rules and policies of U.S. Figure Skating then in effect concerning club conflict resolution policies.