

# **Bylaws of the New England West Skating Club**

Incorporated May 17, 2018

Revised and accepted June 14, 2018

Including all amendments voted into the Bylaws at Annual and Special Meetings through June 14, 2018

## **ARTICLE I: General Provisions**

### **Section A: Name**

The name of this corporation shall be New England West Skating Club, Incorporated, and shall herein be referred to as "the Club."

### **Section B: Principal Office**

The principal office of the Club is located at 7 Frallo Drive, Hadley, Massachusetts, 01035.

### **Section C: Fiscal Year**

The fiscal year of the corporation shall begin on the first day of the month of July and conclude on the last day of June of the following calendar year.

### **Section D: USFS Membership**

The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in accordance with the bylaws, rules, policies, and procedures of U.S. Figure Skating.

## **ARTICLE II: Purpose**

The purpose of the Club is to provide education, training, and competitive figure skating opportunities at all levels in order to foster and develop the sport and art of figure skating.

This corporation is organized under Massachusetts General Laws Chapter 180 for charitable purposes and will be operated exclusively for charitable and educational purposes, as those terms are used in sections 501(c)(3) and 170(c) of the United States Internal Revenue Code of 1986 as amended.

No part of its earnings or assets shall be distributed as a dividend to the benefit of any Member.

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 objectives and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws.

## **ARTICLE III: Members**

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 A: Classes of Members**

All Members of the Club shall be registered as members of U.S. Figure Skating.

Home Club Members are those whose membership in USFS is obtained through NEWSC.

The Club shall have the following classes of Members:

1. Voting Members:
  - a. must be Home Club Members;
  - b. must be aged 18 or older;
  - c. shall have the right to vote and to run for office;
  - d. shall have all other legal rights and privileges in connection with the governance of the corporation as established by these bylaws, the corporation's Articles of Organization and amendments thereto, the Board of Directors, or by applicable law.
2. Non-Voting Home Club Members:
  - a. are aged 17 or younger;
  - b. may not vote or hold office;
  - c. may have other privileges as set forth in these Bylaws or established by the Board of Directors.
3. Associate Members:
  - a. are not Home Club Members;
  - b. may not vote or hold office;
  - c. may have other privileges as set forth in these Bylaws or established by the Board of Directors.

The number, definition, rights, and prerequisites of the classes of membership may be changed at any time by the Board of Directors.

### **Section B: Dues**

The Board of Directors shall establish membership dues, other assessments, and procedures for the manner of payment and collection thereof.

### **Section C: Term of Membership**

The term of membership shall correspond to the U.S. Figure Skating membership year of July 1 to June 30.

## **ARTICLE IV: Officers**

The Officers of the Club are President, Vice President, Secretary, and Treasurer. All Officers shall be Voting Members.

Officers shall be elected by the Members at the Annual Meeting. The Board of Directors shall assemble a slate of Officers prior to the Annual Meeting. Officers may be nominated from the floor at the Annual Meeting. All nominees shall have renewed their membership for the coming year before being placed on the ballot.

All Officers serve a term of two years that begins on July 1 following their election.

An Officer may be asked to resign if a petition is received calling for a Special Membership Meeting whose purpose is to vote on that Officer's removal from office.

An Officer may be removed from office by a two-thirds vote of the Voting Members in attendance at a Special Membership Meeting called for that purpose.

In the event of a vacancy in any office, the Board of Directors may appoint an Acting Officer to serve until the next election.

### **Section A: President**

The President shall be elected every two years. The President's term of office shall begin and end in an even-numbered year.

The duties of the President include:

1. presiding over the Annual Meeting of the Club;
2. presiding over Board of Directors' meetings;
3. appointing a Review Panel in the event that a grievance is filed;
4. performing such other duties as may be assigned by the Board of Directors.

When the President is absent or unable to function, the Vice President shall preside over the meeting.

In the event that the Office of President is vacated, the Vice President shall have all the powers of the President until an Acting President is appointed.

### **Section B: Vice President**

The Vice President shall be elected every two years. The Vice President's term of office shall begin and end in an odd-numbered year.

The duties of the Vice President include:

1. assisting the President;
2. performing such duties as may be assigned by the Board of Directors or the President;
3. performing the duties of the President at the request of the President, or in the President's absence or inability or refusal to act. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions on the President.

## **Section C: Secretary**

The Secretary shall be elected every two years and must be a resident of Massachusetts. The Secretary's term of office shall begin and end in an even-numbered year.

The duties of the Secretary include:

1. keeping records of the actions at all meetings of the Club and the Board of Directors;
2. processing and tracking Club memberships;
3. giving notice of meetings;
4. serving as the registered agent of the Club with the Commonwealth of Massachusetts.

## **Section D: Treasurer**

The Treasurer shall be elected every two years. The Treasurer's term of office shall begin and end in an odd-numbered year.

The duties of the Treasurer include:

1. being the principal financial officer of the Club;
2. being the principal accounting officer of the Club.

## **ARTICLE V: Board of Directors**

The Board of Directors shall consist of the Officers and up to five At-Large Directors. All Directors shall be Voting Members.

At-Large Directors shall be elected by the Members at the Annual Meeting. Prior to the election, the Board of Directors shall determine the number of At-Large Directors to be elected and shall assemble a slate of At-Large Directors prior to the Annual Meeting. At-Large Directors may be nominated from the floor at the Annual Meeting. All nominees shall have active memberships for the coming membership year before being placed on the ballot.

All At-Large Directors serve a term of one year that begins on July 1 following their election.

An At-Large Director may be asked to resign if a petition is received calling for a Special Membership Meeting whose purpose is to vote on that At-Large Director's removal from office.

An At-Large Director may be removed from office by a two-thirds vote of the Voting Members in attendance at a special Membership meeting called for that purpose.

The Board of Directors shall have the power to:

1. create such standing and special committees as it determines to be in the best interest of the corporation and to determine the duties, powers, and composition of such committees;
2. appoint interim Officers and Directors when a position is vacated;
3. suspend or terminate membership in the Club or discipline Members in accordance with the policies and procedures set forth in the bylaws.
4. conduct such business of the Club as the Membership shall assign.

## **ARTICLE VI: Meetings**

### **Section A: Meetings of Members**

Robert's Rules of Order shall guide the conduct of all meetings.

Twenty percent (20%) of the number of Voting Members shall constitute a quorum.

Unless otherwise specified, all matters or questions shall be decided by a majority vote.

Voting shall be by voice or by show of hands. If a paper ballot is requested from the floor, a majority must approve the motion.

Meetings may be conducted or Members may participate by telecommunications provided that all Members participating can hear each other during the meeting.

Action may be taken without a meeting if the Club delivers a written ballot to every Voting Member.

#### **1. Annual meeting**

The Annual Meeting of the Club shall be held during the month of June or at such other date as may be determined, at a day and hour specified by the Board of Directors. Notice of the meeting stating the place, date and hour of the meeting shall be delivered to all Voting Members by first class mail postmarked at least fourteen, but not more than sixty, days before the date of the meeting.

At this meeting:

- b. Officers and Board Members shall be elected;
- c. other business shall be transacted as may properly come before such a meeting.

#### **2. Special meetings**

Special Meetings of the Club may be called by either the Board of Directors at their discretion, or upon a request in writing of any five Voting Members. Notice of said meeting shall clearly state the business for which it is called and notification shall be the same as for the Annual Meeting. No other business shall come before such a meeting.

### **Section B: Meetings of the Board of Directors**

A majority of the Directors shall constitute a quorum.

The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Voting shall be by voice or by show of hands. A paper ballot may be requested.

Meetings may be conducted or Members may participate by telecommunications provided that all participants can hear each other.

Votes may be taken by email. A majority of the entire Board must approve any action.

The Board of Directors may go into executive session when such things as personnel matters and other matters that should be kept confidential are to be discussed or voted on. Non-Members of the Board of Directors shall be excused during an executive session.

#### **1. Regular meetings**

The Board of Directors shall meet quarterly.

Notice shall be given by telephone, email, or U.S. mail at least fourteen days in advance.

#### **2. Special meetings**

Additional meetings are subject to the call of the President, or at the request of at least two Directors.

Notice shall be given by telephone, email, or US mail.

## **ARTICLE VII: Conflict Resolution**

If any Member of the Club has a complaint against another Member of the Club for an infraction of any bylaw, rule, policy or procedure of the Club, he/she may file a written grievance with the Board of Directors. In the event that the aggrieved person is under 18 years of age, his/her parent or other legal guardian must sign the grievance. Grievances may be initiated on the basis of a single event, or a series of events that are reasonably related to one another or that amount to a course of conduct.

All conflicts brought to the Board will be handled in a timely and confidential manner, assuring to any accused party a meaningful opportunity to confront any witnesses and to all parties an opportunity to be heard.

If disciplinary action is required, the Board of Directors, which may implement any of the following:

1. a written warning to any parties involved in the grievance;
2. probation;
3. suspension from the Club;
4. expulsion from the Club;
5. such other disciplinary measures as the Board thinks are appropriate.

## **ARTICLE VIII: Conflicts of Interest**

Whenever a Voting Member, Director or Officer has a financial or personal interest in any matter coming before the Board of Directors or a meeting of the Voting Members, the affected Voting Member, Director or Officer shall:

1. fully disclose the nature of the interest, and
2. withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors or Voting Members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The Board of Directors shall have authority to approve additional terms to its conflict of interest policy as it shall determine to be necessary and in the best interests of the corporation.

No conflicting-interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a Member or by the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose.

## **ARTICLE IX: Indemnification**

The corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses, whether criminal or civil, that result from being or having been a Director or Officer. This indemnification will not apply to situations in which a Director or Officer is determined not to have acted in good faith with respect to the corporation.

Related determinations will require a finding by:

1. a majority of the disinterested Directors utilizing an opinion by legal counsel that the Director or Officer has acted in good faith on behalf of the best interests of the corporation  
— or —
2. by a majority of the disinterested Voting Members.

Reasonable expenses may be paid by the corporation in advance of the final disposition provided that a repayment process has been developed to cover situations where there is no entitlement to indemnification under Massachusetts General Laws.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. The terms "Directors" and "Officers" include their respective heirs, executors and administrators.

## **ARTICLE X: Amendments**

These Bylaws may be amended, in whole or in part, by a 3/4 vote of the Members present and voting at meeting of the Members. The meeting must have been properly called, with the proposed changes included in the notice of the meeting.

## **ARTICLE XI: Dissolution**

The corporation may be dissolved at a meeting of the Members by a three-fourths (3/4) vote of the Voting Members present and voting. No vote of dissolution shall be effective until such vote shall have been taken at two consecutive meetings of the Members.

Dissolution must be considered by the Voting Members at a meeting and placed by them on the agenda of a subsequent meeting, at which the vote to dissolve will be taken.

The Board of Directors shall continue in existence as the corporation until it is legally dissolved and shall be responsible for carrying out the dissolution if voted.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, or to such organizations organized and operated exclusively for charitable, educational, or cultural purposes as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine.