

BY-LAWS of The Skating Club of Northern Virginia

As amended on February 12, 2019

ARTICLE I **NAME AND CORPORATION**

Section 1. Name: The organization shall be known as the Skating Club of Northern Virginia, Inc. (SCNV) and referred to as Club in this document.

Section 2: The Club was incorporated under the Laws of the State of Virginia, May 8, 1975.

ARTICLE II **MISSION**

The corporation is organized to support and develop amateur athletes in the sport of figure skating and to conduct local, regional or national amateur figure skating competitions. This includes, for such purposes, the awarding of scholarships to support and encourage figure skaters. The corporation shall be operated exclusively for these purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III **MEMBERSHIP**

Section 1. MEMBERSHIP. The memberships of the Club shall be comprised of individuals interested in the objectives of the Club who conform to the definition of eligible or ineligible persons as specified in the rules and constitution of U. S. Figure Skating.

Section 2. CLASSIFICATION OF MEMBERSHIP.

A. The Full Membership shall be classed as follows:

1. Adult Full Member: Any individual who has attained the age of 18 may become an Adult Full Member upon payment of the annual Membership dues and subscription fees for club ice (ice contracted for the season by the Club at the Club's principle rink or other designated rinks).
2. Junior Full Member: Any individual who has not attained the age of 18 may become a Junior Full Member upon payment of the annual Membership dues and subscription fees on the individual's behalf for club ice (ice contracted for the season by the Club at the Club's principle rink or other designated rinks). Each Junior Full Member

must have one parent or guardian who is either an Adult Full or Associate Member. Junior Full Members are not eligible to vote on Club business.

B. The Associate Membership of the Club shall consist of individuals who do not subscribe to Club skating sessions, but who are affiliated with the Club for a variety of purposes related to skating and shall be classified as follows:

1. Adult Associate Member: Any individual who has attained the age of 18 may be an Associate Adult Member upon payment of the annual Membership dues. The Adult Associate Member is entitled to vote and may be elected to the Board of Directors of the Club.

2. Junior Associate Member: Any individual who has not attained the age of 18 may be an Associate Junior Member upon payment of the annual Membership dues. The parent of the Junior Associate Member does not have to pay dues or be a member. Junior Associate Members are not eligible to vote on Club business.

C. The Team Membership of the Club shall consist of individuals who may or may not subscribe to Club skating sessions, but are members of a Team affiliated with the Club.

- a. Adult Full Team Member: Any individual who has attained the age of 18 may become an Adult Full Team Member upon payment of the annual Membership dues and subscription fees for club ice (ice contracted for the season by the Club at the Club's principle rink or other designated rinks), and payment of dues to a Team affiliated with the Club.
- b. Junior Full Team Member: Any individual who has not attained the age of 18 may become a Junior Full Team Member upon payment of the annual Membership dues and subscription fees on the individual's behalf for club ice (ice contracted for the season by the Club at the Club's principle rink or other designated rinks) and payment of dues to a Team affiliated with the Club. Each Junior Full Team Member must have one parent or guardian who is either an Adult Full or Associate Member. Junior Full Team Members are not eligible to vote on Club business.
- c. Adult Associate Team Member: Any individual who has attained the age of 18 may be an Associate Adult Team Member upon payment of the annual Membership dues and payment of dues to a Team affiliated with the Club. The Adult Associate Team Member is entitled to vote and may be elected to the Board of Directors of the Club.
- d. Junior Associate Team Member: Any individual who has not attained the age of 18 may be an Associate Junior Team Member upon payment of the annual Membership dues and payment of dues to a Team affiliated with the Club. The parent of the Junior Associate Member does not have to pay dues or be a member. Junior Associate Members are not eligible to vote on Club business.

D. Eligible Coaches as defined in U. S. Figure Skating eligibility rules may be either a Full Member or an Associate Member with the following restrictions: They may vote and may serve on the Board of Directors provided collectively they do not constitute a majority of the total officer positions on the Board.

- E. Restricted Persons or Ineligible Persons as defined in U. S. Figure Skating eligibility rules may be elected either as a Full Member or an Associate Member with the following restrictions: They may vote but may not serve on the Board of Directors.
- F. The Secondary Membership of the Club shall consist of individuals who have primary membership in another club. Secondary Members may be either full or associate Secondary Members of the Club. They may vote in club elections, but may not serve on the Board of Directors of the Club.

Section 3. Termination, Expulsion or Suspension of Membership

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 thirty (30) 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 fifteen (15) 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 3 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.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. **COMPOSITION AND ELECTION OF THE BOARD OF DIRECTORS:** There shall be a Board of Directors composed of nine adult members of the Club, three of whom shall be elected by the membership at the annual meeting each year to serve for a term of three years, beginning at the next Regular Meeting of the Board of Directors until their successors are elected and qualified.

Section 2. **NOMINATION:** The candidates for the Board of Directors shall be nominated by a Nominating Committee. Candidates may also be nominated by written petition signed by ten (10) of the voting members of the Club in good standing. Such written nominations by members must be received by the Nominating Committee of the Club not less than forty-five (45) days before the Annual Meeting of the Club. All nominees must be eighteen (18) years of age or older and a member in good standing of the Club. All candidates must give their consent before being placed on the ballot.

Section 3. **VACANCY:** If a position on the Board of Directors becomes vacant, the Board of Directors may appoint a Club member as a Director to serve until the next Annual Meeting, at which time a Director shall be elected by the membership for the unexpired term, if any.

Section 4. **REGULAR MEETINGS:** The Board of Directors shall meet at least once each month, except in the case of emergency situations such as acts of terrorism or nature.

Section 5. SPECIAL MEETINGS: The President may call a special meeting of the Board of Directors at any time, and shall issue the call for such a meeting within five days of the receipt in writing of a request for such a meeting. The request for such a meeting must be signed by at least three (3) Directors stating the purpose of such a meeting. The call for all special meetings of the Board of Directors shall be given not less than (5) five days prior to the date of the meeting unless at least three-fourths of the Board of Directors of the Club waive this requirement, and shall state the purpose of the meeting and the names of the Directors requesting it, if any.

Section 6. QUORUM: Five members of the Board of Directors of the Club shall constitute a quorum for all business.

Section 7. AUTHORITY: The Board of Directors shall exercise, conduct and control the corporate powers, property and affairs of the Club. They shall elect officers of the Club and members of standing committees. They shall have the power to create special committees and to specify how the members of the special committees shall be chosen. The Board of Directors shall have the power to reverse or amend the decision of any committee.

The Board of Directors shall have the power to discipline, suspend and expel members, and to reinstate members suspended or ceasing to be members for non-payment of indebtedness. They shall have the power to establish rules, regulations, and procedures for the operation and control of the Club and to deal with all offenses against such rules and regulations and with all violations of these by-laws.

The Board of Directors may delegate such of its powers as it may see fit, with the exception of the power to fill vacancies in the Board of Directors, to elect Officers of the Club and to amend these by-laws.

ARTICLE V **OFFICERS**

Section 1. ELECTION OF THE OFFICERS: The officers of the Club shall be a President, a Vice-President, Secretary and Treasurer. These officers shall perform the duties prescribed in these by-laws. The officers shall be elected each year at the first regular meeting of the Board of Directors following the annual election of the Board of Directors and shall hold office for one year and until their successors are elected and qualified.

Section 2. DUTIES OF THE PRESIDENT: The President shall have the general supervision and direction of the affairs of the Club and shall preside at all meetings except for emergency situations at which time the Vice President, Secretary or Treasurer, in that order, shall preside. He/she with the Secretary, shall sign all written contracts and obligations of the Club and shall perform such other duties as the Board of Directors may assign him/her. He/she shall, except as hereinafter provided, be ex-officio and an additional member of all committees created by or under the authority of these by-laws.

Section 3. DUTIES OF THE VICE-PRESIDENT: The Vice-President shall discharge the duties of the President in the event of his/her absence or inability to act and shall perform such other duties as the Directors may prescribe.

Section 4. DUTIES OF THE SECRETARY: The Secretary shall keep a record of the proceedings of all meetings of members or Directors of the Club and of all written contracts and agreements. The Secretary, with the President, shall sign all written contracts and all obligations of the Club, shall issue notices for the meeting of the Members and of the Board of Directors, and shall perform all usual duties of such office, and in addition such other duties as the Board of Directors may prescribe.

Section 5. DUTIES OF THE TREASURER: The Treasurer shall receive and disburse the funds of the Club, and shall perform all usual duties of such office, and in addition such other duties as the Board of Directors may prescribe. The Treasurer, President, Vice President and Secretary shall be authorized to sign checks. Any two authorized signatures shall be required on all checks and withdrawals.

ARTICLE VI

STANDING COMMITTEES

Section 1. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and one Board member voted as a Member at Large.

The Executive Committee shall prescribe its own rules for calling and holding meetings and its method of procedure, subject however, to any rules prescribed by the Board of Directors. The committee shall keep minutes of its proceeding. A quorum for any meeting of the Executive Committee shall consist of not less than three members and at any such meeting of the Executive Committee, at which a quorum is present, all questions and business shall be determined by the affirmative vote of not less than a majority of all members of the Executive Committee.

Vacancies occurring in the Executive Committee shall be filled by the Board of Directors.

Except as the Executive Committee's powers may be limited or otherwise prescribed by the Board of Directors, the Committee during the intervals between the meetings of the Board of Directors shall possess and may exercise all the powers of the Board of Directors in the management of the Club, its properties and affairs; provided, however, that the Committee shall not have power to: (1) Elect the officers hereinbefore named in Article V; (2) fill vacancies in the Board of Directors; (3) amend these by-laws; or (4) authorize expenditures exceeding one hundred dollars.

Section 2. NOMINATING COMMITTEE: The Chair of the Nominating Committee shall be selected annually by the Board of Directors not later than its regular December meeting. The Nominating Committee shall consist of a chairman who shall be a member of the Board of Directors and at least two additional Club voting members in good standing.

The Nominating Committee shall select candidates for the Board of Directors, shall inform the Board of Directors of its slate, and then shall publicize its slate by use of the Club's bulletin board, or by some other method, at least sixty (60) days before the Annual Meeting.

The Nominating Committee shall distribute to each voting member in good standing a ballot with the names of all candidates for the Board of Directors, including all nominations by petition, at least fifteen (15) days before the Annual Meeting.

ARTICLE VII

MEETING OF THE MEMBERS

Section 1. REGULAR MEETINGS: The Annual Meeting of the members of the SCNV for the election of Board of Directors and the transaction of any other business shall be held each year before May 31 on a date selected by the Board of Directors at a place the Board of Directors may designate. Notice of the time and place shall be distributed to members at least fifteen (15) days before the meeting. At this time the ballots of the persons present and the absentee ballots will be counted with the results being announced during the meeting.

Section 2. SPECIAL MEETINGS: Special meetings of the members may be held at any time upon the call of the President, or of the Board of Directors, or at the written request of fifteen (15) representatives of the voting membership in good standing, stating the purpose for which such meeting is to be held. The same notice shall be given as for the regular annual meeting and the purpose of the special meeting shall be stated in such notice. The business of such meetings shall be limited to the purpose stated in the notice.

Section 3. METHOD OF VOTING. At any meeting of the members, at least ten (10) percent of the number of votes eligible to be cast shall constitute a quorum for the transaction of business. Voting for Board members shall be done by written ballot.

Section 4. PROCEDURE FOR MEETINGS: Robert Rules of Order, Newly Revised, shall govern the procedure and parliamentary practice of this Club, unless otherwise provided.

ARTICLE VIII

CONFLICT RESOLUTION

Any member or members having complaint against another member for the infraction of any law or rule, or for conduct injurious to the Skating Club of Northern Virginia, may report the same, in writing, to the Board of Directors. Such complaint 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 by USPS return receipt at least seven (7) days prior to a hearing date. The conflict resolution procedure is on file with the Club.

The Board will designate a board member to hold the title of SafeSport Compliance Chair who will be responsible for monitoring the SafeSport policies and procedures of the club; verifying that all of the coaches who are engaged in any type of coaching activity with any club skater are in compliance with the U.S. Figure Skating coaching membership rules regarding background checks and continuing education requirements; and serve as the initial contact in the club for persons to report suspected abuse, misconduct or other violations, in accordance with the policies and practices outlines U.S. Figure Skating SafeSport program.

ARTICLE IX

MEMBERSHIP IN U.S. FIGURE SKATING

The Club shall maintain its membership in U. S. 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 and ethics as stated by U. S. Figure Skating and the United States Olympic Committee.

ARTICLE X **INDEMNIFICATION**

The corporation shall indemnify, to the fullest extent permitted and required by the Virginia Non-Stock Corporation Act and the Code of Virginia, as such exists or may hereafter be amended, its officers and directors who are made party to any proceeding by reasons of their office for acts or omissions performed in their official capacity, save

- (1) a finding of gross negligence in the performance of those duties, or
- (2) where actions exceeded that permitted by the by-laws, or
- (3) where required in the by-laws to have obtained approval by the Board of Directors, the officer or director failed to do so.

ARTICLE XI **DISSOLUTION**

In the event of the dissolution of the Club for any reason, the assets and property of the corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, for the non-profit purposes of the corporation or to such charitable, literary and educational, scientific or amateur sports organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. In no event shall any part of such assets or property, or the proceeds of sale thereof, be distributed to or inure to the benefit of any member or of any individual.

ARTICLE XII **AMENDMENTS**

These Bylaws may be amended when necessary by a majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out at least one week prior to the board meeting at which they will be considered.

These Bylaws were approved at a meeting of the Board of Directors of The Skating Club of Northern Virginia on December 11, 2013

Attest: _____

ARTICLE XII
AMENDMENTS

These by-laws may be amended, altered or repealed at any regular or special meeting of the Board by the affirmative vote of a majority of the entire Board, provided (a) that such amendments shall have been offered at the previous meeting of the Board; or (b) that information thereof shall have been given in the notice of the meeting at which such amendments are to be considered.