

Bylaws
Phoenix Speedskating Club

Article I: The Phoenix Speedskating Club is a not for profit organization that will use all of its resources to promote the sport of Speed Skating.

Section 1:

As established in the Articles of Incorporation, the name of this not-for-profit corporation shall be the Phoenix Speedskating Club whom shall become a member of US Speedskating. The initial board members are volunteers who will be in office until the first board meeting of the club to be held in December, 2017 at which time the first club election will be held. The initial board is only in place for the establishment of the club.

Section 2:

As a club organized under US Speedskating we attest that the board and members will uphold the Bylaws, enforce the rules and regulations of the Phoenix Speedskating Club and US Speedskating, its officers and Board of Directors. Those not complying with this section and unwilling to correct their behavior will be asked to resign from the club or be removed from the club per articles of the constitution and Bylaws.

Section 3:

The purposes as established in the Articles of Incorporation are as follows:

- A. to develop, promote and administer the sports of ice speed skating both to foster state, regional, national and international amateur sports competition;
- B. to encourage, support, coordinates, sponsor and organize sports competition for membership and the general public;
- C. to support and develop athletes and Special Olympians; to help each individual member achieve their highest level of personal sports competence; to promote sport safety, fellowship, and respect among members;
- D. to support training and certification of coaching staff and competition officials.

Section 4:

Notwithstanding any provisions to the contrary, this corporation is organized exclusively for such purposes as are authorized and permitted by Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and this Corporation shall not carry on any activities which are not permitted to be carried on by a corporation exempt from taxation under said Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

Article II: Membership

Section 1: Membership Classes:

- A. *Member:* Are individuals or families who have joined the Phoenix Speedskating Club and are current with dues. Membership is open to anyone irrespective of age, gender, race, sexual orientation or creed, who displays an active interest in learning and or participating in the sport associated with the Phoenix Speedskating Club. Members aged 18 years or older shall be eligible to vote, hold office, and serve on committees. Individual members under the age of 18 in good standing will be allowed one vote represented by their parent or guardian.
- B. *Family Membership:* All related persons living at the same address may be included in the membership and be considered a "family" regarding "family membership". Individuals under the age of 18 may attend meetings; however, the parent(s) of minor members will be eligible to vote, hold office, and serve on committees.
- C. *Associate Member:* Individuals interested in the Program activities and who wish to support the purposes and objectives of the Program are eligible for Associate Membership. Associate Members shall be entitled to attend the annual meeting, but do not have the right to vote, hold office, or serve on a committee.
- D. *Contributing Membership:* Organizations, Institutions, or Foundations, which contribute annually to the Program, may be eligible for Contributing Membership. Contributing Members shall be entitled to attend the annual meeting, but shall not have the right to vote, hold office, or serve on a committee.

Section 2: Qualifications:

Qualifications: Application for Membership: Application for membership or change of membership status will use the above definitions to determine the most appropriate membership and shall be in accord with procedures established by the Board of Directors.

Section 3: Denial of membership:

A. Denial of membership may occur for past delinquent payment of fees/due; unsafe behaviors; disruptive behavior; disregard to coaching instructions which could put others at risk; consistent use of profane language; and/or sexually inappropriate comments/ behaviors unbecoming to sportsmanship and respect for other skaters.

B. In the event membership is denied, the applicant/member shall be entitled to appear before the Board of Directors and request reconsideration. Denial of membership will not be based on issues of discrimination to age, gender, race or creed.

Section 4: Waiver Release:

A. Each individual must sign a current waiver used by the Program, assuming full responsibility for any accident, damage, injury, or loss incurred at any Program sanctioned practice, event or activity. All applicants must verify that they have primary health insurance.

B. A parent or guardian must sign a waiver for each child under 18 years of age.

Section 5: Dues and Ice Fees:

A. Dues for each category of membership shall be established by the Board of Directors.

B. Dues shall be due on July first (1) of each year and payable within 60 days or at time of written application for membership. Dues will be pro-rated for members who join at different months within the membership calendar year.

C. Ice Fees will be established by the Board of Directors for Club activities related to the sport of speedskating.

Section 6: Termination and Appeal:*Termination:*

A. Members failing to pay dues sixty (60) days from July first (1) of each year shall automatically forfeit their membership on the sixty-first (61) day.

B. Individuals who have forfeited membership because of nonpayment of dues may be reinstated upon payment of dues and any late fee established by the Board of Directors

C. The Board of Directors may, by a two-thirds (2/3) vote of the entire Board membership, suspend or expel any member of the Phoenix Speedskating Club for violation of these Bylaws, any rules, policies and procedures established by the Phoenix Speedskating Club.

Appeals regarding Termination:

A. Before the Board of Directors takes such action, written notice shall be sent to the member not less than thirty (30) days prior to the meeting of the Board of Directors at which the matter is to be considered.

B. Said individual shall be entitled to a hearing before the Board of Directors before a decision is reached.

ARTICLE III: BOARD OF DIRECTORS/ OFFICERS**Section I. General Powers:**

The affairs of the Program shall be managed by its Board of Directors.

Section 2: The Board of Directors Composition:

The Board of Directors shall consist of 5 to 7 Board Members:

A. Four (4) elected Officers, namely:

1. a President;
2. a Vice President;
3. a Secretary;
4. a Treasurer; and,

- B. One (1) to three (3) Director at Large.
- C. The Board will start with 3 Board Members when initiating the club and increase to 5 to 7 Board members upon the first election of Members in December 2017 provided the club membership is greater than 20.

***NOTE: UNLESS THERE ARE EXTENUATING CIRCUMSTANCES, IT IS PREFERRED THAT COACHES ARE NOT OFFICER OR BOARD MEMBERS.**

Section 3: Duties of the Board of Directors:

- A. The Board of Directors shall be responsible for the management of the affairs of the Phoenix Speedskating Club and shall use its best efforts to carry out the purposes of the Phoenix Speedskating Club.
- B. The Board of Directors shall provide the membership with a financial audit prior to each annual meeting.

Section 4: Meetings of the Board of Directors:

- A. Regular meetings of the Board of Directors shall be held at least twice each year at times designated by the President.
- B. Special meetings of the Board of Directors may be called by the President or upon written request from a Board member or member of the club. Discussion at such special meetings shall be limited to the topic(s) mentioned in the notice sent to all Board members.
- C. Notification of regular meetings shall be sent to all Board members not less than fourteen (14) days before the regular meetings. Notification of special meetings shall be sent no less than seven (7) days before the special meeting. No notice of any meeting need be given if all Board members sign before, during, or after said meeting a written Waiver of Notice.
- D. A quorum for all meetings of the Board of Directors shall be a majority of those members in office at the time of the meeting.
- E. Any Member may attend Board meetings in order to present his/her view(s) on a specific matter.

Section 5: Qualifications:

- A. Individuals who are at least 18 years old and Members in good standing of the program to be eligible to hold office.
- B. Officers shall be members of good standing.
- C. Officers shall have no conflict with their profession and the development of this not for profit club.

Section 6: Term of Office:

- A. Officers shall serve a two (2) year term.
- B. Officer shall only serve two consecutive terms.
- C. The term of office shall begin at the close of the annual business meeting in which the election is announced and conducted.

Section 7: Nominations and Elections:

- A. Election shall be solely by closed ballot.
- B. Nominations are done under parliamentary procedure with a verbal nomination and a second of any Program member.
- C. The nominated member should be willing and agree to serve on the board.
- D. Ballots must be returned prior to the end of the annual meeting.
- E. A majority of a quorum of the membership shall be required to elect.
- F. Tie votes shall be broken by drawing lots with members present.

Section 8: Removal:

Any member of the Board of Directors, regardless of the manner of election or appointment, may be removed by the Board of Directors or upon two-thirds (2/3) affirmative vote of the majority of the active membership; whenever, in its judgment, said director's malfeasance, misfeasance, or

nonfeasance impairs his or her effectiveness as a Board member, or brings disrepute to the Phoenix Speedskating Club.

Section 9: Vacancies on the Board:

- A. Should a vacancy occur in the office of President, the Vice President shall automatically succeed to the office of the President and shall call for an emergency membership meeting within 30 days for a new election for President.
- B. A vacancy in the office of Vice President shall remain vacant until the next scheduled balloting.
- C. Should a vacancy occur in the offices of both, President and Vice President, the Board of Directors shall call for an emergency membership meeting so that a new election may be conducted to fill these vacancies.
- D. Vacancies occurring among all other offices shall be filled by the President, with the Board of Directors' approval, for the unexpired term.

Section 10: Duties of Officers of the Board:

- A. Unless stated otherwise, Officers shall perform those duties prescribed by Law, the Articles of Incorporation, these Bylaws, the Parliamentary Authority adopted by the Phoenix Speedskating Club, and those duties prescribed from time to time by the Board of Directors.
- B. *The President* shall be the principal executive officer of the Program and shall in general supervise and control all the business and affairs of the Program. He/she shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the treasurer any contracts or other instruments authorized to be executed. In general he/she shall perform all duties incident to the office of President including serving as an ex-officio member of all committees, except the nominating committee. The President should take the initiative to appoint all committee chairs from member volunteers.
- C. *The Vice President* shall exercise the power of the President in the President's absence or inability to serve. The Vice President may also fill in for any single board member in their absence at any meeting. The Vice President is to help provide arrangements for meetings, arrange for programs and the social part of general meetings.
- D. *The Secretary/Treasurer* will take minutes at Program and board meetings and conduct the necessary correspondence of the Program. He/she shall perform all duties incident to the office of Secretary/Treasurer. Shall have charge and custody of and be responsible for all funds of the Program and deposit all such monies in a timely manner in the name of the Phoenix Speedskating Club in a financial institution approved by the Board of Directors.
 - a. Shall keep a written ledger of expenses and income and present a verbal or written report at each meeting of the Phoenix Speedskating Club and Board of Directors
 - b. Shall file the annual not-for-profit organization charter fee with the relevant Speedskating Club -recognized office.
 - c. The Treasurer may make budgeted expenditures up to \$150 without Board approval.
 - d. The Board of Directors can approve expenditures up to \$2499.99.
 - e. Amounts over \$2500 must be approved by a majority of the membership present at a general meeting, with the exception of expenses pre-approved for the Phoenix Speedskating Club.
 - f. The treasurer shall prepare an annual report at the end of each elected term.
 - g. Shall pursue contracts for equipment/supplies, Fund Raising, sponsorship opportunities, donations, equipment sponsors, and grant applications. Assist with budget writing and adjustments.

Section 11: Active Board Members:

Members elected to the Board of Directors shall be active in PROGRAM events.

ARTICLE IV: Coaches:

Section 1: Head Coach:

- A. The Head Coach shall be a Certified U.S. Speedskating Coach level I or greater and will organize the sports activities and workouts, and ensure that workouts are focused toward the goals and abilities of each individual skater.

- B. The Coach has authority to remove anyone in danger to others or themselves from any workout or competition.
- C. The Head Coach may delegate responsibilities to assistants and developmental coaches at any time.
- D. The Head Coach will be the primary representative of the team at competitive events and will file any disputes except when required by the member involved,
- F. The Head Coach should attend Board meetings to provide reports, recommendations, and suggestions for program activities.

Section 2: Assistant / Developmental Coaches:

- A. Assistant / Developmental Coaches will follow the general workout plan for each session or workout as designed by the head coach.
- B. The Assistant coach will conduct practices in the absence of the Head coach and will be the skater's representative in case the head coach cannot attend a competition.
- C. The Assistant coach may attend the Board meetings as representative for the Head Coach as needed and to provide suggestions for program activities.

ARTICLE V. Committees

Section 1: Committees:

- A. The Board of Directors may appoint committees to assist the Board in performing its functions. Such committees shall derive their authority directly from the Board of Directors and are responsible to the Board
- B. The Board President shall appoint the chairpersons to ad hoc committees.
- C. The *Audit Committee* will be made up of Directors or members of the Club that do not have responsibility for paying, balancing the account, or signing/co-signing the PROGRAM checkbook and shall conduct an internal audit of the expenses Unless specified otherwise, all special and standing committees shall be determined by the Board of Directors. Unless specified otherwise, the composition, powers, terms, and duties of all special and standing committees shall be determined by the Board of Directors
- D. The President or his/her designee shall be an ex-officio member of all committees except the Nominating Committee and the Ethics Committee.
- E. The term of office for an ad hoc committee member shall be one (1) year.
- F. There is no limit to the number of terms that a committee member may serve.
- G. The Committee Chair will appoint Committee members.

Section 2. Duties of Committees

- A. Committees shall be made up of one board member and members of the club.
- B. Committees shall have a true purpose as defined by the Board of Directors
- C. Committees must report to the Board of Directors

Section 3. Ethics

Section 1: Ethics Committee:

- A. The Ethics Committee shall be a standing committee of the Phoenix Speedskating Club.
- B. The Ethics Committee shall have the responsibility to recommend, implement, and enforce Ethical Standards ("Ethical Standards") as adopted by the Board of Directors and as may be amended from time to time.
- C. The ethical standards adopted by the Phoenix Speedskating Club will not conflict with the standards established by the US Olympic Committee, US Speedskating, and represented by the Program.

ARTICLE VI: Meetings and Quorum:

Section 1: Meetings:

- A. The annual meeting of the Club shall be held each year at such time and place as determined by the Board of Directors preferably between July fifteen (15) and December twenty-fifth (25) for the purpose of electing officers. More meetings may be called to conduct business of the Club.

- B. The meeting shall be held at a time and place designated by the President and with agreement of a majority of the Board of Directors for the purpose of planning the year's activities, budget review and audits, reviewing and establishing Club goals.
- C. Subsequent meetings may be held as needed throughout the year to conduct the necessary business of managing the Club.

Section 2: Notification of Meetings:

- A. Notification of the *Annual Meeting* shall be sent to the membership no less than fourteen (14) days prior to the meeting and no more than thirty (30) days before the date of such meeting.
- B. *Special Meetings* may be called by the President or upon written request from a Board member or member of the club. Discussion at such special meetings shall be limited to the topic(s) mentioned in the notice sent to all Board members. Notification of the special meetings requires notification no less than seven (7) days prior to the meeting.
- C. Meeting notices shall be written, stating the place, day and hour of any meeting of members and shall be delivered to each member entitled to vote using the above timeframes based on meeting type by the President or persons calling the meeting.
- D. In the case of a special meeting the purpose for which the meeting is called shall be stated in the notice.

Section 3: Quorum:

- A. Forty percent of members eligible to vote shall constitute a quorum at any annual meeting.
- B. Forty percent of Board Members shall constitute a quorum for a board meeting
- C. The presiding officer shall vote only in the case of a tie vote.
- D. Refer to quorum rules for holding a meeting under Article VII Section 3

ARTICLE VII: PARLIAMENTARY AUTHORITY

Section 1: Rules:

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

Section 2: Content for regular membership and Board of Directors Meetings:

- A. The President/Secretary shall provide a written agenda for each meeting.
- B. The following shall occur at regular membership and Board of Directors Meetings:
 - 1. Call to Order (by presiding officer)
 - 2. Reading and approval of the previous meeting's minutes-Secretary
 - 3. Treasurer's Report and Fund Raising Activities Report
 - 4. Committee's reports
 - 5. Old Business
 - 6. New Business
 - 7. Adjournment

Section 3: Quorum:

- A. The quorum at a general meeting shall constitute a minimum of forty percent of the voting membership in attendance via physical or electronically.
- B. A quorum for the Board of Directors shall consist of a majority of the directors.
- C. The presiding officer shall vote only in the case of a tie vote.
- D. Refer to Quorum for meetings in Article VI Meetings and Quorums.

ARTICLE VIII: Not-for-Profit Status Dissolution:

Section 1: NOT-FOR-PROFIT STATUS DISSOLUTION:

- A. The Phoenix Speedskating Club is organized exclusively for charitable, religious, educational, and or educational purposes under section 501(c) 3 of the Internal Revenue Code (Currently applying for 501(c) 3).
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried by an organization.

C. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose.

ARTICLE IX: ETHICS:

Section 1: Adoption of Procedures:

A. As part of its enforcement responsibilities, the Ethics Committee shall adopt procedures, subject to the approval of the Board of Directors, for the conduct of investigations, hearings, disciplinary proceedings, and other enforcement action to ensure compliance with the Ethical Standards.

B. The Ethics Committee and/or any panel formed by the Ethics Committee shall make recommendations to the Board of Directors regarding the imposition of sanctions or termination or suspension upon PROGRAM members for a period of time upon a finding that a member has violated the Ethical Standards.

C. Such sanctions shall be at the sound discretion of the Ethics Committee or panel and may include, but not be limited to, suspension or termination of PROGRAM membership.

Section 2: Bound To Ethical Standards:

A. By applying for and accepting PROGRAM membership in any category, each member of PROGRAM agrees to be bound by the Ethical Standards as amended from time to time and fully cooperate in any inquiry or proceeding by or before the Ethics Committee.

B. Each member shall be bound by any final determination of the Ethics Committee.

ARTICLE X: INDEMNIFICATION of Members, Directors, and Officers

Section 1:

A. The members, Directors, and officers of the Phoenix Speedskating Club shall be indemnified by the Phoenix Speedskating Club to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Phoenix Speedskating Club or otherwise) arising out of their position in or service to the PROGRAM or any other organization at the Program's request.

B. Persons who are not members, Directors, or officers of the Phoenix Speedskating Club may be similarly indemnified in respect of such service to the extent authorized at the members, Directors, officer, or other person against any liability, cost or expense incurred in connection with any such action, suit, or proceeding.

C. The provisions of this Article shall be applicable to actions, suits, or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption thereof.

D. The indemnification herein provided for shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws agreement, or otherwise.

E. The Phoenix Speedskating Club may by a quorum of disinterested members of the Board of Directors or by independent legal counsel indemnify in whole or in part its officers, directors, employees and agents against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such

action, suit or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation.
F. With respect to any criminal action or proceeding, an officer, director, employee, or agent may be indemnified if he/she had no reasonable cause to believe his/her conduct was unlawful.
G. There shall be no indemnification made in respect to any claim, issue, or matter as to a person who has been found liable to the corporation.

ARTICLE XI: AMENDMENTS:

Section 1: Amendments proposals:

Amendments to these Bylaws may be proposed by the Board of Directors, committees, or by written petition signed by any voting member.

Section 2: Board Review of Amendments proposal:

All proposed amendments should be received, considered, and put in proper parliamentary form and approved by the Board of Directors before being submitted to the membership for approval at the annual membership meeting.

Section 3: Proposed amendments to voting membership notification:

Proposed amendments shall be submitted to the voting membership by closed ballot at least thirty (30) days in advance of the deadline for receiving ballots.

Section 4: Approval majority vote:

A two thirds (2/3) majority vote of the Members voting shall be required to adopt any proposed Bylaw amendment.

Section 5: No amendments to interfere with Section 501 (c) 3:

No amendment shall be made to the Bylaws, which would interfere with or terminate the Phoenix Speedskating Club's status as a charitable organization pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 6: Notification of State and Federal Governmental Agencies:

The Treasurer shall file/notify the Internal Revenue Services, and/or the Secretary of State any amendments that affect the Articles of Incorporation.

ARTICLE XII: Contracts, Checks, Deposits and Funds:

Section 1: Contracts:

The Board of Directors may authorize any officer or officers, agent or agents of the Phoenix Speedskating Club, in addition to the President and Treasurer so authorized by Article III, Section 10 of these By-Laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Phoenix Speedskating Club, and such authority may be general or confined to specific instances.

ARTICLE XII: Contracts, Checks, Deposits and Funds continued:

Section 2: Checks, Drafts, etc.:

- A. The Treasurer or the President shall sign all checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Phoenix Speedskating Club.
- B. These two signatures shall be registered at the bank of agreement with the Board of Directors.
- C. All bills shall be presented in writing. Any bills over \$2499.99 shall require a Membership approval.

Section 3: Limitation of Spending:

- A. The Board of Directors may spend no more than \$2499.99 without the consent of a majority of members present at a regular meeting or via a phone vote on emergency expenditures.
- B. Exception is for the expenditures necessary for the purchase of ice time, the costs of running Phoenix Speedskating Club's annual competitions.
- C. The Board of Directors may support financially member skaters who attend national events but any amount over \$500.00 must gain the consent of the voting membership present at a regular meeting or via a phone vote for emergency situations.

Section 4: Deposits:

All funds of the Phoenix Speedskating Club shall be deposited in a timely manner to the credit of the Phoenix Speedskating Club in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5: Savings Account:

Any savings account maintained by the Phoenix Speedskating Club shall require the signatures of either the President or the Treasurer for any withdrawal.

Section 6: Gifts:

The Board of Directors may accept, on behalf of the Phoenix Speedskating Club, any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Phoenix Speedskating Club.

ARTICLE XIII: Books and Records:

Section 1:

The Phoenix Speedskating Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors.

Section 2:

- A. Officers and Committee chairpersons are responsible to transfer the records and notes kept during their term of office and previous years to their replacements.
- B. These are to be kept in containers supplied by the Phoenix Speedskating Club.

ARTICLE XIII: Books and Records continued:

Section 3:

- A. Any member, or his agent or attorney may inspect all books and records of the Phoenix Speedskating Club, for any proper purpose at any reasonable time.
- B. By laws and club membership are public records and are available to anyone whether they are a member or not a member.

Section 4:

A simple audit shall be performed quarterly by the Vice President or appointed representative to verify that the accounting system is orderly and balanced.

Section 5:

A full audit shall be conducted every two (2) years or upon a change in Treasurer or can be requested by a minimum of 3 members at any time when deemed feasible.

Section 6:

The Board shall approve the accounting system used by the treasurer.

Section 7:

The fiscal year for the Phoenix Speedskating Club shall be the same as the membership year.

ARTICLE XIV: Compensation of officers:

Section 1: Compensation:

A. The Phoenix Speedskating Club is a not for profit organization and all members are voluntary members and not eligible for work compensation.