

**Puget Sound Amateur Icesports Association**  
**Bylaws**  
Approved May 14, 2019

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**ARTICLE I**  
**Name**

The name of the organization shall be Puget Sound Amateur Icesports Association herein referred to as ~~PSAHA~~ PSAIA.

**ARTICLE II**  
**General Statement of Philosophy and Mission**

Puget Sound Amateur Icesports Association is a Washington Non-stock Corporation organized for charitable (not for profit) and education purposes within the meaning of the Internal Revenue Code. The Corporation is governed by these bylaws and its Articles of Incorporation.

The mission of PSAIA is to teach the individuals of the community ice sports, developing team play and individual skills through clinics and team competition. By emphasizing sportsmanship, cooperation, fun, self-discipline, self-confidence and respect for others. PSAIA also will strive for the highest level of customer service to the membership to maintain and insure growth of ice sports in the Tacoma area. Upon a two-thirds (2/3) vote of the Board of Directors (referred to as the Board), the PSAIA mission statement may be revised from time to time.

Participants will be organized into divisions appropriate to their respective ice sport. Athletes will ~~play~~ participate at the level that corresponds with their skill and age group within their respective sport. In all divisions and levels, Directors, Coaches, all volunteers, on and off ice officials and participating families will be expected to emphasize the PSAIA mission statement as it affects the individual players. All programs will be administered without regard to race, religion, sex or national origin.

**ARTICLE III**  
**Membership**

PSAIA reserves the right to refuse membership to anyone applying at its discretion.

**Section 1. Non-voting Members**

A. Registered members: Registered members are those registered as participating athletes, managers, volunteers, administrators, or coaches in accordance with rules and regulations adopted by the Registered members must abide by and are subject to all rules and regulations of PSAIA registered members have no voting rights.

B. Parental/Guardian members: Parental/Guardian members are entitled to represent the interests of athletes for whom they have responsibility. Parental/Guardian members in good standing are eligible for appointments to the various committees in PSAIA, subject to final approval of the Board. Parental/Guardian members have no voting rights.

C. Life members: Life membership is available to those adult members of the community who would otherwise not be eligible to be members of PSAIA and support its activities to an unusually high degree through the following: coaching/assistant coaching, officiating, administrative assistance, financial support, or other similar contributions for the benefit of PSAIA. Life membership must be granted by a two-thirds

(2/3) vote of the Board. Life membership may be terminated by a two-thirds (2/3) vote of the Board. A list of all Life members shall be maintained along with these Bylaws on record. Life members have no voting rights.

**Section 2. Voting Members:** Voting members are the Directors of the Board. They are entitled to deliberate and vote on all matters submitted to a vote of the membership under these Bylaws. All disputes over the exercise of voting privileges are subject to resolution by the Board, the decision of which is final. The Executive Director shall only vote in the event of a tie.

## **ARTICLE IV Board of Directors**

**Section 1. Power and Authority:** PSAIA shall be managed by a Board of Directors. The Board has full authority to manage and control the affairs of PSAIA, including but not limited to the appointment of program directors, coaches, managers, and others necessary to conduct the operations of PSAIA the adoption of the rules and regulations necessary and appropriate to the operation and fulfillment of its purpose, the assessment of registration/membership fees, the imposition of disciplinary sanctions on members in accordance with the adopted rules and regulations, and the appointment of committees or special advisors as needed for the operation of PSAIA. Only the Board shall have the final authority to commit or obligate PSAIA in any manner whatsoever.

**Section 2. Appointment, Term, Vacancy and Removal:** The Board shall consist of at least four members plus the Executive Director. Individuals may be added or removed, pursuant to the ~~amount~~ number of individuals needed to carry out the functions of PSAIA (the Corporation).

A. Appointment: Newly created Board of Director positions created out of necessity for operations of PSAIA shall be posted at the home rink. The Board will be responsible for soliciting interested members for said positions needed. From those nominations, the Board must have a unanimous vote for the new Director to be named along with the current Board of Directors. Any nominees not selected may be re-nominated the following season. The Board may reject any individuals nominated for an open slot on the board.

B. Term: Current and future directors shall serve a life term. Directors have the option of resignation with 15 days written notice to the Executive Director.

C. Removal: A Director may be removed for cause by vote at a special meeting. A two-thirds vote of the entire board is required to remove any board member.

D. Vacancy: Any vacancy on the Board arising from resignation, disability, removal or any other reason other than an increase in the number of the Directors provided for in the Bylaws shall be filled by the appointment of a new Director by a unanimous vote of the remaining members of the Board. This may occur at a regular or special meeting of the Board.

**Section 3. Informal action:** Any action required or permitted to be taken by the Board at a regular or special meeting may also be taken by unanimous written consent of the Board, through a written document which sets for the action. Each member of the Board must sign an original or duplicate of this document. All signed copies must be filed along with the minutes of the board meeting.

**Section 4. Nominations:** Candidates for appointment to the Board at the annual meeting shall consist of *only* the candidates approved by the Board. Appointments to the Board of PSAIA shall be open to all persons interested in promoting the purpose of PSAIA without regard to race, religion, gender, age or national origin.

A. Eligibility: All candidates, for the position of member on the Board, must be either an adult, parental or life member of PSAIA (the Corporation) and in good standing. They must have previously held a Chair position with a committee with PSAHA or otherwise assisted PSAIA or a similar organization in some substantial capacity, such as coaching, assistant coaching, managing, administrative assistance or similar

activity.

B. Notice to members: Anyone who wishes to be considered a candidate for membership on the Board shall notify the Executive Director and provide such information that the Board may request regarding any past positions showing his/her interests, experience and abilities as they may pertain to the purposes of PSAIA.

C. Presentation to the Board: Any person desiring to be nominated for a position on the Board may be called to appear before the Board to present his/her interest and list their qualifications. The Board, in its sole discretion, at any time prior to the annual meeting, may determine to include such a person on the list of candidates for the office of Director and have them be considered at the meeting, or may refuse to include such person on the list of candidates for the office of Director.

### **Section 5. Voting procedure**

A. Candidate Presentation: At the annual meeting, all candidates shall be listed. After a brief report, each candidate may briefly address the meeting. The Board of Directors may also question each candidate on any issues they deem necessary. At such time, parental/life members may submit written support for or against any candidate being considered by the Board. The Board may choose to recognize or not recognize any verbal statements by anyone other than the Board themselves.

B. Balloting: At the annual meeting, each member of the Board of Directors will vote on each candidate by means of written ballot listing the choices collected for election to the Board of Directors. The Board may elect as many new Directors as they deem necessary. The candidate who receives a unanimous vote/decision from then Board of Directors shall be elected to the board of Directors. Proxy voting is not allowed. Absentee ballots or Electronic ballots may be used as the Board of Directors sees fit.

### **Section 6. Officers**

A. Election: The officers of PSAIA shall be as follows President, Vice President Secretary and Treasurer of PSAIA and shall be elected by the Board of Directors from the membership of the Board.

B. Duties: The duties of the officers shall be as described in Robert's Rules of Order with additional duties defined/amended by the Standing Rules.

C. Term: The length of term for the various officers shall be two years. The officers of PSAIA shall be elected on odd numbered years prior to the annual membership meeting. Officers have the option of resignation their officer duties with 15 days written notice to the Executive Director.

D. Removal: An officer may be removed for cause by vote at a regular or special meeting of the Board. A two-thirds vote of the entire board is required to remove any officer.

E. Vacancy: Any officer vacancy arising from resignation, disability, removal or any other reason shall be filled by the election of a new Officer by a majority vote of the remaining members of the Board. This may occur at a regular or special meeting of the Board.

**Section 7. Executive Director:** An Executive Director shall be appointed by a unanimous vote of the board.

## **ARTICLE V Programs, ~~and~~ Committees, and Council**

In order to achieve effective administration and planning of the various programs and activities of PSAIA, there are hereby created and established Programs, Committees and a Council. It shall be the duty and responsibility of each Program Director to administer and plan their program area within the guidelines established by the Board of Directors and pursuant to the Bylaws and Rules and Regulations of PSAIA. Program Directors are appointed by the Executive Director with the advice and consent of the Board. Furthermore, it shall be the responsibility of each Program Director to make recommendations for adoption by the Board of Directors which shall be in the best interests of the improvement of PSAIA.

### **Section 1. Programs**

- A. Youth Hockey:** The youth hockey program shall be registered with USA Hockey, operate and be known as the Tacoma Jr. Hockey Association (TJHA).
- B. Junior Hockey:** Any junior hockey program shall be registered with USA Hockey, operate and be known as the Puget Sound Jr. Tomahawks.
- C. Adult Hockey:** The adult hockey program shall be registered with USA Hockey, operate and be known as the Rainier Hockey League.
- D. Girls and Women's Hockey:** The women and girls hockey program shall be registered with USA Hockey. The women's program shall operate and be known as the Rainier Women's Hockey League. The girl's program shall operate as part of the Tacoma Jr. Hockey Association.
- E. Disabled Hockey:** The disabled Hockey program shall be registered with USA Hockey.
- F. Curling:** The curling program shall be registered with USA Curling. The curling club shall operate and be known as Rainier Curling Club.
- G. Figure Skating:** The figure skating program shall be registered with US Figure Skating Association (USFSA) and Learn to Skate USA. The Figure Skating Program shall be divided into two (2) groups: Skating Program and Club Council.
- H. Speed Skating:** Interested individuals are referred to Puget Sound Speed Skating Club.

## **Section 2. Committees and Council Composition**

- A. Hockey Committee:** The Hockey committee shall be composed of the Youth Hockey Program Director, Junior Hockey Program Team Owner, Adult Hockey Program Director, Girls/Women's Hockey Director, and the Disabled Hockey Director.
- B. Curling Committee:** The Curling committee shall be headed by a Curling Program Director
- C. Figure Skating Committee:** The Figure Skating Committee shall be composed of the Figure Skating Program Director and a representative of the Club Council.

## **Section 3. Program Director Duties and Responsibilities**

- A. Youth Hockey Program:** The Youth Hockey Program Director shall be appointed by the Board of Directors. The Board of Directors shall appoint individual(s) to serve as the PNAHA and MHL Representatives. It shall be the duty and responsibility of the Youth Hockey Director with respect to ice hockey to:
  - (1) Plan, create, develop, administer and supervise all 8U ADM, Recreational and National bound programs.
  - (2) Supervise and administer the following youth hockey sub-committees: 8U ADM, Managers, Coaching, Disciplinary, Membership, Tournament, Fundraising, and Communications.
  - (3) Sub-Committee Appointment: With the advice and consent of the Executive Director, the Youth Hockey Director may appoint the youth hockey sub-committee chairpersons from amongst the members of PSAIA. They will consider the interests, experience and the abilities of the members to be appointed. All sub-committees shall be responsible for carrying out the programs of PSAIA under the direction and management of the Youth Hockey Program Director. All sub-committee members are appointed to serve from May 1<sup>st</sup> to April 30<sup>th</sup>.
- B. Junior Hockey Program:** The appointment of the following staff members will be determined by the Junior Hockey Team Owner: General Manager, Head Coach, Asst. Coaches, Trainer and Team Secretary. It shall be the duty and responsibility of the Junior Team Owner with respect to ice hockey to:
  - (1). Plan, create, develop administer and supervise and the operations of the Junior Team
  - (2). The Team Owner has complete authority over all representation and development of the Junior Hockey Program and its programs.
- C. Adult Hockey Program:** The Adult Hockey Program Director shall be appointed by the Board of Directors. It shall be the duty and responsibility of the Adult Hockey Program Director with respect to ice hockey to:
  - (1). Plan, develop, administer, and supervise an adult, amateur program.
  - (2). The Adult Hockey Program Director may appoint one or more sub-committees of no less than three (3) members as needed, for adult program events, disciplinary reasons, and league

operations.

**D. Girls/Women's Hockey Program:** The Girls/Women's Hockey Program Director shall be appointed by the Board of Directors. It shall be the duty and responsibility of the Girls/Women's Hockey Director to:

- (1). Represent the interests of all female hockey athletes regardless of their age or abilities.
- (2). Plan and develop a women's amateur program.
- (3). Plan and develop activities to foster growth in female hockey.

**E. Disable Hockey Program:** The Disabled Hockey Program Director shall be appointed by the Board of Directors. It shall be the duty and responsibility of the Disabled Hockey Director to:

- (1). Represent the interests of all disabled hockey athletes.
- (2). Plan and develop activities to foster the growth in all USA Hockey disabled classifications.

**F. Curling Program:** The Curling Program Director shall be appointed by the Board of Directors. It shall be the duty and responsibility of the Curling Program Director to foster the growth of a curling program.

**G. Figure Skating Program:** The Figure Skating Program Director shall be appointed by the Board of Directors. It shall be the duty and responsibility of the Figure Skating Director to:

- (1). Plan, develop, administer, and supervise a Learn to Skate USA Program that bridges athletes into a US Figure Skating Club, USA Hockey or US Speedskating program.
- (2). Work with the Tacoma Figure Skating Club to help figure skating program participants transition to Club membership and foster an atmosphere for Club members to assist in the Figure Skating Program's classes and events.

**H. Figure Skating Club:**

(1). **NAME:** The figure skating club will be known as Tacoma Figure Skating Club (referred to in these Bylaws as the "Club").

- a). Membership in U.S. Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association ("U.S. Figure Skating"). As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.
- b). Offices. The principal office/headquarters of the Club shall be located at 2645 S. 80th St, Tacoma, WA 98409. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors.
- c). 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.

(2). **MEMBERS**

- a). The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Club, in accordance with such provisions and
- b). The Club Council 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.
- c). Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of electing Club Council Officers and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Council Officers. If no place is stated, the meeting shall be held at the Club's principal office. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Club Council or Club Council Officers.
- d). Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Written notice by electronic mail of the annual meeting stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of an annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to
  - i) an amendment to Bylaws of the Club;

- ii) a merger;
  - iii) a sale, lease, exchange, or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or
  - iv) the dissolution and liquidation of the Club.
- e). Voting List. After a record date is fixed for a membership meeting or for determining the members entitled to vote by written ballot, the Secretary shall make, at the earlier of ten (10) days before such meeting or two (2) business days after notice of the meeting has been given, a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. The list shall be arranged in alphabetical order and shall show the name, address of each member and number of votes to which each member is entitled. For the period beginning the earlier of ten (10) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or at a place (which shall be identified in the notice) in the city where the meeting will be held. Such list shall be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.
- f). There shall be no proxy votes:
- g). No member under the age of 18 shall be entitled to vote.
- h). Quorum and Manner of Voting. Ten percent (10%) of the votes entitled to be cast by the members on a matter shall constitute a quorum for action on the matter. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the vote of a greater number of votes is required by law
- i). Meetings by Telecommunications. Any or all of the members may participate in an annual 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.
- j). Action Without a Meeting.
- i) By Written Ballot. Any action that may be taken at any annual meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall:
    - 1) set forth each proposed action; and
    - 2) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:
      - a. indicate the number of responses necessary to meet the quorum requirements;
      - b. state the percentage of approvals necessary to approve each matter other than election of Club Council Officers;
      - c. specify the time by which the ballot must be received by the Club in order to be counted; and
      - d. be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.
- k). Termination, Expulsion or Suspension. No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows.
- i) The member shall be given not less than seven (7) days prior written notice of the expulsion, suspension or termination and the reasons, therefore.
  - ii) The member shall have an opportunity to be heard, orally or in writing, by the Club Council Compliance Committee, not less than thirty (30) days before the effective date of the expulsion, suspension or termination.
  - iii) The member may appeal any decision by the Club Council Compliance Committee to the Club Council Officers. All Appeals must be made within 14 days of the written decision by the Compliance Committee.
  - iv) Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion.

- v) 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.
- l). Delegates to the U.S. Figure Skating Governing Council. Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Council Officers shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

### **(3) CLUB COUNCIL**

- a). Powers. The business and affairs of the Club shall be managed by its Club Council, except as otherwise provided in the Nonprofit Law,
- b). Qualifications: Council Officers must be
  - i) at least eighteen (18) years old,
  - ii) registered with U.S. Figure Skating and
  - iii) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and
  - iv) voting members of the Club. In addition, Council Officers of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating; provided, however, that one restricted person, one ineligible person and coaches with eligible status may serve as Club Council Officers of the Club so long as they do not collectively constitute a majority of the Club Council and, further provided, that eligible coaches may serve as Club Council Officers of the Club so long as collectively they do not constitute a majority of the total number of Club Council Officers of the Club (see, U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).
- c). Number, Term, and Election of Club Council Officers.
  - i) Number of Council Officers. The number of Council Officers of the Club shall be five (5).
  - ii) Change in Number of Club Council Officers. Any action of the Club Council to increase or decrease the number of Club Council Officers, whether expressly by resolution or by implication through the election of additional Club Council Officers, shall constitute an amendment of these Bylaws effecting such increase or decrease, and, therefore, shall require approval of the members of the Club.
  - iii) Term of Council Officers: Council Officers shall serve a term of two (2) years. There will be a two (2) class of the Club Council Officers. The term of office of the Council Officers constituting the two (2) class, shall expire at the conclusion of first annual meeting of the Club held in June 2021. The term of office of the Council Officers constituting the (3) class, shall expire at the conclusion of the annual meeting held in 2022. At each annual meeting after, the number of Club Officers equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth. Each Club Council Officer shall hold office until such Club Council Officer's term expires and thereafter until such Club Council Officer's successor shall have been elected and qualified, or until such Club Council Officer's earlier death, resignation or removal.
  - iv) Nomination and Election of Club Council Officer. At a time reasonably in advance of each annual meeting of the Members of the Club, the Club Council Chair shall appoint a nominating committee consisting of two (2) of the Director's whose terms are not scheduled to expire at the upcoming annual meeting along with one (1)

member that is in good standing from the membership of the club. The nominating committee shall determine and present to the members, at a time reasonably in advance of the annual meeting, a list of nominees to stand for election as Club Officers to fill the positions of those Officers whose terms shall expire at the annual meeting. Additional nominations for Officers to be elected may be made by any voting member at the time of the annual meeting. The members shall, by the affirmative vote as required by the provisions of Article V, Section 3 (B)(4)(h) of these Bylaws, elect the requisite number of Club Council Officers from among the list of nominees.

- v) Resignation. A Council Officer may resign at any time by giving written notice of resignation to the Club Secretary. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.
  - vi) Removal. A Club Officer may be removed only at a meeting called for the purpose of removing that Officer, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Club Officer with cause by the vote of a majority of the Club Officers then in office
  - vii) Vacancies. Any vacancy occurring among the Club Officers may be filled by the affirmative vote of a majority of the remaining Club Officers, though less than a quorum. A Club Officer elected to fill a vacancy shall be elected for the un-expired term of such Club Officer's predecessor in office. Any Officer position to be filled by reason of an increase in the number of Officers shall be filled by a vote of the members, and an Officer so chosen shall hold office until the next election of the class for which such Officer was chosen and thereafter until such Officer's successor shall have been elected and qualified, or until such Officer's earlier death, resignation or removal.
- d) Officer Selection of Duties.
- i) The Club Council shall select a Chairperson, Secretary, Treasurer, Membership and Compliance Officer. Club Council may also appoint such other officers, assistant officers and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of Chairperson and Secretary.
  - ii) The selection of duties of the Club Officers shall be completed by the Club Council at the first meeting after the annual meeting of the members of the Club.
  - iii) Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Club Council or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.
    - 1) Chairperson. The Chairperson shall be the Chair (President) of the Council, shall preside at all meetings of the Club Council, and shall perform all other duties incident to the office of the chairman.
    - 2) Compliance Officer. The Compliance Officer (vice president) shall assist the Chairperson and shall perform such duties as may be assigned to them by the Club Council or by the Chairperson. The Compliance Officer shall, at the request of the Chairperson, or in the Chairperson's absence or inability or refusal to act, perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions on the Chairperson.
    - 3) Secretary. The Secretary shall
      - a. keep the minutes of the proceedings of the Club Council;
      - b. see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
      - c. be custodian of the Club records; and
      - d. in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairperson or by the Club Council.
    - 4) Treasurer. The Treasurer shall



- a. be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Club Council;
  - b. receive and give receipts and acquittances for moneys paid in on account of the Club, and pay out of the funds on hand all bills and other just debts of the Club of whatever nature upon maturity;
  - c. be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Board of Directors, Chairperson and the Club Council statements of account showing the financial position of the Club and the results of its operations;
  - d. upon request of the Council, make such reports to it as may be required at any time;
  - e. and perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairperson or the Club Council.
- 5) Surety Bonds. The Board of Directors or Club Council may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Council, conditioned upon the faithful performance of such person's duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Club.
- e) Meetings
- i) Regular Meetings. A regular annual meeting of the Club shall be held during the month of at a time and place determined by the Council, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Council Officers may provide by resolution the time and place for the holding of additional regular meetings.
  - ii) Special Meetings. Special meetings of the Club Officers may be called by or at the request of the Executive Director, Council Chair or any three (3) Officers. Notice stating the place, day and hour of every special meeting of the Club Council shall be given to each Officer by emailing such notice at least three (3) days before the date fixed for the meeting. The notice of a special meeting must specify the purpose of the meeting.
  - iii) Meetings by Telecommunications. The Club Council or any committee thereof may participate in a meeting of the council 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.
  - iv) Action Without a Meeting. Any action required by law to be taken at a meeting of the Club Council or any other action which may be taken at a meeting of Council may be taken without a meeting if every member of the Council in writing either:
    - 1) votes for such action or
    - 2) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting.
    - 3) Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Officers then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Officers, received by the Club and filed with the minutes.
    - 4) Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Club with a complete copy of the document including a copy of the signature. An Officer's

right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been signed by the Officer and not revoked as provided below. Actions taken shall be effective when the writings set forth a different date. Any Director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to affect the action is received. All such actions shall have the same effect as action taken at a meeting.

- f) Quorum and Voting. A majority of the Club Council Officers shall constitute a quorum for the transaction of business at any meeting of the Club Council, and the vote of a majority of the Club Council Officers present in person at a meeting at which a quorum is present shall be the act of the Club Council. No Club Officer may vote or act by proxy at any meeting of Club Council Officers.
  - g) Presumption of Assent. A Council Officer who is present at a meeting of the Club Council is deemed to have assented to all action taken unless: The Officer contemporaneously requests that the Officer's dissent or abstention as to any specific action taken be entered in the minutes. The right of dissent or abstention is not available to an Officer who votes in favor of the action taken.
  - h) Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers of attendance at Council meetings may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.
- (4). **Executive and Other Committees.** By one or more resolutions adopted by the Club Council, the Council may designate from among its Officers an executive committee of the Council, as well as one or more other committees of the Club, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Council, except as prohibited by the Nonprofit Law. Rules governing meetings of any committee shall be as established by the Council, or in the absence thereof, by the committee itself.

**(5). Standard of Conduct**

- a) Each Officer shall perform their duties as an officer, including without limitation their duties as a member of any committee of the Council,
  - i) in good faith,
  - ii) in a manner the Officer reasonably believes to be in the best interests of the Club and
  - iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. An Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Reliance on Certain Information and Other Matters. In the performance of their duties, an Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, an Officer shall not be considered to be acting in good faith if the Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

The designated persons on whom an Officer are entitled to rely are:

- i) one or more officers or employees of the Club whom the Officer reasonably believes to be reliable and competent in the matters presented;
  - ii) legal counsel, a public accountant, or other person as to matters which the Officer reasonably believes to be within such person's professional or expert competence;
  - iii) a committee of the Club Council on which the Officer does not serve if the Officer reasonably believes the committee merits confidence.
- b) Limitation on Liability. An Officer shall not be liable to the Club or its members for any action the Officer takes or omits to take as an officer if, in connection with such action or omission, the Officer performs their duties in compliance with this Section.

**(6). Conflict of Interest**

- a) Definition
  - i) "conflicting interest transactions" means a contract, transaction, or other financial

relationship between the Club and an Officer of the Club, or between the Club and a party related to an Officer, or between the Club and an entity in which an Officer of the Club is a director or officer or has a financial interest, and

- ii) a "party related to an officer" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Officer or a party related to an Officer has a beneficial interest, or an entity in which a party related to an Officer is a director, officer, or has a financial interest.
- b) Procedure; Action; Disclosure. 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 or in the right of the Club, solely because the conflicting interest transaction involves an Officer of the Club or a party related to an Officer or an entity in which an Officer of the Club is a director or officer or has a financial interest or solely because the Officer is present at or participates in the meeting of the Club, Club Council or of a committee of the Club Council that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Officer's vote is counted for such purpose if:
- i) the material facts as to the Officer's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Club Council or the committee, and the Club Council or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Club Council Officers, even though the disinterested Club Council Officers are less than a quorum; or
  - ii) the material facts as to the Officer's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or
  - iii) the conflicting interest transaction is fair as to the Club. Common or interested Club Council Officers may be counted in determining the presence of a quorum at a meeting of the Club Council or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.
- c) Loans. No loans shall be made by the Club to its Club Council Officers. Any Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

**(7). 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, other than skating rules, they may file a complaint in writing to the Club Council Compliance Officer. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

**(8). Miscellaneous**

- a) Records. The Club shall keep as permanent records minutes of all meetings of its members and Club Council, a record of all actions taken by the members or Club Council without a meeting and of actions taken by a committee in place of the Club Council, and a record of all waivers of notices of meetings of members, the Club Council or any committee. The Club shall also maintain the following records:
- i) appropriate accounting records;
  - ii) its Articles of Incorporation and Bylaws;
  - iii) Council resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any
  - iv) a list of the names and business or home addresses of its current Club Council Officers and Officers;
  - v) a copy of its most recent corporate report delivered to the State;
  - vi) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast;
  - vii) all written communications within the past three (3) years to members; and
  - viii) all financial statements prepared for periods during the last three (3) years that a

- member of the Club could have requested under the State law.
- b) Limitations on Use of Membership List. Unless the Club Council 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.
  - c) Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.
  - d) Conveyances and Encumbrances. Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Club Council, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.
  - e) Fiscal Year. The fiscal year of the Club should, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

**Section 4. Ad hoc Committees and Composition:** With the advice and consent of the Board, the Executive Director may appoint ad hoc committees from time to time from among the members of PSAIA, taking into account the interests, experience, and the abilities of the members to be appointed. Ad hoc committees shall be responsible for carrying out the programs of PSAIA under the direction and management of the Board. Any ad hoc committee shall be composed of at least 3 members of PSAIA. Each member of the Board of Directors shall be an ex-officio member of each committee and will attend meetings/events when deemed necessary. All ad hoc committee members are appointed to serve from May 1<sup>st</sup> to April 30<sup>th</sup>.

## ARTICLE VI Meetings

### Section 1. Board Meetings:

- A. The Board shall meet quarterly. A quorum must be present in order to do any business at any meeting. A quorum of the Board is a majority of the entire Board. Decisions of the Board are to be made by majority vote of those present at regular meetings. In the event of tie vote, the Executive Director shall decide the matter.
- B. Association members are welcome to attend and present items for discussion.

**Section 2. Special Board Meetings:** Special meetings of the Board may be called at any time by the Executive Director or by a majority of the Board, upon giving 7 days written notice to each Board member. The notice of a special meeting must state the business to be transacted at that meeting and only that business may be transacted at that meeting. A quorum must be present in order to do any business at a special meeting. A quorum of the board is a majority of the entire Board. Decisions of the board are to be made by majority vote of those present at special meetings. If the special meeting is being held for the specific purpose of removing a Director then the voting requirement is defined in Article VI, Section 6D.

**Section 3. Annual Meeting:** The annual meeting of PSAIA shall be held at such time and place as the Board may determine. The purpose of the annual meeting is for the Board to vote on any candidates needed to fill open positions on the Board, to go over the annual report, approve an annual operating budget and to present any other reports to the members as the Executive Director or the Board deems necessary.

- A. Annual Report: The Executive Director and the Board of Directors shall prepare an annual report

setting forth the activities of PSAIA during the preceding year. The Treasurer shall review the financial report, including a balance sheet, statements of income and expenses, receivables, and any other information the Board considers appropriate. Copies of the annual report shall be circulated at the annual meeting and shall be available for inspection by interested parties upon request.

B. Budget: The Treasurer shall present an operating budget for approval by the Board at the Annual Meeting.

**Section 4. Notice:** Written notice for meetings, other than special ones, shall be given to voting members at least 15 days and no more than 60 days before the meeting. Notice for the annual meeting shall be given at least 30 days and no more than 120 days in advance. The notice shall state the purpose of the meeting. Notice can be given by mail, email, or by hand delivery.

## **ARTICLE VII Property and Finances**

**Section 1. Banking:** The funds of PSAIA shall always be deposited in a FDIC bank that is approved by the Board. In the event there is ever an excess of funds over and above what is needed for the current operations of PSAIA this excess may be invested for a period of not more than 1 year with a reputable insured financial institution.

**Section 2. Payables:** All disbursements of funds for PSAIA shall be made by electronic funds transfer or check signed only by the PSAIA Treasurer, Executive Director and if either is absent, signed by an authorized Director of the Board.

**Section 3. Investment:** The Board may also provide for the establishment of an Endowment fund, the purpose of which is to help defray operating expenses and thereby assist in the reduction of registration fees. This fund shall be administered separately from the other funds of PSAIA and shall be invested with a reputable, insured financial institution. Withdrawals from the Endowment fund shall only be made by 2/3-majority vote of the full Board of Directors.

**Section 4. Registration Fee:** The Board shall set Registration fees for the upcoming season of each sport in the spring preceding the start date of the season. The purpose of the registration fee is to pay for the sanctioning bodies of each sport along with the administrative costs for PSAIA. This fee is not refundable.

**Section 5. Membership Dues:** Each program or council will submit their membership dues for the upcoming season to the Board prior to May 1<sup>st</sup> for final approval. These dues are to pay the operating expenses for PSAIA including, but not limited to fees for ice usage. When a member joins PSAIA after the season has started or leaves from an injury or moving out of the area, the dues may be prorated.

**Section 6. Sanctions:** Any members of PSAIA who fails to pay the registration fees and membership dues within 30 days after they have become due according to the set payment schedule, shall be subject to suspension from the association. Registered members (athletes) who are delinquent cannot participate in any on ice or off ice programs until their account has been made current and cleared by the Board.

**Section 7. Insurance:** PSAIA shall have the power to purchase insurance on behalf of directors and officers and any other indemnified person to provide for the payment of the insurance and/or indemnification as set forth in these bylaws.

**Section 8. Accounts:** The accounts of PSAIA shall be prepared by Executive Director working with the Treasurer in accordance with generally accepted accounting procedures and presented to the Board at each regular scheduled meeting. A financial advisor may be selected by the Board, to assure that they have been prepared fairly and accurately. The report of this review shall be presented at the annual meeting. The

Financial advisor will advise the Board as to choosing an outside agency to prepare and file any or all IRS forms/reports deemed necessary. All team or club council bank accounts must be approved by the Board of Directors, a copy of the monthly bank statement must be submitted to the Treasurer each month. The Executive Director and Treasurer of PSAIA must be included on any account as a co-account holder.

**Section 9. Fundraising, Sponsorships and Donations:** All funds received from sponsorships, donations or fundraising activities by PSAIA members, teams, athletes, club councils using the name PSAIA whether it be raised or donated, must be deposited and recorded in the name PSAIA general fund not the individual team or club council in order to protect the contributors. Tax receipt shall come from the Executive Director along with the Treasurers signature in a timely manner. The Treasurer will then administer the funds as designated by the sponsorship or donation agreement.

## **ARTICLE VIII General and Miscellaneous**

**Section 1.** Copies of the organizational documents of PSAIA and the bylaws, and any amendments to them, shall be preserved by the Board in a place of safekeeping. Minutes of all meetings of the Board and of the annual meeting shall be kept in a minute book.

**Section 2.** A copy of these Bylaws, or a notice briefly summarizing the organizational structure of PSAIA set forth in these Bylaws, as well as the nomination procedures of PSAIA shall be circulated to the general members by posting in PSAIA's home ice rink or posting on their web site.

**Section 3.** PSAIA shall designate an ice rink in Pierce County as their home ice rink and shall give notice to the designation to the general membership. Notices and information for the general membership shall be posted on a bulletin board at the home ice rink, mailed or emailed to the address given at time of registration. Any notice to be given in writing pursuant to these Bylaws shall be deemed given if mailed, first class, postage prepaid, to the last known recorded address of the intended recipient. Also, if delivered to an athlete who is a family member of the intended recipient, or sent by facsimile, or via e-mail to the last known address of both.

**Section 4.** The Board shall resolve disputes concerning the interpretation or application of these Bylaws, the decision of which shall be final.

**Section 5.** These Bylaws may be amended by a 2/3 vote of the Board, provided, however that any final action on any proposed amendment to the Bylaws shall be held over until at least the second regular meeting of the Board following the meeting at which such proposal is first submitted to the Board.

**Section 6.** PSAIA shall indemnify any person who was or is a party or who is threatened to be made a party in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of his or her service as a director or officer or chair or a member of a committee of the Corporation, or of service in any other capacity at the express request of the Board or the Executive Director. This indemnity shall be for all expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person indemnified. This indemnity applies only where the person indemnified has acted within the scope of his or her authority, in good faith, and in a manner reasonably believed by the person indemnified to be in the best interests of PSAIA. With respect to any criminal action or proceeding, this indemnity applies only where the person indemnified had no reasonable cause to believe his or her action was unlawful. It is intended that this indemnity is equivalent in scope and limitations as that permitted by the State of Washington and the provisions are hereby incorporated into these bylaws by reference.

**Section 7.** The indemnification provided for in the preceding Section is not exclusive of any other rights to

which any person seeking Indemnification may be entitled under any bylaw, agreement, decision of the Board, or otherwise, and shall continue as to any person who has ceased to be an officer or member of the Board, and shall inure to the benefit of the Indemnified person's personal representative, heirs, administrator or assigns. The Board may, by appropriate resolution, extend the indemnification provided in the preceding Section to any other agent, servant, or employee of PSAIA.

**Section 8.** Anything in these bylaws to the contrary notwithstanding, no director, officer or other person shall be indemnified against any liability to PSAIA or others, including attorney's fees and expenses, to which he or she is subject by reason of his or her willful misfeasance, bad faith, gross recklessness, or reckless disregard in the duties involved in the conduct of his or her office or position.

**Section 9.** Standing Rules for-PSAIA shall be created and reviewed for changes annually by the Board. Standing Rules for the Councils shall be created and reviewed for changes annually by each Council and approved by the Board.

**Section 10. Logos:** The youth logo, portions of the youth logo, or any likeness of the youth logo cannot be used without written permission from the Board of Directors or the Executive Director. The Junior logos, portions of the junior logos, or any likeness of the junior logos cannot be used without written permission of the Team Owner. The adult hockey logo, portions of the adult logo, or any likeness of the adult logo cannot be used without written permission of the League Commissioner. Any future league or council logos must be approved by the Board of Directors or the Executive Director of PSAIA.

**Section 10. Team Names and Colors:** The youth, girls, and junior teams that play within PSAIA's hockey programs will only have team names and team colors that are approved by the Board of Directors.

## **ARTICLE IX Conflict of Interest**

**Section 1.** No contract of other transaction between PSAIA and one or more of its Executive Directors or Board , or between PSAIA and any other Corporation, Firm, Association, or other entity in which one or more of its Trustees, Officers, or Employees are directors or officers, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Board thereof if such Executive Director's, Board of Director's (hereinafter "interested party or parties") are present at the meeting of the Board thereof which authorizes such contract or transaction, nor shall his or her votes be counted for such purpose, unless:

The material facts as to such interested person's interest in such contract or transaction and as to any such common directorship, officership, or personal, professional, political or financial interest is disclosed in good faith or are known to the Board , and the Board authorizes such contract or transaction by unanimous written consent, proved at least one Board of Director so consenting is disinterested or by a majority vote without counting the vote or votes of such interested parties, or persons even if the disinterested Board of Directors are less than a quorum ; or

The material facts as to such party's or party's interest in such contract or transaction and as to any such common directorship, officership or personal, professional, political or financial interest are disclosed in good faith or are known to the Board to vote thereon, if any, and such contract or transaction is authorized by a majority vote of the Board.

Secretary – Laura Buress

Signed \_\_\_\_\_ Date \_\_\_\_\_