

BY-LAWS OF THE
PACIFIC NORTHWEST INTERCLUB ASSOCIATION, INC.
(a Non-Profit Organization)

ARTICLE I NAME

The name of this organization shall be “Pacific Northwest Interclub Association, Inc.” For all purposed this name may be abbreviated to read “PNIC”.

ARTICLE II PURPOSE

The purpose of this association shall be:

- (a) To support the mission of the US Figure Skating (USFS) by providing programs to encourage participation and achievement in the sport of figure skating on ice in the Northwest Pacific Region.
- (b) To provide a forum for the exchange of information among the several member clubs for their mutual and benefit and for the furtherance of the objectives of PNIC set forth in this article.
- (c) To provide a forum for the purpose to undertake cooperative activities which may include, but are not limited to, sponsoring tests, competitions, exhibitions and to disseminate information concerning skating.

ARTICLE III MEMBERSHIP

Section 1. The membership of PNIC shall be open to all USFS Member Clubs located in the Northwest Pacific Region.

- (a) PNIC Member Clubs granted inactive status by the USFS Membership Committee will be designated an inactive member of PNIC until such time as they again become a USFS regular Member Club or until they lose USFS membership.
- (b) PNIC Member Clubs must abide by the USFS Rules in regards to eligibility to compete in NWP Regional Championships.
- (c) PNIC Member Clubs not currently in compliance will need to provide a copy of their Club by-laws incorporating this policy by the next regularly scheduled meeting or be removed from PNIC membership.

Section 2. Membership may be terminated:

- (a) By resignation, upon delivery of a letter of resignation to the PNIC and the acceptance thereof by the Board, and upon payment of all dues then due and payable. The Club resigning shall forfeit all rights and claims of every nature whatsoever in or against the PNIC, its property, funds, and officers.
- (b) For non-payment of dues or assessments within six (6) months of notice of indebtedness. A Member Club dropped from membership for non-payment of all dues or other indebtedness may upon payment of same within the current fiscal year, at the discretion of the Board, be reinstated to full membership.
- (c) A loss of USFS membership.

- (d) Lack of Member Club representation at two (2) or more schedule meetings throughout the year.

ARTICLE IV GOVERNMENT

Section 1. The government of the PNIC shall be vested in a Board consisting of three (3) delegates appointed by each Member Club. Each delegate is entitled to one (1) vote which may be cast by the delegate present or by written proxy. A Member Club may hold proxies from no more than its own club and one other Member Club. Proxy designation must be submitted to the Secretary in writing (email accepted) prior to any scheduled meeting, preferably 24 hours in advance.

Section 2. The delegates shall elect officers annually from among themselves, in accordance with Article VI and VII, to manage the affairs of the PNIC in accordance with Article VIII.

Section 3. An affirmative vote of the majority of the quorum of the Board shall be required to pass any issue brought before the council.

Section 4. The PNIC is based on the principal of the sovereignty of all its Member Clubs and nothing in these By-Laws shall be interpreted so as to:

- (a) Authorize the PNIC to intervene in matters pertaining to the internal affairs of its Member Clubs.
- (b) Surrogate their rights as set forth in the USFS Official Rulebook.

Section 5. For the purpose of accounting and alignment with USFS, the fiscal year of the PNIC shall begin July 1st of each year and end on June 30th of the following year.

Section 6. The Board shall not make a grant, gift, or donation to any one organization or individual within a one year period which exceeds ten (10) percent of the current assets of PNIC.

ARTICLE V DELEGATES

Section 1. Delegates to the Board must be registered eligible or reinstated USFS members in accordance with the USFSA Rulebook and must be eighteen (18) years of age or older.

Section 2. Each Delegate shall represent only one Member Club to which they are a member in good standing. All PNIC elected officers will also be a considered a delegate representing their respective Member Club.

Section 3. It shall be the obligation of each Member Club to register with the Secretary of the PNIC the name, address, email address, and telephone number of each of their delegates, and any changes that may occur from time to time.

ARTICLE VI OFFICERS

Section 1. The elected officers of the PNIC shall be President, Vice-President, Secretary, and Treasurer. They shall be elected from the current list of delegates, or any member in good standing

with a Member Club, to the PNIC; however, the President and Vice-President must be delegates from different Member Clubs. The officers shall have the same qualifications as a delegate (Article V).

Section 2. Officers shall be elected for terms of one (1) year and shall hold office until their terms expire or until their successors are elected. Officers shall take office at the conclusion of the skating season, June 30.

Section 3. An office shall be immediately vacated

- (a) If the officer is convicted of a criminal offense
- (b) If the officer in writing resigns his/her office
- (c) If the officer is no longer a home-club member of a PNIC Member Club
- (d) If the officer is no longer a member in good standing with USFS
- (e) If the officer refuses to act or abdicates the performances of his/her responsibilities.

Section 4. Any officer can be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in itself create contract rights.

ARTICLE VII NOMINATION, ELECTION AND VACANCIES

Section 1. The President with the approval of the Board at the Winter Meeting, shall appoint a Nomination Committee to consist of two-three (2-3) delegates from Member Clubs and designate the Chair thereof.

Section 2. At least thirty (30) days prior to the Spring Conference Call the Nominating Committee shall solicit from the current list of delegates and Presidents/Secretaries of Member Clubs the names of persons to be nominated and who are willing to serve as President, Vice-President, Secretary, and Treasurer for the ensuing year (Article VI, Section 2). The Secretary shall notify via email all delegates and the President/Secretary of each Member Club no later than ten (10) days prior to the Spring Meeting the list of nominees selected by the Nominating Committee for their consideration.

Section 3. The election of officers shall take place via email in late May or early June. The Secretary will send out the voting email notification provided by the nomination committee to all delegates as bcc and cc the nomination committee members. All responses will be made directly to ONLY the nomination committee members. The voting time will be open for a period of 5-7 days. Write-in candidates are allowed.

Section 4. The ballots will be tabulated by the nomination committee with a report provided to the Secretary of the number of delegates voting and total votes cast for each open position. The nomination committee will provide the results of the election to the President and Secretary. Results will be announced via email within 3-4 days of the close of elections.

Section 5. In the event of a tie for an office, the Secretary shall send out a second email notice for voting to determine who shall be elected to this office. Only those names involved in the tie vote shall appear on this email.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. The President shall preside at meetings of the Board. With approval of the Board, the President shall supervise and manage the affairs of the PNIC, appoint and remove all committees and the chair thereof when not otherwise specified in these By-Laws; shall pass upon all questions of order, and shall be governed by Robert's Rules of Order (most current revision) in deciding questions not provided for herein. President with any other officer shall sign all agreements and contracts made by the PNIC, upon approval of the Board.

Section 2. The Vice-President shall perform the duties of the President in the absence or disability of the President. The Vice-President will be responsible for the updates to the PNIC website and working with the webmaster to make sure that updates are done in a timely manner.

Section 3. The Secretary shall issue all notices, record and maintain minutes of all meetings.

Section 4. The Treasurer shall have charge of the funds of the PNIC. The Treasurer shall keep an accurate account of all financial affairs and transactions of the PNIC, shall have custody of all moneys and properties of the PNIC and with the approval of the other officers shall select a depository for such moneys; shall collect all dues and assessments; shall notify all delinquent Member Clubs in accordance with Article III, Section 3(b); and shall pay all proper and approved bills and debts of the PNIC, keeping proper vouchers thereof. All withdrawal of moneys shall require one signature and be approved by the Officers of the Board. At each regular meeting of the Board, the Treasurer shall render a written report of the finances of the PNIC. At the expiration of the term of office, the Treasurer shall deliver to their successor all papers, books and records as well as all funds and accounts pertaining to the office.

The President, with the approval of the Board, may designate from time to time any member of the Board to handle special funds of the PNIC, such as those for competitions, special events, etc. and such member shall make a complete report to the Treasurer, or notify the Treasurer of any loss.

ARTICLE IX MEETINGS

Section 1. The Board shall meet regularly four (4) times each year; Fall, Winter, Spring, and Summer, the date and place for each meeting to be decided at the previous meeting. The meetings as far as possible shall be scheduled as follows: Fall Meeting in September/October; Winter Meeting in January; Spring Meeting in April/May; and Summer Meeting in August during annual competition. All meetings will be done as a conference call, except for the Summer meeting which will be held during the annual competition but conference calling capabilities will be available for those who are unable to attend in person.

Section 2. Written notice of Board meetings with the minutes of the previous meeting shall be emailed to all registered delegates of the Member Clubs at least ten (10) days before the date of the meeting.

Section 3. Special Meetings of the Board may be held at such time and place as the President shall designate upon their motion or upon written request of the delegates of any two (2) Member Clubs. Notice of such meetings shall be emailed to each delegate at least ten (10) days before such meeting

and shall state the business to be considered. No business shall be transacted at a Special Meeting except that of which notice was given.

Section 4. At all meetings of the PNIC, delegates or alternate delegates, representing at least one third of the member clubs of the PNIC in good standing, as specified in Article III and Article V, shall constitute a quorum. In the absence of a quorum, the meeting shall be postponed until a quorum is present.

Section 5. All meeting shall be conducted in accordance with Robert's Rules of Order (Revised).

ARTICLE X DUES AND ASSESSMENTS

Section 1. Dues for the ensuing year shall be determined by the Board at the Fall Meeting.

Section 2. Special Assessments may be made from time to time as voted by the majority of the total voting power of the Board, provided notice of such assessments was in the call of the meeting. Each Member Club shall be assessed an equal amount.

Section 3. New Member Clubs shall be required to pay a \$25.00 initiation fee, provide delegate form, and copy of Club by-laws before being entitled to the rights and privileges of a Member Club.

Section 4. All initiation fees, annual membership dues and any special assessments levied by the Board shall become PNIC property upon receipt by PNIC.

ARTICLE XI LIABILITY

No member Club shall be liable for any obligation incurred by the PNIC or incurred by any other Member Club, except for annual dues or special assessments as are provided for in the By-Laws. Neither the officers of the PNIC nor the delegations to the Board shall have any personal liability to the PNIC or to a Member Club, for any action taken pursuant to the authority vested in them by the By-Laws of the PNIC, except in respect of any criminal action or proceeding as to which a person shall have been adjudged to be guilty or any civil action as to which a person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to PNIC.

ARTICLE XII AMENDMENT OF BY-LAWS

Amendment of these By-Laws may be acted upon at any meeting of the PNIC. An affirmative vote of two-thirds (2/3) of the voting quorum shall be required to amend these By-Laws. The text of the proposed amendment shall be submitted to all delegates of Member Clubs in writing at least twenty (20) days before being taken to a vote.

ARTICLE XIII CONFLICT RESOLUTION

If any member of the Member Club has a complaint against another Member Club for an infraction of any By-law, rule, policy or procedure of the Club, other than skating rules, they may file a

complaint in writing to the PNIC Board of Directions only after action has been taken to resolve the matter under the PNIC's Member Clubs rules. Such complaints will be investigated and resolved in accordance with the By-laws and grievance process of U.S. Figure Skating.

ARTICLE XIV DISSOLUTION

Upon dissolution of the PNIC for any reason whatsoever, any remaining property of the PNIC shall be distributed to organizations currently qualified by 501©3 of the Internal Revenue Code or any subsequent revision or successor thereto and closely associated with figure skating on ice to the limits of Article IV, Section 6.

Approved by the PNIC Board May 10, 2010

Pam Dawson, President