

SKATING ASSOCIATION OF MAINE

Member of United States Figure Skating Association and USA Hockey

BY-LAWS

ARTICLE I

NAME AND CORPORATION

- Section 1:** **NAME:** The Organization shall be known as The Skating Association of Maine. (hereinafter “Association” or “SAM”). The Association was originally incorporated under the Laws of the State of Maine on August 10, 1981 as the Penobscot Valley Figure Skating Club.
- Section 2:** **HEADQUARTERS:** The registered physical headquarters is at 203 Whitten Road, Hallowell, Maine 04347. Mailing address is Skating Association of Maine, P O Box 5663, Augusta, ME 04332.
- Section 3:** **Registered Agent:** The registered agent shall be designated and confirmed annually by the Board of Directors.

ARTICLE II

PURPOSE

- Section 1:** **MISSION:** The mission of the Association is to encourage and promote ice skating programs in the State of Maine.
- Section 2:** **PURPOSE:** The Association exists to encourage and promote the participation, instruction, practice, and advancement of its members in the sport of skating on ice, including, but not limited to Learn to Skate, Figure Skating, and Hockey, in accordance with the rules and regulations of each sport’s National Governing Body (NGB), and to instill the ideals of good sportsmanship, honesty, and teamwork.

ARTICLE III

FISCAL YEAR

The fiscal year of the Skating Association of Maine shall begin on July first of each year and end on June thirtieth of the following year.

ARTICLE IV

GOVERNANCE

- Section 1:** **TRUSTEES:** The Trustees are charged with coordinating and organizing all fund raising and special events, developing strong community relations through digital and analog media, and developing and coordinating volunteer efforts. The Trustees shall act as arbiter of last resort in any grievance or other dispute under the Grievance Procedure set forth in Article XXII. Upon request of the Board of Directors, the Trustees shall serve as a community resource, and provide consultation, advice, mediation and facilitation services as needed.
- Section 2:** **BOARD OF DIRECTORS:** The day to day management of the business and affairs of the Association is vested in and exercised by or under the authority of a Board of Directors.
- Section 3:** **SPORTS STEERING COMMITTEES:** Each Steering Committee is charged with running the programs and events specific to their respective sport in accordance with the rules and regulations of that sport's National Governing Body (NGB), the Ted Stevens Amateur Sports Act, and any applicable rules and regulations promulgated by the U.S. Olympic Committee (USOC).
- Section 4:** **NOTICE DEADLINES:** All notice and posting deadlines may be extended to the next business day only when the deadline day is a Sunday or a state or federal holiday.

ARTICLE V **TRUSTEES**

- Section 1:** **NUMBER OF MEMBERS:** The Board of Trustees of the Association shall be composed of 5 to 13 Trustees including the Chairman of the Board, and a Secretary. One Trustee shall be a member of the Prescott Family or its representative. Whenever possible, each of two of the Trustees should have a working knowledge of figure skating and hockey respectively.
- Section 2:** **TERM OF OFFICE:** Each Trustee shall serve for a period of four (4) years and no Trustee may serve more than two consecutive terms, unless approved by a two-thirds vote of the other Trustees.

Section 3: TRUSTEE QUALIFICATIONS: The selection of Trustees will be based on obtaining for the Association the best possible individuals, with specific talents to assist the Trustee Board in accomplishing the Mission of the Association and the goals of the Trustees. Skill sets sought in the Trustees include, but are not limited to, experience in sports, working with youth, connections to the community and related resources, non-profit experience, fund raising skills, publicity and public relations, grant writing, volunteer development and co-ordination, business experience and consulting, event management, and mediation, arbitration and facilitation.

Section 4: SELECTION AND APPOINTMENT OF TRUSTEES: The initial and subsequent Trustees will seek, cultivate, and elect additional Trustees as needed in accordance with Section 1. Annually the Trustees shall select and appoint Trustees to replace those whose term has expired.

Section 5: TRUSTEE OFFICERS: Annually, in a manner to be determined by the Trustees, they shall from among themselves, elect three officers consisting of a Chair, Vice Chair, and Secretary.

- a) The Chair of the Trustees shall preside at all meetings of the Trustees and may call regular and special meetings as necessary.
- b) The Vice Chair shall perform the duties of the Chair in the Chair's absence, inability, or refusal to act.
- c) The Secretary shall keep the minutes of Trustee meetings and, upon approval of the Trustees, with the Chair sign any contract or agreements that relate to authorized activities of the Trustees.

Section 6: CODE OF CONDUCT: At the beginning of each term of office and annually thereafter, Trustees must agree in writing to abide by the Association's Code of Conduct.

Section 7: RESIGNATION: A Trustee may resign their office at any time by giving written notice of resignation to the Association. The resignation is effective when the notice is received by the Association unless the notice specifies a later effective date. A Trustee's resignation does not absolve the member of any other membership obligations, if any.

Section 8: REMOVAL: Any Trustee may be removed by a two-thirds majority vote of all Trustees, in person or by proxy, whenever in it is judged to be in the best interests of the Association. A Trustee may be removed only at a meeting called for the purpose of removing that individual, and the meeting notice shall state that the purpose, or one of the purposes of the meeting is removal of the Trustee, and said removal is final.

Section 9: DUTIES OF THE TRUSTEES: The Trustee shall serve as oversight to the Board of Directors by providing financial and business guidance. Upon request of the Board of Directors, the Trustees shall provide consultation, mediation and facilitation services as needed. The Trustees will also be responsible for coordinating, organizing, and contracting for all fund raising and special events, developing strong community relations through digital and analog media, and developing and coordinating volunteer efforts. Pursuant to the Grievance Procedure set forth in Article XXII below, the Trustees shall act as arbiter of last resort in any grievance or other dispute.

Section 10: CLERICAL ASSISTANCE: The Trustees shall have the authority to make, in their discretion, appropriations for clerical assistance for the Trustee Secretary.

Section 11: TRUSTEE LIMITATION: The office of a Trustee shall be *ipso facto* vacated:

- a) If they are no longer a member of the Association.
- b) If they are suspended from membership in the Association.
- c) If by notice in writing to the Association, they resign their office.
- d) If they are convicted of any felony, or for any misdemeanor for which they are sentenced to incarceration.
- e) If during the pendency of any legal action against a Trustee.

ARTICLE VI **OFFICERS**

Section 1: TITLES: The officers of the Board of Directors will consist of a President, Vice President(s), Secretary, Treasurer, and Past President.

Section 2: QUALIFICATIONS: Membership on the Board of Directors or Steering Committee for at least one (1) year shall be a prerequisite for election as an Officer. If an insufficient number of Board members are qualified for election as Officers, then and only then, would all voting members of the Board become eligible for nomination and election as Officers.

Section 3: TERM OF OFFICE: Each Officer will serve for a period of three (3) years, beginning with the start of the Association's fiscal year immediately following their election, and running to the later of the end of the same fiscal year, or the election of their successor.

Section 4: ELECTION OF OFFICERS:

A. Frequency of Officer Elections: In those years when one or more officer positions a) become vacant due to resignation, removal, or limitation by operation of Article XIV, Section 16, or b) will become vacant due to the expiration of an officer's term, then, and only then will the Board, at the Annual Meeting elect officers to fill all vacant and expiring officer positions.

B. Method of Electing Officers: When an election of officers is required under Section 4A of this Article, immediately after the election of Directors at the Annual Meeting, the Board will adjourn to Executive Session and, in accordance with Article XIII Section 4, elect the officers necessary pursuant to Section 4A of this Article, from among their number. Thereafter the Board will reconvene the Annual Meeting and announce the current and newly elected Officers to the membership.

Section 5: VACANCY: The Board of Directors may elect members of the Board to fill any vacancy.

ARTICLE VII
PRESIDENT

Section 1: DUTIES: The President shall take charge of the Association; preside at all meetings of the Association, the Board, and the Executive Committee; call regular and special meetings of the Board and Association.

Section 2: POWER OF APPOINTMENT: With the exception of the Nominating and Steering Committees, the President, with the advice and consent of the Board, shall annually appoint the chairs of all Board committees.

Section 3: SUSPENSION OF MEMBERSHIP PRIVILEGES: The President may immediately suspend the membership privileges of any member for violating the By-laws, Code of Conduct, or Rules or Regulations of the Association (see Article XXII), unless such suspension directly affects a competitor's right to compete as regulated by the Amateur Sports Act (36 USC §2205), and shall immediately notify members of the Executive Committee of such action. Upon the President's suspension of any member the Grievance Procedure set forth in Article XXII shall take effect.

Section 4: **VOTE:** The President may vote only in case of a tie, except when the yeas and nays are ordered, in which case the President shall vote when his/her name is called. If the result be then a tie, the motion shall be declared lost.

Section 5: **SIGNING POWER:** Upon the approval of the Board, the President, together with the Secretary shall sign all agreements and contracts made by the Association, unless otherwise required by law or the terms of a specific contract. On a case by case basis, by recorded Motion or Consensus, the Board may authorize the Treasurer to sign a specific agreement or document in the absence of the Secretary.

Section 6: **MEMBERSHIP ON COMMITTEES:** The President is an ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII **VICE PRESIDENT**

Section 1: **DUTIES:** The Vice President shall perform the duties of the President in the President's absence, inability, or refusal to act.

ARTICLE IX **SECRETARY**

Section 1: **DUTIES:** The Secretary shall keep the records of the Association, prepare the Minutes of Board, Executive Committee, and Membership meetings, supervise all reports and documents connected with the business of the Association; and collect, compile, and distribute to the Board and Trustees, the Minutes from all Steering Committee meetings within fourteen (14) days of the date held.

Section 2: **CORRESPONDENCE:** The Secretary shall supervise the correspondence of the Association, and prepare and issue timely notices of all meetings of the Board, Executive Committee, and the Membership.

Section 3: **SIGNING AUTHORITY:** With the President, the Secretary signs all agreements and contracts made by the Association, and if so directed by the Board of Directors, unless otherwise required by law, or the terms of a specific contract upon the approval of the Board.

ARTICLE X **TREASURER**

Section 1: **DUTIES:** The Treasurer shall have charge of the funds of the Association and shall keep a record of all receipts and disbursements and shall render a written report at each regular Board meeting and when requested by the President of the Board.

Section 2: **AUDITS AND TAX FILINGS:** The Treasurer shall provide for an audit to be performed by a Certified Public Accountant or enrolled Agent at least every two years, or more frequently with approval of the Board. The Treasurer shall provide documentation for the appointed accountant for the preparation of annual tax filing for Federal and State taxes.

Section 3: **DISBURSEMENTS:** Disbursements shall be made only upon approval by the Board. The Treasurer or President has the authority to disburse funds not otherwise budgeted or approved by the Board of Directors up to the amount of five hundred dollars (\$500), and any such disbursements must be immediately reported to the Board. The funds of the Association shall be deposited in the name of the Association in a bank or in securities approved by the Board.

Section 4: **SIGNING AUTHORITY:** All disbursements by check shall be signed by the Treasurer or the President. The Finance Chair of each Steering Committee will also be able to sign checks. Upon approval by the Board, another designated officer or member of the Board may be designated to sign checks of the Association.

The Board shall have the power, whenever they deem it necessary to appoint an Acting Treasurer.

ARTICLE XI **PAST PRESIDENT**

Section 1: **DUTIES:** The Immediate Past President shall serve as advisor to the Board of Directors, is a member of the Board and the Executive Committee, and shall have the power of the floor and the vote.

ARTICLE XII **EXECUTIVE COMMITTEE**

Section 1: In the intervals between meetings of the Board of Directors, an Executive Committee, consisting of the President, Vice President, Secretary, Treasurer, and Immediate Past President, shall have the authority to manage the day-to-day affairs of the Skating Association of Maine.

Section 2: **QUORUM:** The presence of at least three (3) members of the Executive Committee in person or by teleconference shall be necessary to constitute a quorum.

Section 3: **ACTIONS TAKEN:** To take effect, all actions of the Executive Committee must be reported to the Board of Directors not later than seven (7) days after such action or actions have been taken. Such action or actions shall be subject to cancellation by the Board of Directors if a majority of the Directors, having received a proper written report thereof, as provided herein, object in writing, by letter or email, to the Chair of the Executive Committee Secretary not later than twenty-one (21) days after such action or actions have been taken. Further, such action or actions shall be subject to revision, alteration or cancellation by the Board of Directors at its next ensuing meeting, provided that no rights or acts of third parties shall be adversely affected thereby. The action or actions of the Executive Committee shall be deemed to be the action or actions of the Board of Directors as revised, altered and/or ratified by it.

ARTICLE XIII **BOARD OF DIRECTORS**

Section 1 **NUMBER OF MEMBERS:** The Board shall be composed of seven (7) to thirteen (13) members.

The minimum of seven (7) board members consists of five (5) officers as identified in Articles VII thru XII and two (2) representatives from each Committee. One Representative from each of the Figure Skating and Hockey Steering Committees.

Additional Directors at large positions will be filled based on approval of the board and these members will cover areas such as fundraising, publicity, Prescott family member role, and others as needed. These members will be voted in according to ARTICLE XIII, Section 5.

Section 2: **TERM OF OFFICE:** Each member of the Board shall serve for a period of three (3) years, beginning with the start of the Association's fiscal year immediately following their election, and running to the later of the end of the fiscal year, or election of their successor.

Section 3: **QUALIFICATIONS:** Except for that group of Directors that take office in 2012, a Director must be a SAM member for the 12 months immediately preceding their election.

Section 4 **SELECTION AND APPOINTMENT OF CERTAIN BOARD MEMBERS:**
The Hockey and Figure Skating Steering Committees will vote two (2) members to the SAM Board from their respective memberships. These four (4) positions will fill President, Vice President, Figure Skating Representative and Hockey Representative. The representatives shall represent the interests of their respective sport to insure, among other things, that the Board actions are not contrary to the requirements of each sport's NGB. One additional position will be held by a member of the Prescott Family or their representative.

If the board determines that there is not a qualified candidate from either Committees membership to hold the President's role, then the Board may place a member of the community in this role. This member of the community must have several years of management or strong leadership experience. In this event, additional Vice President's role will be created to provide equal representation for each committee. If the President/Vice Presidents roles are unable to be filled through the process outlined in the bylaws then the President of the Trustees may assign person(s) to these roles.

Section 5: **ELECTION OF REMAINING AT-LARGE BOARD MEMBERS:** To insure the fair representation of each sport, the remaining four (4) to eight (8) Directors will be elected by Weighted Voting.

A. VOTING CLASSES: For the purposes of the election of at-large directors, the SAM Membership shall be divided into two classes. One voting class shall consist of those SAM members, 18 years of age or older, registered with USA Hockey. The other voting class shall consist of those SAM members, 18 years of age or older, registered with US Figure Skating.

B. METHOD OF DETERMINING THE WEIGHTED VOTE VALUE:

Each year, the value of a member's vote will be adjusted by the relative membership of each voting class as follows. Not more than 30 days before the Annual Meeting, each Steering Committee will submit to the Board Secretary a verified list of members, who are registered with the respective NGB and are 18 years of age on or before the date of the annual meeting. To determine the weighted vote, the Board Secretary will:

- i) total each sport's list of qualified voters,
- ii) create a fraction using the smaller number as the denominator and the larger number as the nominator,
- iii) divide the nominator by the denominator which will result in a weighted vote value of 1.0 or larger.

C. METHOD OF APPLYING THE WEIGHTED VOTE VALUE: When the weighted vote value is larger than 1.0, the value of the each vote cast by the sport with the smaller number of qualified voters will be increased by multiplying the vote by the weighted vote value. For example, if Hockey and Figure Skating had 150 and 100 qualified voters respectively, the fraction would be 150/100. Dividing the nominator (150) by the denominator (100) equals a weighted vote value of 1.5. Thus, the value of each individual Figure Skating vote would be multiplied by 1.5, and each such vote would be counted as 1.5 votes.

Section 6: **TERM LIMITS:** No person shall serve as an elected or appointed member of the Board of Directors for more than three (3) consecutive terms except by vote of two-thirds (2/3) of the attending membership in person or by proxy.

Section 7: **CODE OF CONDUCT:** At the beginning of her/his term of office and annually thereafter, each member of the Board must agree in writing to abide by the Association's Code of Conduct Policy.

Section 8: **RESIGNATION:** An Officer or Board member may resign their office at anytime by giving written notice of resignation to the Association. The resignation is effective when the notice is received by the Association unless the notice specifies a later effective date. Resignation from the Board does not absolve the member of any other membership obligations, if any.

Section 9: **REMOVAL:** Any Officer or Director may be removed by a two-thirds vote by ballot of all members of the Board of Directors, in person or by proxy, whenever in it is judged to be in the best interests of the Association. The Officer or Director may be removed only at a hearing called for the purpose of removing that individual, and the hearing notice shall state that the purpose or one of the purposes of the hearing is the removal of the individual. The Officer or Director must be provided with a copy of the charges against them at least ten (10) days in advance of such hearing. At the hearing, the Officer or Director must be given the opportunity to present a defense against the charges. An appeal of the Board's decision may be taken to the Association's Board of Trustees by serving a written notice of such appeal to the Chair of Trustee Board within ten (10) days of the receipt of the Board's decision. A special meeting of the membership shall be called within thirty (30) days for the consideration of the case. A two-thirds (2/3) vote of the members present in person or by proxy shall be necessary to reverse any decision made by the Board.

ARTICLE XIV

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1:** **MEETINGS:** The Board of Directors shall meet no less than three (3) times during the fiscal year to carry out the business of the Association. The date and location of these meetings shall be determined by the Board.
- Section 2:** **SPECIAL BOARD MEETINGS:** Any four (4) members of the Board may call a Board meeting upon written notice to all members of the Board at least seven (7) days prior to the meeting. The notice shall state the date of the meeting, the purpose for which the meeting is called, and the names of the four (4) members requesting the meeting.
- Section 3:** **QUORUM:** The presence of a majority of the members of the Board of Directors in person or by teleconference shall be necessary to constitute a quorum.
- Section 4:** **TELEPHONIC MEETINGS:** The Board of Directors and the Executive Committee may permit any Director/Committee Member to participate in a regular or special meeting thereof through the use of any means of communication by which all directors/committee members can hear each other during the meeting. A person participating in this manner is deemed to be present in person at the meeting.
- Section 5:** **AUTHORITY:** The Board shall have the entire authority in the management of all affairs and finances of the Association and shall have general control of all its property. All rights and powers connected therein shall be vested in them.
- Section 6:** **EXECUTIVE SESSION:** On a motion and second, the Board may adjourn to Executive Session to discuss issues of a confidential nature which are usually limited to personnel, discipline, or contract issues. At the conclusion of the Executive Session, the Board must reconvene the regular meeting and report out any action taken or decision made, by a motion and a vote, so as to officially record and notify the membership of the action or decision.
- Section 7:** **ACTIONS TAKEN WITHOUT A MEETING:** Between meetings, votes of the Board of Directors and the Executive Committee may be taken by mail, by facsimile, or by e-mail at the direction of the President. Such actions without a meeting may be taken if every member of the Board/Committee either (i) votes for such action or (ii) votes against such action or abstains from voting AND waives the right to demand that a meeting be held. 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 Directors/Committee Members then in office were present and voted. All such action shall have the same effect as action taken at a meeting.

- Section 8:** **RULES:** The Board shall make such rules as they deem proper respecting the use of the Association's property, prescribe rules for the admission of guests, fix penalties for offenses against rules, and make rules for their own government and for the governing of the committees appointed by them.
- Section 9:** **APPROPRIATIONS:** All appropriations from the funds of the Association shall be made by the Board or the Executive Committee, including the approval of the Steering Committees' annual budgets for their respective programs.
- Section 10:** **AUDITS:** The Board shall review and approve the records of the Secretary, Treasurer, and Committees at each meeting. The Board shall hire an independent auditor to conduct an annual audit of the financial books and records of the Association, and to report the results to the Board and the Trustees. All Audit reports shall be made available to the membership, and to other parties as may be required by law.
- Section 11:** **INDEBTEDNESS:** The Board shall have the power to limit the indebtedness of a member to the Association.
- Section 12:** **SUSPEND OR EXPEL:** The Board shall have the power to suspend or expel, (suspend until appropriate hearing), then have a hearing, and expel if necessary any member for violating the By-laws, Code of Conduct, or Rules or Regulations of the Association (see Article XII), unless such suspension directly affects a competitor's right to compete as regulated by the Ted Stevens Amateur Sports Act (36 USC §2205), and shall immediately notify members of the Executive Committee of such action. Upon the Board's suspension of any member, the Grievance Procedure set forth in Article XXII will take effect.
- Section 13:** **DROP AND REINSTATE TO MEMBERSHIP:** The Board may as hereinafter provided drop from the roll any delinquent member and also may reinstate such members as hereinafter provided.
- Section 14:** **STANDING COMMITTEES:** The Board shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as shall seem to them necessary.
- Section 15:** **CLERICAL ASSISTANCE:** The Board shall have the authority to make, in their discretion, appropriations for clerical assistance for the Secretary and Treasurer.

Section 16: BOARD MEMBER LIMITATION: The office of a Director shall be ipso facto vacated:

- a) If they are no longer a member of the Association.
- b) If they are suspended from membership in the Association.
- c) If by notice in writing to the Association, they resign their office.
- d) If they are convicted of any felony, or for any misdemeanor for which they are sentenced to incarceration.
- e) If during the pendency of any legal action against a Director for which the penalty may be either a period of incarceration or restitution in any amount.

ARTICLE XV
NOMINATING COMMITTEE

Section 1: SELECTION AND COMPOSITION: The Nominating Committee will consist of five (5) members. At the Annual Meeting, the President, with the advice and consent of the Board of Directors, will appoint the Chair of the Nominating Committee. Simultaneously, the Chairs of the Steering Committees, with the advice and consent of their respective committee, will each appoint two (2) members of the nominating committee from within their respective sport.

Section 2: LIMITATIONS: Association Members, at least eighteen (18) years of age, are eligible for appointment to the Nominating Committee. No one seeking a Director or Officer position may serve on this Committee.

Section 3: DUTIES AND RESPONSIBILITIES: At least forty-five (45) days before the Annual Meeting of the Association, the names of the members of the Nominating Committee must be posted on the SAM website and in every rink in which SAM conducts programs or rents ice. The Nominating Committee will nominate a slate of candidates to replace the Class of Directors whose terms are expiring and shall post this slate to the members of the Association at least four (4) weeks prior to the Association's Annual Meeting. The Nominating Committee Chairman shall certify that any complete alternative slate fully complies with Article XIII, Sections 3 and 6, above.

Section 4: NOTICE: At least sixty (60) days before the Annual Meeting, the Nominating Committee Chair will provide each member with a written notice listing the members of the Nominating Committee, contact information for the Committee Chair and members, and notice of the process by which Members may nominate an alternative full or partial slate of candidates pursuant to Section 6 of this Article.

Section 5: **NOMINATIONS BY THE COMMITTEE:** After certifying that the proposed candidates are in compliance with Article XIII, Sections 3 and 6, the Nominating Committee will nominate a slate of candidates to replace the Directors whose terms are expiring, and shall post this slate to the members of the Association at least four (4) weeks prior to the Association's Annual Meeting.

Section 6: **NOMINATIONS BY MEMBERS:** At least ten (10) voting members in good standing may nominate a full or partial slate of candidates to replace the Directors whose terms are expiring. Such nominations must be submitted to the Nominating Committee Chair in writing, signed by the ten (10) or more nominating Members, no less than three (3) weeks before the Annual Meeting. After certifying that the proposed alternative candidates are in compliance with Article XIII, Sections 3 and 6, the Nominating Committee will post the alternative full or partial slate two (2) weeks before the annual meeting, in the same manner in which the official slate was posted to the Membership.

ARTICLE XVI **STEERING COMMITTEES**

Section 1: **GENERAL COMPOSITION:** There shall be two (2) Steering Committees – Figure Skating and Hockey. Each Steering Committee will elect from its membership two Directors to the Board of Directors.

Section 2: **FIGURE SKATING STEERING COMMITTEE:** This committee shall be elected by the Association members that are also members of US Figure Skating.

Section 3: **HOCKEY STEERING COMMITTEE:** This committee shall be elected by the Association members that are also members of USA Hockey.

ARTICLE XVII **CONFLICTS OF INTEREST**

Section 1: **DEFINITION:** A conflict of interest arises when a Trustee, Officer, Director, Committee member, other volunteer or staff member involved in making a decision is in the position to benefit, directly or indirectly, from his or her dealing with the Association or with a person conducting business with the Association. The definition of a “benefit” includes both tangible and intangible benefits.

Section 2: **PROCEDURE AND DISCLOSURE:** Each Trustee, Officer, Director, Committee Member, Staff Member and volunteer must:

A. Avoid conflicts of interest, or the appearance of conflicts, between their personal interests and those of the Association in dealing with outside entities or individuals.

- B. Disclose real, apparent, or the appearance of conflicts of interest to the Trustees, Board and/or Steering Committee, as appropriate.
- C. Refrain from voting on matters that involve a real conflict of interest or the unresolved appearance of a conflict.
- D. Conflicted members may not participate in the discussion and should be excused from the meeting during any discussion, unless the majority of the meeting determines otherwise by a majority vote in the absence of the conflicted member.

ARTICLE XVIII **INDEMNIFICATION**

The Association shall indemnify any Board member or Officer of the Association to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if such person conducted himself or herself in good faith, in the Association's best interest and in a reasonably prudent manner. However, the Association may not indemnify a person either (1) in connection with a proceeding by the Association in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Association or (2) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Association was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Association only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses.

ARTICLE XIX **RECORDS**

Section 1: DOCUMENT RETENTION AND DESTRUCTION: The Association will retain records for the period of their immediate use unless longer retention is necessary for historical reference or to comply with the law or NGB requirements. Where the NGB, federal, state, or local law prescribes a definite period of time for retaining certain records, the Association will retain these for the period specified by law. Where the applicable NGB or the law provides no guidance, the minimum retention period will be three (3) years. All other documents and materials that have no legal or historical significance may be destroyed when no longer needed for operational purposes. Records kept permanently include audit reports, minute books, constitution and by-laws, charter, insurance records, accident reports and claims and test records.

Section2: **INSPECTION OF ASSOCIATION RECORDS:** Upon written notice delivered to the Association President at least five (5) business days in advance, any member is entitled to inspect and copy Association records and documents. There may be a fee for copying of documents, not to exceed a statutory limit, if any.

ARTICLE XX **MEMBERSHIP**

Section 1: **MEMBERSHIP CHAIRS:** Each Steering Committee will appoint a Membership Chair to process membership applications, renewals, and NGB registrations. Within 30 days of the start of each fiscal year, each Membership Chair will provide the Board Secretary with a then current membership list, and thereafter maintain a current membership list, providing the Secretary with updates as necessary, and when requested.

Section 2: **TYPES OF MEMBERSHIP:** The four types of membership are Home, Associate, Supporting, and Honorary:

A. Home Membership is available to any person whose primary skating membership resides with the Skating Association of Maine (SAM). This individual is registered through SAM with their respective NGB, and represents SAM at competitions, games and tournaments. Home Members, 18 years of age or older, are voting members of the Skating Association of Maine.

B. Associate Membership is available to any individual whose NGB registration is with another club or association. An Associate Member may not represent SAM in competitions, games, or tournaments. At Club meetings, they have the privilege of the floor, and may speak, but they have no vote, and may not hold elected or appointed office on the Board of Directors or Steering Committees.

C. Supporting Membership (Friends of SAM) is available to any individual who and desires to support SAM by becoming a member, but without the requirement of registering with an NGB. Supporting Members have the privilege of the floor, but no have speech or voting rights.

D. Honorary Membership is an honor that may be bestowed by the Association upon an individual or entity by a by a two-thirds (2/3) vote of the members present, in person or by proxy, at any meeting of the Association. Honorary members shall be free from initiation fees, dues, or assessments. They may represent the Association in exhibitions and attend ice skating sessions under the same rules governing other members. Honorary Members have the privilege of the floor, of speech, but have no voting rights.

Section 3: **APPLICATION FOR MEMBERSHIP:** Each candidate for membership shall submit an application, accompanied by the appropriate fee, to the appropriate Steering Committee Membership Chair.

Section 4: **ARREARS OF DUES:** Any member in arrears for dues shall be notified by mail by the Membership Chair within twenty-one (21) days following the renewal deadline.

Section 5: **ARREARS FOR DUES RESTRICTION:** No member in arrears for dues, or other indebtedness, shall be eligible to hold office, be entitled to vote, enter in any tests or competitions, games or skate on Association ice.

Section 6: **RESIGNATION:** Any member not in arrears for dues, or other indebtedness, may resign by notifying the Membership Chairman, who shall report the same to the Board.

Section 7: **RESPONSIBILITIES FOR GUESTS:** Members shall be responsible for the conduct and indebtedness of their guests.

ARTICLE XXI

GENERAL MEMBERSHIP MEETINGS

Section 1: **TIME:** The Annual Meeting shall be held between March 1 and May 31 This meeting shall be for the election of Directors and Officers, ratification of prior Board actions, other business as announced in the call of the meeting, and any new business.

Section 2: **SPECIAL MEETINGS:** The Secretary shall call special meetings at the direction of the President, or upon written request of five (5) Association Members in good standing or four (4) members of the Board of Directors.

- Section 3:** **QUORUM:** Ten percent (10%) of all members 18 years of age or older, parent or guardian of members under the age of 18, whether by proxy or in person, in good standing shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum was once present may continue to do business at the meeting or at any adjournment thereof, notwithstanding the withdrawal of enough members to leave less than a quorum.
- Section 4:** **NOTICES:** Notices of scheduled and special meetings shall be made by notification from the Secretary to every member or family by notification in either the newsletter, posted notice at SAM rinks, on the SAM website, or by email or mail at least ten (10) days in advance of the meeting. Proxies, if applicable, shall be available at this time also.
- Section 5:** **SPECIAL MEETING LIMITATION:** No business shall be transacted at a Special Meeting except that of which notice was given in the call of the meeting.

ARTICLE XXII **GRIEVANCE PROCEDURE**

- Section 1:** **STANDING:** Any member(s) suspended by the President, or having a complaint against another member for a violation of any Association By-law, Rule, Regulation, or Policy, has standing to file a grievance. In addition, whenever the President or the Board of Directors suspend or expel a member, unless waived by the member, the Board will commence a Grievance with the Board as the Grievant and the member as the Respondent.
- Section 2:** **PROCEDURE:** A grievance is commenced by the filing of a grievance document with the Secretary of the Board, or with the President if the grievance is against the Secretary. The grievance document must be submitted within 60 days of the alleged incident, and must set forth the alleged complaint, the Association By-Law, Rule, Regulation, or Policy violated, and must include the names of any witnesses, and any documentary or other evidence the Grievant desires to be considered. After receiving such complaint, the Secretary (or President) will immediately forward the grievance to the appropriate Steering Committee. If the Respondent(s) is a member of a Steering Committee, the Board of Directors will replace the Steering Committee. If the Respondent(s) is a member of the Board of Directors, the Board of Trustees will replace the Board of Directors (in which case the Decision of the Trustees is final).

Section 3: **HEARING:** Upon receipt of the Grievance, a copy of the grievance complaint must be immediately mailed to the Respondent(s) along with notice of a hearing date to the Parties. The Steering Committee shall conduct a hearing no less than thirty (30) days and not more than forty-five (45) days after notice to Respondent(s) was mailed. The Grievant(s) and Respondent(s) shall be heard with their witnesses at the hearing and may present any additional relevant evidence.

Section 4: **DECISION AND APPEALS:** The Steering Committee shall report their decision to the parties and the Board Secretary within ten (10) days of the hearing. An aggrieved party may appeal to the Board of Directors from the decision of the Steering Committee by serving a written notice of such appeal on the Board Secretary within fourteen (14) days of the receipt of the Steering Committee's decision. An aggrieved party may appeal to the Board of Trustees from the decision of the Board of Directors by serving a written notice of such appeal on the Board Secretary within fourteen (10) days of the receipt of the Board of Directors' decision. The Board Secretary must accept and immediately forward the appeal to the Trustee Secretary. Within 30 days of receipt of the notice of appeal, the Trustees will conduct a meeting to consider the appeal.

ARTICLE XXIII **FEES, DUES AND ASSESSMENTS**

Section 1: **FEES, DUES AND ASSESSMENTS:** Shall be set at the discretion of the Board in accordance with these By-laws.

ARTICLE XXIV **PROHIBITED ACTIVITIES**

Section 1: **ACTIVITIES:** No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2: **PRIVATE INUREMENT:** No part of the net earnings of the Association may inure to the benefit of any Member, Director, or Officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association in carrying out one or more of its purposes), and no Member, Director, Officer or Trustee of the Association, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

Section 3: **PROHIBITED ACTIVITIES:** The Association shall not engage in any activities not permitted to be carried on by a Association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XXV **DISSOLUTION**

Section 1: **DISSOLUTION:** Upon the dissolution of the Association and the termination of its activities, the assets of the Association remaining after the payment of all of its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, benevolent or educational Association within the meaning of Title 13B of the Maine Revised Statutes as amended. Upon any such distribution, preference shall be given to the United States Figure Skating Association Memorial Fund or any of its affiliate clubs and/or similar fund of USA Hockey.

ARTICLE XXVI **AMENDMENTS**

Section 1: **VOTING:** The By-laws may be amended only at the Annual Meeting or a Special Meeting, by a two-thirds (2/3) vote of the Membership present, either in person or by proxy.

Section 2: **RIGHT TO PROPOSE AMENDMENTS:** The Trustee Board, the Board of Directors, and five (5) or more Members of the Association have the right to propose By-law Amendments that conform to the requirements in this Article.

Section 3: **PROCEDURE:** All proposed amendments, regardless of source, must be submitted in writing to the Board, at least ninety (90) days prior to the Annual Meeting, for Board review prior to publication and submission to the general membership for a vote. After review, the Board may endorse, oppose, or work with the Proposer(s) to submit a modified Amendment on which the Board and Drafter agree.

Section 4: **RATIONALE:** All proposed amendments must contain a rationale explaining the reasons for adopting the amendment and an estimated financial impact. After nonBoard amendment proposals have been reviewed by the Board, the Board may include, in the notice of the proposed amendment, a rationale opposing or supporting amendment.

Section 5: **NOTICE REQUIREMENTS:** Notice of any amendment to the By-laws must be sent in writing (and posted publically by website, e-mail) to the Members at least thirty (30) days prior to the Annual or a Special Meeting. Notice of the proposed amendment must contain both an unaltered copy of the section to be amended and that same section showing the effect of the proposed amendment, as well as the rationale and financial impact statement submitted by the Proposer. Such notice may also include a recommendation by the Board of Directors on the advisability of the amendment.

Amended: 11/13/93
09/18/95
05/17/97
05/17/98
06/07/03
01/31/04
06/11/05
06/22/07
06/04/11
01/14/12
06/01/12
05/18/22