

**BYLAWS  
OF  
Virginia Ice Theatre of Fairfax, Inc.,  
a Virginia Non-Stock Corporation**

**ARTICLE 1  
Name**

The name of this organization shall be the Virginia Ice Theatre of Fairfax, Inc. (hereinafter and commonly referred to as "VITOF").

**ARTICLE 2  
Purpose**

VITOF is organized exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

To this end, VITOF shall initiate programs and activities designed to stimulate interest in ice skating in the county of Fairfax and neighboring communities, including sponsoring or participating in national or international amateur sports competitions as well as supporting and developing amateur athletes for such competitions. All programs and activities shall be in accordance with United States Figure Skating Association (USFSA) and/or Ice Skating Institute (ISI) rules and regulations.

VITOF may solicit, raise, hold and disburse funds for the accomplishment of the corporate purpose. The Corporation may engage in various fund-raising activities and promotional activities, including advertising and publicity, in or by any suitable manner or media. The Corporation may also sell any common property and goods as may be necessary to accomplish its purpose.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE 3  
Membership and Governance**

**Section 3.1 General.**

Any person, upon payment of dues and assessments, may become a member of the Corporation with privileges set forth on the membership form. Members shall be required to abide by the Bylaws of the Corporation and any policies, procedures, or code of conduct established by the Corporation, ISI and/or USFSA. Membership is for a one- year period.

### Section 3.2 Types.

Types of membership shall be determined by the Board of Directors in compliance with ISI and USFSA regulations. Being a member does not automatically confer the right to compete or skate with the team.

### Section 3.3 Application/Tryouts.

The Board may choose to accept or deny any application for membership with or without cause before or after the tryout process.

### Section 3.4 Dues and Fees.

Dues required for membership in the Corporation shall be determined by the Board of Directors and are non-refundable. Dues are set forth on the membership form and may be modified by the Board of Directors prior to enrollment for the current skating year. Fees for special events may be levied at the discretion of the Board.

### Section 3.5 Arrearages.

VITOF shall notify any member of the Corporation who is in arrears for the payment of dues or other fees. This notification shall be sent to the member at their last known address. The amount of the arrearage must be paid in full within thirty (30) days. If payment is not received within this time, the member is not in good standing and may not run for or hold office, vote, participate in any organization activities or skate with the team. A delinquent member shall lose all rights and privileges associated with membership. VITOF shall have the right to pursue the collection of arrearages from the member through legal action and the member shall be liable for any and all costs, including attorneys' fees incurred as a result of such collection efforts.

### Section 3.6 Voting Rights.

Voting rights in the affairs of VITOF shall be restricted to members of the Corporation at least 18 years of age. Members of the Corporation must be in good standing to be eligible to vote at any meeting. Only one vote may be cast per membership. If a member is under age 18, that member's parent or guardian may cast one vote in his/her stead. If two or more siblings under age 18 are members, a maximum of two votes may be cast.

### Section 3.7 Termination.

A member may be terminated based upon violation of policies and procedures set forth by the Board of Directors, including the Code of Conduct which must be signed and agreed upon by each member. Membership dues or fees already paid up to the time of termination shall not be refundable.

### Section 3.8 Membership Meetings.

An annual membership meeting shall be held and all members of the Corporation invited to attend. Notice of the annual meeting shall be sent by the Board to all members of the Corporation either by e-mail, phone, or written notice at least seven (7) days prior to the meeting. Proxies shall be provided so that any member unable to attend the meeting can provide a vote on elections or other matters of business or can assign another member to cast a vote at the meeting in their stead.

Section 3.9 Quorum.

At any general membership meeting, the voting members present and in good standing shall constitute a quorum for the transaction of business. Each member in good standing shall be eligible to participate in the meeting and shall have one vote on any matter under consideration by the membership, including election of Directors.

**ARTICLE 4  
Governance**

Section 4.1 General.

The Board of Directors shall be comprised of the officers of VITOF and any ex officio member. The Board of Directors will manage the affairs of VITOF. Conduct of affairs, unless otherwise specified in these Bylaws, shall be governed by Robert's Rules of Order. Elected Board of Directors must each sign the Board Member Agreement (Appendix A) upon taking office.

Section 4.2 Election.

The Board of Directors shall be elected at the annual meeting of the membership and shall serve a one-year term that will commence at the beginning of the fiscal year following the annual meeting, as described in Section 8.2.

Section 4.3 Duties.

The Board of Directors shall be responsible for the general supervision of the affairs of the organization and shall:

- a. Transact all VITOF business.
- b. Establish and define the scope and purpose of standing committees and special committees.
- c. Monitor the activities of all committees.
- d. Prepare and present an annual report of VITOF affairs and financial position to the general membership.
- e. Fill any vacancies on the Board of Directors that occur between annual meetings of the organization if deemed necessary by the Board.

Section 4.4 Ex Officio.

The head skating coach contracted by VITOF shall serve as an ex officio member of the Board of Directors. The Ex Officio will have a vote on all matters presented to the Board of Directors. In order to prevent conflict of interest, a skating coach shall not hold any office on the Board of Directors. A coach may, however, volunteer to help any committee established by the Board.

**ARTICLE 5  
Officers**

Section 5.1 Number.

The Board of Directors shall consist of three (3) to seven (7) members, elected as officers by and from the voting membership of the Corporation at its annual meeting. These officers must

include a President, a Vice President, a Treasurer and a Secretary. Officers beyond these four shall be called Directors. A Director may hold an assistant office. The same person may hold more than one (1) office, provided that no person may hold more than two (2) offices simultaneously, and further provided that no one person may hold the offices of President and Vice President. In no case shall two persons on the Board of Directors be related. There may also be such other subordinate officers and assistant officers and agents as may be deemed necessary; these shall be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by these Bylaws.

#### Section 5.2 General Authority and Duties.

Officers of VITOF shall have such authority and perform such duties in the management of VITOF as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

#### Section 5.3 Election, Term of Office.

The principal officers shall be elected by the voting members in the manner prescribed herein. The officers of VITOF shall be elected annually to serve a term of one year. Any officer may also serve on any number of committees. Subordinate officers or assistant officers, if any, may be appointed by the elected Board of Directors.

#### Section 5.4 Removal.

Any officer may be removed at any time by a two thirds affirmative vote of the Board of Directors.

#### Section 5.5 Resignation.

Any officer may resign at any time by delivering written notice to the Board of Directors. The resignation shall take effect upon delivery unless the notice specifies a later effective date and such later effective date is accepted by the Board of Directors.

#### Section 5.6 Vacancies.

Any vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by a two thirds affirmative vote of the remaining members of the Board of Directors.

#### Section 5.7 Compensation.

No officer or other member shall be compensated for his/her services as a Board member of VITOF.

#### Section 5.8 Re-election.

Any officer may be re-elected to fill the same, or any other office.

#### Section 5.9 Liability.

No member, officer or director shall be held personally liable for any act or failure to act under the articles of organization, or these Bylaws, excepting only for acts or omissions arising out of his/her willful misconduct.

## **ARTICLE 6**

### **Elections**

#### Section 6.1 Nominations.

The Board of Directors shall solicit volunteers willing to serve as officers for the following year at least seven (7) days prior to the annual meeting. Nominations may also be accepted from the floor at the annual membership meeting, provided the nominee is a member of VITOF in good standing, is present, and consents to the nomination. Elections shall take place at the annual meeting. New officers assume their duties at the beginning of the next fiscal year following the annual meeting.

#### Section 6.2 Eligibility.

Any voting-eligible member in good standing of VITOF may serve as an officer. However, any person running for President must have been a member of VITOF for at least one year. The only exception to this would be if no person with this qualification is willing or able to serve as President.

#### Section 6.3 Election Procedure.

A majority vote of the voting members in good standing who are present at the meeting shall constitute an election.

## **ARTICLE 7**

### **Duties of Officers**

#### Section 7.1 President.

The President of VITOF shall be the chief executive officer of the Corporation and shall have charge of the affairs of the Corporation. The President shall preside at all meetings of the membership. The President shall have other powers including, but not limited to, the following:

- Shall ensure that mandates and directives of the Board are properly executed.
- Shall call meetings of the Corporation at his/her discretion, giving notice of meeting as required in Sections 3.8 and 9.4.
- May enter into agreements and contracts made by the Corporation.
- Shall determine answers to questions arising from emergencies not provided for in the Bylaws of the Corporation until such time as they are acted upon by the Board or the entire membership.
- Shall represent the Corporation before Federal, State, and Local boards, officials and representatives.
- May vote when voting is by ballot, or in all other cases, may cast a vote to break a tie.
- Shall have signatory responsibility on bank account(s) and shall be bonded annually.

#### Section 7.2 Vice President.

The Vice President shall assist the President in the discharge of duties and, in the absence of the President, assume the duties and responsibilities of the President. The Vice President shall serve as a backup to the Treasurer and shall be bonded annually.

### Section 7.3 Secretary.

The duties of the Secretary shall include, but not be limited to:

- Shall keep a written record of all meetings of members and directors.
- Shall conduct all correspondence and carry out all orders, votes and resolutions not otherwise committed.
- Shall maintain a file of all correspondence.
- Shall keep a list of the names and addresses of all agents retained by the Corporation.
- Shall prepare an annual report to be presented at the annual meeting.

In the absence of the secretary, a temporary clerk may be designated by the person presiding at the meeting, to perform the duties of the secretary.

### Section 7.4 Treasurer.

The Treasurer shall have general charge of the financial affairs of the Corporation.

The Treasurer must be bonded annually. The duties of the Treasurer shall include, but not be limited to:

- Shall keep an accurate written account of all monies received by and expended for use of the Corporation.
- Shall present quarterly (and/or upon request) detailed financial reports to the Board.
- Shall make all financial books and records available to an auditor approved by the Board.
- Shall make an annual written report to all members of the Corporation at the annual meeting.
- Shall make disbursements that have been authorized by the Board of Directors.
- Shall deposit all funds of the Corporation in a bank or banks approved by vote of the Board.
- Shall make provisions for the collection of all dues and other assessments.

The funds, books, records and vouchers in the care of the Treasurer, with the exception of confidential reports, shall at all times be subject to verification and inspection by the Board of Directors or any voting-eligible member of the Corporation.

### Section 7.5 Additional Officers.

The Board of Directors, the President or such other officer authorized by the Board of Directors, may appoint such other officers, with such powers and duties as they or any of them shall deem necessary. Any such other officers or agents shall hold office at the pleasure of the Board of Directors.

### Section 7.6 Team Liaison.

This person, typically the contracted head skating coach who serves as Ex Officio, will assure that VITOF is run according to the rules and regulations set forth by USFSA and ISI in regards to activities pertaining to the team, on and off the ice. This person is not an officer of the Corporation but may still have a vote as the ex officio member of the Board.

## **ARTICLE 8**

### **Finance**

#### Section 8.1 Specific Accounting Procedures or Convention.

VITOF shall keep its books in accordance with a specific method of accounting for tax and financial purposes to be determined by the Board of Directors. These procedures shall be executed in a time and manner consistent with the requirements for maintenance of non-profit corporation tax exemption status under Section 501(c)(3), Internal Revenue Code. Funds are to be deposited in a bank approved by the Board of Directors and may be withdrawn on two (2) signatures of the Treasurer, President, or Vice President.

#### Section 8.2 Designation of Fiscal Year.

VITOF shall operate on a fiscal year beginning January 1 and ending December 31.

#### Section 8.3 Audit.

The Board of Directors shall annually contract an auditor to reconcile all financial records and books of the Corporation. The auditor shall prepare an annual report of the financial condition of the Corporation. The auditor must not be a member of the Board of Directors, nor be a relative of a member of the Board of Directors.

#### Section 8.4 Dues and Fees.

The membership dues of VITOF shall be established by the Board of Directors.

#### Section 8.5 Member Accounts.

The Board of Directors may determine that member account records shall be maintained to record each member's earned contribution from fundraising activities toward team trips or other planned activities. The percentage of fundraising proceeds to be apportioned between member and general fund accounts shall be determined by the Board of Directors. Funds recorded in individual member account records are NOT the property of individual members and may not be distributed to the member. In the event a member quits, moves, or otherwise ceases to participate in VITOF, any unused funds in such member's account shall immediately become a part of the general fund of VITOF. The only exception to this rule shall apply when the departing member has a sibling who is also a member, in which case the departing member's account will be credited to the participating sibling's account.

## **ARTICLE 9**

### **Board of Directors Meetings**

#### Section 9.1 Regular Meetings.

The Board of Directors shall meet not less than twice per year, at a time and place that shall be determined by the Board of Directors. All regular and special meetings may be conducted in person or in any other manner permitted by law.

#### Section 9.2 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of any member.

### Section 9.3 Executive Session.

An executive session may occur at the end of any regularly scheduled meeting. It shall include only voting members of the Board of Directors. Other members of the Corporation may attend executive session by invitation only. Executive session shall be used to discuss unpaid dues, disciplinary actions, litigation, personnel issues, or any matters of concern regarding conflicts which may be a deterrent to the smooth and successful operation of the Corporation and its ability to meet the needs of all Corporation members. Anyone present at executive session shall be required to keep confidential all issues discussed.

### Section 9.4 Notice.

Regular meetings of the Board of Directors may be held without distributing to the entire general membership written or official notice of the date, time, place or purpose of the meeting. The person or persons calling any meeting of the Board of Directors shall, at least three (3) days before the meeting, give written notice thereof to the Board of Directors individually. Such notice need not describe the purpose for which the meeting is called.

### Section 9.5 Quorum.

Two thirds of the Board of Directors in office when the meeting is held shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not physically present, missing members may be included via telephone or other manner permitted by Virginia law.

### Section 9.6 Voting Procedures.

Except as otherwise provided in the Bylaws, an affirmative vote of two thirds of the Board members voting at a meeting at which there is a quorum shall be the act of the Board. All Directors must vote on all matters before the Board unless a conflict of interest exists wherein a Director may abstain from voting. Each Board member has only one vote, even if he/she holds two offices on the Board of Directors.

### Section 9.7 Action Without a Meeting.

Any action may be taken without a meeting if one or more written consents setting forth the action are signed either before or after such action by all of the Board members and filed with the minutes of the proceedings of the Board. In the event that the Board is required to take immediate action, any Director may provide written notice to all Directors through electronic communication requesting a vote by electronic means. All electronic votes shall be presented and recorded at the next meeting of the Board of Directors.

## **ARTICLE 10 Committees**

### Section 10.1 Membership.

The Board of Directors, by resolution adopted by a majority of the Board in office, may create committees. The Board of Directors shall have the power at any time to increase or decrease the number of members of a committee, to appoint the chair of a committee, to fill vacancies on it, to



remove any member of it, and to change its functions or terminate its existence. The Board shall encourage participation on committees by parents, skaters, professionals, and other members of the Corporation.

Section 10.2 Authority.

A committee shall have and may exercise all authority delegated to it in the Board of Directors' resolution which created such committee. A committee may formulate and recommend to the Board of Directors for approval general policies regarding the management of the business and affairs of VITOF.

**ARTICLE 11**  
**Contracts, Loans, Checks and Deposits**

Section 11.1 Contracts.

The Board of Directors may authorize any officer or officers, or agent or agents to enter into any contract or to execute and deliver any instrument that is consistent with the policies of VITOF on behalf of the Corporation, but such authority shall be confined to certain instances. No contracts, for either personal or professional services, may be entered into without approval of the Board of Directors.

Section 11.2 Coaching Contracts.

The Corporation shall contract and fund the services of a Head Skating Coach, whose responsibilities and qualifications shall be designated by the Board. The Board may also contract with an assistant skating coach and any other professional deemed necessary for the benefit of the team. Each skating coach or other professional must adhere to all terms of his/her contract.

Section 11.3 Loans.

No loans shall be contracted on behalf of VITOF and no evidence of indebtedness shall be issued in its name.

Section 11.4 Checks.

Checks written on behalf of VITOF shall be co-signed by two members of the Board of Directors.

Section 11.5 Deposits.

All funds of VITOF not otherwise employed shall be deposited within a reasonable amount of time to the credit of VITOF in such depositories as the Board of Directors shall elect.

**ARTICLE 12**  
**Policies**

Section 12.1 Charitable Organization.

VITOF is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 12.2 Earnings.

No part of the net earnings of VITOF shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that VITOF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of VITOF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and VITOF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 12.3 Unpermitted Activities.

Notwithstanding any other provision hereof, VITOF shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal tax code.

Section 12.4 Dissolution.

Upon dissolution of VITOF, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 13**  
**General Provisions**

Section 13.1 Interpretation of Bylaws.

The Board of Directors shall determine any question as to the proper interpretation of any of the provisions of these Bylaws.

Section 13.2 Separability of the Bylaws.

The provisions of these Bylaws are declared separable, and if any provision is declared to be illegal or invalid by a court of competent jurisdiction, the remainder of the Bylaws shall remain in effect.

Section 13.3 Amendment of the Bylaws.

To the extent not prohibited by law, the Corporation shall have the power to amend, alter, modify or repeal these Bylaws and adopt new bylaws, in all cases by an affirmative vote of the majority of members present and also those members voting by proxy at the annual membership meeting or at a special membership meeting called for this purpose.

These Bylaws have been adopted and approved by the undersigned, being all of the initial Board of Directors, as of June 24, 2012.

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Carol Glover

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Olga Garrity

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Harriet Vorona

**Section A**

**Virginia Ice Theatre of Fairfax (VITOF)  
Board Member Agreement**

As a Board member of VITOF, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I promise to be fiscally responsible, with other Board members, for this organization. I will make myself aware and knowledgeable regarding our budget and finances and I will take an active part in reviewing, approving, and monitoring the budget and fundraising to meet the goals of our organization.
2. I understand my legal responsibilities for the organization and those of my fellow Board members. I am responsible for knowing and overseeing the implementation of policies and programs.
3. I accept the Bylaws and operating principles and understand that I am morally responsible for the health and well-being of this organization.
4. I will actively engage in fundraising for this organization. These may include individual solicitation, undertaking special events. I am making a good faith agreement to do my best and to participate in fundraising events.
5. I will actively promote the organization in a positive manner.
6. I promise to treat my fellow Board members and other members with respect and when conflict occurs, I promise to respectfully disagree and work for a compromise that is in the best interest of the organization.
7. I will attend any and all Board meetings if possible, be available for phone consultation, and serve on at least one committee. If I am not able to meet my obligations as a Board member, I will offer my resignation.
8. In signing this document, I understand that no quotas are being set and that no rigid standards of measurement and achievement are being formed. Every Board member is making a statement of faith about every other Board member. We trust each other to carry out the above agreements to the best of our ability.
9. Violations of these agreements will be grounds for removal from the Board of Directors.

Signed by

Board Member: (print name) \_\_\_\_\_

(sign name) \_\_\_\_\_

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_