

# **Bylaws**

## **Rotary Veterans Memorial Pavilion**

### **dba Palouse Ice Rink**

#### **Article I**

##### **Section 1. Name.**

The corporate name registered with the State of Idaho is the Rotary Veterans Memorial Ice Rink (RVMP). The corporation registered with the State of Idaho. Rotary Veterans Memorial Ice Rink is also registered with the State of Idaho as doing business under the name of Palouse Ice Rink. The corporation shall be known as Palouse Ice Rink (PIR). The Corporation shall operate as a not-for-profit corporation under the laws of the State of Idaho.

#### **Article II. Purposes**

The purposes for which the Corporation is organized and will be operated, as set forth in its Articles of Incorporation are as follows:

- a. Teaching ice-skating, figure skating, and ice hockey to the youth, facilitating activities associated therewith, organizing competitions in youth figure skating and ice hockey, and developing youth skaters for national and international competition.
- b. Educating within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- c. Promoting the education and recognition of the sacrifices made by the men and women of our country (Veterans) who have served honourably on active duty in peacetime and wartime service.
- d. Exercising all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **Article III. Membership**

##### **Section 1. Eligibility**

- a. Voting Members: Voting members of the corporation shall be persons eighteen (18) years of age and older who are members of the Board of Rotary Veterans Memorial Pavilion, dba Palouse Ice Rink. Voting Members may vote, subject to limitations stated in these bylaws, on all matters appropriately presented to the membership at the annual membership meeting or at a duly called special membership meeting. Members may enjoy such other privileges and responsibilities as are conferred in these bylaws.

b. Non-Voting Members shall be any person who participates in ice sports at the Palouse Ice Rink.

c. No voting or non-voting member, by virtue of her or his status as a member, shall be liable for the debts, liabilities and obligations of the association. All members have the same rights, privileges, restrictions and conditions as other members, except as restricted above. There shall be no limitation on the number of members of the corporation.

## **Section 2. Membership Dues**

The Board may, in its discretion, require dues for members. Membership Dues shall be in such amount set by the Board. Non-voting members shall not pay membership dues.

## **Section 3. Annual and Special Membership Meetings.**

An Annual Membership Meeting shall be held during May or as the Board shall determine appropriate. The Annual Membership Meeting shall be announced 30 days in advance of the meeting and shall be publicized through prominent posting at the rink and through such other methods as the Board determines appropriate. The Board may convene a Special Membership Meeting at any other time it deems appropriate. Notice of the Special Membership Meeting may be provided in any way that is likely to notify the voting membership and is approved by the Board.

## **Article IV. Government By Board**

### **Section 1. Composition of the Board.**

The Board, shall be comprised of up to nine (9) Members aged 18 years of age or older. The Board shall have the power, by resolution, to increase the size of the board to a maximum of 15 members. Eligibility to serve on the Board shall be in accordance with the provisions of these Bylaws Article III, Sections 2 and 3, and applicable provisions of this Article 7.

### **Section 2. Terms of Office and Vacancies.**

Each Director shall serve a term of three (3) years. Directors shall be elected to open seats on the Board each year at the Annual Membership Meeting. Elections shall be by written ballot by those persons eligible to vote at the Annual meeting. A slate of nominees shall be presented at the Annual Meeting by the Nominating Committee. Additional nominations may be made from the floor at Annual Meeting. Non-voting members may nominate persons to serve on the Board from the floor at the Annual Membership Meeting.

If a Director position becomes vacant, upon the recommendation of the President, the Board shall elect a person to fill the vacancy for the remainder of the year until the next Annual Meeting. At the next Annual Meeting of the membership, a Director shall be elected for the unexpired term, if any.

### **Section 3. Board Member Limitation.**

The office of a Board Member shall be deemed vacated when any one of the following occurs:

- a. A Director resigns by written notice to the Board;
- b. A Director is absent from one-half (1/2) of the meetings of the Board within one year regardless of the reason, provided that a majority of the Board may vote to waive this provision.

**Section 4. Authority.**

The Board shall have entire authority in the management of affairs and finances of PIR and shall have general control over all of its property. All rights and powers reasonably and naturally consistent therewith shall be vested in the Board, including, but not limited to the right to fix the corporation's annual dues.

**Section 5. Meetings.**

Unless the President determines otherwise, meetings of the Board shall be held monthly at such place as the Board may agree. Special meetings may be held at any time upon call of the President, The Executive Committee or any three directors, upon email or written notice to all of the members of the Board at least twenty four (24) hours days prior to the date for which the meeting is called. All meetings of the Board are open to and may be attended by any Club member unless a majority of the Board present at the meeting votes to close the meeting in whole or in part, for the purpose of discussion of confidential personnel matters or similar matters of a confidential nature. PIR Members who are not members of the Board attending a meeting of the Board may enter into discussions when recognized by the officer of the board presiding at the meeting in accordance with Robert's Rules of Order but may not vote.

**Section 7. Quorum.**

A majority of existing Board shall constitute a quorum. A Board member is considered to be present for purpose of a quorum if attending through an electronic communication method.

**Section 8. Action by the Executive Committee.**

The Executive Committee shall have the authority to exercise all rights and powers of the Board, except removal of a director, or officer and approval of major expenditures. All actions of the Executive Committee shall be reported to the Board at its next regular meeting or within 30 days, whichever is sooner. Executive Committee actions are deemed ratified after the next regular meeting of the Board unless disavowed at such meeting.

**Section 9. Action Without a Meeting.**

Any action required or permitted to be taken by the Board, except removal of a director, or officer and approval of major expenditures, may be taken without a meeting if a quorum of the Board, one of whom must be an officer, consent by email to the action taken, in which case the report of such action shall be reported to the Board at its next meeting or within 30 days, whichever is sooner. The report in such minutes shall indicate the names of the Directors who acted on the matter.

**Section 10. Rules.**

The Board shall make such rules as it deems proper respecting the use PIR's facility and other property; prescribe rules for the operation of PIR; and make rules for their own government and for government of the committees appointed by them.

**Section 11. Appropriations.**

All appropriations from the funds of the Corporation shall be made by the Board, except for such routine expenditures as are authorized in these Bylaws.

**Section 12. Audits.**

The Board shall oversee an audit of the accounts and the records of the Corporation and its committees not less frequently than once every three (3) years unless extended by resolution.

### **Section 13. Financial Reporting.**

The Board shall oversee the preparation of a financial report for the preceding year and shall submit the report to the Membership at the Annual Meeting.

## **Article V. Officers and Standing Committees**

### **Section 1. Officers.**

The Board shall, at its first meeting following the election of new Directors at the Annual Meeting, elect by written ballot from within its membership the following officers: President, Vice-President, Secretary, and Treasurer, each of whom shall hold office for one year or until their successors are chosen.

### **Section 2. Treasurer.**

The Treasurer shall have charge of the funds of PIR and shall keep a record of all receipts and disbursements and shall render a written report when requested by the Board. The Board shall have the power whenever it deems necessary to appoint an acting Treasurer. The funds shall be deposited in the name of the Corporation in a bank(s) approved by the Board. The Board may employ an Executive Director who may be given authority to make disbursements of less than \$2000.00. Such disbursements by the Executive Director must be reported to the Board at its next regular meeting. All disbursements exceeding \$2000.00 but less than \$5000.00 shall be approved in writing by the Executive Director and the Treasurer or another designated officer or member of the Board. All disbursements exceeding \$5000.00 must be approved by the Executive Committee members in writing.

### **Section 3. Standing Committees.**

The following Standing Committees shall have the responsibilities indicated, and actions taken and policies formulated by them, when approved by the Board, shall become actions or policies of the Corporation:

- a. The elected officers of the Board shall constitute an Executive Committee which may meet in person or otherwise between board meetings. The Committee may take action as set forth in Article IV, Section 5.
- b. The Nominating Committee shall meet at the direction of the President to make recommendations for a slate of proposed Director Candidates prior to the Annual Membership Meeting.
- c. The Audit Committee shall be made up of three members in good standing who shall oversee the audit of the Corporation's finances at the end of each fiscal year.

### **Section 4. Other Committees.**

The Board shall members of appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as shall seem to them to be necessary.

## **Article VI. Parliamentary Procedure**

All meetings of the membership and of the Board shall be conducted in accordance with Robert's Rules of Order.

**ARTICLE VIII. AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote at any regular or special meeting of the Board provided that such amendment has been listed as an agenda item.

These substituted and restated bylaws were unanimously approved by the Board at its regular meeting on January 11, 2014.

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Susan Hunt, Secretary