

SHAKER FIGURE SKATING CLUB
CONSTITUTION AND BY-LAWS
MEMBER CLUB OF THE USFSA

ARTICLE I. NAME AND INCORPORATION

SECTION 1. NAME

The organization shall be known as the Shaker Figure Skating Club.

SECTION 2. INCORPORATION

The Club was incorporated under the laws of the State of Ohio, November 12, 1971.

SECTION 3. OFFICERS OF INCORPORATION

The four officers of the Club shall be the four officers of incorporation.

SECTION 4. CORPORATE SEAL

The corporate seal shall be the signature of the Secretary.

SECTION 5. LOCATION

This Club shall have as its headquarters in the Thornton Park Ice Rink at Shaker Heights, Ohio, 44122.

ARTICLE II. PURPOSE

The purposes of the Club are: to encourage the instruction, practice and advancement of the members in any or all of the disciplines of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; and to carry out the general policies and objectives of the United States Figure Skating Association.

ARTICLE III. OFFICERS

The officers shall be President, Vice-President, Secretary and Treasurer, and shall be 18 years of age or older. All officers must be registered members of the USFSA who have designated the corporation as their Home Club and are in good standing.

ARTICLE IV. DUTIES OF OFFICERS

SECTION 1. DUTIES OF THE PRESIDENT

It shall be the duty of the President to take charge of the Club, to preside at all meetings of the Club and the Board of Trustees. He shall have the entire supervision and management of the Club and its property pending the action of the Board of Trustees; the power to suspend any member for violating the By-laws or policies of the Club, pending the approval of the Board of Trustees; to call special meetings and Club meetings.

The President shall establish committees and appoint the chairman and members of all committees and delegates to all organizations affiliated with the USFSA, upon the approval of the Board of Trustees. The President shall sign all agreements and contracts made by the Club, upon the approval of the Board of Trustees.

SECTION 2. DUTIES OF THE VICE-PRESIDENT

It shall be the duty of the Vice-President to assist the President in the discharge of his duties and in the absence of the President, to assume his duties and officiate in his stead. The Vice-President shall become President should that office become vacant for any reason.

SECTION 3. DUTIES OF THE TREASURER

The Treasurer, under the supervision of the Board of Trustees, shall have the general control and supervision of the finances of the Club, including the examination of the books, accounts and records of all officers, committees, and persons who handle any of the financial affairs or operate under the Club's Federal Employer Tax Identification Number of the Club. The Treasurer shall keep accurate and timely accounts of all receipts and expenditures, and of the property of the Club in books belonging to the Club. The Treasurer shall be responsible for the collection of all outstanding fees due the Club by the membership. It shall be the duty of the Treasurer to prepare an annual financial report to be presented to the membership at the annual meeting. The Treasurer shall prepare an interim report when requested by the President or the Board of Trustees. The Treasurer will present the budget of the Club to the Board before the Fall skating season commences. All funds of the Club shall be deposited in the name of the Club in a bank account approved by the Board of Trustees or in securities approved by the Board of Trustees. All disbursements in excess of \$2000 shall be signed by the Treasurer and either the Vice President or President. All Bank statements of any facet of the Club must be sent to the Secretary. The Board of Trustees has the power, whenever they deem it necessary, to appoint an acting Treasurer.

SECTION 4. DUTIES OF THE SECRETARY

It shall be the duty of the Secretary to keep minutes of all proceedings of the Club and the Board of Trustees and to supervise all reports and documents connected with the business of the Club. The Secretary shall be responsible for maintaining the Club roster and to make it available upon request to all members. He shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and of the Board of Trustees. The Secretary shall have the custody of all correspondence and the records and minutes of meetings, all of which shall at all times be open to inspection by members.

SECTION 5. EXECUTIVE COMMITTEE

There will be an Executive Committee made up of the President, Vice President, Secretary and Treasurer. The Executive Committee will handle the day-to-day

operations of the Club, pending the approval of the Board of Trustees.

SECTION 6. VACANCIES

If any of the foregoing offices become vacant by reason of death, resignation, removal or otherwise, the Board of Trustees shall elect a successor who shall hold office for the un-expired term.

SECTION 7. REMOVAL

Any officer or Trustee may be removed from office with the approval of seven members of the Board of Trustees voting at a special meeting called for this purpose, except the officer or Trustee under consideration for removal shall not vote.

ARTICLE V. BOARD OF TRUSTEES

SECTION 1. QUALIFICATIONS

Trustees must be voting members of the corporation who have designated the corporation as their Home Club under the applicable rules of the USFSA. They or a member of their family must be a Home Club member for one year prior to taking office and must be in good standing. Trustees must be a registered member of the USFSA and be otherwise eligible in accordance with the official rules of the USFSA.

SECTION 2. NUMBER OF MEMBERS

The Board of Trustees shall be composed of four officers, seven members-at-large and one professional. The skating professional shall be appointed by the Club's professionals serving as a liaison to the Board of Trustees. This professional will have voting privileges on the Board of Trustees except in cases where the issue and vote regard the Club's skating professionals. Professionals cannot serve as officers of the Club.

SECTION 3. TERM OF OFFICE

The President, Vice-President, Secretary, and Treasurer shall be elected at the annual meeting of the membership and shall hold office for two years, beginning July 1, or until their successors are elected. No officer may hold the same office for more than two (2) successive terms. No member may serve as an officer for more than four (4) consecutive terms.

Members-at-large of the Board of Trustees shall be elected at the annual meeting of the membership and shall hold office for two years, beginning July 1, or until their successors are elected. No member-at-large shall serve for more than four (4) consecutive terms. Past officers and members-at-large may be eligible for reelection to the Board after a one year absence from service.

Four (4) members-at-large of the Board of Trustees will be elected at the annual meeting in odd years. Three (3) members-at-large of the Board of Trustees will be elected at the annual meeting in even years.

SECTION 4. VACANCIES

In the event of a vacancy on the Board of Trustees, it shall be filled by a vote of the remaining Board of Trustees by a Home Club member in good standing who has been individually or their family member has been a Club member for at least 12 months. Such appointed Trustee shall fill the unexpired term of the vacated Trustee position.

SECTION 5. METHOD OF ELECTION

The candidates for the Board of Trustees shall be nominated by a nominating committee appointed by the President, upon the approval of the Board of Trustees. Nomination of eligible candidates may also be made from the floor at the annual meeting of the membership. The Board of Trustees may appoint a club administrator on such terms as the Board of Trustees may consider advisable, to assist the officers in their duties.

SECTION 6. ATTENDANCE

Absence from three (3) consecutive Board of Trustees meeting without notifying an officer shall be considered a resignation from the Board of Trustees.

ARTICLE VI. POWERS AND DUTIES OF THE BOARD OF TRUSTEES

SECTION 1. MEETINGS

The Board of Trustees shall meet at least once in every month during the skating season. The date of such meetings shall be stated by the President, or in his absence by the Vice-President. All Club members in good standing may attend the monthly meetings of the Board of Trustees.

SECTION 2. QUORUM

Six members shall constitute a quorum.

SECTION 3. AUTHORITY

The Board of Trustees shall have entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them, however no assessment shall be made without consent of seven (7) members of the Board of Trustees.

SECTION 4. RULES AND POLICIES

The Board of Trustees shall make such rules and policies as they deem proper respecting the use of the Club's property, prescribed rules for the admission of strangers, fix penalties for offenses against the rules and policies, and make rules and policies for their own government and for the government of the committees appointed by the President.

SECTION 5. APPROPRIATIONS

All appropriations from the general fund of the Club shall be approved by the Board of Trustees. The Board of Trustees shall be responsible for filing federal

and state income tax returns yearly and perform any other duties deemed necessary by the Board of Trustees.

SECTION 6. AUDITS

The Board of Trustees shall cause the records of the Secretary, Treasurer and of the committees to be audited.

SECTION 7. INDEBTEDNESS

The Board of Trustees shall have the power to limit the indebtedness of a member of the Club.

SECTION 8. APPROVAL OF MEMBERSHIP

The Board of Trustees reserves the right to approve any candidate for membership in the Club.

SECTION 9. SUSPEND OR EXPEL

The Board of Trustees shall have the power to recommend suspension or expulsion of any member for violations of the Constitution and By-laws or for conduct which they shall deem improper.

SECTION 10. USFSA DELEGATES

The Board of Trustees shall appoint from among its registered eligible members a number of delegates in proportion to the total number of registered members of such member Club during the preceding fiscal year as specified in the USFSA Bylaws, Article XV. The delegate(s) shall be representative(s) between the Club and the Association and shall attend the USFSA Governing Council meeting, either in person or by proxy. Said Club shall file a certificate of such appointment with the Association and the certificate shall be provided by the Association. The Board of Trustees may, as it sees fit, pay all or part of the expenses of the delegate to the Association meetings.

SECTION 11. BOARD MEMBER LIMITATION

The office of the Board of Trustees member shall be *ipso facto* vacated:

- A. If he is found to be mentally incapacitated.
- B. If he is convicted of a felony.
- C. If by notice in writing to the Club, he resigns his office.
- D. If he serves on the board of trustees of another figure skating club.

ARTICLE VII. STANDING COMMITTEES

SECTION 1. NAMES

The names of the standing committees shall be the Professional Committee and the Nominating Committee. All committee members must be voting members in good standing. They shall be appointed by the president at the regular meeting following the annual election. The President shall be ex officio member of all committees except the Nominating Committee.

SECTION 2. PROFESSIONAL COMMITTEE

There shall be a Professional Committee. They shall investigate and pass upon the qualifications of all new Club professionals and report their conclusions to the Board of Trustees. They shall make recommendations to the Board of Trustees on the renewal, discipline, issuance or termination of all professional contracts.

SECTION 3. NOMINATING COMMITTEE

The Nominating Committee shall consist of five (5) members who shall be responsible for the nomination of candidates for officers and board positions. No more than two (2) members shall be from the Board of Trustees.

The Nominating Committee shall nominate candidates for President, Vice-President, Secretary, Treasurer, and expired Board of Trustee positions, if any exists, for election at the annual meeting of the membership. The names of the candidates with the offices or trusteeship for which they are nominated shall be **mailed via electronic mail unless regular US mail is requested in writing to the Secretary of the Board** to each Home Club member at least four (4) weeks prior to the annual meeting.

SECTION 4. BOARD OF TRUSTEES MEETINGS

The chairmen of the standing or special committees may be requested by the President to attend special meetings of the Board of Trustees. They may enter and take part in all discussions, but may not vote.

ARTICLE VIII. MEMBERSHIP

SECTION 1. CLASSES FOR MEMBERSHIP

A. HOME CLUB MEMBERS

1) Individual - open to any USFSA member naming Shaker FSC as his Home Club. They shall have attained the age of eighteen (18) years as of the first day of July of the current membership year to execute voting privileges. A person under the age of eighteen (18) years must be represented by a parent or guardian.

2) Second Family membership - open to any spouse, parent(s) and additional children all of whom can be members of the USFSA.

B. NON-HOME CLUB MEMBERS

Associate members - any skater whose home club is not designated as the Shaker FSC but who wishes to contract with the Shaker FSC is an Associate member.

SECTION 2. APPLICATION FOR MEMBERSHIP

Membership shall be for the period of the fiscal year and renewed annually upon payment of dues. Ninety (90) days after becoming a member, all new Home Club voting members shall be eligible to vote in all Club elections.

SECTION 3. TERMINATION & SUSPENSION OF MEMBERSHIP

Any member's membership may be terminated by the vote of seven (7) members of the Board of Trustees. Notice shall be given to said member by registered mail at his or her address as it appears on the Club records within ten (10) days of termination. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise. Appeal rights shall be governed by the USFSA rules and bylaws.

SECTION 4. VOTING RIGHTS

The Board of Trustees shall determine the classes of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. There is no requirement that each class of membership have the same rights, privileges, preferences or restrictions. Every Home Club member has a vote. Home club members who are under the age of eighteen (18) at the time of the voting shall be represented by their parents or legal guardians who will vote in their stead.

SECTION 5. RESIGNATION

Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his membership to the Secretary, who shall report the same to the Board of Trustees, at their next meeting for action. Special circumstances will be considered by the Board of Trustees upon request.

ARTICLE IX. CLUB MEETINGS

SECTION 1. TIME AND ATTENDANCE

There shall be one annual stated Club membership meeting each year. The stated meeting shall be held prior to June 30th of each year.

SECTION 2. SPECIAL MEETINGS

The Secretary shall call special meetings at the direction of the President or upon written request of 20% of the Club members in good standing.

SECTION 3. QUORUM

Twenty percent (20%) of all voting members in good standing shall constitute a quorum for the transaction of business.

SECTION 4. NOTICES

Notices of stated and special meetings shall be mailed **via electronic mail or via regular mail if requested in writing to the Secretary** by the Secretary to all voting members at least ten (10) days in advance thereof, and shall be posted by the Secretary for the same length of time on the Club bulletin board.

SECTION 5. SPECIAL MEETING LIMITATION

No business shall be transacted at a special meeting except that of which notice was given.

SECTION 6. ABSENTEE BALLOTS

Absentee ballots may be used for voting purposes. Absentee ballots must be received by the Secretary prior to the taking of the vote. There shall be no proxy voting.

ARTICLE X. CONFLICT RESOLUTION PROCESS

Any member or members having complaint against another member for the infraction of any law or rule, or for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Trustees. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board of Trustees shall be held as soon as practicable to investigate same. The complainant or complainants, and the member complained of, shall be given copies of any written statements regarding the complaint and shall receive at least seven (7) days notice of such meeting, and may be heard with their witnesses.

ARTICLE XI. CONFLICT OF INTEREST POLICY

At the beginning of each membership year, the Board of Trustees will acknowledge and sign the Club's Conflict of Interest Policy.

ARTICLE XII. AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended by a two-thirds (2/3) majority of voting members at any regular annual meeting of the members, provided a thirty (30) day notice of the general nature of the proposed amendment(s) has been mailed **via electronic mail unless regular US mail is requested in writing to the Secretary of the Board** to all voting members. Absentee ballots may be used for voting purposes. Absentee ballots must be received by the Secretary prior to the taking of the vote.

ARTICLE XIII. ADOPTION OF RULES AND POLICIES

The Board of Trustees shall have the powers from time to time to adopt rules and policies to carry out the purposes of the Club, not inconsistent with this Constitution.

ARTICLE XIV. FISCAL YEAR

The fiscal year of the Club shall begin on July First (1) of each year and end on June Thirtieth (30) of the following year.

ARTICLE XV. INTERPRETATION

SECTION 1.

In interpreting these Constitution and By-laws, the singular shall include the plural, and the plural the singular, and the masculine shall include the feminine.
SECTION 2.

Where the Constitution and/or its By-laws does not satisfactorily translate or interpret parliamentary procedure, Robert's Rules of Order, revised shall prevail.

ARTICLE **XVI**. RATIFICATION

These Constitution and By-laws are adopted **11th** of May, Two Thousand and **Nine**, by a two-thirds majority of voting members present.

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