

# CONSTITUTION OF THE FIGURE SKATING CLUB OF CINCINNATI

## ARTICLE I. NAME

The name of this organization shall be the Figure Skating Club of Cincinnati, hereinafter called the Club, and its legal address shall be the home address of the Club President which will be listed on our club website at <http://skatecincinnati.org/contact-us/>.

## ARTICLE II. OBJECT AND POLICIES

The objects of this Club shall be: to foster national or international amateur figure skating competition and to support and develop member amateur athletes for national or international competition in free skating, ice dancing, synchronized team skating, and any or all of the disciplines of figure skating; to encourage and cultivate a spirit of good sportsmanship among ice skaters; to sponsor, to produce, or cooperate in the production of classes, clinics, competitions, and exhibitions; and generally to do and perform such other acts as may be necessary, advisable, proper, or incidental in the realization of the objects and purposes of this organization.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE III. BOARD OF DIRECTORS

### Section 1. Qualification and Number of Members

The Board of Directors shall be composed of not less than five (5) persons and not more than ten (10) persons elected by ballot at the Annual Meeting of the club. (See ARTICLE V. Nominations and Elections.) Members of the Board of Directors must be Regular Members of the Club and registered members of US Figure Skating who have designated this Club as their home club. A maximum of one (1) Regular Professional member may serve on the Board of Directors (see Article VI-C Membership). The President shall preside over the meetings of the Board of Directors, but shall have no vote, except in the case of a tie.

### Section 2. Authority

In this Board of Directors shall be vested authority and responsibility for the conduct, management, and control of the affairs, funds, and property of the Club. The Board shall have full power, and its duty shall be to carry out the purposes of the Club according to this Constitution and Bylaws of the Board of Directors.

### Section 3. Term of Office

Not more than five (5) members of the Board of Directors shall be elected each year at the Annual Meeting of the Club Membership. Following their election, Directors shall take office immediately and hold office for a period of two (2) years or until their successors are elected.

### Section 4. Vacancies

In the event that any Director shall resign from office, or resign his or her membership, or become otherwise unable to fulfill the term to which he or she was elected, the Board of Directors shall have the authority to elect a replacement to serve the balance of the term.

### Section 5. Limitation of Terms

No individual may be elected to serve as Director for more than four (4) consecutive two-year terms.

## ARTICLE IV. OFFICERS

### Section 1. Titles and Qualifications

The officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer. All officers shall be Directors who are Regular Members of the Club and registered members of US Figure Skating who have designated this Club as their home club. The Officers shall be elected by the Board of Directors at their first meeting following the Annual Meeting of the Club each year and they shall take office immediately and hold office for a period of two (2) years, provided they meet the above qualifications during said two (2) years, or until their successors are elected. The Board of Directors may in their discretion, appoint an acting or assistant secretary, an acting or assistant Treasurer, or combine the offices of Secretary and Treasurer.

### Section 2. Duties

The duties of the Officers of the Club shall be prescribed by the Board of Directors in its Bylaws.

### Section 3. Vacancies

In the event that any officer shall resign from office, or resign his or her membership, or become otherwise unable to fulfill the term of office to which he or she was elected, the Board of Directors shall have the authority to elect a replacement to serve the balance of the term.

### Section 4. Limitation of Term

No individual may be elected to any particular office for more than two (2) consecutive two-year terms.

## ARTICLE V. NOMINATIONS AND ELECTIONS

### Section 1. Nominating Committee

A. There shall be a Nominating Committee of at least three (3) members who shall be appointed by the President with the approval of the Board of Directors.

B. The Nominating Committee shall nominate candidates for not more than five (5) Board members and one (1) Member Representative to the Finance Committee or more if any vacancy exists, for election at the Annual meeting.

C. Any six (6) Regular members in good standing may nominate other candidates for the Board of Directors or for a vacancy in the Member Representative to the Finance Committee by mailing the names of such candidates to each member and filing a copy thereof with the Secretary at least one (1) week prior to the Annual meeting. Such nominations shall be subscribed by the members nominating. No candidate shall be elected to the Board of Directors or to the Finance Committee unless he/she shall have consented to such nomination.

#### Section 2. Elections

A. Not more than five (5) members of the Board of Directors shall be elected at each Annual Meeting of the Club and shall hold office for two (2) years or until their successors are elected.

B. The election of members of the Board of Directors and the Member Representative to the Finance Committee shall be by ballot, and the candidates receiving the greatest number of votes shall be elected up to the number of positions available.

### ARTICLE VI. MEMBERSHIP

#### Section 1. Size of Membership

The membership shall be limited to such number of members as shall be determined from time to time by the Board of Directors.

#### Section 2. Classes of Membership and Dues

There shall be at least two (2) classes of Membership: Regular members, and Associate members. In addition, the Board of Directors may establish such additional classes of membership as it shall deem advisable, including but not limited to professional membership, honorary membership, testing membership and parent delegate membership.

A. Regular members pay yearly dues as determined by the Board of Directors. Regular members designate the club as their Home Club. Professional Members (2-C) are not considered Regular Members. As a Regular Member the following activities are permitted:

1. May be a member of the Board of Directors
2. Has voting privileges at Annual Meeting or for other voting matters
3. Will represent FSCC at competitions
4. May chair and/or serve on committees
5. Has in-club testing privileges
6. May skate on our ice offerings

B. Associate members are members who also pay yearly dues as determined by the Board of Directors but who do not designate the Club as their Home Club. As an Associate Member the following activities are permitted:

1. May chair and/or serve on committees
2. Has in-club testing privileges
3. May skate on our ice offerings

An Associate Member may not:

1. Be a member of the Board of Directors
2. Vote at Annual Meeting or for other voting matters
3. Represent FSCC at competitions

C. Regular Professional Members shall include any person who pays yearly Professional dues and/or is recognized as a Professional by US Figure Skating and designates FSCC as their Home Club. As a Professional Member the following activities are permitted:

1. May be a member of the Board of Directors but this is limited to one Professional Member at a time. Professionals running a group skating program for the club may not serve on the board.
2. May coach on club ice offerings and/or off-ice offerings
3. Has voting privileges at Annual Meeting or for other voting matters
4. May chair and/or serve on committees
5. May skate on our ice offerings if they buy an ice package

A Regular Professional Member may not:

1. Be a club officer or Test Chair.

D. Associate Professional Members shall include any person who pays yearly Professional dues and/or is recognized as a Professional by US Figure Skating and does not designate FSCC as their Home Club. As an Associate Professional Member, the following activities are permitted:

1. May coach on club ice offerings and/or off-ice offerings
2. May serve on committees
3. May skate on our ice offerings if they buy an ice package

An Associate Professional Member may not:

1. Serve on the Board of Directors
2. Vote at Annual Meeting or for any other voting matters

## ARTICLE VII. CLUB MEETINGS

### Section 1. Time

There shall be at least one (1) Club membership meeting each year. The Annual Meeting shall be held within the month of May or June each year. The Annual Meeting may be held via video conference.

### Section 2. Special Meetings

The secretary shall call special meetings at the direction of the President, or upon written request of ten percent (10%) of the Club's members in good standing.

### Section 3. Quorum

Thirty percent (30%) of the members eligible to vote shall constitute a quorum for the transaction of business.

### Section 4. Notices

Notices of regular and special meetings shall be mailed by regular mail or mailed electronically by the Secretary or President if said member has provided an e-mail address in their most current membership application, to every voting member at least two (2) weeks before the date of the meeting.

### Section 5. Special Meeting Limitations

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

#### Section 6. Proxy and written ballot

Any member unable to attend the meeting in person may be present by proxy and may direct a written or electronic ballot for all items for which notice has been provided. Such proxy shall serve to meet the quorum requirements in Section 3 above but shall not authorize any members to vote on behalf of any other member.

### ARTICLE VIII. RESTRICTED FUND

A Restricted Fund having been previously created from the proceeds of the 1987 World Championship, the principal of which was intended by the Board and Club Membership to remain intact and assure the long term fiscal security of the Club, and an Agreement having been executed on May 17, 2009, between the Board of Directors and a Finance Committee, the members hereby approve and ratify said Finance Agreement and delegate the investment, management, and distribution of the principal and interest of the Restricted Fund to the Finance Committee, in accordance with the terms of the said Finance Agreement.

Any Amendment, Revocation, or Termination of the Finance Agreement must be made in writing. Amendments and revocations proposed by a majority of the Board and a majority of the Finance Committee must be approved by a majority of the members of the Club at an annual or special meeting of the members. All other amendments, termination or revocation must be approved by two thirds of the members present in person or by proxy, provided that a quorum is present, at an annual or special meeting of the members.

### ARTICLE IX. AMENDMENT OF THE CONSTITUTION.

The Constitution may be amended (subject to exception in ARTICLE VIII) at any Annual or special meeting of the membership by a majority vote of all the members eligible to vote, provided that notice of the proposed amendment(s) shall have been contained in the notice of the meeting.

### ARTICLE X. FINANCIAL YEAR AND ORDER OF BUSINESS AT ANNUAL MEETING

Section 1. The fiscal year of the Club shall be from June 1 through May 31.

Section 2. The Annual Meeting of the Club will follow this order of business:

1. Reading of the minutes of previous meeting
2. Reports of Officers
3. Reports of Committees
4. Election of Members of Board of Directors
5. Unfinished Business
6. New Business
7. Adjournment

### ARTICLE XI. RULES OR ORDER AND INTERPRETATION

#### Section 1. Rules of Order

The rules contained in Robert's Rules of Order, Revised, shall govern all parliamentary procedures in which they are applicable, and in which they are not inconsistent with this Constitution and Bylaws of the Board of Directors.

## Section 2. Interpretation

The interpretation of the Constitution and Bylaws by the Board of Directors shall be absolute and final.

## ARTICLE XII. CONFLICT RESOLUTION

If any club member(s) has a complaint against another member(s) for an infraction of any bylaw or rule other than skating rules, they may file such complaint in writing to the board. Such complaint will be investigated according to the club's adopted conflict resolution policy.

## ARTICLE XIII. DISSOLUTION

Upon the dissolution of the Figure Skating Club of Cincinnati, its assets shall be distributed:

- (1) to or among one or more organizations whose purpose is the advancement of figure skating and which is(are) exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; and/or
- (2) 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; and/or
- (3) to a local or state government for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

This Constitution was adopted at the Annual Meeting of the Figure Skating Club of Cincinnati, held on May 18, 2003.

ARTICLE XII was adopted at the Annual Meeting of the Figure Skating Club of Cincinnati, held on May 23, 2004.

ARTICLES II and VIII were amended at the Annual Meeting of the Figure Skating Club of Cincinnati held in May 2006.

ARTICLE XIII was adopted at a Special Meeting of the Figure Skating Club of Cincinnati, held on September 8, 2006.

ARTICLE VIII was amended around December 2008; which amendment was replaced by various amendments adopted at the Annual Meeting of the Figure Skating Club of Cincinnati, held on May 17, 2009.

This Constitution was amended with modifications to ARTICLE VII and adopted at the Annual Meeting of the Figure Skating Club of Cincinnati held on June 14<sup>th</sup>, 2020.

This Constitution was amended with modifications to ARTICLE I and adopted via an online survey conducted in June 2021.

This Constitution was amended with modifications to ARTICLES II, V, VI, X and XIII as well as changing all USFSA references to US Figure Skating and adopted at the Annual Meeting of the Figure Skating Club of Cincinnati held on May 15<sup>th</sup>, 2022.

# BYLAWS OF THE BOARD OF DIRECTORS OF THE FIGURE SKATING CLUB OF CINCINNATI

## SECTION I. BOARD OF DIRECTORS

### Rule 1. Business Affairs of the Club

The Board of Directors shall have entire authority in the management of all affairs and finances of the Club and shall have general control of all its property. All rights and power connected therein shall be vested in the Board of Directors.

### Rule 2. Regular Meetings

The Board of Directors shall meet at least eight (8) months during a calendar year. They shall hold a first meeting as soon as practical, but in no event later than one (1) month after the Annual meeting of the club membership at which time they shall elect the officers of the Club as provided hereafter in Section VI. The date of such meeting shall be stated by the President, or in his/her absence, by the Secretary. A Board meeting may be held by video and/or phone conference.

### Rule 3. Special Meetings

The President or any three (3) members of the Board may call a Board meeting upon written or email notice to all members of the Board of Directors at least three (3) days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the three (3) members requesting the meeting.

### Rule 4. Quorum

Fifty percent plus one (50%+1) (rounded up) members of the Board of Directors shall constitute a quorum.

## SECTION II. DUTIES OF OFFICERS

### Rule 1. Duties of the President

The President shall be the chief executive officer of the Club and subject to the direction of the Board of Directors, shall manage the affairs of the Club. He/she shall preside at all meetings of the membership and of the Board of Directors and shall see that all orders and resolution of the Board of Directors are carried into effect. He/she shall be nonvoting ex officio member of all committees except the Membership and Nominating Committees. He/she shall have the right to break a tie vote of the Board of Directors by casting his/her own vote. The President shall serve as an ex-officio member of the Finance Committee.

### Rule 2. Duties of the Vice President

The duty of the Vice President shall be to assist the President in the discharge of his/her duties, and to officiate and perform the duties of the President in his/her absence.

### Rule 3. Duties of the Treasurer

The Treasurer shall have charge of the funds of the Club, shall collect all dues, and shall keep a record of all receipts and disbursements. The Treasurer shall render a written report when requested by the President or Board of Directors. The Board shall have the power whenever they deem it necessary to appoint an acting or assistant Treasurer. The funds shall be deposited in the name of the Club in a bank or other financial institution as approved by the Board or in securities approved by the Board. The treasurer shall pay all bills when authorized by the Board. All disbursements by check

shall be signed by the Treasurer or Assistant Treasurer. The Treasurer shall serve as an ex-officio member of the Finance Committee.

#### Rule 4. Duties of the Secretary

The Secretary shall keep the minutes of the meeting of the Club and of the Board of Directors, and supervise all reports and documents connected with the business of the Club. The Secretary shall supervise the correspondence of the Club and prepare and issue notices of all meetings of the Club and Board. The Board shall have the power whenever they deem it necessary to appoint an acting or assistant Secretary.

### SECTION III. ELECTIONS

All officers shall be elected at the first meeting of the Board of Directors following the Annual Meeting of the Club membership and shall hold office for two (2) years, provided they meet the above qualifications during said two (2) years, or until their successors are elected.

Election of a Finance Committee Representative (who does not serve on the Board) will also be facilitated at the first meeting of the Board of Directors following the Annual Meeting of the Club membership.

### SECTION IV. MEMBERSHIP

#### Rule 1. Candidates for Membership

The Board shall elect to membership in the Club as herein provided such candidates as they consider desirable. Such elections must be at a regular or special meeting of the Directors, and two (2) negative votes shall reject. No rejected candidate shall be eligible for membership within twelve (12) months after rejection.

#### Rule 2. Application for Membership

Application for Membership shall contain such information as deemed appropriate by the Board of Directors. The chairman of the membership committee shall make recommendations to the Board of Directors and the Board of Directors has the authority to make final decisions regarding membership.

#### Rule 3. Arrears for Dues

Any member in arrears for dues, or other indebtedness, shall be notified by mail by the Treasurer at his/her last known address. If the amount in arrears is not paid in full within one (1) month thereafter, the name of the delinquent member shall be reported by the Treasurer to the Board of Directors at their next meeting. The Board of Directors may drop from the roll of membership the name of the delinquent members, initiate such collection activity as is deemed necessary and report the delinquency to US Figure Skating. A member dropped from the roll for nonpayment of dues, or other indebtedness, may, upon full payment, at the discretion of the Board of Directors, be reinstated to full membership.



Rule 4. Arrears for Dues Restrictions

No member in arrears for dues or other indebtedness shall be eligible to hold office or be entitled to vote, or to enter any Club tests or competitions.

Rule 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 resignation to the Board of Directors at their next meeting. The Board shall then accept or reject the tendered resignation.

Rule 6. Board Approval for Entrance into Competitions or Exhibitions

No member of the Club shall make entry in the name of the Club in any competition for exhibition except with the approval of the Board of Directors, or of someone given this authority by the Board.

Rule 7. Suspension or Expulsion

The Board shall have the power to suspend or expel any member for violations of the Constitution, Bylaws, or Rules and Regulations of the Club, or for conduct which they shall deem improper, but no member shall be expelled or suspended for longer than (30) days without a hearing.

Rule 8. Readmission to Membership

The Board may at a regular or special meeting readmit to membership any former member whose resignation has been fully accepted. Such readmission must be by ballot and two (2) negative votes shall reject. No rejected candidate shall be again proposed for reinstatement within twelve (12) months after rejection.

SECTION V. GUESTS

Rule 1. Guest Privileges

A guest may skate three (3) sessions each skating year at such walk-on rates as are fixed by the Board.

Rule 2. Responsibilities for Guests

Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club sessions at their request.

SECTION VI. COMMITTEES

Rule 1. Appointment

The President, subject to the approval of the Board of Directors, shall appoint the chairs of all standing committees with full authority over them and shall appoint such other standing or special committees as shall seem to them necessary. The Committee Chairs, subject to the approval of the Board of Directors, shall appoint such additional committee members as shall seem to them necessary.

Rule 2. Standing Committees

The Standing Committees shall be (1) Membership Committee, (2) Tests and Competitions Committee, (3) Finance Committee, and such other committees as the Board of Directors may deem necessary. All decisions and recommendations of all committees shall be subject to review by the Board.

#### Rule 2. Membership Committee

The Membership Chairman shall supervise keeping a roll of membership names together with the dates of their election, and a record of all members elected, deceased, dropped, resigned, suspended, or expelled. The membership chairman shall provide to all members the Constitution/Bylaws and Rules of FSCC. The committee will be comprised of one (1) or more members.

#### Rule 3. Tests and Competitions Committee

The Tests and Competitions committee shall consist of one or more members who shall have charge of all US Figure Skating tests, of setting dates, and obtaining approved US Figure Skating judges for the tests. They shall have charge of all Club and Inner-Club competitions. The decisions shall rest with this committee as to persons eligible to enter any such tests and competitions.

#### Rule 4. Finance Committee

The Finance Committee has been created by Agreement dated May 2009 and shall function in accordance with the terms of that agreement. The Board shall elect one Representative to the Finance Committee as provided in Section III above.

#### Rule 5. Committee Volunteers

In the absence of enough members to comprise any committee, the Board of Directors has the authority to carry out the duties of that committee.

### SECTION VII. US Figure Skating Delegate

The Board shall elect a Delegate or Delegates to the US Figure Skating Governing Council. The Club Secretary or President shall inform the Association, of the name and address of the Delegate or Delegates elected. The Delegate or Delegates shall be the sole representative(s) between the Club and the Association and shall attend the Association's meetings either in person or by proxy. The Board may, at their discretion, reimburse the Delegates for reasonable transportation and lodging expenses incurred in attending US Figure Skating meetings.

### ARTICLE VIII. AMENDMENT OF THE BYLAWS.

The Bylaws of the Board of Directors may be amended at any regular or special meeting of the Board of Directors by a two-thirds (2/3) majority vote of all the Directors present, provided that notice of the proposed amendment(s) shall have been contained in the notice of the meeting.

### ARTICLE IX. RULES OR ORDER AND INTERPRETATION

#### Section 1. Rules of Order

The rules contained in Robert's Rules of Order, Revised, shall govern all parliamentary procedures in which they are applicable, and in which they are not inconsistent with this Constitution and Bylaws of the Board of Directors.

#### Section 2. Interpretation

The interpretation of the Constitution and Bylaws by the Board of Directors shall be absolute and final.

Adopted at the Annual Meeting of the Figure Skating Club of Cincinnati, held on May 18, 2003.  
Amended May 17, 2009

Amended to changed quorum rule for Board of Directors on June 12<sup>th</sup>, 2019. Voted on by Board of Directors following the previous quorum rule of six members required for a quorum.

Amended to clarify roles and responsibilities and execution of Board votes by phone and/or email with modifications to SECTIONS I, II, III, V, VI and VII on June 2<sup>nd</sup>, 2020.

Amended to clarify Officer Elections with modifications to SECTION III on August 17th, 2021.