

# **ALL YEAR FIGURE SKATING CLUB**

## **BY-LAWS**

Adopted at a special General Meeting of the members

held on the 27th day of March, 1939

Amended at the Annual Membership Meeting

June 12, 2011

Amended at the Annual Membership Meeting

June 1, 2014

Amended at the Annual Membership Meeting

May 31, 2015

### **ARTICLE I. NAME**

The name of the Club shall be the All Year Figure Skating Club, the ("Club").

### **ARTICLE II. PURPOSE**

The object of the club shall be to foster, promote, encourage, advance and improve ice skating and more particularly figure skating in all its branches; to encourage and cultivate a spirit of harmony and collegial feeling among ice skaters; to hold, sponsor, stage and/or conduct, publicly or privately, ice shows, exhibitions, and competitions, or to participate in them; to cooperate and assist other organizations, associations and clubs in holding, staging and/or conducting ice shows, exhibitions, and competitions; 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 the Club.

All Year FSC is committed to creating a safe and positive environment for members' physical, emotional and social development and ensuring that it promotes an environment free of misconduct. Members should not attempt to evaluate the credibility or validity of child physical or sexual abuse allegations as a condition for reporting to appropriate law enforcement authorities. Instead, it is the responsibility of each member to immediately report suspicions or allegations of child physical or sexual abuse to the appropriate people. Complaints and allegations will be addressed by the Club's and US Figure Skating's disciplinary rules and procedures and/or the appropriate law enforcement agencies. All Year FSC recognizes that the process for training and motivating athletes will vary with each coach and athlete, but it is nevertheless important for everyone involved in sport to support the use of motivational and training methods that avoid misconduct.

### **ARTICLE III. MEMBERSHIP**

A) Candidates for membership shall be individuals interested in the objects of the Club who conform to the eligibility classifications as specified in the rules of the United States Figure Skating Association.

B) The membership of the Club shall consist of the following classes:

1) Senior Members: those who are eligible persons and shall have attained the age of eighteen years as of the first day of July of the current membership year. Senior members shall have all privileges of Club membership, with the following exception: Members who teach figure skating for compensation shall not hold office until one full year after such compensation ceases.

2) Associate Members: those who shall have all privileges of Club membership except skating.

3) Junior Members: those who are eligible persons and shall be under the age of eighteen years as of the first day of July of the current membership year and shall have all privileges, with the exception of serving as a member of the Board of Directors or holding office other than on the Junior Board.

The junior members should elect a separate board, consisting of junior members. The purpose of the Junior Board shall be to promote among the Club's junior members the objectives of the Club as defined in Article II. The Junior Board should be encouraged to hold monthly meetings, should elect Junior Board officers, and should conduct Club business affecting the junior members of the Club according to Club rules and regulations and special rules adopted by the Junior Board. The Junior Board shall be supervised by an adult senior adviser appointed by the Board of Directors.

4) Honorary Members: The members, at any general meeting or at any special meeting called for the purpose, may, upon recommendation of the Board of Directors, appoint any person who has rendered important or distinguished services to the Club an Honorary Member of the Club for his/her life, or such time or period of years as the members shall deem fit. This appointed Honorary Member shall have such privileges as may be granted by the resolution by which he or she is admitted, including voting privileges if so provided. All Honorary Members shall be exempt from payment of any membership fee in respect of such Honorary Membership, but in all other respects shall be subject to the bylaws, rules and regulations of the Club as in the case of all other members.

a) Any home club member of the All Year Figure Skating Club who becomes a skating member of the U.S. Figure Skating Senior World Team and has been a Home Club member for at least one full membership year, shall be deemed an Honorary Member for life and shall enjoy the privileges thereof as defined in Article III, Section 4.

5) Life Members: A majority of the Board of Directors of the All Year Figure Skating Club may elect a Life Member of the Club, after which the payment of annual dues are thereafter waived for life.

PROVIDED:

- a) He or she is over 21 years of age, and has been a member of both the Club and the United States Figure Skating Association for the previous 10 years or more.
  - b) He or she shall have held one of the four offices of president, secretary, treasurer, or vice-president of the Club for three or more years and has been a director duly elected for two or more terms.
  - c) He or she must have performed outstanding services to the Club on one or more important committees.
  - d) He or she shall demonstrate that such person intends to serve the Club in the future.
  - e) He or she may be made a Life Member while such person is still an active Club member.
- C) The Board of Directors shall have the power to grant a leave of absence without dues to any member on account of extended absence from the country or an extended illness, or other reason deemed sufficient by it.

#### **ARTICLE IV. ADMISSION TO MEMBERSHIP**

Applications for membership, with appropriate fees, shall be submitted to the Membership Chair and the Membership Chair shall submit all applications to the Board of Directors for its approval. No person shall be elected a member if two or more members of the Board of Directors object to the election of such person (either in writing or in person, at any Board of Directors' meeting at which such person's name is voted upon, or at any subsequent meeting with sufficient notice of such subsequent Board of Directors' meeting being given to those directors who previously objected to the admission of such person). Each new member shall be notified by the Membership Chair.

#### **ARTICLE V. TERMINATION OF MEMBERSHIP**

Membership may be terminated:

- 1) Voluntarily, by non-payment of dues by the first day of July of that membership year. All rights or claim of any nature whatsoever to or against the Club, its property, funds, directors, officers and volunteers shall be forfeited.
- 2) Involuntarily, by majority resolution of the Directors, at the time set forth in a written notice from the Secretary, pursuant a resolution of the Directors sent by any expeditious delivery system that provides reasonable evidence of delivery to the addressee or delivered to a member at his or her address as it appears on

the Club records, requesting such member's resignation on or before a time therein set forth. The membership of the person so notified shall terminate at the said time whether or not a resignation is received in pursuance of the aforesaid notice. Such member shall be entitled to the return of a proportion of any annual fee paid for the membership year after deducting there from all monies owing to the Club. Appeal rights of any person whose membership is involuntarily terminated under this paragraph shall be as governed by the U.S. Figure Skating rules and bylaws relating to grievances.

## **ARTICLE VI . RIGHTS, DUTIES AND PRIVILEGES OF MEMBERS**

Section 6.1: Only those who have been admitted as members of the Club shall be entitled to the privileges of the Club.

The rights, interest and privileges of a member of the Club shall terminate with the period of membership. All those who have been admitted as members of the Club shall be deemed to have assented to be bound by the bylaws and regulations of the Club, all restrictions validly enjoined, penalties validly imposed, any rulings or decisions properly made, and the exercise of any authority vested in the Club directors or in any Club committee.

All members must immediately notify the Secretary of any change of address or telephone number. Failure to do so shall be deemed a waiver of any notice called for under the bylaws and rules of the Club.

### Section 6.2 Notice of Meetings

Notice of meetings shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Notice of the annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to (i) an amendment to the Article of Incorporation or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange, or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or (iv) the dissolution or liquidation of the Club. When given notice of an annual, regular or special meeting of members, the Club shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

### Section 6.3 Methods of Notice

Notice shall be given personally or by mail, mail service, facsimile or other form of wire or wireless communication by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting, and by posting notice, posting notice on the Club's official website, [www.AllYearFSC.com](http://www.AllYearFSC.com) or by email notice. Such notice shall be deemed to be given and effective at the earliest of: (i) the date received; (ii) five (5) days after deposit in the United States mail, properly addressed to the member at the

member's address as it appears in the Club's current record of members, with first class postage prepaid; (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt signed by or on behalf of the addressee; or (iv) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to the members shall constitute a written notice or report if addressed or delivered to the member's electronic or postal address shown in the Club's current list of members, or in the case of members who are residents of the same household and who have the same address in the current list of members, if addressed or delivered to one such members, at the postal or electronic address appearing on the current list of members.

#### Section 6.4 Waiver of Notice

A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the Club for filing with Club records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, by attending a meeting either in person or by proxy, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting because of the lack of notice or defective notice. By attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

### **ARTICLE VII. FEES AND ASSESSMENTS**

A) The initiation fee and the annual dues shall be such as the Directors shall from time to time determine, and shall be payable on the first of June each year for the ensuing membership year.

B) Annual assessments, if any, for each class of members, shall be determined and levied from time to time as the Directors may see fit.

C) The Board of Directors shall have the power to levy an assessment as they may decide in any year upon every member of the Club except Honorary or Life Members. The membership shall be notified in writing of such assessment and the notice must state clearly the specific purpose for which assessment has been made.

### **ARTICLE VIII. BOARD OF DIRECTORS**

A) The governance and management of the Club shall be vested in a Board of eleven (11) Directors who shall be Senior home club (active or associate) members in good standing. One Board member may be "restricted" or "ineligible"

as defined by U.S. Figure Skating Rules. Ten (10) members shall be elected to the Board by the members in the following manner:

- 1) Four (4) Directors shall be elected in May of the first year following adoption of these bylaws and three (3) shall be elected in each May of the following two years. This will continue in a rotating manner. Those elected will serve for a period of three consecutive membership years.
- 2) The remaining member of the Board of Directors will be an auditor appointed by the Board each year during the organizational meeting.
- 3) In June of each year, the new Board of Directors shall hold its organizational meeting at which it shall elect, from its membership, the Club officers for the year beginning on that date, which officers shall hold office until the following June or until their successors are elected.
- 4) The Board of Directors should meet at least once a month upon the call of the President.

B) Nominations for the Directors shall be made by a Nominating Committee of three members of the Club which shall be appointed by the Board of Directors at least 60 days before the annual meeting. Nominations from the membership at large may also be made, in writing, signed by twenty home club members in good standing, and handed to the Secretary or to a Director at least 60 days prior to the annual meeting. The report of the Nominating Committee shall be in the hands of the Club Secretary at least 30 days prior to the annual meeting and the Club Secretary shall have the notice of the Nominating Committee report in the hands of the members at least 20 days before the annual meeting. The membership will vote and return the ballots to the Secretary prior to the annual meeting.

C) The office of a Director shall be deemed vacated:

- 1) If he or she is found to be mentally incapacitated.
- 2) If he or she is convicted of a felony.
- 3) If, by notice in writing to the Club, he or she resigns his/her office.
- 4) If a member of the Board absents himself/herself from three consecutive meetings of the Board, he or she shall be deemed to have resigned as a member of the Board and shall thereupon cease to be a member thereof; provided always that any absence may be excused by the president of the Club or may be excused for satisfactory reason at any time by the majority of the Board present at the meeting when such excuse is presented, and if excused, such absence shall not be charged against said Director.

D) Any Director or Directors may at any time be removed from office and one or others appointed instead by resolution passed by a two-thirds vote of those club members present at a special general meeting of members called for that purpose.

E) Six (6) Directors shall form a quorum, except at the organizational meeting of the Directors to be held in May of each year when the Board of Directors shall elect the officers of the club, seven (7) Directors shall form a quorum.

F) Questions to be voted on at any meeting of Directors shall be decided by a majority of votes of the Directors present.

G) Issues arising between regularly scheduled meetings which require immediate Board action may be acted on, at the direction of the President and recorded by the Secretary, by polling of Board members. This poll may be conducted via telephone, facsimile, or Internet e-mail.

H) Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. 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 then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Directors, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Club with a complete copy of the document including a copy of the signature. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been signed by the Director and not revoked as provided below. Actions taken shall be effective when the writings set forth a different date. Any Director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

I) The Board of Directors, in addition to or as part of all other powers delegated to it, shall have power to make rules and regulations and do all other things which it may deem necessary in the proper operation, governance, and management of the Club.

J) Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

K) All vacancies occurring among the Directors for any cause shall be filled without undue delay by the Board of Directors with a senior member, in good standing, who has been a home club member for at least six consecutive months. Such appointed Director shall fill the unexpired term of the vacated Director position.

### **ARTICLE IX. OFFICERS**

The officers of the Club shall be a President, a Secretary, one or more Vice Presidents and a Treasurer. The officers of the club shall be home club senior members and “eligible” current members of U.S. Figure Skating. In no event shall a coach serve as an officer of the Club. Terms of office shall be limited to four consecutive years in any one office.

### **ARTICLE X. POWERS AND DUTIES OF OFFICERS**

The President shall be a member of the Board of Directors and shall preside at all meetings of the Club and the Board of Directors and shall have a vote at the meetings of the Board of Directors. He or she shall order all meetings of the Club and of the Directors, appoint chairpersons to be approved by the Board of Directors, and perform all duties incident to the office of President. The President, together with the Secretary, shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors. An officer of the Club so designated by the President and the Board of Directors shall have the authority to sign selected agreements and contracts made by the Club, upon the approval of the Board of Directors. The President shall select an independent accounting firm to file Club federal and state income tax returns yearly and perform any other duties deemed necessary by the Board.

The Vice President shall perform all duties of the President in the absence, inability or refusal of the latter to act, and when so acting he or she shall have all the power, duties and qualifications of the President, and shall be a member of the Board of Directors.

The Secretary shall keep the records of the Club and of all meetings of the Directors, conduct all official correspondence and issue notices of all meetings of the Club and Directors.

The Treasurer shall be a member of the Board of Directors and shall keep such permanent books of account and records of the Club, pay all bills, receive all deposit slips from the Assistant Treasurer, present a full financial report of the financial condition of the Club at each board meeting, prepare a yearly budget for presentation at the annual meeting, and make an annual financial report to the accountant for preparation of all year-end filings for all government agencies, where required. The Treasurer may, with the Board’s approval, appoint an assistant treasurer, who must be a senior Club member, to receive all monies, deposit in a bank approved by the Board, and give a copy of the deposit slip to the Treasurer.

No officer, member of the Board of Directors, chairperson, auditor or member of the Club shall use the Club's funds, assets or holdings for personal use or financial gain. In the event such an act occurs, he or she shall be subject to Article V, Section 2 (termination of membership). He or she may also be subject to the filing of a U.S. Figure Skating grievance and any and all available civil and criminal proceedings.

### **ARTICLE XI. CHAIRMEN**

The President shall appoint from among the members, with the approval of the Board of Directors, a Membership Chair, a Test Chair, an Events Chair, and such other Chairs as may be required. The chairpersons so appointed shall have such powers and duties as the President and the Board of Directors shall from time to time determine. The President shall be an ex-officio member of all committees formed by said Chairpersons.

### **ARTICLE XII. ANNUAL MEETING**

The annual meeting of the Club shall be held in May or June of each year for the consideration of the annual report, report on election of Directors, the appointment of an accountant, the appointment of an auditor, the presentation of the annual Treasurer's report and budget for the ensuing year, and for any other business relating to the Club's affairs. Special meetings of the Club, the Directors and of any Committee may be called by the President at any time, or on the written request of the majority of the Board of Directors, or of any seventy-five senior home club members.

Every notice of any special meeting of the Club shall specify the time and place of the meeting and the nature of the business to be transacted.

A quorum at the annual meeting shall consist of 10 percent of the voting members of the Club in good standing in person OR by proxy when the proxy has been received by the Club in accordance with Article XIII.

The order of business at the annual meeting shall be as follows: roll call, report as to a report, ratification of any changes made to the bylaws or of all acts of or resolutions passed by the Board of Directors since the last annual meeting, and reception of any chairmen reports, report on election of Directors, unfinished business, and new business.

### **ARTICLE XIII PROXIES**

At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when received by the Club and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

### **ARTICLE XIV CLUB'S ACCEPTANCE OF VOTES**

If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of a member, the Club, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation and give it effect as the act of the member. If the name signed on a vote, consent, waiver proxy appointment of proxy appointment revocation does not correspond to the name of the member, the Club, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation if to do so is proper under rules established by the corporation that are not inconsistent with this Section.

### **ARTICLE XV INDEMNIFICATION**

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club 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 Club or (ii) 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 Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by

the Club 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. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

#### **ARTICLE XVI. AMENDMENTS**

By Members. Any article of the bylaws may be repealed or amended for any length of time by consent of two-thirds of the members present at a specially convened meeting for that purpose or at the annual general meeting provided such proposed bylaw amendments or suspensions shall have been specified in the notice calling the meeting.

By Directors. The Board of Directors may, by a two-thirds vote of those present at a regular or special meeting, repeal or amend any section of these bylaws, or enact new articles or sections; but any such change unless in the meantime confirmed by a majority vote in the case of new articles or sections, or by a vote of two-thirds in, the case of repeal or amendment of any article or section, of the members present at a meeting specially convened for the purpose, shall have effect only until the next annual meeting, and if not then so confirmed, shall from that time cease to be in force.

#### **ARTICLE XVII CONFLICT RESOLUTION**

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

#### **ARTICLE XVIII MISCELLANEOUS**

The fiscal year of the Club shall terminate on April 30th in each year.

No member other than a Director shall be entitled to require discovery of any information respecting any details of conduct of the Club's business which, in the opinion of the Directors, will be inexpedient in the interests of the Club or of its members, to communicate to the public. The Directors shall from time to time determine whether and to what extent, and at what time and place and under what conditions and regulations the accounts and books of the Club or any of them shall be open to the inspection of members (other than a Director) and no member shall have any right of inspecting any account or book or document of

the Club, except as conferred by statute or authorized by the Directors or by a resolution of the members in general meeting.

All complaints which may arise shall be made in writing to the Secretary and will be read to the Board of Directors who will take such action as they deem necessary.

Original By-Laws, without amendments, signed by:

Bradford H. Miller

Ann R. Getty

Mae F. Marin