



# **BYLAWS AND CONSTITUTION OF THE THOROUGHBRED FIGURE SKATING CLUB**

**(Member of the United States Figure Skating Association)**

**Revised June 19, 2017**

**(From previous version dated June 30, 2014)**

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## **ARTICLE I NAME AND CORPORATION**

**Section 1.1 Name** The Organization shall be known as the Thoroughbred Figure Skating Club.

**Section 1.2 Incorporation** The Organization is incorporated under the Laws of the State of Kentucky as of January 23, 1991.

**Section 1.3 Address** This Organization shall have its headquarters at the Lexington Ice Center:

Headquarters: 560 Eureka Springs Drive Lexington KY 40503

Mailing Address: PO Box 55646 Lexington, KY 40555-5646

Web Address: [www.tfscskating.org](http://www.tfscskating.org)

**Section 1.4 Membership in U.S. Figure Skating** The Club has been formed to be a member of the United States Figure Skating Association, to exist for the purposes specified in Article II of these Bylaws. As such, the club and its members shall be subject to and abide by the Bylaws and Official Rules of US Figure Skating, as in existence and amended from time to time by US Figure Skating Club.

## **ARTICLE II PURPOSE**

**Section 2.1 Purpose** The general purpose of the Organization (hereinafter referred to as the "Club") is to stimulate and encourage the growth of interest in figure skating by current skaters and the public. In order to do so, the club has been organized to exist as a member club of U.S. Figure Skating Association (hereinafter referred to as "USFS") and, therefore seeks to assist in carrying out the objects and purposes of USFS. The Club shall maintain its membership in USFS and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of USFS. Activities of the Club shall support one or more of the following goals:

- a) To encourage the instruction, practice and advancement of the members in all types of figure skating that are supported by USFS.
- b) To encourage and cultivate a spirit of fraternal feeling among ice skaters, including, but not limited to off-ice activities to promote fellowship among the skaters.
- c) To sponsor, produce, or cooperate in the production of amateur competitions, ice shows, and exhibitions.
- d) To sponsor a youth organization within the club.
- e) To undertake any other activity that is necessary, advisable, proper or incidental in the realization of the general purpose of the Club.

## **ARTICLE III FISCAL YEAR AND SKATING SEASON**

**Section 3.1 Fiscal Year:** The Fiscal Year of the Club shall be July 1 to June 30.

**Section 3.2 Skating Season:** The skating season of the Club shall be from approximately August

through **mid June** depending on the opening schedule of the ice center where they are headquartered.

## **ARTICLE IV MEMBERS**

**Section 4.1 Members:** The club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Club. Members of the Club shall be required to abide by and to conduct themselves in a manner consistent with the Bylaws, Official Rules, policies, procedures, code of conduct, code of ethics and principals of ethical behavior of U.S. Figure Skating Clubs.

**Section 4.2 Dues:** The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

**Section 4.3 Categories of Membership:** The Board of Directors shall determine the classes of 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, restrictions and conditions.

**4.4 Application for Membership:** Applicants for membership must submit all required membership forms and fees to TFSC. The Membership Committee must act on all Membership applications within 30 days. Membership renewals can be done on line on the TFSC website ([www.tfscskating.org](http://www.tfscskating.org)) entryeeze membership account. All waivers on the membership site must be signed. *Renewing* members must submit forms and fees *by June 30<sup>th</sup>* after June 30<sup>th</sup> a late fee may be assessed at the discretion of the Board of Directors. This is to ensure that members receive full benefits and meet U.S. Figure Skating deadlines.

**Section 4.5 Arrears for Dues and/or Fees:** Any member in arrears for dues, fees, or other indebtedness shall be notified by mail at his last known address. If the amount is not paid in full within one month thereafter, the name of the delinquent shall be reported to the Board of Directors at their next meeting. The Board of Directors may drop such delinquent members from the membership roll. A member dropped from the roll for nonpayment of dues, fees, or other indebtedness, may be reinstated to membership at the discretion of the Board of Directors upon payment of the delinquent amount. Any member in arrears for more than 30 days will be considered not in good standing.

**Section 4.6 Restrictions on Delinquent Members:** Members not in good standing for dues, fees, volunteer hours or other indebtedness shall not be eligible to hold Office, vote on Club business, or list the Club as home Club for the purpose of participating in any tests or competitions.

**Section 4.7 Responsibility for Guests:** Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club ice sessions at their request. Waiver or permission slips must be signed by the guest's legal guardian.

**Section 4.8 Participation in Competitions and Exhibitions:** No member shall make entry in the name of the Club in any competition or exhibition except with the approval of the Board of Directors.

**SECTION 4.9: Volunteer Hours:** All member families (single or multiple skaters, adult or juvenile) shall be required to complete 8 volunteer hours per family during the current skating season. Families may opt to pay a “buy out” fee of \$200.00 in lieu of the volunteer hours per season. Volunteer opportunities will be approved by the TFSC board.

## **ARTICLE V GENERAL MEMBERSHIP MEETINGS**

**Section 5.1 Regular General Membership Meetings:** There shall be two General Membership Meetings each year, one in the Fall and one in the Spring. Notice of these meetings will be posted on the Club Bulletin Board at least 30 days before the meeting date and will also be sent out electronically to member email addresses.

**Section 5.2 Special General Membership Meetings:** Special General Membership Meetings shall be called by the President at his/her discretion, or at the request of five Club Members. Notice of these meetings will be posted on the Club Bulletin Board at least ten days before the meeting date and will also be sent electronically to member email addresses. The reason for the Special General Membership Meeting shall be stated in the Notice, and no other business shall be conducted.

**Section 5.3 Voting and Quorum:** A quorum of 20% of the voting members must be present, either in person or by proxy, at any General Membership Meeting in order to conduct business. Proxy votes shall be accepted but a proxy appointment letter for that specific meeting must be filed with the Club Secretary before or at the time of the meeting. Signed absentee ballots for elections and other stated issues shall be accepted if submitted to the President prior to the beginning of the General Membership Meeting. If club business requires a vote by members outside of a physical General Membership Meeting, and the vote must be taken electronically, voting members will be notified via their email address and given a stated amount of time within which to respond to an issue. A non-response by any voting member -- by the specified deadline -- will be taken as a vote of agreement with the issue.

**Section 5.4 Meeting Procedures:** All General Membership Meetings will be held in accordance with the latest edition of Roberts Rules of Order.

**Section 5.5 Distribution of Minutes:** Minutes of all General Membership Meetings will be kept by the Secretary and approved at the next Regular Board Meeting. Approved minutes shall be posted on the Club bulletin board and filed in a specific “Club Minutes” notebook in the club office within ten days following approval.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 6.1 Numbers of Members and Eligibility:** There shall be a Board of Directors composed of, seven members of the TFSC over the age of eighteen; they must be full club members in good standing. An Outgoing President may be invited to be an Ex-Officio to serve as a resource at monthly Board Meetings to the Board of Directors for a period of one year after leaving office. The Board members will be comprised of at least one of each of the following:

- a) Adult Member- defined as an active skater 18 years of age or older.
- b) Parent Member- defined as the parent or guardian of an active skater.
- c) Professional Skater Member- defined as a paid skating instructor.

**Section 6.2 Term of Office:** All Board of Directors will be elected at the Last General Membership Meeting and shall serve for a period of two years. After completion of their two year term, the board member may elect to remain on the board for additional yearly terms at the discretion of the President. The board member must notify the President of their decision in January of their final year and be in good standing if remaining on the board. If any member of the Board of Directors resigns during his/her term, the vacant position will be filled by an election held by the Board of Directors, and the elected Director will complete the remaining term of office. Club members will be notified of vacancy within one week so they may indicate their interest in volunteering for the open position.

**Section 6.3 General Power:** The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the statutes of the State of Kentucky, the Club's articles of incorporation or these Bylaws.

**Section 6.4 Powers and Duties of the Board:** The Board of Directors shall have the following powers and duties:

- a) The Board of Directors shall have the 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.
- b) The Board of Directors shall prepare and submit a proposed budget for the coming year to the General Membership at the First General Membership Meeting of the skating season. After receiving comments and suggestions from the membership, the Board will meet as soon as possible to approve the budget. Any expenditure needed -- over the approved annual budget -- will require review by all four officers for approval by the majority. Two officer's signatures will be required on a letter of record -- to move any money not budgeted from either the certificate of deposit or from the club operating account.
- c) The Board of Directors shall develop and implement Club bylaws, rules and policies, as they deem necessary and proper. The Board of Directors may, by a two-thirds vote of the General Membership, adopt Amendments of the Constitution and Bylaws, at a meeting called specifically for that purpose.
- d) The individuals of the Board of Directors will hold their position as well as be chairperson of one standing committee and perhaps chair one temporary committee -- but not hold any more chair positions than these stated. There are no limitations on general committee memberships by a Director.
- e) The Board of Directors shall set all fees and dues for the Club Members.
- f) The Board of Directors shall approve all appropriations from the funds of the Club. They shall approve and act on the budgets submitted by all standing Committees.
- g) The Board of Directors shall audit records of all Club Officers and Committees annually.
- h) The Board of Directors shall have the power to limit the indebtedness of the Club Members. They may drop and reinstate from the membership roll any delinquent member.
- i) The Board of Directors shall develop new membership categories as deemed necessary and appropriate.
- j) The Board of Directors shall have the power to suspend or expel any member for violations of Bylaws or for conduct that they deem improper, or violating the "Rules of Ice", but no member shall be expelled or suspended for longer than 30 days without a hearing.

- k) The Board of Directors shall appoint the Chairperson of all Club Committees, including standing Committees and Special Committees. The Board of Directors shall receive the reports of such Committees, monthly.
- l) The Board of Directors shall approve the dates, places and scope of all competitions, exhibitions, and other events sponsored by the Club.
- m) The Board of Directors shall elect a Delegate or Delegates to the USFS. The Club Secretary shall inform the Association's Secretary, in writing, of the name and address of the Delegate elected. Said Delegate shall be the representative between the Club and Association and shall attend the Association's meetings, either in person or by proxy. The Board of Directors may, as it sees fit, pay the traveling expenses of the Delegate to the Association Meetings. The Board of Directors prior to each Association meeting shall set the amount of travel expense.
- n) The Board of Directors may expel a Board Member at any time for proper cause, as determined by the Board.
- o) The Board of Directors shall elect a member to fill any vacant Board or officer position. The person elected must be a Member in good standing and eligible to hold a Board or Officer position.
- p) It is the duty of Board Members to attend all Board Meetings. Failure to attend Three Regular Board Meetings may constitute cause for removal from office.

#### **Section 6.5 Board Meetings:**

- a) Regular meeting of the Board of Directors shall be held monthly during the Club's skating season. Regular Board meetings shall be called by the President. Notice of such meetings shall be provided to the General Membership at least 14 days prior to the meeting date so that they may attend if they so desire. A quorum of a majority of Board Members must be present in order to conduct any business. Board meetings are open to all members of the Club, however, only Board Members may vote.
- b) The Board of Directors shall hold Special Meetings when necessary. The President or any four Board Members may call Special Board Meetings. Notice of the Special Meeting shall be provided to all Board Members at least three days prior to the meeting and shall include the date of the meeting, the purpose for which the meeting is called, and the names of the four members requesting the meeting. A quorum of a majority of the Board Members must be present in order to conduct any business.
- c) Each Board Member has one vote, except the President. The President does not vote except in cases of needing to solve a tie vote. Board Members holding dual positions have only one vote. Ex-Officio Members of the Board may not vote. Proxy votes shall be accepted if a proxy assignment letter is filed with the Secretary by the start of the meeting.
- d) All Board Meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.
- e) Minutes of all Board Meetings shall be filed with the Secretary.
- f) Approved minutes of all Board meetings shall be posted in the designated "Club Minutes" notebook or file in the club office within 10 days following their approval.

**Section 6.6 Removal:** the Board of Directors may remove any director whenever in its judgment the best interests of the Club will be served thereby by a 2/3 majority vote by the Board of Directors. Any director missing three consecutive meetings of the Board without notice shall be considered for removal by the Board

**Section 6.7 Presumption of Assent:** A director of the Club who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he/she files his/her written dissent to the action with the person acting as the secretary of the meeting before adjournment, or forwards such dissent by registered mail to the secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 6.8 Compensation:** Directors shall not receive compensation for their services as such. Reasonable out-of-pocket expenses incurred in furtherance of the Club's business and on its behalf may be paid or reimbursed by the resolution of the Board of Directors. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity with prior agreement of the Board.

**Section 6.9 Action Without a Meeting:** To the extent permitted or authorized by statute, any action required or permitted to be taken at a meeting of the Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by a majority of the Directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterpart) shall have the same force and effect as a vote of the Directors or committee members at a regularly called meeting. **This includes the use of electronic means to vote.**

## **ARTICLE VII CLUB OFFICERS**

**Section 7.1 Officers and Eligibility:** The officers shall be President, Vice President, Treasurer and Secretary. Officers must be full members in good standing of the Thoroughbred Figure Skating Club.

**Section 7.2 Term of Office:** All officers will be elected immediately following the Last General Membership Meeting by the Board of Directors and shall serve for a period of one year. An officer may hold the same position longer than two consecutive years. If any officer resigns during his/her term, the vacant position will be advertised within ten days -- as open to the members of the club -- to solicit interested volunteers from current eligible membership for the position. Then the position will be filled by an appointment by the Board of Directors within thirty days.

**Section 7.3 Duties of the President:** It shall be the duty of the President to preside at all meetings of the General Membership and the Board of Directors. He/she shall have the following responsibilities;

- a) Supervision and management of the Club and its property (including assets and contents of club headquarters including costume inventory and storage trailer) pending the action of the Board of Directors.
- b) Power to suspend any member for violating the Constitution, Bylaws or Regulations of the Club, pending the approval of the Board of Directors.
- c) Power to call meetings of the Board of Directors and of the General Membership.
- d) Primary Power to sign, along with any other officer, all agreements and contracts made by the Club, upon the approval of the Board of Directors.

- e) Appoint ice monitors (mature individuals), whose duties are to be present at all Club sessions, collect guest fees, and enforce Club rules regarding the conduct of Club Members during Club sessions.
- f) Develop new rules, policies and procedures as needed and submit them to the Board of Directors for adoption.
- g) Shall make recommendations to the Board of Directors regarding ice times to be purchased and the use of that ice time.
- h) The President is responsible to see that the Board approved contents of the "Financial Policy and Procedures" document are followed.
- i) The President is an authorized signer on the bank account.
- j) The President is one of two primary signers on club checks.
- k) The President makes bank deposits.
- l) The President will approve whether a board member can extend their term of service for an additional year after they have completed their initial two years of service and thereafter.

**Section 7.4 Duties of the Vice President:** It shall be the duty of the Vice President to assist the President in the discharge of his/her duties, and to assume the President's duties in his/her absence. The Vice President shall be the Sanctions Officer to preregister club shows and exhibitions with USFS. In the event of a vacancy in the office of President, the Vice President will fill that vacancy until the next annual election. The office of the Vice President will then be filled by the Executive Committee at a meeting called for that purpose.

**Section 7.5. Duties of the Treasurer:** He/she shall keep a physical record of all receipts and disbursements and must file these records monthly in the club office before the next Board Meeting so as to be prepared with backup to the written report submitted at each Regular Meeting of the Board of Directors. He/she shall also provide a written report, including a balance sheet, to the General Membership at the end of the Fiscal Year. The Finance Committee, which includes the Treasurer, shall prepare the Club budget for next year and submit it to the Board of Directors for approval by the last board meeting of the fiscal year. The club treasurer is responsible for making sure the Club's filing is completed for all applicable local, state or federal taxes by the filing deadline. The Treasurer, upon request of the Board, will make financial reports as may be required at any time, and perform other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

**Section 7.6 Duties of the Secretary** It shall be the duty of the Secretary to record minutes of all meetings of the General Membership and of the Board of Directors. Minutes of all Board Meetings shall be filed with the Secretary. Approved minutes of all board meetings shall be placed in a designated notebook or file located in the Club office within ten (10) days following approval. He/she shall maintain all reports and documents connected with the business of the Club, including all correspondence of the Club in a readily accessible file in the club office. The Secretary is responsible for collecting and keeping information about updates needed for the club bylaws and will present these at an annual review meeting of the officers prior to a voting member review meeting. He/she shall prepare notices of all General Membership and Regular Board meetings and distribute such notices to the General Membership fourteen scheduled days prior to meeting via posting on Club bulletin board and making sure electronic message goes out to member email addresses. The Secretary will keep copies of electronic forms and records that may be passed on to future Secretaries. The Secretary will in general perform all duties incidental to the office of Secretary and other such duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

The following duties are also performed by the Secretary:



- a) The Secretary is responsible to see that the Board approved contents of the “Financial Policy and Procedures” document are followed.
- b) The Secretary is an authorized signer on the bank account.
- c) The Secretary is one of two primary signers on Club checks.
- d) The Secretary makes bank deposits.

**Section 7.7 Surety Bonds** The Board of Directors of the Club may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his/her duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Club.

**Section 7.8 Conflict of Interest:** No voting member of the TFSC Board may hold a voting position on another board in the same ice center facility where TFSC is based. If a person wishes to serve and is unsure if they are in conflict, they should put their request in writing to the President for review by the Board at the next Board meeting.

## **ARTICLE VIII ELECTIONS OF BOARD MEMBERS AND OFFICERS**

### **Section 8.1 Nominations of Candidates:**

- a) There shall be a Nominating Committee of three members who shall be appointed by the Board of Directors on or before the Regular January Board Meeting.
- b) The Nominating Committee shall nominate candidates for all Board positions to be elected at the Last General Membership Meeting of the skating season.
- c) The Nominating Committee shall be responsible for submitting the names of candidates to the Board prior to the March meeting. The Board is responsible to submitting the names of the candidates to the General Membership in writing at least four weeks prior to the Last General Membership Meeting.
- d) Any three members in good standing may nominate other eligible candidates. Such nominations must be submitted to the General Membership, in writing, at least two weeks prior to the Last General Membership Meeting.
- e) These nominations must include the names of the candidates and the signatures of those members nominating the candidates. In addition, an official copy of these nominations must be filed with the Secretary at least two weeks prior to the Last General Membership Meeting.

### **Section 8.2. Elections of Officers and Board Members**

- a) No candidate shall be elected to any office unless he/she is eligible and has been nominated and has consented to such nomination.
- b) The President, Vice President, Secretary, and Treasurer shall be elected IMMEDIATELY FOLLOWING THE Last General Membership meeting of the Club after the new board of directors has been elected. The Seven Directors will choose the four Officers among themselves. Each Officer shall hold office for one year, beginning July 1. If an officer position becomes vacant for any reason, an eligible member elected by the Board of Directors will fill that position.
- c) The new Board of Directors shall be announced at the Last General Membership Meeting of the Club and shall hold his/her appointment for two years.

- d) All members in good standing (the term “good standing” is defined as having been a Club Member for at least 30 days prior to the Last General Membership Meeting, and that no Club Dues are in arrears for said Club Member) shall be entitled to one vote. Vote shall be by ballot unless the board vacancy is uncontested. Signed absentee ballots will be accepted from all members entitled to vote. Absentee ballots must be submitted to the President prior to the beginning of the Last General Membership Meeting.

## **ARTICLE IX**

### **STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

**Section 9.1 General:** Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board.

- a) In good faith
- b) In a manner the Director or Officer reasonably believes to be in the best interests of the Club
- c) With the care, an ordinarily prudent person in a like position would exercise under similar circumstances.

A Director or Officer, regardless of title, shall not be deemed a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

**Section 9.2 Reliance on Certain Information and Other Matters:** In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are:

- a) One or more officers or employees of the Club whom a Director or Officer reasonably believes to be reliable and competent in the matters presented.
- b) Legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonable believes to be within such person’ professional or expert competence.
- c) A committee of the Board of Directors on which the Director of Officer does not serve if the Director reasonably believes the committee merits confidence.

**Section 9.3 Limitation on Liability:** A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

**Section 9.4 Insurance** The club shall purchase and maintain liability insurance on its officers as long as they are in office and acting in the best interest of the club.

## **ARTICLE X COMMITTEES**

**Section 10.1 Membership on Committees:** The Board of Directors shall appoint chairpersons of all Committees. Chairpersons shall select Committee Members, and shall submit a list of Committee Members to the Board of Directors. Any member of the Club in good standing is eligible to chair or serve on Committees.

**Section 10.2 Attendance at Board Meetings:** Committee Chairpersons may attend Regular or Special Board Meetings at the request of the President. He/she may take part in all pertinent discussions. A Committee Chair may send a representative from their committee if they cannot attend a regular board meeting.

**Section 10.3 Committee Meetings:** Committees shall meet as necessary upon the direction of the chairperson. Minutes of all standing Committee Meetings shall be filed with the President.

**Section 10.4 Standing Committees:** The following Committees shall be in existence at all times:

- a) Membership Committee: The Membership Chairperson shall be appointed by the officers following the annual election of officers. The Chairperson shall form a committee of members to plan and execute membership drives. The Membership Chairperson will receive all applications for membership and shall inform the applicant of his/her election or rejection and shall inform him/her that the Bylaws and Rules of the Club are available. The membership chairperson shall collect all dues and fees payable for membership and make sure these memberships are processed with USFS within thirty days. He/she shall issue notices of dues and fees payable to the Board for approval and then to the club members. The Membership Chairperson is primarily a liaison between the Club and USFS. The Membership Chairperson shall handle all correspondence regarding USFS membership and oversee all USFS members within our club for club business such as approving skater levels for test, competitions or shows. A list of addresses, emails and other contact information will be maintained for mailing purposes, which will be made available to the Secretary, and other committees. The Membership Chair may be called upon to approve Club skaters for USFS Sanctioned events including competitions and exhibitions -- working with the Club Competition Chairperson. The Membership Committee shall plan and organize events in coordination with the Education, Fundraising and Hospitality Committees in an effort to increase the membership of the Club.
- b) Social Committee: The chairperson shall be appointed by the Board. The Social committee shall consist of three or more positions. The Committee shall plan and run all social activities scheduled and sponsored by the Club under the direction of the Board of Directors.
- c) Test Committee: The chairperson will be appointed by the Board Following notification and approval by the Board of Directors; the Test Committee shall have complete charge of the organization and operation of all Club test sessions with the responsibility of reporting to the board the dates and times they are planning test sessions. The Committee will make sure that the Directors know when ice time must be purchased, when skater deadlines will be and if test forms must be updated or distributed. The Chairperson will serve as liaison with the National USFS office and keep all test and judging records.

- d) Junior Board: The Junior Board shall consist of seven positions appointed by the Board of Directors. The teen representatives must be members of the Club, at least 13 years of age and no older than 17. They must skate at least twice per week and attend at least half of the monthly socials. The Jr. Board will elect a president, vice president, secretary and treasurer. This committee will follow the Bylaws of the Club with the exception that both full members and associate members may hold a position on the Junior Board. They must meet at least once per month and are responsible for planning monthly socials, and an annual community service project. They must report all actions to the Board of Directors for approval at least monthly. They will support the development and growth of skaters within the Club and promote camaraderie amongst skaters. The Junior Board Advisor(s) must be a full club member appointed by the Board of Directors and be a mature person(s) over the age of 18.
- e) Hospitality Committee: The committee shall consist of at least two members. They will be responsible for providing food, setup and clean-up for all club sponsored activities. They will check supplies and arrange to make purchases following the budget guidelines set up by the Board of Directors for each individual activity.
- f) Education Committee: The Education Chairperson shall be appointed by the Board of Directors following the annual election of officers. The Chairperson shall form a committee of members to research and meet the proposed needs of the Club. The Education Committee will prepare a plan for educational programs for club members, parents and prospective club members and parents to include but not be limited to workshops or seminars, club ice activities and exhibitions. Budgets for programs will be submitted in writing to the Board prior to implementation of any activity requiring an outlay of Club funds. The Education Committee shall coordinate all planned activities with Membership, Club Ice, Fundraising and Hospitality chairpersons.
- g) Public Relations: The Public Relations Chairperson shall be appointed by the Board, following the annual election of officers. The Chairperson may appoint a committee to assist with notification of Club activities to the club members, media and other interested parties.
- h) Web Master: The Board will appoint a chairperson following the annual election of officers. The committee is responsible for the upkeep of the club's web page and other social media.
- i) Fundraising: The Fundraising Chairperson shall be appointed by the Board following the annual election of officers. The Chairperson shall form a committee to meet the proposed fundraising needs of the Club. The Fundraising Committee shall plan and organize fundraising events. The schedule of events for the year, along with a short proposal describing the methods of each fundraising event, with the dates, times and locations shall be presented to the Board of Directors for approval.
- j) Finance Committee: It will be the Executive Board's (President, Vice President, Secretary and Treasurer) responsibility to set the budget for the next skating season. This should be completed and presented at the April Board Meeting. This Committee should meet on an ongoing basis throughout the year to address the financial planning needs of the Club.
- k) SafeSport: A Club Board member is to hold the title of SafeSport Compliance Chair. The specific duties of the SafeSport Compliance Chair will include monitoring the SafeSport policies and procedures of the club; verify that all of the coaches who are engaged in any type of coaching activity with any Club skater are in compliance with the U.S. Figure Skating coaching membership rules regarding

background checks and continuing education requirements; serve as the initial contact in the Club for persons to report suspected abuse, misconduct or other violations; call a committee meeting to resolve such issues and when necessary report such information to U.S. Figure Skating Association. In addition, there will be at least three Board appointed members who have successfully completed SafeSport certification as specified by U.S. Figure Skating Association be a part of the SafeSport committee. This committee will meet at least twice a year to review policy and procedures.

- l) Volunteer Committee: The chairperson shall be appointed by the Board following the annual election of officers. The chairperson may appoint additional club members to the committee as deemed necessary by the chairperson. The committee will help to coordinate volunteer opportunities for skating families. It is the responsibility of the committee to track and log all volunteer hours. The hours will be reviewed by the board at the end of the skating season to determine whether club member families have fulfilled their volunteer commitment.

**Section 10.5. Special Committees:** Special Committees will be approved by the Board of Directors as deemed necessary.

- a) Competition/Exhibition Committee: The Chairperson of the Competition/Exhibition Committee shall be appointed by the Board. The Committee shall recommend to the Board of Directors proposed dates, places, and scope of all competitions and exhibitions to be sponsored by the Club. Upon Board approval, the Committee shall have full charge of the operation of these events. The Committee shall also be responsible for working with the Membership Chair to determine the eligibility of all Club Members wishing to enter any USFS sanctioned competition.
- b) Show Committee: The Board will appoint a chairperson to the show committee. The committee shall recommend to the board of directors, proposed dates, name of show, practice information, and budget prior to disseminating any information for the show. Upon Board approval the committee has full responsibility of the event.
- c) Nominating Committee: The Nominating Committee must consist of three members who shall be appointed by the Board of Directors on or before the Regular January Board Meeting. The Nominating Committee shall nominate candidates for all Board positions to be elected at the Last General Membership Meeting of the skating season. The Nominating Committee shall be responsible for submitting the names of candidates to the General Membership in writing at least four weeks prior to the Last General Membership Meeting.
- d) Bylaws/Rules Committee: A Bylaws/Rules Chairperson and Committee shall be appointed by the Board following the annual election of officers and shall be charged with keeping the Bylaws up to date with a minimum of an annual review. The Club Secretary should serve as a resource to capture information from the Board for this committee.

This committee shall also review the standing Club rules on an annual basis and submit any recommended changes to the rules to the Board of Directors. Once adopted by the Board, rule changes will be posted in the newsletter and on the bulletin board in the rink and an updated copy will be placed on the club's website. The Bylaws/Rules Committee must submit all proposed changes by March 1<sup>st</sup>.

## **ARTICLE XI DISCIPLINE**

**Section 11.1 Conflict Resolution:** Any member having a complaint against another member for the infraction of any law or rule, or for conduct injurious to the welfare of the Club or skater, may file a written complaint with the Board of Directors or SafeSport Committee. Such complaint shall set forth the facts of the case, the names of witnesses, if any. The Board of Directors shall meet as soon as practical to investigate such complaint. The complainant and the member complained of, shall have at least seven days written notice of such meeting, and may be heard with their witnesses. The Secretary shall record the statements, the evidence presented and the Board decision and then copies of this record shall be mailed to the complainant and to the member complained of.

**Section 11.2 Appeals** A written appeal from the decision of the Board of Directors may be filed with the Secretary within seven days after receipt of the Board decision. A Special Meeting of the General Membership shall be called for the consideration of the case. A vote of two-thirds of all voting members shall be necessary to reverse the decision of the Board of Directors.

## **ARTICLE XII INDEMNIFICATION**

**Section 12.1 Indemnification of Directors, Officers, etc.:** The Club hereby declares that any person who serves at its request as a director, officer, employee, chairperson or member of any committee, or on behalf of the Club as a director, trustee or officer of another corporation, whether for profit or not for profit, shall be deemed the Club's agent for the purposes of this Article and shall be indemnified by the Club against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonable incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he/she reasonably believed to be in the best interests of the Club or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his/her conduct was unlawful.

**Section 12.2 Indemnification:** Against Liability to the Club. No indemnification shall be made in respect of any claim, issue or matter as to which a person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Club unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

**Section 12.3 Indemnification in Criminal Actions:** No indemnification shall be made in respect of any criminal action or proceeding as to which a person shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

**Section 12.4 Other Indemnification:** The indemnification provided by this Article shall not be deemed exclusive of any other right to which any person may be entitled under the Articles of Incorporation, any agreement, any other provision of these Bylaws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office.

**Section 12.5 Period of Indemnification:** Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue to any indemnified party who has ceased to be a director, officer, employee or agent of the Club and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right of indemnification of such person, with respect to any acts or omission which occurred prior to such repeal or amendment.

**Section 12.6 Insurance:** By action the Board of Directors, notwithstanding any interest of the directors in such action, the Club may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person itemized hereunder against any liability asserted against him/her and incurred by him/her in his/her capacity of or arising out of his/her status as an agent of the Club, whether or not the Club would have the power to indemnify him/her against such liability under applicable provision of the law. The Club may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Club against any liability, including without limitation, any liability for the indemnification provided in this Article.

**Section 12.7 Right to Impose Condition to Indemnification:** The Club shall have the right to impose, as condition to any indemnification provided or permitted in this Article, such reasonable requirement and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Club; (b) that the Club shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified or threatened against the person to be indemnified; and (c) that the Club shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such right of subrogation to the Club.

**Section 12.8 Limitation of Indemnification:** Notwithstanding any other provision of these Bylaws, the Club shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Club as an organization

## **ARTICLE XIII MISCELLEANOUS**

**Section 13.1 Account Book, Minutes, Etc.:** The Club shall keep correct and complete books and records of account and shall also keep minutes of proceedings of its Board of Directors and committees. Any director or his accredited agent or attorney may inspect all books and records of the Club, for any proper purpose at any reasonable time.

**Section 13.2 Conveyances and Encumbrances:** Property of the Club may be assigned, conveyed or encumbered by such officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by the Article of Incorporation and applicable law.

**Section 13.3 Conflict of Interest:** If any person who is a director or officer of the Club is aware that the Club is about to enter into any business transaction directly or indirectly in which he, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall:

- a) Immediately inform those charged with approving the transaction on behalf of the Club of his/her interest or position.
- b) Aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of the Club.
- c) Not be entitled to vote on the decision to enter into such transaction. Executive Board members may not hold another executive board position on another nonprofit club that is primarily based at Lexington Ice Center.



## **ARTICLE XIV AMENDMENTS TO CONSTITUTION**

**Section 14.1 AMENDMENT PROCESS:** An annual review of the Bylaws must be completed and submitted to the Board of Directors for input by March 1<sup>st</sup>. The proposed amendment(s) may be altered by the Board. Once the Board of Directors has approved the changes they will be sent to the general membership via email, or at a General Membership Meeting, for vote. (Editorial changes that do not affect the substance are not considered new amendments, and need not be distributed to the General Membership before adoption.) The Constitution and Bylaws may be amended by a two-thirds vote of the General Membership present at any Regular or Special Board Meeting. The proposed Amendment(s) shall be distributed to the general membership, along with a request for written comments, at least 10 days before the proposed Amendments are scheduled for action. If the Board puts the vote out electronically and does not receive adequate response from the membership within the requested time frame, the Board will proceed with the changes. Bylaws may be amended at other times during the fiscal year as the need arises.

***BYLAWS CERTIFICATE***

The undersigned certifies that she is the Secretary of Thoroughbred Figure Skating Club and that she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

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| <b>Date:</b> June 19, 2017 |
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**Name:** Angela Moore, Secretary Thoroughbred Figure Skating Club