



CODE OF REGULATIONS AND BYLAWS OF THE CENTER ICE SKATING CLUB

Member Club of the
United States Figure Skating Association
Originally Adopted: July 27, 1999
Amended: November 17, 2007

ARTICLE I NAME AND CORPORATION

Section 1: Name:

The organization shall be known as the CENTER ICE SKATING CLUB.

Section 2: Incorporation:

The Club was incorporated under the laws of the State of Ohio on December 16, 1999.

Section 3: Corporate Seal:

The corporate seal shall be the signature of the Secretary.

Section 4: Headquarters:

The Club shall have its headquarters in Center Ice Sports Complex, 8319 Port Jackson Avenue NW, North Canton, Ohio 44720.

ARTICLE II PURPOSE

The purpose(s) for which this corporation shall be:

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

The Center Ice Skating Club is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or any private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of

the activities of the corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on, (a) by a corporation 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 a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon dissolution of this corporation assets shall be distributed 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), or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE III OFFICERS

Section 1: Titles:

The officers of this Club shall be the President, Vice-President, Secretary and Treasurer. All officers must be registered members of the USFSA who have designated the corporation as their home club.

Section 2: Duties of the President:

It shall be the duty of the President to take charge of the Club, to call meetings of the membership, and to preside at all meetings of the Club and of the Board of Directors. The President shall annually appoint all committee chairpersons. The President together with the Secretary shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors. The President shall vote, however, only in the case of a tie. After President has completed his/her term, they become the 9th board member for the next session.

Section 3: 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 in his/her absence to assume his/her duties and officiate in his/her stead.

Section 4: Duties of the Secretary:

It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board of Directors, and to go supervise all reports and documents connected with the business of the Club; to supervise the keeping of a roll of membership together with the dates of their election, as well as dates of expulsion or resignations; and to maintain a Club roster to be available upon request. The Secretary shall make available minutes of the Board Meeting within one week of the past meeting.

Section 5: Duties of the Treasurer:

It shall be the duty of the treasurer to have charge of the general account of the Club and to keep a record thereto of all receipts and disbursements and to render a written report when requested by the President or by the Board of Directors. The board of Directors shall have the power whenever they deem necessary to appoint an acting treasurer. The funds shall be deposited in the name of the Club in a financial institution approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer and President, except for special accounts, as may be established by the Board. Neither the Treasurer nor the President shall have the right to sign checks in amount for more than One Hundred and no/100 dollars (\$100.00) without the prior approval of the Board of Directors, with the exception of pre-approved expenditures or contracts. It shall be the duty of the Treasurer to file required tax returns and also to prepare an annual financial report to be distributed at the end of season general membership meeting.

Section 6: Vacancies:

If any of the foregoing offices become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall serve the remaining term of the vacating member.

Section 7: Removal:

Any officer or director may be removed from office by the unanimous vote of the Directors voting at a special meeting called for this purpose, except the Director under consideration for removal shall not vote.

Section 8: Advisory Board:

Any USFSA member that the current board agrees upon to have the experience and knowledge to advise the board can be on the Advisory Board. They do not have to be a past board member. They may become advisory board members for a period of one (1) year unless approved by the board. The Advisory Board members will have a voice, but not a vote, on subject matter before the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Qualifications:

Directors must be voting members of the corporation who have designated the corporation as their Home Club under the applicable rules of the United States Figure Skating Association.

Section 2: Number of Members:

There shall be a Board of Directors composed of nine (9) members of the Club. Upon election of the Board of Directors, the new board member must make application to become a member of the USFSA within thirty (30) days of the beginning of the season to be served and who's cost may be incurred by the Club.

Section 3: Term of Office:

The term of office shall be one (1) year. No officer may hold the same office for more than two (2) consecutive terms.

Section 4: Vacancies:

In the event of a vacancy on the Board of Directors, it shall be filled by vote of the remaining directors by a senior member in good standing who has been a Club member for at least six (6) months. Such appointed Director should serve in the vacated Directors position until the expiration of the term.

Section 5: Quorum:

Two-thirds of the Board shall constitute a quorum.

Section 6: Meetings:

The Board of Directors shall meet at least once in every month during the skating season, with no less than nine (9) meetings during the calendar year. The date and type of such meetings shall be stated by the President or, in his/her absence, by the Vice-President.

The definition of the meeting types are as follows: General Membership is a meeting that is held twice per season. This meeting will consist of the entire general membership with the members being involved in the meeting. Open Meeting is a meeting where the general membership may attend, but not speak with out prior approval on the subject that they intend to speak about. Executive Meeting is a closed meeting. Only club officers, directors and advisors may attend.

Any four (4) members of the Board may call a Board meeting upon written notice to all members of the Board of Directors at least seven (7) days prior to the meeting. The notice shall state the date of the meeting, the purpose for which the meeting is called, and the names of the four (4) members requesting the meeting.

Section 7: Authority:

The Board 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. The Board shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of strangers, fix penalties for offenses against the rules; and make rules for their own government and for the government of the committees appointed by them. The Board shall appoint a Membership Chair, a Test Chair and other committee chairs as the Board may choose to create from time to time.

Section 8: Financial Duties:

The Board of Directors shall make all appropriations from the funds of the Club. The Board of Directors shall audit records of the Secretary, Treasurer and other committees. They shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet the same. The Board shall be responsible for filing federal and state income tax returns yearly and perform any other duties deemed necessary by the Board. The Board shall have the power to limit the indebtedness of a member of the Club.

Section 9: Board of Member Limitation:

The office of the Board Member shall be ipso facto vacated if:

- a). By notice in writing he/she resigns his/her office.
- b). He/she is no longer a member of the Club.
- c). He/she serves on the Board of any other figure skating club.
- d). He/she has two (2) consecutive unexcused absences from meetings of the Board of

Directors. A determination of what constitutes an excused or unexcused absence shall be made in the sole discretion of the Board of Directors.

- e). He/she is found unfit as a Board Member by virtue of immorality, ineptness, lack of responsibility or any act detrimental to the Club.

Section 10: USFSA Delegates:

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

ARTICLE V ELECTIONS

Section 1: Time:

Election for the positions of the Board of Directors shall be held annually by the membership. Such election shall be conducted at the regular meeting and shall be held at the close of the skating season.

Section 2: Nominating Committee:

The Nominating Committee shall be selected by the Board of Directors or President and shall consist of three (3) members in good standing. The Committee will post a sign up list for candidates interested in running for the Board of Directors no later than sixty (60) days prior to the election to be held at the close of the skating season. The Committee will check the eligibility of all candidates before submitting the list to the Board for mailing to the membership. This list will be sent to all Club members along with the notice of the regular meeting.

Section 3: Voting:

Voting by secret ballot shall be conducted at the meeting. Ballots shall be mailed to all members at least twenty (20) days before the regular meeting. Members may cast their ballots by mail addressed to the Secretary or in person at the regular meeting. Ballots not received in the mail in time to be counted shall be invalid.

Votes may be cast on behalf of a member not present at the meeting provided that member has given a written proxy to a member who will be in attendance at the meeting.

The Nominating Committee shall count votes during the meeting with the positions being filed by those candidates receiving the most votes. If there is a tie among candidates, the members present at the meeting will re-vote for only those candidates who are tied. If there still remains a tie, the process will continue until the tie is broken. The results of the election will be announced at the conclusion of the meeting.

Section 4: Records:

The Secretary shall preserve the records of an election for one (1) year. The results of this election shall be reported to the USFSA Headquarters, in writing, within ten (10) days after such election.

ARTICLE VI MEMBERSHIP

Section 1: Club Membership:

The Club shall be open to all individuals actively engaged in or wishing to support and further the sport of amateur figure skating. Membership may be achieved through various membership classifications as described here in.

Section 2: Classes of Membership:

- a). Full Member: A full member holds an USFSA number with the Center Ice Skating Club and recognizes the Center Ice Skating Club as his/her home club and is
 - 1). A senior figure skater, 18 years of older, or
 - 2). A junior figure skater, 17 years or younger, or
 - 3). A registered Special Olympian, or
 - 4). An USFSA official, judge, referee, or accountant, or
 - 5). A non-skater, 18 years or older, who shows interest in an and actively supports the Club.

In addition to membership dues, a figure skating full member must be an active supporter of the Club by purchasing and skating on Club sponsored ice sessions according to the requirements set forth by the Board of Directors. A non-skating full member must also be an active supporter of the Club by providing in-kind service to the Club by volunteering their time and energy to support Club activities, ice carnivals, shows, competitions, or other similar Club and/or USFSA events. USFSA officials, judges, referees, or accountants are not required to substantiate in-kind service. A full member 18 years of age or older has one vote and may hold office. A full member 17 years of age or younger or a Special Olympian is represented by a legal guardian. The representing legal guardian has one vote and may hold office.

b). Associate Member: An associate member is a skater who holds an USFSA number with another club. An associate member may neither vote nor hold office. They may contract for ice time after the deadline for the full club members have been reached.

c). Professional Member: A professional member is a professional instructor who holds an USFSA number and recognizes the Center Ice Skating Club as his/her home club. A professional member may vote but not hold office.

d). Associate Professional Member: An associate professional member is a professional instructor who holds an USFSA number and does not recognize Center Ice Skating Club as their home club, but does carry a Center Ice Skating Club coaches contract. An associate professional member may not vote nor hold office.

Section 3: Application of Membership:

Applications for admission, with appropriate fees, shall be submitted to the Board of Directors for their approval. Application must be made annually.

Section 4: Prospective Members and Guests:

A prospective Full Member may skate 1 free and 2 paid sessions at the rate of a non-member walk on. The session or sessions skated shall be at the discretion of a Club official or appointee. A Club professional shall recommend a prospective member who wishes to take advantage of the above.

Guest skaters may skate at the discretion of the Board of Directors at the non-member walk on rate per season with out having to become an Associate member.

Prospective new members and guest skaters must sign a waiver of liability and be a current USFSA member before skating their first Club session (USFSA Basic Skills membership is not included).

Section 5: Arrearage of Dues and Restrictions:

Any member who is in arrears for dues, or other indebtedness, shall within thirty (30) days after the due date have paid in full the delinquent amount plus any assessed penalties. A member more than thirty (30) days in arrears shall be ineligible to use the Club's facilities, to hold office, to be entitled to vote, or to enter USFSA or Club tests, or competitions, ice carnivals, shows or other similar Club events.

ARTICLE VII MEMBERSHIP MEETINGS

Section 1: General Membership Meetings:

There shall be two (2) General meetings of the membership each year. The first General meeting shall be held within thirty (30) days of the opening of the skating season. The second General meeting is to be held at least thirty (30) prior to the close of the season and no later then fourteen (14) days after the close of the skating season. The election of the Board of Directors shall take place at the second meeting. Results of the election shall be announced at the conclusion of the meeting.

Section 2: Special Meetings:

Special meetings of the membership may be called by the President, Board of Directors, or upon written request of not less then ten (10%) of the voting members in good standing.

Section 3: Quorum:

Fifty-one percent (51%) of all members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business.

Section 4: Notices:

Notices of the General Membership and Special meetings shall be mailed by the Secretary to every voting member at least twenty (20) days in advance thereof, and shall be posted by the Secretary for the same length of time in the Club's display case. Notice of meetings shall state the purpose or purposes of the meeting.

Section 3: Special Meeting Limitation:

Business to be transacted at any Special meeting shall be limited to the discussion, consideration and resolution of those items stated to be the purpose or purposes of the meeting in which notice was given.

ARTICLE VIII DISCIPLINE

Section 1: Discipline of Members:

Any member or members having a complaint against another member for the infraction of any law or rule, other than skating rules, for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Directors. The Board of Directors shall appoint an Investigative Committee. Within thirty (30) days the Committee shall report their findings and recommendations to the Board. The Board shall then make a determination as to whether or not the member complained of shall be disciplined. A two-thirds (2/3) vote of the Board of Directors shall be required in order to initiate any form of discipline against a member.

Section 2: Appeals Procedure:

If the recommendation is for suspension or expulsion, the disciplined member shall have the right to appeal to the general membership provided that a written request for a special meeting of the membership is delivered to the Secretary within seven (7) days after the Board of Directors votes to discipline the member. In the event that such an appeal is made by the disciplined member a special meeting of the membership must be called within thirty (30) days in order that the disciplined member may present his/her case. At the special meeting, a vote of the membership shall be taken to determine whether or not the action of the Board of Directors shall be upheld. A simple majority of those members present and voting shall be sufficient to overturn a decision of the Board of Directors. Neither members nor the Board may be represented by an attorney at either a meeting of the Board of Directors or a Special meeting of the membership, which has been called to consider disciplinary action against a member. Records of any disciplinary action shall be kept.

Section 3: Discipline of Professional Instructors:

The Board of Directors shall have the power and duty to deal directly with the Club's Professional Instructors upon receipt of a written complaint from any member or parent or guardian of a member. The Board of Directors shall appoint an Investigative Committee. Within thirty (30) days the committee shall report their written findings and recommendations to

the Board. The Board, by vote of the majority, can prescribe disciplinary action, as it deems necessary, including immediate dismissal, if, in the opinion of the Board, it is warranted. Record of any such disciplinary action shall be kept.

ARTICLE IX FISCAL YEAR

The fiscal year of the Club shall terminate on June 15th of each year, or at such time as the Board of Directors may from time to time determine. At the termination of each fiscal year, the Board of Directors shall cause the books and accounts to be available for review by any interested members of the Club.

ARTICLE X MEMBERSHIP IN THE USFSA

The Club shall maintain its membership in the USFSA and conduct its affairs in a manner consistent with the bylaws of that association. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by the USFSA and the United States Olympic Committee.

ARTICLE XI AMENDMENTS TO THE CODE OF REGULATIONS AND BYLAWS

Section 1: Amendments:

The Code of Regulations and Bylaws of the Center Ice Skating Club may be amended by a quorum of fifty one percent (51%) of the voting members in good standing. Amendments may be proposed from time to time, either by the Board of Directors or by the Club's voting members. When ignited by the voting members, a petition containing the proposed amendment(s) and signed by at least two-thirds (2/3) of the voting members in good standing shall be presented to the Board of Directors. The Secretary shall be directed to prepare a ballot with the proposed amendments and mail to the members at their last known address or a meeting will be set where the General Membership will be notified that the proposed amendments will be voted on during this meeting. To be considered valid, the ballot must be returned to the Secretary within two (2) weeks of the date mailed and must be signed by the voting member. Upon approval by a majority of those members actually voting, said amendment should become effective.

Section 2: Distribution of the Amended Code of Regulations and Bylaws:

The Secretary shall be required to maintain a record of all proposed amendments to the Code of Regulations and Bylaws, which have been passed by the membership. As soon as is practical, the Secretary shall distribute copies of the Code of Regulations and Bylaws, in its most recent form, to every member of the Board of Directors and to every member of the Club.

Within thirty (30) days after any amendments to the Code of Regulations and Bylaws have been adopted, the Secretary shall send a copy of the latest duly adopted Code of Regulations and Bylaws of the Club to the USFSA National Headquarters.