

## **Constitution and By Laws Of the Central Florida Figure Skating Club**

Adopted: 1999, last date on record

Amended: May 2, 2016

### **Article I: Name, Offices, Existence**

Section 1: The name of this organization is and shall be the Central Florida Figure Skating Club (hereinafter CFFSC, or "Club:").

Section 2: CFFSC has its headquarters at the RDV Sportsplex Ice Den, 8701 Maitland Summit Blvd, Orlando, FL 32810.

Section 3: CFFSC is a nonprofit 501(c)(3) corporation under the laws of the state of Florida.

Section 4: The Club has been formed to be a member of United States Figure Skating ("USFS"), 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 U.S. Figure Skating.

### **Article II: Purposes, Objectives and Creed**

Section 1: The purposes and objectives of the Club are to provide programs and resources which foster the participation and development of our Members in figure skating as a competitive sport, while judiciously carrying out the rules and policies of **United States Figure Skating (USFS)**. In addition, we shall strive to:

1. Promote friendship, respect, and fellowship among ice skaters;
2. Encourage participation in and appreciation for all disciplines in the sport of figure skating by all persons regardless of age, race, creed, sex or national origin;
3. Disseminate information from USFS and other sources that is in alignment with these purposes and objectives;
4. Sponsor competition, test sessions, programs and activities for the development of our skaters, and for the enjoyment of our Members;
5. To perform any and all other acts that may be necessary, advisable, proper or incidental to the realization of the preceding purposes and objectives.

### **Article III: Membership**

Section 1: Membership of this Club shall consist of persons interested in the objectives and purposes of the Club and shall not be restricted in any way relating to age, creed, gender, disability, geography or national origin.

Section 2: The classes into which the membership shall be divided, dues and fees of the members of the several classes shall be fixed by the Board of Directors, and shall be outlined on the CFFSC Membership Application.

Section 3: The methods of election, membership privileges, voting rights and the procedures for discipline and expulsion of members shall be fixed by the Board of Directors.

Section 4: The Club Membership year shall follow the US Figure Skating Membership Year (July 1-June 30th of subsequent year).

Section 5: The Board of Directors by a 2/3 vote may create and bestow special honorary memberships upon

any persons deemed worthy of such recognition. Honorary membership does not negate rights as Home Club or Associate Club Members as defined by the Club bylaws.

Section 6: Membership becomes effective upon receipt, with fees, of the complete application for membership including the completed Club Waiver of Liability, the completed Emergency Release form and approval of the Membership Chair. Any person who has not paid all required dues and fees shall not be eligible for membership.

Section 7: Any member not in arrears for dues or other indebtedness may tender a written resignation of his/her membership to the Chair of the Membership Committee who shall report the action to the Board of Directors. Termination of membership by death, resignation or otherwise shall terminate all rights and privileges of membership in the Club.

Section 8: All persons who represent the Club in competition must be members in good standing prior to registration for any competition. No member of the Club shall make entry in the name of the Club in any competition, Test, or exhibition except with the approval of the Board of Directors or someone given this authority by them.

#### **Article IV: Dues**

Section 1: Members shall pay annual dues to the Club at the time and in the amount established by the Board of Directors. Annual club dues shall be appropriated for the purposes of defraying the operating and office expenses of the Club, the cost of purchase and rental of equipment necessary for the Club activities and for CFFSC programs/activities as deemed appropriate by the Board.

Section 2: No member in arrears for dues or other indebtedness shall be eligible to hold office or entitled to vote or to enter any Club tests or receive Club gifts. The Membership Chair or Treasurer shall notify any member in arrears or other indebtedness.

#### **Article V: Discipline / Conflict Resolution**

Section 1: Any member or members having a complaint against another member for the infraction of any law or rule affecting the welfare of the Club as an entity must report the same, in writing, to the Board of Directors. Such complaint shall set forth all allegations, all facts and circumstances as known to the complainant and the names of the witnesses, if applicable. The Board, at the next regularly scheduled meeting, or at a specially convened meeting, if called, shall investigate the matter and determine whether further action should be taken. The Board is under no obligation to proceed with a complaint for which it determines has insufficient merit.

Section 2: If the Board, by majority vote, decides that the complaint has sufficient merit to warrant further action, then a meeting date shall be designated to formally hear the complaint. The complainant or complainants and the member accused shall receive at least ten days' notice of such meeting and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary, who shall mail copies thereof to the complainant or complainants and to the accused member. The Board, by majority vote, shall make such findings and provide for such action as, in their discretion, they see fit. An appeal of the decision of the Board may be taken to the Club membership within ten days thereafter by serving upon the Secretary a written notice of such appeal. Upon receipt of such appeal, the Board shall call a special meeting of the membership. A majority of the members either voting in person or through proxy at a special Membership Meeting shall be necessary to reverse the decision of the Board.

Section 3: On its own motion, the Board of Directors shall also have the power to suspend or expel any member for violations of the Bylaws, rules or regulations, or for conduct which they shall deem improper or affecting the welfare of the Club. No member shall be expelled or suspended without a hearing or without right of appeal.

## **Article VI: Board of Directors**

Section 1: There shall be a Board of Directors composed of seven (7) or nine (9) home club members with voting privileges. Any Home Club member of the Club who is at least 18 years of age, and who has been a member in good standing for 6 months prior may be eligible to serve on the Board of Directors through a nomination and election process. At the discretion of and upon majority vote of the Board, additional Board members may be included in non-voting capacity such as but not limited to a Coach liaison and RDV faculty.

Section 2: The number of Directors of the Club, voting or non-voting, may be decreased or increased, as deemed necessary and appropriate by the Directors via majority vote. However, as stated in Section 2, RDV staff and coaches may only hold non-voting positions.

Section 3: The term of newly elected Board members shall be for two years. Board members may re-run at the completion of their 2-year term to remain on the Board, extending their term for one additional year at a time.

Section 4: A three-person Nominating Committee shall be constituted each spring to nominate members to serve on the Board of Directors and to request nominations from the floor. The Committee shall nominate at the minimum the number that is needed to fill the positions open on the Board of Directors. The committee will file its final report with resumes of the candidates with the Board no less than three weeks prior to the start of the voting period.

Section 5: Board Members shall be elected by secret ballot by plurality of those voting or represented by proxy. Notice of voting period must be posted or announced no later than 10 days prior to start of voting period. Voting should be available for a minimum of 5 days and completed no later than June 10 with the Board reported to membership and USFS by June 15.

Section 6: The Board shall elect The President, First Vice President, Recording Secretary and Treasurer at their first regular meeting to a term of one year. Officers are to be selected among voting members of the newly elected Board of Directors. Directors may run for re-election at the completion of their terms.

Section 7: If a Board Member position becomes vacant, the Board shall appoint a new Member for the balance of the term from its Home Club Membership.

Section 8: If a Board Member misses three consecutive regular meetings without good cause, he/she shall be removed by a majority vote of the remaining members of the Board.

Section 9: The membership may remove a member from the Board of Directors by majority vote at any meeting called for such purpose provided that such Board member has been given notice of such meeting and a copy of the charges against him/her at least ten days in advance of such meeting. Such Board member shall be given the opportunity at this meeting to defend himself/herself if he/she so wishes. A vote by ballot shall be taken and the vote of the majority of Board members attending such meeting shall be required for the purposes of removal. The procedure for conducting such a meeting shall be set by the Board.

Section 10: An Officer may request resignation prior to the completion of their 2-year term by giving written notice of resignation to the Board of Directors. The Board of Directors shall have a 2-week period to review the request and vote to approve or deny the resignation request. If approved, resignation may be deemed immediate or at an agreed upon date.

## **Article VII: Officers and Duties**

Section 1: The Officers of the Club shall include a President, First Vice President, Recording Secretary and Treasurer. A Second Vice President may be included at the discretion of the Board.

Section 1: The duties of the Officers shall be such as their titles by general usage indicate, such as are

required by these Bylaws and such as may be assigned to them from time to time by the Board of Directors.

Section 2: It shall be the duty of the **President** to:

- work with the Board and membership to take charge of the Club;
- preside at all meetings of the Club and Board of Directors;
- collaborate with the Board and membership to supervise and manage the Club;
- provide notification of suspension of any member for violating the Bylaws of the Club;
- call special meetings of the Club and Board of Directors;
- sign all agreements and contracts made by the Club upon the approval of the Board of Directors;
- serve as an ex officio member of all standing committees.

Section 3: It shall be the duty of the **First Vice President** to assume the duties of the President in the event of his/her absence or inability to act and shall perform such other duties as the Board of Directors may assign.

Section 4: It shall be the duty of the **Secretary** to:

- keep the minutes of the meetings of the Club and the Board of Directors and to create and/or review all reports and documents connected with the business of the Club;
- create and/or review all correspondence of the Club, prepare and issue notices of all meetings of the Club and Board;
- perform such other duties as may be assigned by the Board of Directors;
- along with the President sign all written contracts and obligations of the Club.

Section 5: It shall be the duty of the **Treasurer** to:

- maintain the account records of the Club;
- have access to the accounts and accounting records at all times;
- prepare period-ending statements;
- disburse the funds of the Club;
- delegate, oversee or conduct annual tax document preparation;
- perform all usual duties of such office as well as special duties which the Board of Directors may assign;
- provide financial reports as required by the Board of Directors or US Figure Skating.

## **Article VIII: Operations, Authority and Duties of the Board of Directors**

Section 1: The Board of Directors shall meet monthly at least eight (8) times per year. The President may call a special meeting of the Board at any time. Upon request of at least three Board members, the President shall announce a special meeting stating the purpose of that meeting. The call for all special meetings shall be given not less than five days prior to the date of the meeting unless 3/4 of the Board shall waive this requirement. At least half of these meetings must be held face-to-face. The remainder of the meetings may be held in a virtual format as agreed upon by the Board.

Section 2: The Board of Directors shall exercise, conduct and control the corporate powers, property and affairs of the Club. They shall elect officers of the Club and members of standing committees. They shall have power to create special committees and to specify how their members shall be chosen. The Board shall have the power to reverse or amend the decision of any committee.

Section 3: The Board of Directors shall have the power to elect, discipline, suspend and expel members, and to reinstate members suspended or ceasing to be members for non-payment of indebtedness. They shall have the power to establish rules, regulations, and procedures for the operation and control of the Club, and to deal with all offenses against such rules and regulations and with all violations of these Bylaws.

Section 4: The Board of Directors shall have the power to amend these Bylaws in accordance with the

procedure set forth in Article XIII.

Section 5: The Board of Directors shall make all appropriations from the Club funds, audit all reports of the Secretary and Treasurer, and have the power to limit indebtedness of the Club.

Section 6: The Board of Directors shall appoint delegates to the US Figure Skating Governing Council. The Club Secretary shall inform US Figure Skating, in writing or via US Figure Skating Website, of the names and addresses of delegates appointed. These delegates shall be the sole representatives between the Club and US Figure Skating and shall attend the association meetings either in person or by proxy. The Board may, as it sees fit, pay the registration fees of the delegates to the association meetings.

Section 7:

(7A) For a Board comprised of nine (9) voting members, five (5) voting Board Members shall constitute a quorum for all business, except for the Amendment of these Bylaws, which shall require 7. If quorum is met, business may be decided upon via majority vote.

(7B) For a Board comprised of seven (7) voting members, four (4) shall constitute a quorum for all business. If quorum is met, business may be decided upon via majority vote. Should a vote be deadlocked, a fifth (5<sup>th</sup>) Board member must be obtained vote to determine the outcome.

(7C) The only exception to these quorum requirements is for the amendment of these Bylaws, which shall always require seven (7) to constitute a quorum.

(7D) Voting may occur in a face-to-face setting or virtually, when deemed appropriate by the Board.

Section 8: Honorary Board members and Board members who are coaches are considered non-voting members of the Board.

Section 9: The Board of Directors is not legally responsible and bears no liability for accidents or injuries occurring during Club ice time or Club sanctioned events.

Section 10: The Board of Directors will address unique situations as they arise on a case-by-case basis. Decisions on such matters will require agreement by the majority of the Board members.

## **Article IX: Committees**

Section 1: The Board of Directors, as needed, shall appoint Standing Committees. At a minimum, the Club shall maintain the following **Standing** Committees: Testing, Membership, SafeSport and Florida Open. Other Committees, on a standing or ad hoc basis, may be appointed by the Board of Directors as necessary, which may include but not limited to Hospitality Chair, Volunteer Chair, Social Media Chair.

Section 2: The Board of Directors shall appoint Committee Chairs and shall determine, clearly define and communicate the responsibilities of each Committee Chair. **Standing** Committee Chairs must be members of the Board of Directors, unless vote by quorum allows for an exception. Ad-Hoc Committee Chairs are not required to be Members of the Board. All Committee Chairs may select another CFFSC member to serve as a Co-Chair with approval of the Board, or other CFFSC members and non-CFFSC members to serve as the committee members.

Section 3: The President shall be an ex officio member of all committees.

## **Article X: Meeting of the Membership**

Section 1: The annual meeting of the Membership for the purpose of electing Directors and any other business deemed necessary by the Board shall be held at such place, date and hour as shall be designated in the notice thereof.

Section 2: Special meetings of the Membership may be held at any time upon call of the President, the Board of Directors or upon written request of 15 voting members of the Club who are in good standing. The purpose of the meeting should be made known to all, and business at the meeting should be limited to that topic. Special meetings should be advertised in the same manner as the regularly scheduled spring meeting.

Section 3: Notices of the annual and special meetings shall be posted at least ten days prior to the meetings in highly visible areas.

Section 4: Each Club member 18 years of age or over at the time of balloting shall be entitled to one vote in any parliamentary determination. If the Minor's parent or guardian is not already a voting member, that parent or guardian shall be entitled to one vote as proxy for the minor. Associate Members are not eligible to vote.

Section 3: The quorum for all properly convened regular or special meetings of the general membership shall consist of that number of members actually present.

Section 4: Roberts Rules of Order, Revised, shall govern the proceedings of all Club Meetings.

#### **Article XI: Indemnification**

Section 1: The Club shall indemnify any person who was or is a party or is threatened to be a party to any threatened pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was director, officer, employee or agent of the Club, or is or was serving at the request of the Club, as a director, officer, employee or agent of another corporation, partnership, joint venture, or trust, other judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believes to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2: Actions by or in the Right of the Corporation: The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another Club partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Club unless and only to the extent that the Court of Chancery or the court in which such action or suit 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 indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3: Determination of Conduct: The determination that an officer, director, employee or agent has met the applicable standard of conduct set forth in Sections 1 of Article XIV (unless indemnification is ordered by the court) and shall be made (i) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the membership.

Section 4: Payment of Expenses in Advance: Expenses incurred in defending a civil or criminal action, suit or

proceeding shall be paid by the Club in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent. The director, officer, employee, or agent is required to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Club.

Section 5: Definition: As used in this Article XI, the term "Club" includes all constituent corporations absorbed by the Club or subsidiary thereof in a consolidation, merger or other acquisition transaction, as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of such a constituent corporation, or is or was serving at the request of such a constituent corporation as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article XI with respect to the Club as he/she had served the resulting or surviving corporation in the same capacity.

Section 6: Indemnity Not Exclusive: The indemnification and advancement of expenses provided hereunder shall not be deemed exclusive to any other rights to which those seeking indemnification or advancements of expenses may be entitled under any other bylaw, agreement, vote of membership or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such a person. It is the intent of this Article XI that the Club shall indemnify those persons eligible hereunder to the fullest extent permitted under The General Corporation Laws of Florida.

## **ARTICLE XII: Miscellaneous**

Section 1: Records. The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 2: Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 3: Limitations on Use of Membership List. Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 4: Financial Statements. Upon the written request of any member, the Club shall mail to such

member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 5: 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 applicable statute.

Section 6: Fiscal Year. The fiscal year of the Club should, but is not required to, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

Section 7: Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

**Article XIII: Amendments to the Bylaws**

Section 1: These Bylaws may be amended by majority vote of a quorum of seven (7) as designated in Article VIII, Sect I, at any properly convened regular or special meeting of the Board of Directors or by a 2/3 vote at any properly convened annual meeting of the membership or any special meeting of the membership called for that purpose provided that, in either case, a written notice of the proposed action to amend any description of the proposed amendment shall have been provided to each Board Member or Club Member, as appropriate, at least ten days prior to such meeting.

**Article XIV: Dissolution**

Section 1: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

We, the undersigned, hereby certify that the foregoing constitutes the By-Laws of said corporation, and that this amended document was approved by the Board of Directors on **May 2, 2016** in the manner as set forth in these bylaws.

President, Cindy Arkeilpane:  
Secretary, Christina Bush:

Date:  
Date:

***Refer to original held by  
Secretary for signatures.***