

By-Laws of the IWSA Figure Skating Club, Inc.

Article I – Names and Offices

Section 1. Name: The organization was incorporated as a non-profit corporation under the laws of the State of Indiana as the “Indiana/World Skating Academy Figure Skating Club, Inc.” (the “Club”) on February 14, 1995.

Section 2. Principal Office: The principal office and principal skating headquarters of the Club shall be located at the Indiana/World Skating Academy (Associate Member USFSA), 201 South Capitol Avenue, Suite 001, Pan American Plaza, Indianapolis, IN 46225.

Article II – Purpose

The Corporation is organized exclusively for charitable and educational purposes and (1) to function as an amateur athletic association to foster international, national, and sectional competition in the sport of figure skating; (2) to encourage and give guidance and help for the full participation in the sport of figure skating by all persons, regardless of age, gender, race, religion, national origin or ancestry; (3) to encourage and promote good sportsmanship; (4) to encourage the practice, instruction, and advancement of amateur skating on ice in all its forms, including compulsory figures, freeskating, moves in the field, pair skating, ice dancing, and basic skills; (5) to educate and inform the public regarding figure skating, with emphasis on its pleasure and healthful and other benefits; (6) to publish and disseminate information concerning figure skating by bulletin, paper, book, magazine, or otherwise; (7) to sponsor or co-sponsor, produce or co-produce, to host or co-host, or co-operate in the the sponsorship production or hosting of ice carnivals, ice shows, testing, or amateur figure skating competitions; (8) and generally to do and perform such other acts as may be necessary, advisable, proper, or incidental in the realization of the objects and purposes of this organization, including the raising of money to support the activities by dues, fees, carnivals, sales of tickets and merchandise, and other lawful means, and to carry out the general policies of the United States Figure Skating Association; and (9) including the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III – Membership

Section 1. Classes of Membership:

- A. Full Members: Full members shall have all the rights and privileges authorized by the United States Figure Skating Association (USFSA) By-Laws and shall enjoy all the rights and privileges authorized by the

by-laws of the Club except that those full members under the age of sixteen (16) shall not have the right to vote or hold office.

- B. Associate Members: Associate members are those who designate another USFSA Club as their “home club”. They pay dues to the Club in an amount to be determined from time to time by the Board of Directors of the Club and shall have all the rights, privileges, and obligations of full members (including the right to test at the same fee structure as full members) except that they are not allowed to vote, hold office, or be elected to the Board of Directors of the Club.
- C. Honorary Members: Honorary members may be elected at any meeting of the Club after recommendations by the Board of Directors. A majority of the membership present and voting is required to confirm Honorary Membership. An Honorary Member shall be free from initiation fees, dues, and assessments. He/She shall not be nominated or elected to office or a member of the Board of Directors, but may be appointed by the Board to fill a vacancy, in which case he/she shall have a vote. Honorary Members shall have no vote unless otherwise provided. They shall have no claim on the assets or property of the Club.
- D. Family Membership: Any person under the age of sixteen (16) may apply for and become a full member if and only if at least one of his/her parents or guardians also applies for and becomes a Full Member, so that any member under the age of sixteen (16) shall have at least one parent or guardian who is also a Full Member. This can be accomplished by means of a “Family Membership” enrolling both the under age sixteen (16) skater and at least one of his/her parents or guardians as Full Members.

Section 2. Application for membership: Application for membership shall be made on the Club’s official form(s) prepared for this purpose and shall be accompanied by payment of the annual dues and USFSA fees. At the time this application plus dues are received by the Membership Chairperson, the applicant then becomes a provisional member of the Club subject to approval as a full member by the Board of Directors as hereinafter provided. At the next meeting of the Board of Directors, the Membership Chairperson shall report to the Board of Directors any new applications received since the last meeting. The Board of Directors shall then vote to approve or deny the applicant to full membership by a majority vote.

Section 3. Responsibilities for guests: Members shall be responsible for the conduct and indebtedness of all persons admitted as a guest of the Club to the Club property at their request.

Section 4. Board approval for competition and exhibition: No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board of Directors, or someone given

this authority by them. Unless otherwise required by the USFSA of a sponsoring club, any of the following officers or chairpersons may sign competition or test entry forms certifying that the member is in good standing and may compete and/or test as member in good standing for this club: President, Vice-President, 1st Vice-President, Secretary, Treasurer, Membership Chairperson; Test Chairperson.

Section 5. Restrictions in the event of arrearages for dues or other indebtedness: No member in arrears for dues or other indebtedness shall be considered in good standing with the Club. Member(s) who are not in good standing shall be restricted from voting, holding office, and shall not be eligible to participate in the Club's testing sessions, skating sessions, or competitions. Additionally members who are not in good standing will not have test or competition forms for other USFSA sanctioned clubs/events signed if it is required that the member be in good standing with the Club. A member will only be in good standing with the Club when the indebtedness is paid in full at which time all rights and privileges of membership shall be reinstated.

Section 6. Financial obligations, insufficient funds: Any member who pays club dues, or fees with a check which is returned for insufficient funds will be charged all bank fees. The member will be notified by mail and required to reimburse the Club for the bank fee(s) and the original indebtedness by cash or a money order within fifteen (15) days from the date of being notified. The member(s) will be on a cash basis for a period of one year. If this occurs on a third occasion, the member(s) will be on a cash basis permanently.

Section 7. Resignation: Any member(s) not in arrears for dues, or other indebtedness must tender a written resignation of his/her membership to the Secretary or Membership Chairperson, who shall report the same to the Board of Directors at their next meeting before signing.

Section 8. Suspension or expulsion of members:

- A. The Board of Directors shall have the power, upon its own motion or upon the complaint of another member, as described in the following paragraph, to suspend or expel any member for violations of the Articles of Incorporation or By-Laws, for violations of the rules of the Club, for violations of the Code of Conduct set forth in the rules of the United States Figure Skating Association, or for the conduct which the Board of Directors shall deem improper. The procedure by which a member may be expelled or suspended or a membership revoked must be fair and reasonable and carried out in good faith as provided by Indiana Code Section 23-17-8-2 (1991). Specifically, (1) a member must be given fifteen (15) days written notice of his/her proposed expulsion, suspension, or termination and the reasons therefore; (2) the member must be provided an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or

- termination by the Board of Directors; (3) the written notice must be delivered in person or by first class or certified mail sent to the last address of the member shown on the Club's records.
- B. Any member or members having complaint against another member for the infraction of any law or rule, or for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held as soon as practicable, and in compliance with the notice provisions set forth in the preceding paragraph, to investigate the same. The complainant or complainants, and the member complained of, shall receive at least fifteen (15) days notice of the meeting of the Board of Directors and may be heard, either orally or in writing, with their witnesses. The statements and evidence, along with the decision of the Board of Directors, shall be reduced to writing and filed with the Secretary, and he/she shall mail copies thereof to the complainant(s) and the member. The effective date of the suspension, expulsion, or termination must be at least five (5) days after the date of the meeting of the Board of Directors.
- C. An appeal from the decision of the Board of Directors may be taken to the club membership by serving a written notice of such appeal on the Secretary within ten (10) days of the receipt of the Board's decision. A special meeting of the membership shall be called within thirty (30) days for the consideration of the case at which meeting a two-thirds (2/3) vote of voting at the meeting, whether in person, by proxy, or by absentee ballot shall be necessary to reverse the decision of the Board of Directors.

Article IV – Club Meetings

Section 1. Time: There shall be one (1) regular Club Membership Meeting annually. The meetings shall be held in the Spring of each year. The Spring meeting shall be for the purpose of election of members of the Board of Directors due to the expiration of terms or other vacancy, and all regular meetings shall allow transaction of business as may properly come before the meeting.

Section 2. Special meetings: The Secretary shall call special meetings at the direction of the President or upon the written request of five (5) full members, who are at least the age of sixteen (16) and in good standing. No business shall be transacted at a Special Meeting except that of which notice is given.

Section 3. Voting list: The Secretary, or their agent, shall make available at each regular and special meeting of the membership, a complete list of Full Members, arranged in alphabetical order. Such list shall be open at the place where such a meeting is held and shall be subject to examination by any Full Member in attendance at such meeting.

Section 4. Quorum: Twenty percent (20%) of all Full Members in good standing who are at least sixteen (16) years of age shall constitute a quorum for the transaction of business.

Section 5. Notices: Notices of Regular and Special Meetings shall be mailed by the Secretary to every full member at least fifteen (15) days in advance thereof, and shall be posted by the Secretary for the same length of time on the Club bulletin board. The notice for a meeting at which any election of any member of the Board of Directors is to occur, shall include a ballot listing those nominated for the position of Director, and shall also include a place for the member to vote as well as a place for write-in votes.

Section 6. Absentee voting – by absentee ballot or by proxy: A Full Member age sixteen (16) or older may vote either (1) in person, or (2) by absentee ballot, or (3) by proxy provided that the member can vote by only one such method as to a particular motion put to a vote. A Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form. An Appointment or a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. The proxy appointment shall be effective only for the stated meeting. The proxy appointment form shall be in the following form:

I, _____, hereby appoint _____,
as my proxy to cast my vote(s) at proxy the meeting of _____.

Signature of Member

Article V – Board of Directors

Section 1. Number of members: There shall be a Board of Directors composed of nine (9) Full Members of the Club. A member must be at least nineteen (19) years of age to be eligible to serve on the Board of Directors.

Section 2. Term of office: Three (3) members shall be elected each year at the regular annual meeting of the membership. The term of office shall be three (3) years, commencing on April 1 following the annual meeting and ending on March 31 three (3) years following their election.

Section 3. Method of election: The candidates for the Board of Directors shall be nominated by a nominating committee elected by the Board of Directors and also by nomination in the regular annual meeting of the membership. Three (3) Directors will be elected each year to replace those whose terms expire. If a directorship becomes vacant, the Board of Directors shall elect a Club member to fill the vacancy of that position of director for the balance of the year. At the next regular annual meeting of the membership, a director shall be elected for the un-expired term, if any.

Article VI – Powers and Duties of the Board of Directors

Section 1. Meetings: The Board of Directors shall meet at least once every month. The date of such meeting shall be stated by the President or in his/her absence by the Vice President. Any three (3) members of the board may call a Board meeting upon written notice to all the members of the Board of Directors at least three (3) 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 three (3) members requesting the meeting. All meetings of the Board of Directors are open to and may be attended by any club member unless a majority of the Board of Directors present at the meeting votes to close the meeting, in whole or in part, for the course of discussion which may be detrimental to anyone's name or reputation or in which confidential information may be discussed. Club members who are not members of the Board of Directors attending a meeting of the Board of Directors may enter into discussions when recognized by the chair in accordance with Robert's Rules of Order, but may not vote.

Section 2. Special meetings: Special Meetings of the Board of Directors may be called by the President or shall be called upon the request of any three (3) Directors.

Section 3. Action without a meeting: The Board of Directors may vote to take action without a meeting provided that the vote of each Director as to such matter is solicited either in person or by telephone or facsimile or by electronic mail. An affirmative vote of the majority of the Board of Directors shall constitute sufficient authorization to take such action. A telephone fax e-mail poll may be conducted by the President on behalf of any three (3) directors. The minutes of the next meeting of the Board of Directors should reflect the actions of the Board of the Directors taken without a meeting since that last regular meeting.

Section 4. Quorum: Five (5) members shall constitute a quorum. In the event that a vacancy on the Board of Directors prevents there being a full nine (9) members on the Board, then a quorum shall consist of a majority of the Directors then in office until such time as the vacancies are filled so that the membership of the Board reaches nine (9).

Section 5. Authority: They shall have entire authority in the management of affairs and finances of the Club and all have general control of all its property. All rights and powers connected therein shall be vested in them.

Section 6. Rules: They shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of visitors; determine penalties for offenses against the rules, and make rules for their own government and for government of the committees appointed by them.

Section 7. Appropriations: All appropriations from the funds of the Club shall be made by the Board of Directors.

Section 8. Audits: They shall audit the records of the Secretary, Treasurer, and of the committees.

Section 9. Indebtedness: They shall have the power to limit the indebtedness of a member of the Club to the Club.

Section 10. Standing committees: They shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as shall seem to them to be necessary.

Section 11. USFSA delegates: They shall elect a delegate or delegates to the United States Figure Skating Association. The Club Secretary shall inform the Association's Secretary in writing of the name and address of the delegate(s) elected. Said delegate(s) shall be the representative(s) between the Club and the Association and shall attend the Association's meetings, either in person, or by proxy. The Board of Directors may, as it seems fit, pay the traveling expenses of the delegate(s) to the Association's meetings.

Section 12. Clerical assistance: They shall have the authority to make, in their discretion, appropriations for clerical assistance to the Secretary.

Section 13. Expenditures and revenue: They shall prepare and submit to the membership at the annual club meeting a budget of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same.

Section 14. Board Member limitation: The office of the Board Member shall be deemed vacated when any one of the following occurs.

1. If he/she resigns his/her office by notice in writing to the Club.
2. If he/she is no longer a member of the Club.
3. If he/she is absent from three (3) Board meetings within one (1) year and has not prior to those meetings, advised an officer that he/she would be unavailable to attend the meeting.
4. If he/she is removed by a vote of the membership with or without cause, at a meeting of the membership called for the specific purpose of removing such director. The notice of the meeting must state that the purpose of the meeting is to vote on the removal of the director. The same number of votes must be cast to remove the director as would have been necessary to elect the director. Indiana Code Section 23-17-12-8 (1991).
5. A director elected by the Board of Directors to fill the vacancy of a director elected by the members may be removed without cause by the members but not by the Board of Directors. Indiana Code Section 23-17-12-8 (1991).

6. If he/she is absent from one-half (1/2) of the meetings of the Board of Directors within one (1) year regardless of the reason, providing that a majority of the Board of Directors may vote to waive this provision.

Section 18. Indemnification: The Club hereby agrees to indemnify and hold harmless any member or former member of the Board of Directors of the I/WSA FSC who is sued or against whom a legal action of any kind is brought in which the plaintiff or person making a claim makes that claim for money damages or injunctive relief of any kind against a current or former member of the Board of Directors of this club or for actions or inaction of alleged negligent or intentional conduct of any kind, regardless of the nature of the claim, provided that the alleged basis of liability or the cause of action arises from or is in connection with that Board of Director's membership, or action or inaction taken in connection with, his or her actions of duties within the scope of his or her employment as a member of the Board of Directors of this Club. This indemnification clause shall not extend to the payment of damages awarded by a court of competent jurisdiction wherein the ultimate determination of the Court is that the defendant's actions or inactions or alleged negligent or intentional actions giving rise to the finding of liability were not within the scope of his or her duties as a member of the Board of Directors of the Club.

Article VII – Standing and Special Committees

Section 1. Names: The standing Committees shall include the following: Hospitality, Test, Publicity, Nominating, and Sanctions.

- A. The Hospitality Committee shall provide and take charge of social events given by the Club and food arrangements for any Club sponsored events, including test sessions and competitions.
- B. The Test Committee shall have complete charge of conducting USFSA tests, of setting dates and attaining approved USFSA judges for the tests. The committee shall keep complete records of tests taken by Club members and all persons testing at Club sponsored test sessions.
- C. The Publicity Committee shall have complete charge of publicity for Club events, Club skaters, reporting the accomplishments of Club skaters to the media and to the skaters' schools, and to produce a club newsletter.
- D. The Nominating Committee shall prepare a slate of proposed directors to be voted upon by the membership at the annual club meeting.
- E. The Sanctions Committee shall be responsible for obtaining all necessary performance and competition sanctions in compliance with USFSA rules and the filing of all necessary reports in connection therewith.

Section 2. Special Committees: The Board of Directors may at any time appoint any special committees, which it deems necessary or advisable. The Board of Directors may appoint Club members to chair or co-chair particular competitions hosted in whole or in part by the Club and Special Committees to assist the chairperson(s).

Section 3. Attendance at Board meetings: The Chairman of Standing of Special Committees may be requested by the Chairman to attend regular or special meetings of the Board of Directors. They may enter into and take part in discussions but may not vote.

Article VIII – Officers

Section 1. Officers: The officers shall be President, Vice-President, Secretary, and Treasurer. A 1st Vice-President may be elected by the Board as needed.

Section 2. Election of officers: The President, Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors at their first regular meeting following the annual election, by ballot, and shall hold office for one (1) year or until their successors are chosen. A 1st Vice-President may also be elected at this same meeting, by ballot, if the Board feels that there is a need for this office. Newly elected Board members whose term has not yet started as per Article V, Section 2, shall be given the right to vote for the election of officers, but shall not be given any other voting rights until their term commences. The Board of Directors may elect members of the Board to fill any or all offices, or elect a full member who is not on the Board, in which case such officer will become a member of the Board ex-officio, with right to attend and take part in all Board meetings, but with no right to vote. The Board may appoint an Assistant Secretary or an Assistant Treasurer from the Club membership on such terms as the Board may consider advisable, to assist the Secretary, and/or Treasurer in their duties.

Article IX – Duties of Officers

Section 1. Duties of the President: It shall be the duty of the President to take charge of the Club, to call regular and special meetings of the Club membership and Board of Directors, and to preside at all meetings of the Club, and of the Board of Directors. He/She shall have the entire supervision and management of the Club and its property pending the action of the Board of Directors. The President, together with the Secretary, shall sign all agreements and contracts made by the Club, upon approval of the Board of Directors.

Section 2. 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 in his/her absence to assume his/her duties and officiate in his/her stead.

Section 3. Duties of the 1st Vice President: It shall be the duty of the 1st Vice President to sign as an officer of the Club any competition entry forms, test, or exhibition permission forms, or any other document required to be signed by an officer of the Club when so requested by a member in good standing. This does

not preclude such signatures by any other officer. The 1st Vice President should be someone who is frequently present at the Club skating headquarters.

Section 4. Duties of the Treasurer: The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report when requested by the President or the Board of Directors. All disbursements by check under \$500 may be approved by the Treasurer. Disbursements over \$500 shall be signed by the Treasurer and one other Authorized Signatory. 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 bank approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer and President or other designated officer or member of the Board of Directors.

Section 5. 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 supervise all reports and documents connected with the business of the Club: to supervise keeping a roll of board membership together with dates of their election and a record of all board members elected, deceased, suspended, or expelled. He/She shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and the Board of Directors.

Section 6. Duties of Membership Chairperson: It shall be the duty of the Membership Chairperson to receive all applications for membership and shall notify the applicant of his/her admittance or rejection and shall furnish them a copy of the By-Laws and Rules of the Club, if admitted, and shall be in charge of all membership-related correspondence with the USFSA. He/she shall supervise a roll of membership together with dates of their admittance and a record of all members deceased, suspended, or expelled.

Article X – Parliamentary Procedure

Section 1: All meetings of the membership and the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

Article XI – Club Skating Sessions

Section 1: Club Ice Time: The Board of Directors shall arrange for the obtaining of ice time on a regular basis for the exclusive use of the Club. The Board of Directors may make whatever rules it deems advisable from time to time regarding skating on this ice time.

Section 2: Professionals: Any skating professional ("pro") may teach on Club ice time provided that he/she provide evidence that he/she carries current liability insurance with the minimum coverage in force of one million dollars of the liability

insurance coverage then being offered by the Professional Skater's Association (PSA) to its members.

Article XII – Amendment to By-Laws

Section 1: These By-Laws may be amended by a two-thirds vote of the Board of Directors at any regularly constituted meeting thereof. Notice of a meeting at which an amendment to the By-Laws will be presented for vote must state that the purpose of the meeting is to consider the proposed amendment and must contain a copy of a summary of the amendment or state the general nature of the amendment. Indiana Code Section 23-17-18-1 (1991).

These By-Laws adopted by the Board of Directors of the Indiana/World Skating Academy Figure Skating Club, Inc. on this Eighth day of December, 2001.