

BYLAWS
THE FIGURE SKATING CLUB OF BIRMINGHAM, MICHIGAN

ARTICLE I

Name and Incorporation

Section 1.1 Name

The organization shall be known as The Figure Skating Club of Birmingham, Michigan.

Section 1.2 Incorporation

The club shall be incorporated under the laws of the State of Michigan as a Domestic Nonprofit Corporation.

ARTICLE II

Purpose

Section 2.1 Purpose

The purpose of the Club shall be to encourage full participation in the sport of figure skating by persons regardless of race, religion, creed, color, gender, national origin, sexual orientation, or ancestry; to encourage and cultivate a spirit of camaraderie among ice skaters; and generally, to do and perform other acts as may be necessary, advisable, proper or incidental in the realization of the objects and purposes of this organization.

ARTICLE III

Board of Directors - Officers

Section 3.1 Officers

The Officers shall be the President, Vice President, Secretary, Member-at Large and Treasurer. The officers must be of "Home Club / Introductory / First Club" membership status.

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Section 3.2 Election and Tenure of Officers

The five officers shall serve two-year terms beginning on June 1 and ending on May 31.

- A. The President, Member-at-Large, and Treasurer shall serve terms beginning in even numbered years.
- B. The Vice President and Secretary shall serve terms beginning in odd numbered years.
- C. The officers shall be elected at a general election held pursuant to Article 5.6.

ARTICLE IV
Duties of the Elected Board of Directors - Officers

Section 4.1 President

- A. The President shall take charge of the Club and preside at all meetings of the Club and of the Board of Directors. He/she shall have the entire management of the Club and its property pending the action of the Board of Directors. The President or his/her designee shall sign all agreements and contracts for the Club, upon approval of the Board of Directors.
- B. The President shall be the spokesperson and representative of the Club, unless the Board of Directors designates another person.
- C. The President, along with the Treasurer, shall be responsible for maintaining insurance for the Club and confirming that all coaches have and maintain liability insurance as prescribed by the Board of Directors.

Section 4.2 Vice President

- A. The Vice President shall assist the President in the discharge of his/her duties and officiate in his/her stead.
- B. The Vice President shall be in charge of member registration, ice monitors, and assignments of ice time.

Section 4.3 Secretary

- A. The Secretary shall keep the minutes of membership meetings and Board of Directors' meetings and maintain all reports and documents associated with the business of the Club. The Secretary shall, at each meeting, present minutes of the previous appropriate meeting.
- B. The Secretary shall take attendance at all membership and Board of Directors meetings and shall notify members of membership meetings.

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- C. The Secretary shall obtain USFSA sanctions for skaters and events sponsored by the Club.

Section 4.4 Treasurer

- A. The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements. The Treasurer shall give a written report at all Board and membership meetings and as the Board of Directors or President requests and maintain a record of members in good standing.
- B. Disbursements shall be made only as the Board of Directors approves. All disbursements shall be by check or electronically.
- C. The Treasurer shall deposit the Club funds in a bank the Board of Directors approves or in securities they approve.

Section 4.5 Member-at-Large

- A. The Member-at-Large shall represent the membership on the Board.
- B. Upon request by a Club member the Member-at-Large shall act as the ombudsman for matters the requesting member shall bring to the Board. Acting in such capacity the Member-at-Large shall present issues to the Board for discussion and resolution.
- C. The Member-at-Large may perform other duties as assigned by the President.

ARTICLE V
Board of Directors

Section 5.1 Number of Members

- A. There shall be a Board of Directors composed of nine (9). The Eight (8) elected Board Members shall be Club members in good standing and a Club professional. Five of the Directors shall be the President, Vice President, Secretary, Treasurer and Member-at-Large. One Board member shall be a skating professional. The Club Professional shall be chosen pursuant to Article 5.3 but shall not have an ability to vote on issues. The other three shall be the Test Chairperson, the Membership Chairperson, and a Communications Chairperson. The three Chairpersons shall be elected at a general election held pursuant to Article 5.6
- B. Temporary of Ad hoc Committee Chairs may attend Board meetings in an advisory capacity; but shall not serve as a quorum requirement or have ability to vote on issues.

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Section 5.2 Duties of Chairperson Board Members

- A. The Test Chairperson shall be responsible for testing. The Test Chairperson shall act as chair of the Test Committee and may appoint a member to chair either or both of an ISI Test Subcommittee or a USFSA Test Subcommittee.
- B. The Membership Chairperson shall keep all membership records and shall provide Board members with current membership lists.
- C. The Communications Chairperson shall keep the membership informed of relevant news and Club events. He/she shall be in charge of the creation and distribution of a periodic newsletter, maintain a history of the Club, prepare publicity for and about Club events and activities to the public, the press and other figure skating clubs, and be the Chairperson of the Communications Committee.
- D. Chairpersons can be of either Home Club / Introductory / First Club or Second Club membership status. Chairpersons of Home Club / Introductory / First Club membership status shall maintain voting privileges.

Section 5.3 Chairpersons and Club Professional Term of Office

The Chairperson members shall serve a one-year term. The Professional Representative shall serve a two-year term.

Section 5.4 Board Vacancy

The Board of Directors shall fill any vacancy among the officers or directors by a vote of those present at the next regular meeting after the vacancy has occurred. For a vacancy occurring in the position of an appointed Board member, the appointment shall be for the duration of the fiscal year or until the Board appoints another chairperson, whichever is longer. For a vacancy occurring among elected Board members, the person appointed shall hold office until the next general membership meeting at which an election shall be held to fill the vacancy.

Section 5.5 Removal

- A. A Board member can be removed pursuant to Sections 6.7 and 8.7.
- B. Board member may resign his/her position by giving written notice to the Board of Directors.
- C. Board member may resign his/her position by giving written notice to the Board of Directors.
- D. The office of a Board member shall be considered vacated when he/she is no longer a Club member.

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Section 5.6 Nominations, Elections, and Balloting

- A. The Nominating Committee - The nominating committee shall consist of at least three members which shall be named by the board at the membership meeting. This committee shall consist of at least one past or current board member who was duly elected to the Board by the membership and who is not a current candidate for election. The members of the committee shall appoint a chairman.
- B. Nominations
 - 1. The nominating committee shall post the open positions at least ten days in advance of the general membership meeting.
 - 2. The nominating committee shall accept nominations for the positions of president, treasurer and member-at-large during even numbered years, and for the positions of vice president, secretary and member-at-large during odd numbered years, and all Chairpersons.
 - 3. Full members may nominate themselves or be nominated by others at the membership meeting. The committee shall contact the current treasurer to determine if the nominated members are in good standing with the Club. All persons nominated must consent to their nomination and must be members in good standing with the Club.
 - 4. Write-in nominees on the ballot are not allowed.
 - 5. If a nominating committee member becomes a candidate for election, the Board shall appoint a replacement member.
- C. Elections and Balloting
 - 1. Families who have paid the full club membership fee and are in good standing with the club, shall be eligible to vote. There shall be one vote per member family. (Note: payment of the USFSA dues does not constitute a full FSCB membership.) The treasurer shall provide the nominating committee notice of those members ineligible to vote.
 - 2. The election shall be held no later than May 1.
 - 3. Balloting shall be conducted through an approved electronic system and protocol by the Board of Directors, protecting the identity of the voter.
 - 4. The nominating committee shall review the results of the voting as generated by the electronic system. Those receiving the greatest number of votes shall be elected to each office.

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5. The current president and those members running for an office shall be called immediately with the results. The results shall then be posted on the club's web site.
6. Any member may request to be present at the review with the nominating committee counting of the votes of the candidate's office or request an audit of the results if unable to be present at the ballot counting. Such audit shall take place in the presence of the nominating committee and at least one duly elected member of the current Board of Directors.

ARTICLE VI
Powers and Duties of the Board of Directors

Section 6.1 Meetings

- A. The Board of Directors shall meet at least once a month during the skating season. The president shall establish and announce the dates. Meetings may be conducted at a common meeting location, teleconference, or web conference.
- B. Any four (4) members of the Board may call a Board meeting upon written notice sent to all Board of Director members at least seven (7) days prior to the meeting. The notice shall state the date and place of the meeting the purpose for which it is called, and the names of the four (4) members requesting the meeting.
- C. An executive session may be called by the President under special circumstance. In the event a Board member or Chairperson can not attend, a proxy may be designated. Such proxy must be a fellow Board member.

Section 6.2 Quorum and Required Vote

- A. Five (5) members shall constitute a quorum.
- B. The Board may conduct business through consensus. Should the Board be unable to reach agreement on an issue, a vote of the majority of those Board members and Chairpersons present at the meeting shall decide the issue. The President shall not have a vote except in the case of a tie, whereupon the President shall vote to break the tie.
- C. Under special circumstances, as deemed appropriate by the President and Secretary, voting may be conducted through electronic means or teleconference. The notice shall state the purpose for which it is called, and identify any benefits or risks. Board members and Chairpersons shall be given the opportunity to seek clarification, or state objections before a vote is conducted.

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Section 6.3 Authority

The Board of Directors shall have entire authority in the management of the affairs and finances of the Club and shall have general control of all its property and information. All rights and powers connected therein shall be vested in them.

Section 6.4 Rules

- A. The Board of Directors shall make such Standing Rules as they deem proper respecting the use of the club's property, information, prescribe rules for members, fix penalties for offenses against the rules, make rules for their own government and for the government of the committees they appoint and for the government of membership meetings.
- B. The Standing Rules shall be in writing and distributed to the membership at least seven (7) days prior to taking effect. The members may change by majority vote of those in attendance at any general membership, any rule the Board institutes.
- C. The first set of Standing Rules the Club institutes shall be submitted to the membership for an affirmative vote thereon prior to their institution. The Board may change the Standing Rules at their discretion provided the procedure described in Section 6.4B is followed.

Section 6.5 Appropriations

All appropriations from Club funds shall be made by the Board of Directors.

Section 6.6 Indebtedness

The Board shall have the power to limit the indebtedness of a Club member to the Club.

Section 6.7 Power to Suspend or Expel

The Board shall have the power to suspend or expel any member, including a Board Member, for violation of the Bylaws, Standing Rules, or for conduct which they shall deem improper, but no member shall be suspended or expelled for longer than seven (7) days without a hearing, unless otherwise specified in these Bylaws.

Section 6.8 Expenditures and Revenues

The Board shall prepare a program of anticipated expenditures for the next fiscal year together with proposals of sources of revenue to meet the expenditures. The proposed budget shall be submitted to the membership in writing along with a notice of a general membership meeting to discuss and approve the budget. This

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meeting shall be scheduled no later than May 31. Notice and a copy of the proposed budget shall be mailed to the membership at least ten (10) days prior to the scheduled meeting.

Section 6.09 Club Professionals

Professionals must submit a copy of their current liability insurance, current PSA membership and a signed Professional Staff Agreement before they will be allowed on fall Club ice. The Board must approve by unanimous vote any extension or exception to these requirements.

Section 6.10 Compensation of Directors

Directors shall not receive any stated salary for their services but may receive alternative benefits as proposed by the Board and approved by the general membership who must be notified ten (10) days prior to a general meeting at which time the proposal will be voted.

Section 6.11 Information, Records and Replication

- A. The records held by the Secretary or Treasurer shall be open to inspection by any member in good standing at a reasonable time and place. A member shall make a written request to the President in order to examine the records of the Club.
- B. A member may replicate records with the approval of the Board of Directors. In the event another member's name is listed, those names shall be redacted before being provided. All costs associated with replication shall be incurred by the requesting member.
- C. Unless for Club purposes, Board Members may not use club correspondence, information, or documents without the approval of the Board of Directors, or affected parties.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7.1 Definition.

As used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse

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or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

Section 7.2 Procedure; Action; Disclosure.

No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 7.3 Loans.

No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

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ARTICLE VIII
Membership

Section 8.1 The classifications of membership shall be:

- A. Home Club / Introductory / First Club - membership skating status is granted to an individual skater who intends to reserve individual ice time. The skater must have achieved the skating level that the Board requires for membership. They may participate in all Club activities, and retain voting privileges. Membership in the Club shall be by family unit. A family may have more than one skater but shall hold only one membership. In the case of a divorce, the parent with physical custody shall hold the membership. Each membership shall have one vote. The voting member shall have reached the age of majority.
- B. Second Club Membership Status - membership skating status is granted to an individual skater who intends to reserve individual ice time. The skater must have achieved the skating level that the Board requires for membership. Membership in the Club shall be by family unit. They may participate in all Club activities, but do not retain voting privileges. Membership in the Club shall be by family unit. A family may have more than one skater but shall hold only one membership. In the case of a divorce, the parent with physical custody shall hold the membership.
- C. Collegiate / Alumni Member Status - Alumni Membership status shall be offered to high school graduates whom have maintained a Home Club / Introductory / First Club Membership for at least' two years as a member in good standing. An Alumni Membership allows a skater to drop-in on Club ice and maintain a USFSA membership through the FSCB, without participating in any club activities. An Alumni Member may not contract ice through FSCB.
- D. Honorary Member Status - The Honorary Membership is offered to an adult member who is working toward, or who has attained, full judge status.

Section 8.2 Term of Membership

Membership in the Club begins when dues are paid or at the beginning of the fiscal year for which dues are submitted, whichever comes later, and ends when the fiscal year ends.

Section 8.3 Membership Obligations

- A. A member must complete and submit a written application for membership and submit any other documentation the Board requires.

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- B. A member must pay any and all dues the Board assigns, ice fees and any other monies as the Board assesses or bills.
- C. The skater must have achieved the skating level that the Board requires for membership
- D. A member must perform a volunteer position for any Club sponsored competitions.
- E. The Board may establish in the Standing Rules other requirements for membership.

Section 8.4 Arrears for Dues and Other Indebtedness

- A. Prior to the beginning of each skating year, the Board of Directors shall make known to the membership the dates for the billing and payment of dues and ice monies. Members will be given at least fourteen (14) days notice of any other monies due.
- B. Any member in arrears for any indebtedness beyond ten (10) days past the due date shall be considered delinquent. Such member shall be notified that all skating privileges are denied. If the amount is not paid in full within one month thereafter, the name of the delinquent member shall be reported to the Board of Directors at their next meeting. The Board of Directors shall place the member “not in good standing” and remove the delinquent member from the membership list. A member dropped from the membership list for nonpayment of dues, or other indebtedness, may upon payment of same and a reinstatement fee, at the discretion of the Board of Directors, be reinstated to membership.
- C. Under claim of hardship, the Board of Directors shall consider a special payment plan enabling continuation of skating privileges. The granting of any special payment plan is at the complete discretion of the Board.

Section 8.5 Failure to Comply

- A. Members who have not complied with the Bylaws and/or Standing Rules shall not be eligible to hold office, vote, test, or represent the Figure Skating Club in competitions.
- B. Members who fail to comply with the Bylaws and/or Standing Rules shall not be eligible for membership for the next fiscal year. Such members may apply to the Board of Directors to have this penalty waived.

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Section 8.6 Termination of Membership

- A. A member may terminate membership by voluntary resignation in writing submitted to the membership Chairperson, provided all indebtedness to the Club has been paid.
- B. The Board of Directors may terminate any membership for (1) violation of the Bylaws or Standing Rules and/or (2) conduct which is injurious to the good order, peace or interest of the Club or is likely to endanger the welfare, interest or character of the Club. Before terminating a membership, Section 8.7 must be exercised.

Section 8.7 Conflict Resolution

- A. The Board of Directors may set penalties for violation of the Bylaws, Standing Rules, conduct which they deem proper, and for the good order, peace and interest of the Club.
- B. The ice and/or music monitor shall document any type of problems occurring on or off the ice and shall give such documentation to the President. The monitors shall have the authority to eject skaters from the ice for any part of or all of the ice time. The monitor shall immediately write up the incident causing the ejection and submit it to the President. The President shall contact the person or persons who were ejected and discuss the problem. The President shall decide immediate disciplinary action, shall notify the person(s) in writing, and shall report the action to the Board.
- C. The Board of Directors, of its own volition or upon complaint in writing from any member in good standing shall investigate charges made for violations of the Bylaws, Standing Rules, or for conduct injurious to the good order, peace, or interest of the Club. The Board may appoint a committee to conduct the investigation. After Receipt of the investigation results, the ~~Board~~ shall consider the matter and determine what action, if any, to take.
- D. Should a member disagree with the action the President or the Board takes under Section 8.7C above, the member must request a hearing before the Board within seven (7) days of receipt of the President's or Board's determination. The hearing request must be in writing and delivered to the President. The President shall set a date for a hearing to take place. Said date is to be no more than ten (10) days from the date of receipt of the request. The Secretary shall deposit hearing notices in the mail no later than seven (7) days prior to the hearing date. The disciplined member shall have an opportunity to defend him/herself at the hearing.
- E. Within ten (10) days after the hearing, a disciplined, suspended, or expelled member may appeal by filing a written notice thereof with the President. The President shall call a special meeting of the members entitled to vote to hear the appeal. The special meeting shall take place within

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twenty one (21) days of the receipt of the written appeal. The disciplined member shall have an opportunity to be heard. The discipline, suspension, or expulsion may be set aside by a majority vote of the members entitled to vote who are present and voting. The voting shall be by ballot. A quorum need not be present.

ARTICLE IX
Membership Meetings

Section 9.1 Regularly Scheduled Membership Meetings

- A. There shall be at least two (2) membership meetings during the fiscal year. The first shall be held between September 1 and December 31. Subsequent meetings shall be held as the Board deems in the best interest of the Club.
- B. The President, or in his/her absence, Vice President, shall call a meeting of the members to order and act as chairperson. In the absence of the President and Vice President, the Board of Directors shall appoint one of its members to act as chairperson of the meeting.

Section 9.2 Special Membership Meetings

Special meetings of the members, for any purpose or purposes, may be called by the Board of Directors, the President or in his/her absence, the Vice President, or by a request in writing of at least ten (10) members in good standing entitled to vote. A written request by members shall state the purpose or purposes of the proposed meeting and shall be delivered to the Secretary. No business shall be transacted at a special meeting except that of which notice was given.

Section 9.3 Notice of Membership Meetings

The Secretary shall give notice of the date, time, place and purpose(s) to membership meetings to members at their addresses as listed in the Club records at least ten (10) before the meeting. Notice shall be given by electronic mail and posting to the Club's web-site. The purpose(s) shall be briefly described without editorial comments or personal opinions expressed.

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Section 9.4 Conduct of Meeting

- A. The President, or in his/her absence, the Vice President, shall call meetings of members to order and act as chairperson. In the absence of the President and Vice President, the Board of Directors shall appoint one of its members to act as chairperson of the meeting.
- B. Only members in good standing may vote.
- C. Ten percent (10%) of the total number of members entitled to vote shall constitute a quorum for the transaction of business. Only adult members in good standing shall have voting privileges.

ARTICLE X
Miscellaneous

Section 10.1 Amendments

The Bylaws may be amended by the affirmative vote of two thirds (2/3) of the members present and entitled to vote, at any regular or special meeting of members, provided such amendments shall have been made available to each member of the Club entitled to vote at least ten (10) days prior to the meeting at which said proposed amendment is to be considered.

Section 10.2 Fiscal Year

The fiscal year of the Club shall be from the first day of July through the last day of June.

Amended May, 1997 (1.1, 3.2, 5.1, 5.3)

Amended January, 1998 (6.11)

Amended September, 1998 (3.1-3.4, 4.3-4.5, 5.1-5.3, 5.6) Amended May, 1999 (6.10, 8.1)

Amended March 1, 2000 (6:4B)

Amended April, 2004 (3.1-3.4, 4.1-4.6, 5.1)

Amended February, 2016 (2.1 , 3.2, 3.3, 4.2, 4.3, 4.4, 5.1, 5.2, 5.3, 5.5, 5.6, 6.1, 6.2, 6.3, 6.4 6.7, 6.8, 6.11, 6.12, 7, 8.1 A – C, 8.4B, 8.6, 8.7, 9.1A, 10.1)

Amended March, 2017 (1.2, 3.1, 3.2,3.3, Article IV,4.2B, 4.6, 5.1A, 5.2D, 5.5, 6.1,8.1C, 9.3, 10.3)