

# BYLAWS of PALMETTO FIGURE SKATING CLUB

## ARTICLE I: NAME; EXISTENCE; OFFICES

**Section 1.1 Name.** The name of this organization is the Palmetto Figure Skating Club (referred to in these Bylaws as the "Club").

**Section 1.2 Incorporation.** The Club is incorporated as a nonprofit corporation under the laws of the state of South Carolina (the "State") December 13, 2004

**Section 1.3 Membership** in U.S. Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association ("U.S. Figure Skating"), 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, as in existence and amended from time-to-time by U.S. Figure Skating.

**Section 1.4 Offices.** The principal office/headquarters of the Club shall be located at 1019 Broad Stone Rd., Irmo, SC 29063.

**Section 1.5 Club Logo.** The logo for the Club shall be the Palmetto tree with a blade underneath and the club name between the tree and the blade.

## ARTICLE II: PURPOSES

The Club was organized exclusively for charitable and educational purposes. Among its purposes are to encourage the instruction, practice, and advancement of the members in amateur figure skating including compulsory figures, freestyle, dance, theater on-ice and pair skating; to encourage good sportsmanship and cultivate a spirit of fraternal feeling among ice skaters; and to carry out the general policies of the United States Figure Skating Association.

## ARTICLE III: MEMBERS

### Section 3.1 Classes of Membership

- a) Senior Members: who shall have attained the age of eighteen years as of the first day October of the current membership year, who shall have all privileges.
- b) Junior Members: who are under the age of eighteen years as of the first day October of the current membership year, who shall have all privileges except they cannot vote or hold elected office. All Junior Members may be represented by a Member parent or guardian.
- c) Parent/Guardian Membership (non-skating): must be the parent of a paid PSC member. Parent/Guardian members shall be entitled to all rights and privileges provided by the Club with the exception of ice privileges. They will be eligible for service as a member of the Board of Directors.
- d) Professional/Judges Membership: Open to all USFS judges, officials, professional skaters and coaches. This is a non-voting membership.
- e) Collegiate Membership: Offered to full time college students, who shall have all privileges.
- f) Club Only Membership: Available on a one-time basis to persons who are currently USFS members with a home club other than the Club, who shall have all privileges.
- g) Affiliate Membership: Limited membership offered to members whose primary membership is with a club other than the Club. Have all rights and privileges provided by the Club including chairing committees with exception of voting and holding office.

h) Non-Testing Basic Membership: Limited skating membership offered to persons participating only in basic levels of skating. Members may participate in competitions. Can be converted to a full membership for testing.

**Section 3.2: Membership Qualification.** Membership qualifications are subject to USFSA rules.

**Section 3.3: Application for Membership** An application for membership must be submitted by the candidate and must state his name, age address, etc. and include an agreement to comply with the Constitution and By-Laws. Applications for membership shall be directed to the membership Committee Chairperson. The membership committee chairperson shall verify with the USFSA that said member is in good standing before approval for membership is granted. No rejected candidate shall be eligible for membership within six (6) months after rejection.

**Section 3.4: Termination of Membership** A membership is terminated when the member submits a written resignation to the Board of Directors, fails to pay dues or fees in the allotted time, or is expelled as contained in this Constitution and Bylaws. The member shall be given not less than fourteen (14) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than seven (7) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Any member delinquent in payment shall be notified by e-mail by the Treasurer at his last known address. If the amount delinquent is not paid in full within one month thereafter, the Board of Directors may limit their participation in Club activities and/or may report them as a member "not-in-good" standing to USFSA. A member dropped from the roll from non-payment of financial obligations may upon payment of same, at the discretion of the Board of Directors, be reinstated to full membership

**Section 3.5: Voting Rights.** The Board of Directors shall determine the classes of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions, and conditions applicable to each class of membership; without limitation.

## ARTICLE IV: OFFICERS

**Section 4.1 Officers.** The Officers shall be President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined.

### **Section 4.2: President**

It shall be the duty of the president to preside at all meetings of the Club and the Board of Directors. She shall be responsible for the entire supervision and management of the Club and its property subject, however, to the control of the Board of Directors. She shall have the power to suspend any member for violating the rules and regulations of the Club, pending the approval of the Board of Directors, and the power to call special Board meetings and Club meetings.

The President, together with the Treasurer, shall sign all agreements and contracts made by the Club, upon approval of the Board of Directors. She shall perform any other duties usually pertaining to the office of President.

### **Section 4.3: Vice President**

It shall be the duty of the Vice President to assist the President in the discharge of her duties and, in her absence, officiate in her stead. The Vice President is responsible for obtaining, OR delegating obtaining, the appropriate USFSA sanctions prior to upcoming events such as shows or carnivals or assigning a delegate to complete these duties.

### **Section 4.4: Secretary**

The Secretary shall keep the minutes of all meetings of the Board of Directors and the Club, and conduct the correspondence of the Club to include a monthly newsletter and calendar, giving notice to the members by e-mail two (2) weeks before Stated Meetings and one (1) week before Special Meetings. The Secretary shall keep a correct list of all members. She shall furnish new members with the rules and regulations of the Club. The Secretary shall work with the Membership chair.

#### **Section 4.5: Treasurer**

The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements. She shall collect and receive all dues and other monies and render a written report when requested by the President or Board of Directors. 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 President or the Treasurer. The Treasurer shall pay annually the dues of the Club to the United States Figure Skating Association. The Treasurer shall insure that all appropriate taxes and tax returns and other owned expenses are paid out of the Club funds.

### **ARTICLE V: BOARD OF DIRECTORS**

**Section 5.1 Number of Directors.** The number of directors of the Club shall be as determined by the Board of Directors from time-to-time. The Board of Directors shall be composed of the four elected officers of the Club, three (3) to five (5) elected members of the Club, and the Test Chairman, who shall be appointed by the Board. The elected members would represent the interests of Dance, Freestyle/Synchronized Skating, Coaches, Skaters and Parents.

**Section 5.2: Qualification** Only home club members of the Club, in good standing, may serve on the Board of Directors. A person must have been a member of the Club not less than six months prior to election, in order to be eligible for election to the Board of Directors.

**Section 5.3: Terms of Office** The President, Treasurer, Test Chair and Board position #2 and 4 (if applicable) shall be elected at the last Stated Meeting of the season on even numbered years for a term of two (2) years or until their successors are elected or appointed. The Vice-President, Secretary and Board positions #1, 3 and 5 (if applicable) shall be elected at the last Stated Meeting of the season on odd numbered years for a term of two (2) years or until their successors are elected or appointed.

#### **Section 5.4: Method of Election**

Nominations may be made from the floor and/or by a nominating committee of three (3) appointed by the Board of Directors.

#### **Section 5.5: Method of Voting**

Voting for the elected members of the Board of Directors shall be by ballot and the 3 - 5 receiving the greatest number shall be elected. Any member eligible to vote who cannot attend a meeting of the election of officers because of illness or for business reasons may cast his vote by sealed ballot. The ballot must be signed by the voting member.

**Section 5.6: Vacancies** If a Directorship or officership becomes vacant, the Board shall appoint a Club member to fill the position until the next stated annual meeting at which time a successor shall be elected for the remainder of the unexpired term.

**Section 5.7 Removal.** A Director or Officer may be removed when their conduct is deemed detrimental to the welfare and stated purpose of the Club. The Board of Directors may remove, by a majority vote of the whole Board, any Officer, or member of any committee.

**Section 5.8 Resignation.** A Director may resign at anytime by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

**Section 5.9 Regular Meetings.** A regular annual meeting will be held in the month of June at a time and place determined by the Board, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings of which there will be at least eight (8) during the year.

**Section 5.10 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) members. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each director by e-mail ing such notice at least seven (7) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

**Section 5.11 Quorum and Voting.** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors.

**Section 5.12 Meetings by Telephone.** Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

**Section 5.13 Compensation.** Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

## **ARTICLE VI: STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

**Section 6.1 General.** Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or

administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

**Section 6.2 Reliance on Certain Information and Other Matters.** In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

**Section 6.3 Limitation on Liability.** A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

## **ARTICLE VII: CONFLICT RESOLUTION**

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

## **ARTICLE VIII: INDEMNIFICATION**

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

## ARTICLE IX: DISSOLUTION

Upon the dissolution of the corporation, the corporation shall dispose of all of their remaining assets of the corporation after the payment or making provision for the payment of all the liabilities of the corporation to such organizations or corporations organized and operated exclusively for charitable, educational, or other purposes, such as USFS scholarship fund, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

## ARTICLE X: MISCELLANEOUS

**Section 10.1 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 10.2 Financial Statements.** Upon the written request of any member, the Club shall e-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 10.3 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 10.4 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.

## Section XI: Amendments.

These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise.

## BYLAWS CERTIFICATE

**The undersigned certifies that he/she is the Secretary of**

\_\_\_\_\_ ,  
and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Name: \_\_\_\_\_