

Constitution and Bylaws of the Idaho Falls Figure Skating Club

Member Club of United States Figure Skating

Adopted: October 21, 2004

Revised August 25, 2004

Revised October 13, 2004

Revised April 22, 2010

ARTICLE I

1. NAME AND INCORPORATION

- 1.1. Name. The Organization shall be known as the Idaho Falls Figure Skating Club, Inc., hereinafter referred to as IFFSC.
- 1.2. Incorporation. The IFFSC was incorporated under the Laws of the State of Idaho on September, 26th 2001.
- 1.3. Headquarters. The IFFSC shall retain its headquarters in Idaho Falls, Idaho.
- 1.4. Membership in U.S. Figure Skating. The IFFSC 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 IFFSC 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.

ARTICLE II

2. PURPOSE

- 2.1. The purposes of the club are to:
- 2.2. Foster the joy of Figure Skating in the Idaho Falls Metropolitan Area;
- 2.3. Encourage the instruction, practice, and advancement of all members involved in any discipline of figure skating;
- 2.4. Encourage and cultivate a spirit of community and cooperation among ice skaters;
- 2.5. Sponsor skating events to provide opportunities for competitive, educational, and theatrical achievement;
- 2.6. Perform any acts as may be necessary for the realization of the objectives and policies of this organization;

2.7. Implement the general policies and objectives of U.S. Figure Skating.

ARTICLE III

3. OFFICERS

- 3.1. Number and Qualifications. The elected IFFSC officers shall consist of the President, the Vice President, the Secretary, and the Treasurer, although the offices of Secretary and Treasurer may be combined. All officers must be registered members of U.S. Figure Skating and have designated the IFFSC as their primary club affiliation.
- 3.2. Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.
- 3.3. Duties of the President. It shall be the duty of the President to take charge of the IFFSC and to:
 - Preside at all IFFSC Member and Board of Director meetings;
 - Have the entire supervision and management of the IFFSC and all its resources and property, pending the action of the Board of Directors
 - Have the authority to suspend any member violating the Bylaws or Regulation of the IFFSC, pending the approval of the Board of Directors;
 - Call special meetings and IFFSC meetings;
 - Sign, with the Secretary or other Board members, all written agreements and/or contracts made by the IFFSC and approved by the Board of Directors.
- 3.4. Duties of the Vice President. It shall be the duty of the Vice President to assist the President in the discharge of all presidential responsibilities and shall at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restriction on the President.
- 3.5. Duties of the Treasurer. It shall be the duty of the Treasurer to have charge of the funds of the club and to:
 - Keep records of all receipts and financial transactions made for or by the IFFSC;
 - Conduct banking transaction's for the IFFSC at a financial institution approved by the Board of Directors;
 - Render disbursements only upon vouchers approved by the Board of Directors;
 - Assist in the allocation of budget monies for IFFSC sponsored skating events;
 - Provide written financial reports for the Board of Directors upon request;
 - Prepare a yearly financial report and/or budget for presentation at the annual Election Meeting; prepare and file all tax returns and related documents.

Generally, all disbursements by check shall be signed by the Treasurer or the President; however, one other designated officer or member of the Board of Directors may sign for checks when circumstances demand. The Treasurer will not withdraw from the IFFSC's savings account or any other investment, except upon majority vote by the Board of Directors.

The Board of Directors has the power to appoint an Acting Treasurer whenever such action is deemed necessary.

3.6. Duties of the Secretary. It shall be the duty of the Secretary to maintain all administrative documentation relating to IFFSC activities:

- Keep the minutes of the meeting of the IFFSC and the Board of Directors, distribute minutes for correction to Board members, and maintain files of all final minutes;
- Issue notice of all meetings of the IFFSC and Board of Directors;
- Supervise the secretarial management of all documents, reports, and certificates relating to IFFSC business.

3.7. Term of Office. Officers will be elected at the regular annual meeting. The president shall serve no more than three consecutive terms.

3.8. Vacancies. Should an office or directorship become vacant by reason of death, illness, resignation, removal, or otherwise, the remaining Board members shall elect a successor who shall hold office for the remainder of the unexpired term.

3.9. Removal. Any officer or director may be removed from office by a two-thirds majority vote of the Board of Directors. The vote shall be conducted during a special meeting called for this purpose; the Board member under consideration for removal shall not vote.

ARTICLE IV

4. BOARD OF DIRECTORS

4.1. Authority. The Board of Directors shall have the entire authority in the management of affairs and finances of the IFFSC and have control of all its property. All rights and powers connected therein shall be vested in the Board, who shall

- Make such rules as they deem proper respecting the IFFSC's property;
- Establish standards, policies, rules, codes of conduct, and/or regulation for skating and non-skating members;
- Prescribe rules for the admission of non-IFFSC members;
- Specify penalties for offenses against the rules;
- Establish rule for their own government and for the government of committees appointed by the Board of Directors.
- The Board shall appoint Test Chairs, Competition, Sanction, membership, publicity, committee chairs or any other as the board deems necessary.

- 4.2. Qualification. Board Officers and Directors must be voting members of the corporation whom have designated the IFFSC as their “Home” club under the applicable rules of United States Figure Skating.
- 4.3. Number of Members. The Board of Directors shall be composed of no less than seven members and no more than nine regular members of the IFFSC. A maximum of one ineligible or restricted member may be on the Board of Directors as a Director only.
- 4.4. Duties of a Director. It shall be the duty of a Director to:
- Provide support and assistance to the officers of the Board of Directors;
 - Act as committee chairs or members;
 - Perform delegated responsibilities;
 - Uphold the policies and bylaws of the Board of Directors
- 4.5. Term of Office. All Directors will be elected at the regular annual meeting of the membership and shall serve for a period of one year.
- 4.6. Compensation. Officers shall not receive compensation for their services as such; however, reasonable expenses of officers may be paid or reimbursed by the IFFSC.
- 4.7. Vacancies. The Board of Directors will fill vacancies occurring on the board by nominating and electing a candidate from the corporation’s membership. Such appointed Officer/Director shall fill the unexpired term of the vacancy or complete the year.
- 4.8. Quorum. A majority of the Board of Directors will constitute the quorum necessary for Board voting. Each member of the Board is given one vote. In the event of a tie vote, the President retains the option of breaking the tie.
- 4.9. Board Meetings
- 4.9.1 Regular Board Meetings: The Board of Directors will meet at least once a month during the skating season, and hold no less than nine meetings during the calendar year. The schedule of such meetings will be stated by the President or, in the President’s absence, the Vice President.
- Special Board Meetings: Special meetings of the Board of Directors may be called by the President immediately after the President’s or President’s delegates’ notification to all available Board Members.
- 4.9.2 Any four members of the Board may call a Special Board meeting upon written notice to all Board Members within seven days prior to the meeting. The notice shall state the date, time, and purpose of the meeting, and the names of the four Board members requesting the meeting.
- 4.9.3 Annual IFFSC Meetings: The Board of Directors will call an annual meeting for all club members to be held no earlier than March 1st and no later than May 31st. Notice of the time, place, and purpose of this meeting will be posted not less than fourteen days prior to the meeting. The ballot of candidates nominated for positions to the Board of Directors will be posted, in writing or electronically, not less than seven days prior to the meeting.

- 4.10. Financial Duties. All appropriations, from the funds of the IFFSC, shall be made by the Board of Directors. The Board shall:
- Audit the records of the Secretary, the Treasurer, and all other committees;
 - Prepare an annual report of projected expenditures for the coming fiscal year together with proposals concerning the sources of revenue to meet such expenditures;
 - File any necessary state or federal tax returns;
 - Perform any duties deemed necessary by the Board of Directors to manage funds, including limiting the indebtedness of any member of the IFFSC.
- 4.11. Board Member Limitation. The office of a Board Member shall be ipso facto vacated if:
- He/She is found to be mentally incapacitated;
 - He/She is convicted of a felony;
 - He/She resigns the office in writing.
- 4.12. Standard of Conduct for Directors and Officers
- 4.12.1. 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.
- 4.12.2. 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 questions 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 to be within such person's professional or expert competence; (IV) 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.
- 4.12.3. Limitation of 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.

- 4.13. Resignation/Removal of a Board Member. Officers and Directors of the Board may:
- Resign at any time by giving written notice;
 - Be removed from office by a two-thirds majority vote of the Board;
 - Be removed from office by a majority vote of the general membership.
- 4.14. US Figure Skating Delegates. The Board of Directors shall appoint from among its eligible registered members a number of delegates in proportion to the total number of registered eligible members of the member club during the preceding fiscal year as specified by the US Figure Skating Bylaws, Article XV. The delegates shall be representatives between the IFFSC and US Figure Skating and shall attend the US Figure Skating Governing Council Meeting, either in person or by proxy. The IFFSC shall file a certificate, supplied by the US Figure Skating, of such appointment with the Association.

ARTICLE V

5. ELECTIONS

- 5.1. Time. Elections shall be held at the IFFSC annual meeting with the results posted and submitted to US Figure Skating in accordance with US Figure Skating Bylaws.
- 5.2. Nominating Committee. Each year, the Board of Directors shall appoint a Nominating Committee at least thirty days prior to elections. The Nominating Committee shall post the candidates for Board Membership at least seven days prior to the annual meeting. All candidates must accept their nominations, verbally or in writing, prior to the posting of the ballot.
- 5.3. Nomination by Petition. It is permissible to nominate a candidate to the Board of Directors by membership petition or write-in.
- 5.4. Voting. Ballots shall be available to all eligible voting members at the annual election meeting. Voting members may cast absentee ballots by mail or electronically. Such absentee ballots must be acquired from and returned to the secretary prior to the annual election meeting to be valid. Actual counting of the ballot shall be done under the supervision of the Secretary or such other person as the IFFSC Board of Directors may designate.
- 5.5. Records. The Secretary shall preserve the records of the annual election for a minimum of one year.

ARTICLE VI

6. Article VI MEMBERSHIP

- 6.1. Members. Candidates for membership to the IFFSC shall be individuals interested in the objectives of the IFFSC, who conform to the definition of eligible or ineligible skaters/person as specified in the rules and constitution of US Figure Skating.
- 6.2. Classes of IFFSC Members. IFFSC Members shall fall into one of the following classifications:
 - Adult Members, who shall have obtained the age of eighteen as of the first of December of the current membership year and shall therefore have full membership privileges;
 - Junior Members, who are under the age of eighteen as of the first of December of the current membership year and shall therefore have limited membership privileges;
 - Sustaining Members, who shall have no skating privileges but are entitled to all other membership privileges, including holding office and voting;
 - Patron Members, who shall not hold office, vote, nor have skating privileges, but are entitled to all other membership privileges;
 - Honorary Members, who may be conferred by the unanimous vote of all members of the Board of Directors and who shall be exempt from initiation fees and dues. Honorary Members shall not vote, hold office, possess skating privileges, or be entitled to any membership privileges.
- 6.3. Application for New Membership. Applications for new admission to IFFSC, with the appropriate fees shall be submitted to the Board of Directors for their approval. New membership applications shall be voted upon by the Board within sixty days of receipt. No person shall be accepted as a member of the IFFSC if three or more members of the Board of Directors object to the admission of such person to the club. Each new Club applicant shall be notified by the Board of Directors of the acceptance/denial of his/her application.
- 6.4. Application for Continuing Membership. Applicants for renewal or continuing membership with the IFFSC must submit all forms and appropriate fees to the IFFSC Membership Chair for submittal to the IFFSC and US Figure Skating. Failure to do so shall result in that member's loss of all privileges until the membership has been renewed.
- 6.5. Termination and Suspension of Membership. Any member's membership may be terminated by a majority vote of the Board of Directors. Notice shall be given to said member by registered mail sent to the member's address as it appears on the IFFSC record, within ten days of termination. Termination and/or suspension of membership does not relieve the terminated/suspended member from any obligations for charges incurred, service or benefits actually rendered, dues, assessments or fees arising from contract, or otherwise. Appeal rights shall be governed by the US Figure Skating rules and bylaws.

- 6.6. 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. There is no requirement that each class of membership hold the same rights, privileges, preferences, restrictions, and conditions. Only Adult members shall have voting rights. Voting members must be adult members and a current club member by December 1st of the current membership year.
- 6.7. Ineligibility of Membership. Individuals with a permanent home address outside the IFFSC skating region, as defined by the US Figure Skating Association, are not eligible to become members of the IFFSC.

ARTICLE VII

7. ARTICLE VII, CLUB MEETINGS

- 7.1. Time. The Board of Directors will call at least one annual meeting for all IFFSC members to be held no earlier than March 1st and no later than June 1st.
- 7.2. Notices. Notice of the time, place, and purpose of the annual meeting will be posted not less than fourteen days prior to the meeting. Nominees to the Board of Directors will be posted, in writing or electronically, by the Nominating Committee at least seven days prior to the meeting.
- 7.3. Membership Quorum. Twenty percent of the membership will constitute the quorum necessary for club meeting vote.
- 7.4. Voting Procedures. All voting members shall be entitled to one vote. Elections shall be conducted by ballot, and candidates shall be elected solely on the numbers of votes received. All other voting issues will be determined by the majority of votes received by the members present in person, unless otherwise provided by law or these Bylaws.
 - 7.4.1 Optional Voting Procedures: The Board of Directors may choose to permit voting by mail, proxy, or other expedient manner, provided that all members qualified for voting on a given issue are notified of the selected voting procedure fourteen days prior to the vote. Ballots for any such vote must be returned prior to any specified deadline to be valid.
- 7.5. Special Club Meetings. Upon written request by two-thirds of the Board of Directors, or twenty percent of the general membership, the President will call special IFFSC meetings within ten days of the request, provided that at least twenty percent of all voting members are either:
 - Available to attend to constitute a membership voting quorum, or
 - Unable to attend but able to vote by proxy by the Board's special issuance of such voting procedures.

The purpose of any special IFFSC meeting will be stated in the written request, and no other business shall be conducted. Every voting member of the IFFSC shall be notified by e-mail or mail of the time, place, and purpose of the meeting.

ARTICLE VIII

8. ARTICLE VIII DISCIPLINE

- 8.1. 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. 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.
- 8.2. Complaints. Any member or members having complaint against another member for the infraction of IFFSC Code of Conduct, or for conduct injurious to the IFFSC, may report the same, in writing, to the Board of Directors. Such complaint shall set forth the facts of the case, together with witnesses, if any. After receiving any such written complaint, the Board of Directors will call a meeting as soon as practicable to investigate the same. The complainant(s) and the member complained against shall be given copies of any written statements regarding the complaint, and shall be notified at least seven days prior to a hearing date.
- 8.3. Disciplinary Action. The Board of Directors will conduct all hearings of complaints according to the Bylaws of the US Figure Skating, and shall determine disciplinary action(s) on a case-by-case basis.

ARTICLE IX

9. ARTICLE IX FEES, DUES, AND ASSESSMENTS

- 9.1. Fees. The amount of the annual dues payable to the IFFSC shall be determined and/or adjusted by the Board of Directors
- 9.2. Payments. No individual will be registered as an IFFSC member prior to the IFFSC receiving all dues, fees, or assessments in full. Payment of fees does not guarantee any individual entry into the IFFSC membership.

ARTICLE X

10. ARTICLE X MISCELLANEOUS

- 10.1. 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 with 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.
- 10.2. 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 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records at an agreed upon time and location. 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.
- 10.3. 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.
- 10.4. Financial Statements. Upon the written request of any member, the club shall mail to such member its most recent annual financial statement, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.
- 10.5. 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 prescribe by applicable statute.

- 10.6. 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).
- 10.7. 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.
- 10.8. 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.

ARTICLE XI

11. Conflicts of Interest

- 11.1 Definition. "Conflicting interest transactions" means a contract transaction of 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 financial interest, the spouse or descendent of a sibling, and 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, officer or has a financial interest.
- 11.2 Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or given 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 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 (1) 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 (2) 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 (3) 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.

11.3 Loans. The Club shall make no loans to its Directors or Officers. Any Director or Officer who assents to or participates in the making of such loan shall be liable to the club for the amount of such loan until the repayment thereof.

ARTICLE XII

12. ARTICLE XII APPROVAL

12.1 These Bylaws have been submitted to the IFFSC Board of Directors and IFFSC Membership and were approved and adopted on October 21, 1999 by:

Kate Trudel
Pam Farr
Janet Mesina
Donna Wareing
Tracy Fjeseth
Rhonda Krauss
Deb Hundley
Jan Matthews
Denise Zambarano

ARTICLE XIII

13. ARTICLE XIII REVIEWED AND UPDATED

13.1. Reviewed and Updated. This Constitution and Bylaws have been reviewed and updated with the approval of the IFFSC Board of Directors on August 26, 2004.

Cindy Toomer
Nancy Sasinouski
Pam Garner
Rebecca Maus
Lisa Becker
Pam Farr
Linda Tirrell

13.2. Reviewed and Updated. This Constitution and Bylaws have been reviewed and updated with the approval of the IFFSC Board of Directors on October 13, 2004.

Cindy Toomer
Nancy Sasinouski
Pam Garner
Rebecca Maus
Lisa Becker

13.3. Reviewed and Updated. This Constitution and Bylaws have been reviewed and updated with the approval of the IFFSC Board of Directors on April 22, 2010.

Geneva Graham
Kayla Jensen
Camille Vosk
Rebecca Maus
Pam Farr