

**CONSTITUTION AND BYLAWS
OF THE BEAVER COUNTY FIGURE SKATING CLUB**

Brady's Run Park, Beaver County, Pennsylvania
Member Corporation #205 of the United States Figure Skating Association

ARTICLE ONE

Name and Officers

Section 1.1 - NAME - The organization was incorporated under the laws of the Commonwealth of Pennsylvania as the "Beaver County Figure Skating Club" (Known herein as "Corporation" or "BCFSC") on the 24th day of March 1992.

Section 1.2 - OFFICES - This Corporation shall have its headquarters at any place designated by the Board of Directors.

Section 1.3 - OFFICERS - The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer.

ARTICLE TWO

Purpose

Section 2.1 - INTRODUCTION – The Corporation is a non-profit corporation organized for educational and charitable purposes pursuant to the Pennsylvania Non-Profit Corporation Law of 1988. The Corporation is not organized for private benefit of any one person.

Section 2.2 - PURPOSES – The specific and primary purposes for which the Corporation is formed are:

- For the advancement of charity, community development, and any other related or corresponding charitable purposes;
- To lessen the burdens of government through promotion of social, economic, and community development through educational and athletic competition;
- To provide an opportunity for children and adults in Beaver County, Pennsylvania, to skate competitively;
- To teach ice skating fundamentals;
- To educate skaters on the importance of good sportsmanship and safe technique;
- To raise funds for the promotion of training and costs of competitive skating; and
- To generally do and perform all and every act, matter and routine thing that nonprofit corporations are by law authorized to do and perform.

Section 2.3 – LIMITATIONS - Notwithstanding any other provision of these Articles, the

Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue laws) or (b) by a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue laws).

Section 2.4 – US FIGURE SKATING AFFILIATION - In order to teach and foster figure skating on ice, the Corporation has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Corporation shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

ARTICLE THREE

Membership

Section 3.1 - MEMBERS – BCFSC shall have members who are interested in the objects and purposes of the Corporation and who are registered with U.S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Corporation, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of members established from time-to-time by the Board of Directors. BCFSC members shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 3.2 - GEOGRAPHICAL SCOPE - Membership shall not be restricted to geographical scope or vicinity.

Section 3.3 - BOARD APPROVAL FOR COMPETITION OR EXHIBITION - No member or members of the Club shall make entry in the name of the Club in any competition or exhibition except with the approval of the Test Chair or a Club Officer. The Test Chair or Club Officer is responsible to check with the Treasurer to ensure that the member is in good standing and that no arrearage exists.

Section 3.3 – DUES – The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof. Any member in arrears for dues or other indebtedness shall be notified in writing by first class mail sent to their last known address. Arrears shall be defined as a failure to pay on or before the due date. The Treasurer shall

inform the President of such action and shall carbon copy the notice to keep in club files. If the arrearage is not paid within one month (30 days) of the notice, the name of the delinquent member shall be provided to the Board of Directors who may then drop the delinquent member from the Club roster. A member shall not be permitted to vote, hold office, skate on any Club session or Club-sponsored session, compete under the Club name or take any United States Figure Skating tests, until the indebtedness is corrected. If a member is dropped from the Club roster due to indebtedness, they may, upon full repayment, be reinstated to their previous membership, with Board approval.

ARTICLE FOUR

Corporation Meetings

Section 4.1 - GENERAL MEMBERSHIP MEETINGS - There shall be no less than one (1) General Membership meetings held each season. The meeting shall be held at the conclusion of the skating season (April through June) and shall include the election of the Board of Directors and Officers. This meeting may be combined with the Corporation's Spring Banquet. All General Membership meetings shall include any business deemed necessary and shall be conducted according to Robert's Rules of Order.

Section 4.2 - SPECIAL MEMBERSHIP MEETINGS - The President shall call Special Membership Meetings at his/her discretion, or at the written request of three (3) voting members of the Corporation. No business shall be transacted at a Special Membership Meeting other than that which was included in the notice. Notice for Special Membership Meetings must be made at least seven (7) days in advance of the meeting to all BCFSC members.

Section 4.3 - VOTING LIST - The Secretary shall maintain and have available at all meetings a complete list of all voting members. The Treasurer shall maintain and have available a list of all members in arrears at all meetings.

Section 4.4 - QUORUM - For General Membership and Special Membership meetings, twenty-five (25) percent of the total voting membership shall constitute a quorum for the transaction of business. For Board meetings, fifty-one (51) percent of the membership of the Board shall constitute a quorum.

Section 4.5 - ABSENTEE BALLOTS - will be included with meeting notices. It is the responsibility of the voter to ensure that their absentee ballot is in the hands of an Officer who will be in attendance at the meeting, prior to the start of the meeting. Absentee votes will be counted if they are received by an Officer of the Board before the meeting begins.

Section 4.6 - NOTICES - Notice of General Membership meetings must be given at least fourteen (14) days in advance to all BCFSC members. Notices of all meetings must be posted on the

Corporation bulletin board. Members must also be notified by telephone, first class mail or email.

ARTICLE FIVE

Board of Directors

Section 5.1 - NUMBER OF DIRECTORS - There shall be a Board of Directors ("Board") comprised of at least (2) voting members in addition to the four (4) Officers. The number of Board members shall be increased by one (1) board member for every five (5) BCFSC members once the registered membership reaches thirty (30) members, until the Board reaches a maximum of 10.

Section 5.2 - TERMS FOR BOARD OF DIRECTORS - Those elected to the Board shall serve a two (2) year term. Terms will be staggered, so that at least one (1) Board member is elected each year. Vacancies that arise on the Board shall be filled by appointment by the remaining Board Members and Officers. An adult member may serve on the Board of Directors in any one position for no more than two (2) consecutive terms in any one position. A lapse of one (1) year must occur before the member is eligible to serve in the previous position, unless nominations for that position cannot be secured. A member may serve a successive term in a different position.

Section 5.3 - QUALIFICATIONS - A candidate for the Board of Directors or for an Officer position must be a voting member in good standing. Candidates may not be a member of the Board of Directors or an Officer in another Skating Club. Professional Members of the Club may not be Club Officers.

Section 5.4 - NOMINATION OF DIRECTORS AND OFFICERS - Nominations may be taken within the four (4) week period prior to the elections. Nominations may be accepted from the floor at the meeting at which the elections are to be held. Nominations will be gathered by the nominating committee. Elections for both Officers and Board members will be held at the designated Regular Membership Meeting.

Section 5.5 - METHOD OF VOTING - Each voting member shall be entitled to cast one (1) vote for each vacant position. Voting will be by secret ballot, with all ballots being tabulated by the Nominating Committee. Any person may observe the ballot counting, if they so desire provided their presence is not disruptive to the counting process. Absentee votes will be counted so long as they are received by an Officer of the Board before the meeting begins. In the event of a tie for any position(s), a re-vote shall be taken at the same meeting to determine the outcome. The re-vote shall be for the tied position(s) only, with each voting member having only one vote per position involved in the tie.

Section 5.6 – PENNSYLVANIA ACT #33 & ACT #34 CLEARANCES – Prior to holding a position as an Officer or Board Member, one must have completed and have cleared (NO RECORD) the Pennsylvania Act #33 & #34. These clearances will be the financial responsibility of the one holding a position on the Board. Clearances must be submitted to the Secretary prior to the new term for the elected position.

Section 5.7 - BOARD RESPONSIBILITIES - The Board of Directors shall have the authority to remove an officer or director from their position if an appropriate cause exists. Persons may be removed from office if they: cease to be BCFSC members; miss more than three (3) scheduled meetings without a reasonable excuse; resign from office; or place the well-being of the Corporation at risk. The Board of Directors shall have the authority and responsibility to audit all financial and fiscal records. The Board of Directors shall have the authority to expel or suspend any BCFSC member for violations of the Bylaws or for conduct deemed to be improper by the Board. Such member shall be advised of such action and shall have the right to a prompt hearing before the Board of Directors. The Board of Directors has the authority to reinstate any member that has been expelled, provided the reason for expulsion has been remedied.

Section 5.8 - APPOINTMENT OF A REPLACEMENT - Should a Board position become vacant for any reason, the Board of Directors shall appoint a replacement from the voting membership until such time as a Special Election can be held. A Special Election to fill all vacant and appointed Board positions must be held at the next General Membership Meeting. Appointed Board Members or Officers appointed to fill vacant positions may be nominees for such positions. All appointees must be in compliance with Section 5.6.

Section 5.9 - TRANSITIONAL PERIOD - Within thirty (30) days following the elections, a joint meeting of the outgoing and incoming Board members and Officers will be held for the transfer of responsibilities.

Section 5.10 BOARD MEETINGS

- Board meetings shall be held regularly throughout the season, as deemed necessary for the benefit of the Corporation.
- Meetings shall generally be conducted with all attendees present in the same designated location.
- As needed or as circumstances dictate, meetings of the Board may also be conducted via telecommunication or internet. The entire meeting may be conducted using a telecommunication method, or one or more members may attend remotely while the other members are present in a designated location.
- Voting by board members may be conducted via telecommunication or internet.

Section 5.11 - STANDING COMMITTEES - The Board of Directors shall appoint committee chairs to the following standing committees.

- SafeSport Compliance - The Club SafeSport Compliance Chair will be responsible for the implementation and coordination of the U.S. Figure Skating SafeSport Program within the club. The officer will serve as the liaison for the U.S. Figure Skating SafeSport Program and work within the club to facilitate implementation of all aspects of the SafeSport Program.
- Membership - To ensure the timely completion and submittal of all United States Figure Skating and BCFSC membership forms.
- Competition - To ensure effective planning for the annual BCFSC Competition this includes ensuring an effective interface with all BCFSC members and the Test/Sanctions Chair.
- Testing/Sanctions - To ensure that test sessions are held as needed by our BCFSC members and to interface with other local Corporations to ensure that test sessions are scheduled efficiently. The Test/Sanction committee is also responsible for requesting sanctions from the United States Figure Skating for competitions and exhibitions sponsored by the BCFSC.
- Nominating - To canvas the Corporation for candidates prior to elections. This committee will also prepare, distribute, and count ballots for elections. They are responsible for distributing and controlling absentee ballots for elections only.
- The committee shall consist of no less than three (3) members in good standing. At least one (1) member of this committee shall not be a current officer or board members. This committee shall create a ballot listing all persons interested in each position available. There must be ample space for write-in candidates.
- Basic Skills - shall be responsible for the administration, membership services, and public relations of the Basic Skills program. To oversee and coordinate the activities of the Basic Skills program with the Board of Directors and the board's various committees.

The chair of each Standing Committee shall appoint members to their committee with the Corporation President being an ex facto member of each committee. Each standing committee chair may be asked to attend Board meetings to report on their committee's activities, or they shall provide a written report of all pertinent happenings of their committee. They may not vote at Board meetings unless they are an elected Board member.

Section 5.12 - US FIGURE SKATING DELEGATE - The Board of Directors shall appoint delegate(s) to the United States Figure Skating. The Corporation Secretary shall inform the US Figure Skating Secretary in writing of the delegate(s) information.

ARTICLE SIX

Officers

Section 6.1 - DUTIES OF THE OFFICERS – Each Officer is considered a voting member of the Board of Directors and shall be subject to all bylaws in Article Six. In addition, the specific duties of the Officers shall be as follows:

- President - shall take charge of the Corporation and see that the Board sets a standardized meeting time at the beginning of each skating season. This time shall be selected by the entire Board and posted on the BCFSC bulletin board. The President, or their designee, shall have the responsibility for ice purchase and scheduling. The President, together with the Secretary, shall sign all agreements for the Corporation, after being approved by the Board and reviewed by the Treasurer. The President, or their designee, will be the primary interface with the Rink Administrators. The President shall have the authority to approve expenditures of up to two hundred dollars (\$200.) The President shall work with the Secretary to design and distribute, absentee ballots for business conducted at meetings, except election ballots.
- Vice President - The Vice President shall direct all fundraising efforts and recommend to the Board any assessments associated with non-participation in fundraising activities. The Vice President shall assist the President as requested and necessary.
- Treasurer - shall have charge of all funds of the Corporation and maintain a record of all deposits, receipts, and disbursements according to the policies set forth in Article Seven. The Treasurer will provide a written report to all Officers and Board Members quarterly; a verbal report at each Board meeting; and a written report at each General Membership meeting. The Treasurer shall review all contracts prior to signature by the President and Secretary. If the Board of Directors requires the Treasurer may be bonded, at the expense of the Corporation.
- Secretary - shall be responsible for maintaining accurate minutes of all meetings and for completing all correspondence for the Corporation. The Secretary is also responsible for informing all appropriate persons of all meetings; for posting meeting notices on the BCFSC bulletin board and; for writing and distributing any BCFSC newsletters. The Secretary shall keep all Board of Director Clearances, as well as maintain a current membership listing and have it available at all meetings. The Secretary shall file all Corporation accident reports and maintain such files, keeping the Board informed any change in status of any incidents. The Secretary shall work with the President to ensure that the Corporation handbook is updated annually and distributed to all BCFSC members. The Secretary shall work with the President to design and distribute absentee ballots for business conducted at meetings, except for elections.

Section 6.2 – TERMS FOR OFFICERS - Officers shall serve a two (2) year term and shall have voting rights on the Board of Directors. The President and Secretary shall be elected in even years and the Treasurer and Vice President shall be elected in odd years. Vacancies that arise in either Board Member or Officer Positions shall be filled by appointment by the remaining Board Members and Officers. An adult member may serve on the Board of Directors in any one position for no more than two (2) consecutive terms in any one position. A lapse of one (1) year must occur before the member is eligible to serve in the previous position, unless nominations for that position cannot be secured. A member may serve a successive term in a different position.

ARTICLE SEVEN

Financial Affairs

Section 7.1 – RESPONSIBILITY - The Board of Directors shall have the responsibility for all fiscal oversight of Corporation moneys.

- Fiscal Year - The fiscal year will begin on July 1 and end on June 30 of the following year.
- Fees, Dues and Assessments - All fees, dues and assessments shall be set annually at the discretion of the Board of Directors in accordance with these Bylaws.
- Auditing - The Board of Directors shall have the authority and responsibility to audit all fiscal records of the Corporation.

Section 7.2 – INCOME - All funds shall be deposited in the name of the Corporation in a bank approved by the Board of Directors.

Section 7.3 – EXPENDITURES - All disbursements shall require two (2) unrelated signatures. All Officers shall be authorized signers for disbursements. The Board may give to the Treasurer an annual grant of authority to disburse funds for regularly recurring expenses (i.e., ice time fees). All other disbursements over two hundred dollars (\$200) must be approved by the Board. This Board approval may be obtained by a telephone vote by each Board member. Any such disbursement must then be reviewed at the next Board meeting and so recorded in the Board minutes.

Section 7.4 – LIABILITY INSURANCE – The Corporation, whenever so authorized by the Board of Directors, may purchase and maintain insurance on behalf of any authorized representative (which, for the purposes of this Article shall mean a Director, Officer, employee or agent of the corporation, or a person who is or was serving at the request of the corporation as a Director, Officer, employee or agent) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the corporation would be authorized or required to indemnify him or her by law.

ARTICLE EIGHT

Conflict Resolution Policy

Section 8.1 - MEMBERS - Any member or members having a complaint against another BCFSC member for an infraction of the Bylaws or rules, must file a report of such incidents in writing to the Board of Directors. The written report shall set forth the facts of the case, including the names and telephone numbers of any witnesses. After receiving such a complaint, the Board of Directors shall notify all involved parties and will invite all involved to a meeting to discuss the complaint within thirty (30) days of receipt of the written complaint. The Board shall consider all testimony of the incident and render a decision within seven (7) days of the meeting, advising all parties involved of the decision, in writing. If either party wishes to appeal the Board's decision, they must provide a written request to the Corporation Secretary with seven (7) days of receipt of the Board's decision. The President must call a special meeting within thirty (30) days to consider the appeal. Absentee ballots will be included with the meeting notice. A reversal of the Board's decision requires a majority vote by those members present at the meeting. Absentee votes will be counted as present if they are received by an Officer of the Board before the meeting begins.

Section 8.2 - DIRECTORS/OFFICERS - The membership may remove a Director or Officer at any meeting of the membership called for such a purpose. The Director or Officer shall be provided a copy of the reason(s) for removal at least ten (10) days prior to the meeting. The Director or Officer shall be given the opportunity to defend themselves. Removal of a Director or Officer requires a majority vote by those present. Absentee votes will not be accepted in these circumstances.

ARTICLE NINE

Amendments

Section 9.1 – CURRENT VERSION - This revision of the Constitution and Bylaws supersedes any previous editions of the Constitution and Bylaws and becomes effective immediately upon approval of the membership. The Board of Directors shall correct any discrepancies in procedure caused by this revision.

Section 9.2 - AMENDMENTS - These Bylaws may be amended by a majority vote of the total voting membership present at any regular or special meeting of the Corporation, provided that such amendment has been provided to each voting member of the Corporation at least fourteen (14) days prior to the meeting. Notice of the meeting and information regarding the amendment may be distributed by E-mail or First Class mail. Notice by telephone is not accepted in this instance. Absentee ballots will be included with the meeting notice. Absentee votes will be counted as present if they are received by an Officer of the Board before the

meeting begins.

ARTICLE TEN

Duration and Dissolution

Section 10.1 – DURATION – The Corporation shall exist as an organizational entity from November 30, 1992, until such time as it is dissolved by the process described in Section 10.2.

Section 10.2 - METHOD OF DISSOLUTION - Upon the recommendation of a majority of the Board of Directors and Officers to dissolve the Corporation, a Special Meeting must be called. Notice of seven (7) days must be given. Dissolution must be approved by two-thirds (2/3) of the total voting membership. Absentee ballots are not permitted on votes involving dissolution. All members present at a dissolution meeting must sign a roster with their complete name, address, telephone number and United States Figure Skating number, verifying their vote for or against the dissolution.

Section 10.3 - LIQUIDATION OF ASSETS - In the event of the dissolution of the Corporation, the Board and Officers are empowered to act as trustees and supervise the liquidation of the Corporation's assets. All remaining assets shall be donated to the United States Figure Skating Memorial Fund.

Section 10.4 - FINAL REPORT - A final written report of such liquidation and information on the distribution of assets shall be made and distributed at a Special Membership Meeting within sixty (60) days of the liquidation of the assets. A copy of this report is to be mailed to each member who is not in attendance at this final report meeting. All those in attendance shall sign a roster with their name, address and United States Figure Skating #, verifying their attendance. This final report, along with the roster of the Dissolution Meeting and any remaining assets must be forwarded to the United States Figure Skating within thirty (30) days of the final meeting.

BYLAWS CERTIFICATE The undersigned certifies that he/she is the Secretary of the Beaver County Figure Skating Club, 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.

Signature: _____

Print Name: _____

Date: _____