

BYLAWS
of
The Figure Skating Club of Memphis

ARTICLE I - NAME; EXISTENCE; OFFICES

Section 1.1 Name.

The name of this organization shall be The Figure Skating Club of Memphis. For all purposes, this name may be abbreviated to read “FSCM” or referred to as the “Club”.

Section 1.2 Incorporation.

The Club is incorporated as a nonprofit corporation under the laws of the state of Tennessee (the “State”) and shall be governed by the nonprofit corporation law of the state (the “Nonprofit Law”).

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 Registered Offices.

The registered office of the Club shall be the address of the current President of the Club, as listed in the official USFSA Rulebook and Directory.

“Home Ice” is currently the DeSoto Civic Center, 4560 Venture Drive, Southaven, MS 38671, until such time as the Board of Directors votes in a regular session to change to another location.

ARTICLE II – PURPOSES

The purposes of the Club are to encourage the instruction, practice, and advancement of all types of figure skating thereby providing an outlet to promote health, fitness, and well being; a means to build character, self-confidence, good sportsmanship, and friendships; and, an opportunity to provide an artistic and entertainment venue for members and the greater community.

In order to do so, the Club 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 Club 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 III – MEMBERS

Section 3.1 Members.

The Club shall have members who are interested in the objectives and purposes of the Club 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 Club, 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. Members of the Club 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 Membership Year.

The membership year shall begin July 1 and end June 30 of the following year.

Section 3.3 Dues and Fees.

- (a) The Board of Directors shall establish, as it shall deem necessary and appropriate, membership dues, other assessments, and procedures for the manner of payment and collection thereof on an annual basis. Dues for each membership year are payable July 1st.
- (b) The Board of Directors shall establish fees for Club ice time.
- (c) The Board of Directors shall establish any other miscellaneous fees, as deemed appropriate and necessary.

Section 3.4 Indebtedness.

All rights of a member shall be suspended for failure to pay, on demand, any indebtedness owed by the member to the Club. Rights of such member shall not be restored until such indebtedness is paid.

Section 3.5 Delegates to the U. S. Figure Skating Governing Council.

Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

Section 3.6 Notice of Meeting.

Except as otherwise prescribed by statute, written notice of each meeting of the membership stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than seven (7) nor more than thirty (30) days before the date of the meeting, either personally, by first-class mail, or by email by or at the direction of the President, or the Secretary, or the other office or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at his address as it appears in the records of the Club, with postage thereon prepaid. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.7 Annual Meeting.

A meeting (hereafter referred to as the Annual Meeting) shall take place during the last month of seasonal ice time of the Membership Year to elect Director in accordance with Section 4.3 of these Bylaws. Failure to hold an Annual Meeting as required by the Bylaws shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or officers of the Club.

Should the Board of Directors or President fail to call an Annual Meeting to hold elections in a timely manner, 25% of the voting members of the general membership may call a meeting for the purpose of such elections.

Section 3.8 Special Meetings.

Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors of the Club, and shall be called by the president at the request of members having at least 25 per cent of the votes entitled to be cast at such meetings.

Section 3.9 Quorum.

A simple majority of voting members present shall constitute a quorum for the transaction of business.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 General Powers and Qualifications.

(a) Powers.

The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.

(b) Qualifications.

Officers and Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) voting members of the Club. In no event may an officer of a club's board of directors be an ineligible person (as defined in ER 1.05), or a restricted person (as defined in ER 1.04). However, one restricted person, one ineligible person and coaches with eligible status may serve as directors of a member club as long as they do not collectively constitute a majority of a club's board of directors. In addition, eligible coaches may serve as officers of a member club's board of directors so long as collectively, they do not constitute a majority of the total officer positions on that board.

Section 4.2 Number and Term of Directors.

(a) Number of Directors.

The Board of Directors shall consist of a minimum of five to a maximum of nine eligible members, duly elected by the membership of the Club in accordance with the provisions of this article. Specifically, this Board of Directors is comprised of four members hereafter referred to as Club Officers and one to five members hereafter referred to as Directors.

(b) Change in Number of Directors.

Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws effecting such increase or decrease, and, therefore, shall require approval of the members as referred to in Section 9.9 of these Bylaws.

(c) Term of Directors.

Directors shall serve a term of one (1) year.

Section 4.3 Nomination and Election of Directors.

(a) **Nominating Committee.**

At a time reasonably in advance of each Annual Meeting of the Club, the President shall appoint a nominating committee consisting of no less than three (3) members. The nominating committee shall determine and present to the members, at a time reasonably in advance of the Annual Meeting, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the Annual Meeting. Any nominee for election as a Director must evidence in writing in advance of or at the Annual Meeting, or in person at the Annual Meeting, such person's willingness to serve if elected. The report of the Nominating Committee at the scheduled Annual Meeting shall constitute the formal nomination of each candidate.

(b) **Floor Nominations.**

Following the report of the Nominating Committee, The President shall ask for nominations from the floor. Only voting members may make nominations. Floor nominations shall begin with those for the office of the President, followed by the Vice-President, Secretary, Treasurer, and finally, all Directors. Each Officer shall be elected before floor nominations are accepted for the next office.

(c) **Method of Voting.**

The candidate receiving the most votes from the voting members present at the Annual Meeting shall be elected. No proxies will be accepted.

Section 4.4 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 4.5 Removal.

Directors elected by voting members or directors may be removed as follows: (i) The voting members may remove one or more directors elected by them with or without cause unless the Bylaws provide that directors may be removed only for cause; (ii) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director; (iii) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors; (iv) A director may be removed only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director; (v) An entire Board of Directors may be removed under paragraphs (i) to (iv) above; and (vi) A director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the Bylaws; except that a director elected by the Board of Directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors.

Section 4.6 Vacancies.

Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

Section 4.7 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.

Section 4.8 Powers and Duties of the Board of Directors.

(a) **Regular Meetings.**

The Board of Directors shall meet not less than once per quarter. The dates of such meetings shall be stated by the President, or in his/her absence, by the Vice President. Any four (4) members of the Board of Directors may call a Board meeting upon notice to all members of the Board of Directors at least three (3) days prior to the meeting. The notice shall state the date and purpose of the meeting and the names of the four (4) members requesting the meeting.

(b) **Special Meetings.**

Special meetings of the Board of Directors may be called by the President or shall be called upon the request of three (3) of the members of the Board. Reasonable notice must be given to all Board members of such special meetings.

(c) **Action Without a Meeting.**

The Board of Directors may vote to take action without a meeting provided that consent in writing or electronic mail, setting forth the action so taken, is signed by all the Board Members entitled to vote with respect to the subject matter thereof. The aforesaid consent in writing or electronic mail shall be entered into the minutes of the next regular Board meeting. Voting of the Board by telephone poll or electronic mail conducted by the President or by delegation of the President is permitted provided that the results of such a vote shall be documented and entered into the minutes of the next regular Board meeting.

(d) **Notice of Meetings.**

Neither the business to be transacted at, nor the purpose of any regular meeting of the Board of Directors need be specified the notice of such meeting. At special meetings, only such business as is clearly set forth in the call for the meeting shall be considered. Notice of regular and special meetings may be given by any reasonable means.

- (e) **Quorum.**
Three (3) members of the board shall constitute a Quorum.
- (f) **Authority.**
The Board of Directors has the entire authority in the management of the affairs and finances of the Club and shall have general control of its property. All rights and powers connected therein shall be vested in them.
- (g) **Rules.**
The Board of Directors shall make such rules, as they deem proper respecting the use of the Club's property; prescribe rules for the admission of non-members; fix penalties for offenses against the rules, and make rules for their own government and for the government of the committees appointed by them.
- (h) **Appropriations.**
The Board of Directors shall make all appropriations from the funds of the Club.
- (i) **Audits.**
The Board of Directors shall audit the records of the Treasurer within two (2) weeks after the close of the fiscal year, and at any other time that they may deem advisable. They shall audit the records of the Secretary and of the Committees at such times as they may deem it advisable.
- (j) **Committees.**
There shall be such standing committees as established by these bylaws, and such other special committees as the President shall from time to time deem advisable. Members of committees, except as otherwise specified in this Article, need not be members of this Club or of the USFSA. The President shall appoint a chairperson for each standing committee subject to the approval of the Board of Directors. Said chairpersons must be members of the Club and shall serve terms of one year or until their successors have been appointed. Each committee chairperson may appoint assistants who shall familiarize themselves with the functions, duties, and responsibilities of that committee. Each committee chairperson shall maintain a written record of important suggestions and copies of all correspondence for the permanent Club files.
- (k) **Indebtedness.**
The Board of Directors shall have the power to limit the Club's indebtedness.
- (l) **Expulsion or Suspension.**
The Board of Directors shall have the power to expel or suspend any member for violations of the Constitution and By-Laws, or for conduct they deem improper, but no member shall be expelled or suspended without a hearing. Expulsion or suspension for longer than thirty (30) days shall require a simple majority vote of the Board.
- (m) **Re-admittance to Membership.**
The Board of Directors may, at a regular meeting, re-admit to membership without the payment of a second initiation fee, any former member whose resignation has been fully accepted. Such re-admissions must be by ballot and two (2) negative votes shall reject. No rejected candidate shall again be proposed for reinstatement within six (6) months after rejection.

ARTICLE V – OFFICERS

Section 5.1 Number and Qualifications.

The officers of the Club shall be a President (who shall also serve as the Chairman of the Board), a Vice-President, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary or President and Treasurer. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in Section 4.1(b) of these Bylaws.

Section 5.2 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.

- (a) President. The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the president and chairman.
- (b) Vice-President. The Vice-President shall assist the President and shall perform such duties as may be assigned to them by the by the Board of Directors or the President. The Vice-President 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 restrictions on the President.
- (c) Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the Club records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.
- (d) Treasurer. The Treasurer shall (i) be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (iii) be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

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.

Section 7.1 Grievance Procedure

Any member(s) having a complaint against another member or members for the infraction of any club bylaw or rule, other than US Figure Skating rules, as for conduct injurious to the welfare of the Club, may report the same, in writing to the Board of Directors. Such complaints shall set forth the facts of the case, together with the names of witnesses, if any. After receipt of such complaint, a meeting of the Board of Directors shall be held as soon as practical to investigate it. The complaint(s) and the member(s) complained of, shall receive at least seven (7) days notice of such meeting, and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary, who shall supply copies thereof to the complaint(s) and to the member(s) complained of. An appeal of the decision of the Board of Directors may be taken to the Club within seven (7) days thereafter, upon serving the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case, and a simple majority vote of those members present shall be necessary to reverse the decision of the Board of Directors. Members of the board are precluded from voting at said meeting.

Section 7.2 Appeals

Any decision, rule, or change of any nature whatsoever as shall be made by the President, the Board of Directors, or by any Committee, may be contested by an appeal filed with the Secretary and signed by five (5) voting members, except as covered in Section 3 of this Article. Such appeal shall be brought up at the next regular meeting or a special meeting, and simple majority of the voting members present shall be required to rescind or reverse the decision, rule, or change.

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 – MISCELLANEOUS

Section 9.1 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 without 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. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 9.2 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 9.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Club's principal office. 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.

Section 9.3 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.

Section 9.4 Financial Statements.

Upon the written request of any member, the Club shall 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 9.5 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 prescribed by applicable statute.

Section 9.6 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).

Section 9.7 Parliamentary Procedure

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

Section 9.8 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 9.9 Amendments.

These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a simple majority vote of the members present at any stated meeting of the members at which a quorum is present, and not otherwise. Written notice of the proposed amendment or repeal shall be given all members at least two (2) weeks prior to the meeting.

