

**BYLAWS  
OF  
ICEWORKS SKATING CLUB**

**ARTICLE I  
RESCISSION**

All former Bylaws of the IceWorks Skating Club (“IWSC”) are hereby rescinded.

**ARTICLE II  
NAME, PURPOSE, OFFICERS**

**Section 2.1 Name**

The name of this corporation is “IceWorks Skating Club”, hereafter referred to as “IWSC.”

**Section 2.2 Purpose**

The purpose of IWSC is to further the instruction, practice, and advancement of the members of IWSC in the many diverse forms of ice skating including but not limited to: free skating (singles and pairs), dancing, and figures, to encourage competitive skating, to sponsor skating exhibitions, and to cultivate and encourage a spirit of fraternal feeling among ice skaters.

**Section 2.3 Membership in U.S. Figure Skating**

IWSC 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 Section 2.2 of these Bylaws. As such, IWSC 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 2.4 Officers of the Corporation**

The Officers of the Corporation are the four officers of IWSC: President, Vice President, Secretary and Treasurer.

**Section 2.5 Corporate Seal**

IWSC may have a corporate seal.

**Section 2.6 Place of Operation**

IWSC shall have its headquarters and conduct its principal operations at the Ice Works Skating Complex in Aston, Pennsylvania.

**ARTICLE III  
CLUB OFFICERS**

**Section 3.1 Enumeration and Election of Officers**

IWSC Officers shall be President, Vice-President, Secretary and Treasurer who shall all be members of the Board of Directors. The Officers shall be elected by ballot each year by the Board of Directors during the first Board meeting following the election of Directors at the Annual Meeting. To be eligible to serve as an Officer, an individual must be a member of the Board of Directors. The Officers shall hold offices for one year following election or until their successors are chosen.

**Section 3.2 Duties of the President**

The President shall provide the supervision and direction of the affairs of IWSC and shall preside at all Board meetings and IWSC meetings. He/she, along with the Secretary, shall sign all written contracts and obligations of IWSC, serve ex-officio as an additional member of all committees created by or under the authority of these bylaws, and perform any additional duties assigned by the Board of Directors. The President shall have the power to suspend any member and/or terminate the member's membership for violating the bylaws or regulations of IWSC, pending approval of the Board.

**Section 3.3 Duties of the Vice President**

The Vice President shall fulfill the duties of the President should he/she be unable or if requested to act in his/her behalf. The Vice President shall also perform any additional duties assigned by the Board of Directors.

### **Section 3.4 Duties of the Secretary**

The Secretary shall keep a written record ("minutes") of all meetings of the Board of Directors and all IWSC meetings and shall perform any additional duties assigned by the Board of Directors. The Secretary shall keep copies of all written contracts and obligations of IWSC and shall sign, with the President, all written contracts and obligations of IWSC. The Secretary shall supervise the correspondence of IWSC and prepare and issue notices of all meetings of IWSC and of the Board of Directors.

### **Section 3.5 Duties of the Treasurer**

The Treasurer shall receive and disburse the funds of IWSC and shall keep accurate records of all financial transactions and perform any additional duties assigned by the Board of Directors. The Treasurer shall render a written report of all financial transactions when requested by the President or Board of Directors. Club funds shall be deposited in the name of IWSC in a bank account approved by the Board of Directors. All disbursements by check in excess of \$500 shall be signed by two Directors from among the Treasurer, the President and one other Director as designated by the Board.

## **ARTICLE IV** **BOARD OF DIRECTORS**

### **Section 4.1 Duties of the Board**

The Board of Directors shall have general charge of the affairs, funds and property of IWSC, selecting members of standing committees, set procedures for the creation of special committees, and have the power to reverse or alter the decision of any committee. All standing and special committees shall report to the Board. The Board shall audit records of the Secretary and of the committees. The Board shall appoint or secure the services of a qualified individual to audit the books and records of the Treasurer. The Board shall have the power to suspend or expel any IWSC member for infraction of any By-Law or for conduct injurious to the club. Members being considered for suspension or expulsion are entitled to a hearing before the Board with at least a seven day notice in writing, which may include any written communication such as mailed letter or email. Upon expulsion, a member's membership in IWSC shall automatically terminate. The Board has the power to readmit any former member whose resignation has been fully accepted. The Board of Directors shall have the power to amend or rescind any bylaws by a majority vote of all members of the Board of Directors. The Board of Directors shall have the final authority to interpret and uphold the Bylaws and Rules of IWSC.

### **Section 4.2 Constitution and Election**

The Board of Directors shall consist of eleven (11) IWSC adult members over the age of eighteen. Three members shall be elected each year to serve a three-year term by club membership at the Annual Meeting from a list of nominees determined by the Nominating Committee or from nominees named on a written petition signed by ten (10) or more IWSC voting members in good standing and submitted to the Nominating Committee no later than fourteen (14) days before the Annual Meeting. Three Directors will be elected each year to replace those whose term has expired. All Directors must be voting members of IWSC who designate the IWSC as their Home Club under the applicable rules of the U. S. Figure Skating either before or within 30 days after election to the Board.

### **Section 4.3 Vacancies**

Should a vacancy occur on the Board of Directors, the remaining Directors shall choose an IWSC member to fill the vacancy until the end of the retiring Director's term.

### **Section 4.4 Meetings**

The Board of Directors shall meet monthly except during the months of June, July, and August. Special meetings may be called by order of the President or at least three members of The Board of Directors.

### **Section 4.5 Special Meetings**

If a special meeting has been requested by a member of the Board, the President must call for a meeting within five days of the receipt of a written request signed by the required number of Directors as specified in Section 4.4. The request must state the reason for the requested meeting. The President shall give written notification, which may include regular mail or email, to all Directors of the time and purpose of all special meetings.

### **Section 4.6 Quorum**

Six (6) Directors constitute a quorum for all IWSC business.

#### **Section 4.7 Delegates to the U.S. Figure Skating Governing Council**

The Board shall appoint from among the IWSC Board members a number of delegates in proportion to the number of registered IWSC members in the preceding year as specified in USFS Bylaws, Article XV. Delegates to the U.S. Figure Skating Governing Council must be registered members of IWSC and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The delegates shall be representatives of IWSC at the Governing Council meetings for which they are appointed as delegates and shall attend said meetings, either in person or represented by proxy. IWSC will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of IWSC.

#### **Section 4.8 Reporting**

The Board shall submit at each Annual Meeting of IWSC a general report of the affairs of IWSC, and shall report at other times if required. This report might be submitted in writing to the membership or presented at the meeting by any member of the Board of Directors.

#### **Section 4.9 Resignation**

A Director may resign any time by giving written notice to the President.

#### **Section 4.10 Qualifications for Directors**

Directors must be (i) at least eighteen (18) years old, (ii) members of U.S. Figure Skating, (iii) home club members of IWSC in accordance with provisions of applicable rules of U.S. Figure Skating, and (iv) voting members of IWSC. If any Director be declared of unsound mind by a final court order, convicted of a felony, or have three or more unexcused absences from regular meetings in any 12-month period, such Director shall no longer be qualified to serve as a Director and the other members of the Board may, by unanimous vote, choose to declare the office of such Director vacant.

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 4.11 Action Without a Meeting**

Any action required to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Directors, received by the Secretary and filed with the minutes. Any such writings may be received by regular mail, fax, email or other form of wire or wireless communication providing the Secretary with a complete copy of the document including the signature. Actions taken shall be effective on the date set forth in the writing. All such actions shall have the same effect as action taken at a meeting. Additionally, such actions may be taken by a unanimous vote of the Executive Board of Directors.

### **ARTICLE V** **MEMBERSHIP**

#### **Section 5.1 Election**

Anyone with an interest in ice skating may become a member of IWSC by submitting an application to the Membership Chair and pending an approval of the Board of Directors.

#### **Section 5.2 Charter Members**

Charter members are the initial members of IWSC. They shall, as long as they desire a membership in IWSC, be provided with such membership at a twenty percent (20%) discount off their annual fees.

#### **Section 5.3 Application for Membership**

All applicants must complete a Board-approved application form and agree, by signing that form, to abide by the Bylaws and rules of IWSC. All applications must be filed with the Membership Committee not less than fourteen days prior to a meeting of the Board of Directors at which a recommendation for new membership may be made by the Membership Committee and approved by the Board of Directors. All current memberships expire on June 30<sup>th</sup> of every year. No membership is renewed automatically. A new application must be submitted every year before June 1<sup>st</sup> and approved by the Membership Committee and the Board of Directors. Applications submitted at other times of the year and/or requiring "quick" decisions will be reviewed by the Membership Chair and may be approved by the majority vote of the Executive Committee of the Board of Directors.

#### **Section 5.4 Arrears for Dues Restrictions**

To remain in good standing, members must pay all dues and financial obligations set by the Board of Directors. No member in arrears for dues or other indebtedness to IWSC shall be eligible to hold office, vote, take USFS tests, or enter USFS sanctioned competitions.

#### **Section 5.5 Changes of Home Club**

Any member not in arrears for dues, or other indebtedness, may request a Change of Home Club form from the President. If the member is in arrears, such indebtedness must be resolved before Change of Home Club form may be processed.

#### **Section 5.6 Board Approval for Competition and Exhibition**

Any member of IWSC wishing to participate in a competition, USFS testing, or an exhibition at a club other than IWSC shall use their "Good Standing" letter as proof of membership. In the absence of the letter, the member shall obtain a "Permission to Participate" letter.

#### **Section 5.7 Responsibility for Guests**

IWSC members shall be responsible for the conduct and indebtedness of all persons granted permission to participate in club activities at their request

#### **Section 5.8 Termination and Suspension of Membership**

Membership may be terminated or suspended by the Board of Directors for failing to pay dues or other indebtedness to IWSC, or for violating the IWSC Bylaws, rules and regulations. Additionally, in cases where a member behaves in a manner that is injurious to the image of IWSC, jeopardizes the safety or enjoyment of other members, or disrupts the activities and proceedings of IWSC, may have their membership terminated. Termination and suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise. Involuntary termination or suspension of membership shall occur only after procedures set forth in Article IX, Discipline.

#### **Section 5.9 Voting Rights**

The Board of Directors shall determine the criteria for voting membership. Each voting member of IWSC satisfying the criteria set by the Board of Directors for voting membership shall be entitled to one vote. There shall be no voting by mail-in ballot or by proxy for new issues raised at the Annual Meeting and requiring a vote or for election of Officers. All voting for Club Officers and new issues shall take place at the Annual Membership Meeting and in person.

### **ARTICLE VI** **MEMBERSHIP MEETINGS**

#### **Section 6.1 Annual Meeting**

An Annual Meeting of IWSC members will be conducted on a date selected by the Board of Directors and will take place no earlier than April 1 and no later than June 15<sup>th</sup> at the Ice Works Skating Complex or another location selected by the Board. Written notice (either electronic – email or website – or via physical bulletin board) of the meeting shall be provided to all members no less than seven (7) and no more than thirty (30) days prior to the meeting. The election of Directors will occur at the Annual Meeting. Twenty percent (20%) of all members in good standing who are entitled to vote shall constitute a quorum for the transaction of business.

#### **Section 6.2 Special Meetings**

Special meetings of IWSC members may be held at any time at the request of the President or Board of Directors. A special meeting of members may be called by members via a written request signed by at least ten members in good standing and holding separate memberships with voting privileges. The notice must have a clear stated purpose of the requested meeting. Upon approval of the Board of Directors to hold the special meeting, a written notice shall be sent to all members at least ten (10) days before the meeting. The business of a special meeting will be limited to the topic(s) listed in the notice. Twenty percent (20%) of all members in good standing who are entitled to vote shall constitute a quorum for the transaction of business.

## **ARTICLE VII** **STANDING COMMITTEES**

### **Section 7.1 Executive Committee**

There shall be an Executive Committee consisting of the four Officers, President, Vice President, Secretary, and Treasurer. During the months of June, July and August the Executive Committee shall be vested with all the powers of the Board of Directors and it shall be its duty to exercise such powers during those months and whenever immediate action is required between meetings of the Board of Directors. Three members of the Executive Committee shall constitute a quorum.

### **Section 7.2 Nominating Committee**

A Nominating Committee of three IWSC members shall be selected annually by the Board no less than thirty (30) and no more than ninety (90) days prior to the Annual Meeting. The names of members of the Nominating Committee will be posted on either the bulletin board at the IWSC principal place of operation or electronically on IWSC website. The Nominating Committee will consist of a Chair who is a current Director and two other members of IWSC who may but need not be Directors. The Nominating Committee shall consider candidates for membership on the Board of Directors and present a slate of candidates (which may, but need not, contain more names than available positions) to the Board. The Board, upon approval of candidates, shall post the candidate slate within seven days prior to the Annual Meeting on either the bulletin board at the IWSC principal place of operation or electronically on IWSC website.

## **ARTICLE VIII** **OPERATING COMMITTEES**

The Board of Directors shall select IWSC members to serve on the Operating Committees as described below.

### **Section 8.1 Membership Committee**

The Membership Committee shall be responsible for nominating candidates to the IWSC membership and for recruiting candidates for new membership. The Membership Committee consists of the Membership Chair and other members of the Board of Directors. The Membership Chair shall be responsible for providing the Board of Directors with a list of membership candidates for final approval and providing letters of eligibility for IWSC members wishing to test elsewhere or participate in non-qualifying competitions.

### **Section 8.2 Marketing Committee**

The Marketing Committee shall be responsible for advertising and promoting IWSC and events organized by IWSC and managing news stories concerning IWSC and its members. The Marketing Committee shall organize and manage all fund raising activities for IWSC. The Marketing Committee consists of a member of the Board and any other members of IWSC required to complete the necessary jobs for a successful event.

### **Section 8.3 Rules and Ice Committee**

The Rules and Ice Committee shall, in cooperation with rink management of the IceWorks Skating Complex, be responsible for developing and enforcing rules of ice usage and etiquette by all skaters (members of IWSC and non-members), and developing and establishing penalties for infractions of rules, subject to Board approval. The Rules and Ice committee shall be responsible for determining the interest among the different disciplines of skating and recommending ice purchases accordingly.

### **Section 8.4 Testing Committee**

The Testing Committee shall be responsible for arranging and conducting USFS tests. The Testing Committee consists of the Test Chair appointed from the Board of Directors and any other IWSC members as necessary to run a successful test session. The Test Chair shall be responsible for compiling and publishing a testing calendar every year. The Test Chair shall be responsible for contacting judges and making a test schedule based on their availability.

The Board of Directors reserves the right to limit or expand the responsibilities and authority of the committees listed above, and add or disband any committee as required by the operating needs of IWSC.

**ARTICLE IX**  
**DISCIPLINE**

**Section 9.1 Complaints**

Any member or members having a complaint against another member for the infraction of any Bylaw or rule, or for conduct injurious to IWSC, may report same in writing to the Executive Committee of the Board of Directors of IWSC. Such complaint shall set forth the information required by IWSC Conflict Resolution Policy.

**Section 9.2 Suspension or Termination**

Any member's membership in IWSC may be suspended or terminated, and any officer may be removed, for cause by a vote of nine (9) members of the Board of Directors, seven days previous notice in writing having been given of the cause and an opportunity to be heard in accordance with IWSC Conflict Resolution Policy.

The decision of the Board shall be reduced to writing and shall provide reasons for the decision. The decision of the Board will be final.

**ARTICLE X**  
**MEETING PROCEDURES**

**Section 10.1 Meeting Order**

A quorum being present at any meeting, the business shall proceed in the following order:

- (1) Roll Call
- (2) Reading the minutes of the preceding meeting
- (3) Reports from Officers, Board of Directors and committees
- (4) Election of Officers, if scheduled and required
- (5) Deferred business
- (6) New business

**Section 10.2 Additional Business**

Any matter requiring a vote at the Annual Meeting must be submitted to the Board of Directors in writing no later than the immediately preceding monthly Board meeting.

**ARTICLE XI**  
**AMMENDMENTS TO BYLAWS**

These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of **two-thirds (2/3)** of the Officers present at any meeting of the Board of Directors at which a quorum is present.