

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All former Bylaws of the IceWorks Skating Club (“IWSC”) are hereby rescinded.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), ice dancing, theatre on ice, and synchronized skating. It is also 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 United States Figure Skating (“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 IceWorks Skating Complex located at 3100 Dutton Mill Road 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 the Directors (BOD) 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 BOD for a minimum of one year.

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. S/he, 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 BOD. 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.

The President shall have access to the IWSC bank account and have authority to write checks or deposit money pending approval of the Board or the Treasurer.

Section 3.3 Duties of the Vice President

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

Section 3.4 Duties of the Secretary

The Secretary shall keep a written record ("minutes") of all meetings of the BOD and all IWSC meetings and shall perform any additional duties assigned by the BOD. The Secretary shall keep copies of all written contracts and obligations of IWSC. The Secretary shall sign, or appoint another Officer to 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 BOD.

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 monthly or when requested by the President or BOD. Club funds shall be deposited in the name of IWSC in a bank account approved by the BOD. All disbursements by check, debit, or credit in excess of \$2000.00 outside of committee operating expenses shall be approved by the BOD prior to disbursement. The Treasurer will head the Finance Committee.

ARTICLE IV

Section 4.1 Duties of the Board

The Board of Directors shall have general charge of the affairs, funds and property of IWSC, select members of standing committees and 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 BOD. The BOD shall audit records of the Secretary and of the committees. The BOD shall appoint or secure the services of a qualified individual to audit the books and records of the Treasurer. The BOD shall have the power to suspend or expel any IWSC member for infraction of any Bylaw or for conduct injurious to the club. Members being considered for suspension or expulsion are entitled to a hearing before the BOD 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 BOD has the power to readmit any former member whose resignation has been fully accepted. The BOD shall have the power to amend or rescind any Bylaws by a majority vote of all members of the BOD. The BOD shall have the final authority to interpret and uphold the bylaws and rules of IWSC.

Section 4.2 Constitution and Election

The BOD shall consist of thirteen (13) IWSC adult members of at least the age of eighteen. Directors shall be elected each year to serve a three-year term, elected by club membership prior to the Annual Meeting from a list of interested nominees determined by the Nominating Committee. A minimum of four Directors will be elected each year to replace those whose terms have 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 for a minimum of one year prior to election.

Section 4.3 Vacancies

Should a vacancy occur on the BOD, the Nominating Committee and/or the remaining Directors may choose an IWSC member to fill the vacancy until the end of the former Director's term.

Section 4.4 Meetings

The BOD shall meet as necessary, typically monthly. Special meetings may be called by order of the President or at least three members of the BOD.

Section 4.5 Special Meetings

If a special meeting has been requested by a member of the BOD, 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

Seven (7) Directors constitute a quorum for all IWSC business.

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

The BOD 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. Delegates to the U.S. Figure Skating Governing Council must be registered members of IWSC and must meet the qualifications as set forth in 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 BOD 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 for a minimum of one year, and (iv) voting members of IWSC. If any Director is declared of unsound mind by a final court order, convicted of a felony, or has 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 BOD 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 BOD 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 BOD 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. Any action taken outside of a Board Meeting in this manner shall be documented by the Secretary in the Meeting Minutes for the following Board Meeting. Any such writings may be received by email or other form of communication providing the Secretary with a complete written 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 Membership Chair or another member of the BOD.

Section 5.2 Charter Members

Charter members are the initial members of IWSC. For as long as they are members in good standing and renew annually, they will be provided a free membership upon annual BOD approval. If at any point Charter Members do not renew, any subsequent memberships will be charged at full price.

Section 5.3 Application for Membership

All applicants must complete a BOD-approved application and agree, by signing that application, to abide by the Bylaws and rules of IWSC. All memberships expire on June 30th of every year. No membership is renewed automatically. A renewal application must be submitted every year, between June 1st and June 30th. Any renewing member that applies after June 30th will be assessed a designated per person late fee. New full membership applications may be submitted at other times of the year.

Section 5.4 Arrears for Dues Restrictions

To remain in good standing, members must pay all dues and financial obligations set by the BOD. 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. 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 BOD 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, the member may have their membership terminated. This includes conduct on personal social media accounts. Termination and suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits 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 BOD shall determine the criteria for voting membership. Each voting member of IWSC satisfying the criteria set by the BOD 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 no later than 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 in the month of June at the Ice Works Skating Complex or another location selected by the BOD. 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) days prior to the meeting.

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.

Section 7.2 Nominating Committee

A Nominating Committee of three IWSC members shall be selected annually by the BOD no less than thirty (30) 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 BOD. Upon BOD approval, the candidates will be placed on the ballot for voting prior to the annual meeting.

ARTICLE VIII
OPERATING COMMITTEES

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

Section 8.1 Hospitality Committee

Description of Responsibility to be created.

Section 8.2 Communications Committee

The Communications Committee shall be responsible for advertising and promoting IWSC and events organized by IWSC and managing news stories concerning IWSC and its members. The Communications Committee shall organize and manage all fund-raising activities for IWSC. The Communications Committee consists of a member of the BOD 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 BOD 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.

8.5 Volunteer Coordination Committee

Description of Responsibility to be created.

The Board of Directors reserves the right to limit or expand the responsibilities and authority of the committees listed above. The BOD may 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 the complaint 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 may have his/her IWSC membership suspended or terminated, and any officer may be removed, for cause by a vote of eleven (11) members of the Board of Directors. The member in question should be notified in writing of cause and given the opportunity to be heard in accordance with IWSC Conflict Resolution Policy. The Board of Directors will render a written decision that will be final.

ARTICLE X **MEETING PROCEDURES**

Section 10.1 Meeting Order

A quorum is required at any meeting before official business can proceed. If a quorum is present, the business shall proceed in the following order:

- (1) Roll Call
- (2) Confirmation of receipt of minutes from last 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 Agenda Items

Any Board Member wishing to bring new business to a board meeting must send the Secretary a written request to add an agenda item. The request should include a brief description of the business and any intent to move for action

and must be received by the Secretary no later than seven (7) days prior to the scheduled meeting. Any additional items not submitted through this process will be moved to deferred business for consideration in the following meeting, unless immediate action is required.

Section 10.3 Additional Business

Any matter requiring a vote at the Annual Meeting must be submitted to the Board of Directors in writing no later than 30 days prior to the annual 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 Board of Directors at any meeting of the Board of Directors at which a quorum is present.