

THE FIGURE SKATING CLUB OF OMAHA

Bylaws

ARTICLE I

Name and Location

Section 1: Name

The name of this corporation (original language) organization shall be THE FIGURE SKATING CLUB OF OMAHA, hereafter referred to as FSCO.

Section 2: Place of Business

The principal place of transacting the business of FSCO shall be the City of Omaha, Douglas County, Nebraska.

Section 3: Headquarters

FSCO shall have its headquarters at such locations as the Board of Directors shall determine.

Section 4: Incorporation

FSCO is incorporated as a nonprofit corporation under the laws of the state of Nebraska and shall be governed by the non-profit corporation law of the state.

ARTICLE II

Purpose

The purposes of the Club are:

- To encourage in the instruction, practice and advancement of the members in any or all of the disciplines of figure skating
- To encourage and cultivate a spirit of fraternal feeling among ice skaters
- To carry out the general policies and objectives of the local and national Figure Skating Associations
- To promote figure skating within our community.

ARTICLE III

USFSA Membership

FSCO is a member club of the United States Figure Skating Association and the conduct of its activities is under the jurisdiction of that body.

ARTICLE IV

FSCO Membership

Section 1: USFSA Compliance

All members of FSCO shall abide by and 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 2: Membership Principles

The membership of FSCO shall consist of persons authentically interested in the sport of figure skating and in the objects of this association. Any skating member under the age of eighteen (18) must have an adult parent or guardian sponsor who is a Full Member as described below.

Section 3: Membership Classes

The membership of FSCO shall be divided into the six (6) classes of membership as defined in this article:

(a) Full Membership (Home Club)

These shall be members who, if in good standing, are eligible for all Association membership benefits and services.

- Individuals over the age of 18 who designate FSCO as their Home Club.
- Families consisting of their non-married children under the age of 18.
- Individuals, over the age of 18, but less than 23 years old and chiefly dependent upon their parents for support while attending school or college.

Benefits and services shall include, but not be limited to, the following:

- Eligible to skate at all Association ice sessions scheduled as open member sessions.
- Eligible to participate in all Association sponsored Test sessions.
- Eligible to compete in USFSA sanctioned competitions or skating events as a representative of the Figure Skating Club of Omaha.
- Eligible to hold Association Board or Officer position if eighteen (18) years old or older.
- Eligible for all membership voting privileges.
- Eligible to receive the FSCO newsletter

(b) Associate Membership (non-Home Club)

Individuals and their families who designate another USFSA member club as their Home Club. Members in this category are not eligible to serve as Association Officers or Board members, and are not eligible to vote on Association issues. Members in this category are eligible to receive all FSCO publications normally provided to their Full Members (Home Club).

(c) Honorary Membership

Honorary membership shall be for persons elected by the Board of Directors for outstanding service to the Figure Skating Club of Omaha. Honorary memberships shall be granted when deemed appropriate by the Board of Directors. Such membership may carry all the privileges of Full Membership (Home Club) or be restricted at the discretion of the Board of Directors at the time of the award.

(d) Friends of FSCO

This class is meant to be for those interested in supporting the club. Minimum cost (donation) for this class is set by the Board of Directors. This class is a non-voting member class.

(e) Judges/Officials/Coaches

This class is for USFSA judges and officials; FSCO Club Professional Coaches and LTS Coaches who are PSA members; and non-traditional coaches such as ballet instructors, fitness instructors and choreographers. Members in this category are eligible to receive all USFSA and FSCO publications.

(f) Learn-to-Skate Introductory Membership

This category is for those skaters (and their families) who are currently enrolled in FSCO Basic Skills/LTS Program. Members in this category are eligible for this category for one year only, with all the benefits of Full Membership (Home Club).

Section 4: Application for Membership

- All applications are submitted to the FSCO Membership Chairman.
- Must give name, address, eligible status
- Must include dues payment
- Must include an agreement to comply with the bylaws of the USFSA and FSCO

An application for Full Membership must designate the FSCO as the person's USFSA home club an application for Associate Membership must identify the person's designated USFSA home club.

Section 5: Membership Year

- June 1 through May 31 of the following year
- A grace period of 30 days will be allowed before a member is considered in arrears for dues.

Section 6: Arrears for Dues

Arrears for dues will be sufficient reason for a member to be dropped from FSCO membership. No full member in arrears for dues may:

- hold office
- be entitled to vote
- enter any test or competition in the name of FSCO

Section 7: Member Representation of FSCO

No member shall enter, in the name of FSCO, any competition, exhibition, carnival, personal appearance, etc. except with the prior approval of the Board, or any authorized FSCO full member as designated by the Board of Directors.

Section 8: Establishment of Annual Dues

Dues for all classes of membership shall be determined by the Board no later than April of each year.

Section 9: Guests

Members shall be responsible for the conduct of their guests during FSCO sponsored activities.

Section 10: FSCO Liability

Members assume responsibility for and so hereby release FSCO from liability for any injury to persons or damage to property arising from the FSCO's operation.

Section 11: Board of Director's Scope

The Board of Directors shall:

- Establish the conditions of admittance to all classes of membership
- Establish the privileges and limits of each such class
- Establish such other classes of membership as deemed necessary
- Consider only the good of the sport of figure skating in establishing all classes of membership

Section 12: USFS Delegates

The Board shall appoint from among its registered eligible members a number of delegates in proportion to the total number of registered members during the preceding fiscal year as specified in the USFS Bylaws, Article XV. The delegate(s) shall be representative(s) between the FSCO and the USFS and shall attend the USFS Governing Council meeting, either in person or by proxy. FSCO shall file a certificate of such appointment with the USFS and the certificate shall be provided by the USFS.

ARTICLE V

Suspension/Expulsion of Members

Section 1: Failure to Pay Dues

Any member failing to pay dues or fees after written notice and the expiration of thirty (30) days may be suspended from membership by a vote of 2/3 of the Board of Directors. Such member may be reinstated upon receipt of a new membership application submitted to the membership chairman.

Section 2: Violation of Bylaws

The Board of Directors may suspend or expel any member in violation of the bylaws of FSCO or the USFSA. Member(s) consideration for termination, expulsion, or suspension will be given 30 days notice in writing with an opportunity to be heard in a hearing by the Board of Directors. A vote of 2/3 of the Board of Directors after the hearing shall determine the member status.

Section 3: Refund of Dues

No refund of any dues or fees paid to the club will be refunded or credited if a member is terminated, expelled, or suspended.

ARTICLE VI Meetings

Section 1: Time of Annual Meeting

There will be an annual meeting of the members at such time and date as determined by the Board of Directors.

Section 2: Special Membership Meetings

Special meetings of the members may be called at any time by the Board of Directors, the President, or by written demand of the members stating the purpose or purposes for calling the meeting and signed and dated by members holding at least ten percent of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty days before the date of the first of such demands is received by the Club, whichever is later. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose describe in the notice may be conducted at a special meeting of members.

Section 3: Quorum for Transaction of Business

Twenty percent (20%) of the membership having the right to vote shall constitute a quorum for the transaction of business. If a quorum is not present, those in attendance may adjourn from time to time until a quorum is secured.

Section 4: Actions of FSCO

At any general or special membership meeting, the affirmative vote of a majority of the voting members present, constituting a quorum, is necessary for the taking of any action of FSCO, except in those cases in which a greater percentage is required by these bylaws, or by the Corporate Charter.

Section 5: Eligibility to Vote

Only full members 18 years of age or more, as described in Article IV, Section 3 (a), in good standing for at least sixty (60) days, shall be entitled to vote at general or special membership meetings.

Section 6: Notice of General Meetings

Written notice of all general meetings of FSCO shall be sent by the Secretary to all members of FSCO not less than ten (10) days prior to the date of the meeting.

Section 7: Rules of Order

The rules contained in the most recent revision of Robert's Rules of Order shall govern all meetings of FSCO in all cases in which they are not inconsistent with the Bylaws of FSCO or the Corporate Charter.

ARTICLE VII

Board of Directors

The business and affairs of FSCO 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.

Section 1: Board Composition

- a. The elected Board of Directors shall be composed of the President, the Vice President, the Secretary, the Treasurer and a number of directors-at-large greater than 4 and no more than 10.
- b. The Skating Director is a member of the Board of Directors, however, may not hold office. The Skating Director has equal voting rights on non-conflicting issues as all other Board of Directors.
- c. Eligible FSCO coaches may serve on the Board of Directors so long as collectively they do not constitute a majority of the total number of Directors.
Coaches have equal voting rights on non-conflicting issues as all other Board of Directors.

Section 2: Qualifications and Start of Office Term

The Board of Directors shall be elected from Full Members (Home Club) who are 18 years of age or more. Each Director shall take office following their election.

Section 3: Terms

All members of the Board of Directors shall each be elected for staggered two (2) year terms according to the procedures outlined in Article X.

Section 4: Director Vacancy and Removal

The directorship of a Board Member shall be ipso facto vacated:

- a. If by notice in writing to FSCO he/she resigns his/her directorship
- b. If he/she is no longer a Full Member of FSCO
- c. If a director fails to attend three (3) consecutive regular Board meetings without notice, or a total of six (6) regular Board meetings throughout the year (with or without notice)

*Section x**: Termination*

A director may be removed from their position by the Board of Directors with a majority vote of all directors, with the exception of the director to be voted upon, if it is judged to be in the best interests of the Club. Removal shall be without prejudice to the contract rights, if any, of the person so removed.*

* A without prejudice clause in a contract ensures that each party in the contract maintains their legal rights and privileges. Neither party will have a loss of rights.

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Section 5: Authority

The Board of Directors shall have control of all affairs of FSCO and have general authority over all committees.

Section 6: Contracts

No major contract, such as engaging professionals, or booking performances shall be entered into on the part of FSCO except as authorized by the Board of Directors.

Section 7: Regular Meetings

Regular meetings of the Board shall be called once a month, with a minimum of ten (10) meetings per year being held. Directors must receive written notice of these meetings at least five days prior to the meetings.

Section 8: Special Meetings

Special meetings of the Board of Directors may be called by the President or may be called by written notice signed by three Directors.

Section 9: Quorum

One-half of the total officers and one-half of the Directors shall constitute a quorum.

Section 10: Filling Director and Officer Vacancies

All vacancies on the Board of Directors or among the elected officers shall be filled by a majority vote of all the remaining members of the Board of Directors. FSCO members appointed to fill such vacancies shall fulfill the term of the Director vacating the position. Vacancies must be filled within sixty (60) days of the date the vacancy officially occurred. The official vacancy date shall be documented in writing.

Section 11: Handling of Special Funds

The Board of Directors may designate from time to time any member(s) to handle special funds of FSCO (such as shows, competitions, etc.) and such member(s) shall make a complete report to the Treasurer and be responsible for such special funds and remit any balance to the Treasurer.

Section 12: Absentee Votes

Absentee votes will be accepted at meetings of the Board of Directors. However, such votes must be presented in writing to one of the Officers, and must be accompanied by the signature of the Director voting in absentia.

Section 13: Open and Closed Board Meetings

Monthly Board meetings will be open to all members of the FSCO, except on occasions that the Board of Directors deems it necessary to have a meeting open only to Board Members to discuss any sensitive issue brought to the Board's attention.

Section 14: Compensation

Directors shall not receive compensation for their services as such. 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 15: Standard of Conduct

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 in good faith, in a manner the Director or Officer reasonably believes to be in the best interests of the Club, 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 16: 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 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, 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, or 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 17: 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 VIII

Officers and Duties

Section 1: Club Officers

The elected officers of FSCO shall be a President, a Vice President, a Secretary, and a Treasurer. One person may not hold multiple offices at one time. Officers must be Directors of FSCO.

Section 2: Officer Term Limits

Each officer shall serve for a term of one year, or until his/her successor shall take office. Officer terms are limited to no more than 3 consecutive years in any one office, unless there is no successor.

Section 3: Qualifications for Officers

Officers must be at least 18 years of age and Full Members of FSCO.

Section 4: Qualifications for Officer Candidates

A candidate for election to any of the above offices in FSCO shall have been a Full Member for a period of at least one calendar year at the time of nomination and election. A candidate for the office of president shall have been a member of the board of directors for a minimum of one year.

Section 5: Election of Officers

The officers of FSCO shall be elected by the Board of Directors at each regular annual meeting of the Club.

Section 6: Duties of the President

The President shall preside at all meetings of the FSCO and the Board of Directors, and perform the other duties as determined by the Board of Directors.

Section 7: Duties of the Vice President

The Vice President shall preside and perform the duties of the President in his/her absence.

Section 8: Duties of the Secretary

The Secretary shall:

- conduct all official correspondence of the FSCO
- keep records of all meetings of FSCO and the Board of Directors
- issue written notices to all members of all general or special membership meetings of FSCO
- perform such other duties as may be assigned to him/her by the Board of Directors

Section 9: Duties of the Treasurer

The Treasurer shall:

- keep and maintain a complete and accurate account of all financial affairs and transactions of FSCO
- pay all proper and approved bills and debts of FSCO, keeping proper vouchers
- make a report of the finances of FSCO, as complete as they may be, at the annual membership meeting
- submit a detailed report, audited by a Certified Public Accountant or by a three person Audit Committee appointed by the Board of Directors, of the financial transactions for the preceding fiscal year
- perform such other duties as may be assigned to him/ her by the Board of Directors
- give bond in a sum as may be determined by the Board of Directors

The Treasurer's disbursement authority shall be determined annually by the Board of Directors.

Section 10: Officer Resignation

Any officer may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the notice is received.

Section 11: Termination

An officer may be removed from their position by the Board of Directors with a majority vote of all directors, with the exception of the director to be voted upon, if it is judged to be in the best interests of the Club. Removal shall be without prejudice to the contract rights, if any, of the person so removed.* The Board of Directors shall vote as to if the officer is removed from only their officer position or from their position and the entire Board of Directors.

* A without prejudice clause in a contract ensures that each party in the contract maintains their legal rights and privileges. Neither party will have a loss of rights.

ARTICLE IX

Skating Director

Section 1: Hiring

The Board of Directors may hire a skating director for the organization.

Section 2: Role

The skating director oversees the daily operations, management, and other duties subject to approval by the Board of Directors.

Section 3: Compensation

The skating director shall receive compensation for their services.

Section 4: Voting

The Skating Director has equal voting rights on non-conflicting issues as all other Board of Directors.

Section 5: Quorum at Board Meetings

The skating director shall be counted when establishing quorum.

Section 6: Resignation

The skating director may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the notice is received unless the notice states a specific date.

Section 7: Termination

The skating director may be removed from their position by the Board of Directors with a majority vote of all directors if it is judged to be in the best interests of the Club. Removal shall be without prejudice to the contract rights, if any, of the person so removed.*

* A without prejudice clause in a contract ensures that each party in the contract maintains their legal rights and privileges. Neither party will have a loss of rights.

ARTICLE X Nominations and Elections

Section 1: There shall be a nominating committee selected at least eight weeks prior to the annual meeting of FSCO for all open positions on the Board of Directors.

Section 2: Re-election of Current Directors

Directors whose term is expiring may choose to remain a member of the Board of Directors for a following term(s) unless their seat is contested. In such case, they will be voted upon with the other nomination(s).

Section 3: The nominating committee shall present the nominees to the Board of Directors.

Section 4: Approval/Voting

- a. If there are equal or less nominees than open Board of Director Positions, nominees shall be approved by the current Board of Directors with a two-thirds vote.
- b. If there are more nominees than open Board of Director Positions, nominees shall be voted upon by the members of FSCO in attendance at the annual meeting by a majority vote.
- c. Members elected to the Board of Directors for the ensuing year will be installed at the annual meeting.

ARTICLE XI

Fiscal Year

For purposes of accounting, the fiscal year of FSCO shall begin on June first of each year and end on May thirty- first of the following year.

ARTICLE XII

Dues and Fees

The amount of dues, of ice, and other fees to be paid by members shall be determined annually by the Board of Directors. They shall decide the dues and fees for the various classes of membership which need not necessarily be equal as between classes, but shall be uniform within a class and for like privileges.

ARTICLE XIII

Committees

The President, with the approval of the Board of Directors, shall, as soon as practicable after the annual meeting, appoint such committees as are necessary to properly administer the affairs of FSCO.

ARTICLE XIV

Records

Section 1: Maintenance

For a minimum of three years, FSCO shall keep record of:

- a. Board of Director meetings
- b. Accounting transactions
- c. Financial Statements
- d. Articles of Incorporations
- e. Bylaws
- f. Changes to member class or category
- g. Names and contact information for current Directors
- h. Corporate report to the State
- i. Record of Members

Section 2: Viewing

Members of FSCO who are in good standing for a minimum of three months, may request to view any club records. Requests should be submitted in writing to the Board of Directors. **The club will provide the requested documents within 14 days.**

Section 3: Membership List

The FSCO membership list or any part thereof may not be obtained or used for any purpose unrelated to interests of FSCO, used to solicit money or property, used for any commercial purpose, or sold to any person.

Section 4: Financial Statements

Upon the written request of any FSCO member, the Club shall provide the most recent annual financial statements and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

ARTICLE XV

Banking Authorization

The Board of Directors is authorized to determine how checks, notes and similar instruments of FSCO shall be signed, countersigned, or endorsed, and where and how funds of FSCO shall be deposited or invested.

ARTICLE XVI

Amendments

A review of the FSCO Bylaws should be done at a minimum of every three years by a committee of the board of directors.

These bylaws may be amended by a 2/3 vote of the Board of Directors at any regular or special meeting, provided the written notice calling said meeting states the general nature of any proposed bylaw amendments.

ARTICLE XVII

Conflict Resolution

Section 1: Due Process

The Board shall have the power to discipline, suspend or expel any club member for violations of the FSCO Bylaws. No member shall be expelled or suspended without the right to a hearing.

Section 2: Procedure

- Any member(s) having a complaint against another member for the infraction of any law or rule, other than skating rules, shall file a report in writing to the Board of Directors within thirty (30) days of the alleged complaint.
- The report shall document the facts of the case together with the names of witnesses, if any.
- After receiving such a complaint, a hearing of the Board of Directors with established quorum shall be held within 14 days to investigate it. The complainant(s) and the member(s) complained against shall receive at least seven (7) day's notice of such hearing and may be heard with their witnesses.

Section 3: Resolution

Final decisions will be made on each case by the Board of Directors. All parties will be mailed the written decision within 14 days of the hearing.

ARTICLE XVIII

Non-Discrimination

The officers, directors, coaches, members, and persons served by this association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of FSCO not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, political service or affiliation, color, religion, or national origin.

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of the Figure Skating Club of Omaha and that she is authorized to execute this certificate on behalf of FSCO and the

foregoing is a complete and correct copy of the presently effective Bylaws of the Figure Skating Club of Omaha.

These Bylaws were last amended on ***date***.

Name
Role

Date