

By-Laws Of The
Nashville Figure Skating Club

ARTICLE I

NAMES AND OFFICES

Section 1. Name. The organization was incorporated under the laws of the State of Tennessee as the “NASHVILLE FIGURE SKATING CLUB” (the “Club”).

Section 2. Principal Office. The principal office of the club shall be located at Centennial Sportsplex, 222 25th Avenue North, Nashville, TN 37203.

Section 3. Registered Office. 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, and shall be located in the State of Tennessee.

ARTICLE II

PURPOSE

Section 1. Purpose. The Club is a non-profit corporation organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the purpose of the Club is to encourage the instruction, practice and advancement of its members in moves in the field (MIF), free skating, pair skating, dancing, precision skating, basic skills and all types of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, to produce, or cooperate in the production of figure skating competitions, exhibitions, ice carnivals or shows; and generally to perform such other acts as may be necessary, advisable, proper, or incidental to the realization of the objects and purpose of this organization; all for the ultimate purpose of supporting, promoting, and participating in national and international competitions in connection and conjunction with the rules and general policies and guidelines of the U.S. Figure Skating Association. All receipts of the Club shall be used in the furtherance of the purposes and objectives of the Club.

ARTICLE III

MEMBERSHIP

Section 1. Classes of membership.

- A. Senior Members. Senior members shall be at least eighteen (18) years of age. In addition to the privileges authorized by the United States Figure Skating Association By-laws, they shall have the right to vote, hold office and shall enjoy the privileges of the Club. In accordance with the USFSA By-laws, ineligible persons in skating shall have the right to vote but not hold office.
- B. Junior Members. Junior members shall be under eighteen (18) years of age and shall not vote or hold office, however, they shall enjoy all other privileges of the club.
- C. Associate Members. Associate members shall not vote, hold office, or have other privileges of the Club except those relative to the use of ice and competing of basic skills.
- D. Honorary Members. Honorary members may be elected by a two-thirds vote of the Senior members present at any meeting of the Club. Honorary members shall be free from initiation fees, dues and assessments. They may represent the Club in exhibitions and attend ice skating sessions under the same rules governing other members. They shall not vote, hold office or be entitled to other privileges of the Club.

Section 2. Election of Directors. The Board of Directors shall be nominated and elected by the Senior members.

Section 3. Application for membership. Each candidate for membership must make an application with the Membership Committee which states his name, age, date of birth, phone number and address and includes an agreement to comply with the By-Laws. All applications in compliance with the foregoing requirements shall be considered to be accepted upon receipt of appropriate dues.

Section 4. Arrears for dues. Arrears shall be defined as a failure to pay on or before the due date. Any member in arrears for dues or any other indebtedness shall be notified by mail at his last know address. If the arrearage is not paid within one (1) month thereafter, the name of such delinquent member shall be reported to the Board of Directors at its next meeting. The Board may drop from the roll the name of any such delinquent member. A member dropped from the roll for non-payment of dues or other indebtedness will be reinstated to membership upon payment of any arrearage.

Section 5. Arrears for Dues Restrictions. No member in arrears for dues or other indebtedness shall be eligible to hold office, vote, be tested or compete as a member of the Club.

Section 6. Board Approval for Competition or Exhibition. No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board of Directors or its delegate.

Section 7. Responsibility for Guests. Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club's property at their request.

Section 8. Prospective Members. Prospective members shall be allowed use of the facilities upon approval of the Chairman of the Membership Committee or a member of the Board of Directors. Said prospective member may be charged a reasonable fee for the use of the facilities.

Section 9. Affiliate Club Skaters. Any visiting USFSA or CSFA club member may utilize the facilities of the Club upon approval of the member of the Board of Directors. The visiting skater may be charged a reasonable fee for such use.

Section 10. Competitive Financial Assistance. Competitive members obtaining financial support from the Nashville Figure Skating Club must use Nashville as their primary training ground except with the prior approval of the Board of Directors.

Section 11. Code of Conduct. Members shall adhere to the code of conduct rules and guidelines set forth by the current USFS rule book.

ARTICLE IV

CLUB MEETINGS

Section 1. Regular Meetings. There shall be at least two (2) regular Club Membership meetings annually. Meetings shall be held during the Fall and Spring. The Spring meeting shall be for the purpose of the election of members to the Board of Directors due to the expiration of terms or other vacancy, and all Regular meetings shall allow transaction of business as may properly come before the Meeting.

Section 2. Special Meetings. The Secretary shall call Special Meetings at the direction of the President or upon the written request of five (5) Senior members, in good standing. No business shall be transacted at a Special meeting except that of which notice is given.

Section 3. Voting List. The Secretary or his agent shall make available, at each regular and special meeting of the membership, a complete list of Senior members, arranged in alphabetical order. Such list shall be open at the place where such meeting is held and shall be subject to examination by any Senior member in attendance at such meeting.

Section 4. Quorum. Twenty (20%) percent of Senior membership set forth by the voting list shall constitute a quorum for the transaction of business.

Section 5. Notices. Notices of Regular and Special meetings shall be mailed by the Secretary to every Senior member at least fifteen (15) days in advance thereof.

Section 6. Parliamentary Procedures. The Robert's Rules of Order shall govern the parliamentary procedure at Regular and Special meetings.

ARTICLE V

DIRECTOR'S QUALIFICATION AND ELECTION SPECIAL CORPORATE ACTS

Section 1. Number of Directors. There shall be a Board of Directors composed of eleven (11) Senior Members.

Section 2. Terms of Office. Three (3) Directors shall be elected every third year, and four (4) Directors shall be elected in each of the other two years at the Spring Membership meeting and said Directors shall serve for a period of three (3) years or until their successors are elected or appointed as hereinafter.

Section 3. Qualifications. Any candidate for the Board of Directors must be a Senior Member in good standing.

Section 4. Nomination of Directors. Nominations for Directors shall be subscribed by a Senior Member and the candidate shall be submitted to the Election Committee no less than fourteen (14) days prior to the Spring Membership meeting.

Section 5. Election of Directors.

A. Not less than thirty (30) days prior to the Spring Membership meeting, the Board of Directors shall appoint an Election Committee consisting of three (3) Senior Members, none of which may presently be a director. Notice of the appointment of the Election Committee shall accompany the notice required hereinabove for the Spring Membership meeting.

B. The Election Committee shall meet, elect a Chairman and prepare a ballot which shall include all nominations submitted and provide for write-in candidates which may be nominated from the floor.

C. Senior members who cannot attend the Spring membership meeting shall be entitled to vote for Directors by absentee ballot. Requests for absentee ballots shall be in writing and directed to the Chairman of the Election Committee who shall comply with such request immediately upon receipt thereof. Procedures for the return of the absentee ballots shall be determined by the Election Committee, however, such ballots must be received by the Election Committee prior to the ballots being counted at the Spring Membership meeting.

D. In the event that candidates for any one vacancy shall receive an equal number of votes, a re-vote shall be taken at the same annual meeting to determine a winner.

Section 6. Method of Voting. Each senior Member shall be entitled to cast as many votes as there may be Directors to be elected but may not cast more than one (1) vote for any candidate. Votes shall be by secret ballot and shall be tabulated by the Election Committee. The candidates

receiving the greatest number of votes shall be declared elected and the Election Committee shall publish and certify the results of such election.

Section 7. Appointment of Replacement. If a Directorship shall become vacant due to a resignation, withdrawal or death, the Board of Directors may appoint a Senior Member to fill such vacancy until the next Spring Membership Meeting, at which time a Director shall be elected to fill the unexpired term. Withdrawal shall be defined as missing three (3) consecutive meetings without approval of the Board of Directors.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Meetings.

A. The Board of Directors shall meet at least once a month. The date of such meeting shall be established by the President.

B. Any four (4) members of the Board of Directors may call a meeting upon seven (7) days written notice to all members of the Board of Directors. The notice shall state the date of the meeting and the purpose for which the meeting is called.

Section 2. Quorum. Five (5) members shall constitute a quorum.

Section 3. Authority. The Board of Directors shall have entire authority in the establishment of managerial policy, approval of financial expenditures in excess of Two Hundred and 00/100 (\$200.00) Dollars and general control of all Club property.

Section 4. Rules. The Board of Directors shall: make such rules as it deems 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 government of the committees appointed by them.

Section 5. Appropriations. All appropriations from the funds of the Club in excess of Two Hundred Dollars (\$200) shall be approved by the Board of Directors.

Section 6. Officers. The Board of Directors shall have the power to elect and remove the officers of the Club.

Section 7. Audits. The Board of Directors may audit records of the Secretary, Treasurer and the Committees, or may have such records audited by an independent professional.

Section 8. Indebtedness. The Board of Directors shall have the power to limit the indebtedness for a member of the Club.

Section 9. Suspend or Expel. The Board of Directors shall have the power to suspend or expel any member for violation of the By-Laws or for conduct which it shall deem improper, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing.

Section 10. Readmission to Membership. The Board of Directors may readmit to membership any former member expelled by it.

Section 11. Standing Committee. The Board of Directors shall

appoint all Standing Committees and such other committees as it shall deem appropriate with full authority over them except as hereinafter provided.

Section 12. USFSA Delegates. The Board of Directors shall elect a Delegate or Delegates to the United States Figure Skating Association. The Club Secretary shall inform the Association's Secretary, in writing, of the name and address for the Delegate(s) elected. Said Delegate(s) may attend the Association's meetings, either in person or by proxy. The Board of Directors may pay the traveling expenses of the Delegate(s) to such meetings.

Section 13. Professional or Clerical Assistance. The Board of Directors shall have the authority to make appropriations for professional or clerical assistance as it deems to be necessary or beneficial to the existence and operation of the Club.

Section 14. Fees, Dues, and Assessments. Shall be set at the discretion of the Board of Directors in accordance with these By-Laws.

ARTICLE VII

GRIEVANCES

Section 1. Members. Any member or members having a complaint against another member for the infraction of any By-Law or rule may report the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case, together with names of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held within thirty (30) days to investigate same and a copy of the complaint shall be mailed to the member complained of at least fifteen (15) days prior to the meeting.

The complainant or complainants and the member complained of may be heard with their witnesses at the meeting. The Board of Directors shall report action taken to the parties within seven (7) days of the meeting. An appeal from the decision of the Board of Directors may be taken to the Club by serving a written notice of such appeal on the Secretary within seven (7) days of the receipt of the Board's report. A Special Meeting of membership shall be called within thirty (30) days for the consideration of the case. A two-thirds (2/3) of the Senior members present shall be necessary to reverse any decision made by the Board of Directors.

Section 2. Directors. The membership may remove a Director at any meeting of the members called for such purpose. The Board Member shall be provided a copy of the charges against him at least ten (10) days in advance of such meeting. The Board Member shall be given the opportunity at the meeting to defend himself against the charges. A vote by ballot shall be taken and the vote of two-thirds (2/3) of the Senior Members present shall be required for removal of any Director.

ARTICLE VIII

OFFICERS

Section 1. Officers. The officers shall be President, Vice-President, Secretary, Treasurer and such other officers as the Board of Directors shall deem necessary or appropriate.

Section 2. Duties of President. It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club and of the Board of Directors. The President shall have: the entire supervision and management of Directors; the power to suspend any member for violating the By-Laws or rules of the Club, subject to approval of the Board of Directors; the power to call special meetings and Club meetings. The President together with the Secretary shall sign all agreements and contracts made by the Club. The President shall have the authority to approve any expenditure of the Club not in excess of Two Hundred Dollars (\$200).

Section 3. Duties of Vice President. It shall be the duty of the Vice President to assist the President in the discharge of his duties and in his absence to assume the duties and officiate in his stead.

Section 4. Duties of Treasurer. The Treasurer shall have charge of the funds of the Club and shall prepare a budget and shall keep a record of all receipts and disbursements and shall render a written record to the Board of Directors at each regular meeting thereof. The funds shall be deposited in the name of the Club with a registered financial institution, insurance company or licensed securities dealer approved by the Board of Directors. All disbursements by check in excess of Two Hundred Dollars (\$200) shall be signed by both the Treasurer and the President or one of them and another designated officer or member of the Board of Directors.

Section 5. Duties of Secretary.

A. It shall be the duty of the Secretary to keep the Minutes of the Meetings of the Club and of the Board of Directors and to supervise all reports and documents connected with the business of the Club; to supervise keeping a current membership roll.

B. The Secretary shall furnish new members with a copy of these By-Laws.

C. The Secretary shall supervise the correspondence of the Club and prepare and issue notices of all meetings of the Club and Board of Directors.

ARTICLE IX
ELECTION OF OFFICERS

Section 1. Officers. The President, Vice President, Secretary and Treasurer (which offices may be combined at the Board's discretion) shall be elected by the Board of Directors at their first regular meeting subsequent to the Spring Membership meeting and shall hold office for one (1) year or until such time as a successor is elected by the Board. The Board of Directors may elect members who are not directors, in which case such officer will become ex-officio members of the Board of Directors with the right to attend and take part in all Board of Directors meetings, but with no right to vote.

ARTICLE X
COMMITTEES

Section 1. Names of Standing Committees

Arena Management and Professional Committee
Election Committee
Hospitality Committee
Membership Committee
Publicity and Promotions Committee
Sanctions, Exhibitions and Competition Committee
Test Committee
Fundraising Committee
Corporation Sponsorship Committee
Publications and Newsletter Committee

Section 2. Committee Members. Each Standing Committee Chairman shall be a Senior Member of the Club appointed by the Board of Directors. The Chairman shall appoint such other members of the Committee as he shall deem necessary or desirable. The President of the Club shall be an ex-officio member of each committee.

Section 3. Duties and Responsibilities.

A. Arena Management and Professional Committee. To act as the Club's representative in dealing with the ice arena management and liaison with skating professionals.

B. Election Committee. Such duties as are hereinabove set forth in Article V, Section 5.

C. Hospitality Committee. To provide test luncheons and competition meals. To supervise, direct and control such other functions or make such other provisions for hospitality as the Board of Directors may direct.

D. Membership Committee. Review of applications for membership to insure compliance with Article III, Section 3, and in addition thereto such activities, responsibilities and duties as may be assigned by the Board of Directors.

E. Publicity and Promotions Committee. Shall be responsible for publicity, promotion and public relations for the Club.

F. Sanctions, Exhibitions and Competition Committee. Shall have charge of exhibitions and coordinate the scheduling and conduct Club competitions as the Board of Directors shall direct. Shall act as the Club's representative in securing sanctions required by the USFSA.

G. Test Committee. To provide for testing in compliance with the rules and regulations of the USFSA, setting dates, contacting judges and keeping the proper Club records in connection with such testing.

H. Fundraising Committee. Shall be responsible for fundraising for the Club.

I. Corporate Sponsorships. Shall be responsible for obtaining corporate sponsorship for the Club.

J. Publications and Newsletter Committee. Shall be responsible for the composition, printing and distributions of all publications created to provide information to the general Club Membership and of the Club newsletter.

ARTICLE XI
AMENDMENTS

Section 1. Amendments. These By-Laws may be amended by an affirmative vote of two-thirds (2/3) of the Senior Members present at any regular or special meeting of the members provided such amendment shall have been mailed to each Senior Member of the Club at least ten (10) days prior to the meeting at which said proposed amendment is to be considered.

ARTICLE XII
DISSOLUTION

Section 1. Method of Approval. Upon the recommendation of a majority of the Board of Directors to dissolve the Club, a Special Membership Meeting shall be called and a final approval by two-thirds (2/3) of the Senior Members present shall be required.

Section 2. Liquidation of Assets. In the event of dissolution of the Nashville Figure Skating Club, the Board of Directors is empowered to act as trustees and supervise the liquidation of the Club's assets.

Section 3. Distribution of Assets. Any and all remaining assets of the Club after liquidation shall be donated to the United States Figure Skating Association Memorial Fund, which is designated a 501(c)(3) organization under the Internal Revenue Code. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4. Final Report. A final report of such liquidation and distribution of assets, as outlined above, shall be made to a Special Membership Meeting within sixty (60) days of the date of disposal of the assets of the Club.