

Constitution and By-Laws  
Of the  
Skating Club of North Carolina

Member Club  
Of the  
United States Figure Skating Association

Adopted: April 19, 1988  
Revised: March 2, 1991  
Revised: August 12, 1992  
Revised: July 14, 1999  
Revised: August 16, 2004

## Article I

### Name and Corporation

Section 1        NAME: The Organization was incorporated under the laws of the state of North Carolina as the Triangle Figure Skating Club, Inc., September 17, 1986. On March 2, 1991 the General Membership voted to change the Club's name to the Skating Club of North Carolina, Inc. Effective June 22, 1992 the articles of incorporation were amended and filed with the State of North Carolina that the Club shall henceforth be known as the Skating Club of North Carolina, Inc.

Section 2        PRINCIPAL OFFICE: The principal office (home ice) of the Club shall be located at the Raleigh IcePlex, 2601Raleigh Blvd., Raleigh, North Carolina.

Section 3        REGISTERED OFFICE: The registered office of the club may be the same as the principal office of the Club, but in any event must be located in the State of North Carolina, and the business office of the registered agent. The mailing address shall be posted in a prominent place in the Principal Office.

## Article II

### Purpose

Section 1        PURPOSE:

- a. The purposes for which the corporation was organized are: The purposes of the Corporation are entirely civic, educational, and non profit. To promote, foster, and encourage full participation in the growth and development of Figure Skating; to encourage and assist amateur Figure Skating, and participation local and international competition; to educate and inform the public of all benefits to be derived from Figure Skating; to establish a club that will provide membership for individuals interested in the promotion of educational activities concerning figure skating and to take all steps necessary to promote amateur Figure Skating in the State of North Carolina.
- b. To encourage the instruction, practice, and advancement of its members in compulsory figures, moves in the field, power skating, free skating, pair skating, ice dancing, precision skating 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 purposes of this organization; and to carry out the general policies of the United States Figure Skating Association.

Section 2 ANCILLARY PURPOSES: To do and engage in all lawful activities that are in furtherance of the general purposes of the corporation.

Section 3 STATUTORY POWERS: To have and exercise the general powers specified in North Carolina Statute 55A, as now in force or hereafter amended, but not to exceed the powers of an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, its amendments and supplements thereto.

## **Article III**

### **Membership**

Section 1. CLASSES OF MEMBERSHIP: Classes of membership shall include at least: Senior Members, Junior Members, Associate Members, Collegiate Members, Honorary Members and Family Memberships as defined herein:

- 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 all 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. Junior membership shall require that a parent or guardian of the skater join the club as a sponsor.
- c. Associate Members. Associate Members shall not vote, hold office or have other privileges of the Club except those relative to use of ice and testing. Their association is a means for expression of their interest in the Skating Club of North Carolina. Associate Members shall be admitted to the Club upon payment of dues which shall be equal to no more than eighty (80%) percent of the annual dues charged to Senior Members.
- d. Honorary Members. Honorary members may be elected by a two-thirds (2/3) vote of the Senior Members present at any meeting of the Club. Honorary Members shall be free from initiation fees, dues or 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.
- e. Collegiate Members. Collegiate Members must be enrolled as a full time student at an accredited college or university. Collegiate Members shall have all privileges of a Senior Member, listed in Article III, Section 1a.
- f. Family Membership. Family Membership will include any members of an immediate family with all club privileges unless prohibited by age or ineligibility. A family membership shall be represented by a single vote, the equivalent of one Senior Member vote.
- g. Membership shall be open to all interested parties without regard to race, creed, religion, age or sex.

Section 2. ELECTION OF DIRECTORS: The Board of Directors shall be nominated by a nominating committee elected by the Board of Directors by the Spring General Membership Meeting. The board of directors shall be elected by the voting members at the Club's Spring General Membership Meeting.

Section 3. APPLICATION FOR MEMBERSHIP: Each candidate for membership must make an application with the Membership Committee which states his name, occupation 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 the 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 known 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 of Directors may drop from the roll the name of any such delinquent member. A member dropped from the roll for nonpayment of dues or other indebtedness will be reinstated to membership upon payment<sup>6</sup> of any arrearage.

Section 5.       **ARREARS FOR DUES RESTRICTIONS:** No member in arrears for dues or other indebtedness to the club shall be eligible to hold office, vote, be tested, compete, or obtain scholarships or other funding 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 or 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 DFSA club skater may utilize the facilities of the Club upon approval of a member of the Board of Directors and the visiting skater may be charged a reasonable fee for such use.

Section 10.      **DUES.** The board shall establish and review each year a dues schedule. It shall be approved by the board at their regular meeting prior to the start of registration for the new membership year. Fees set shall reflect number of members and be balanced with expenses projected.

Section 11.      **MEMBERSHIP YEAR.** The membership year will begin July 1 and will end June 30 of the following year, concurrent with the USFSA membership year.

## **Article IV**

### **Club Meetings**

Section 1.       **REGULAR GENERAL MEMBERSHIP MEETINGS:** There shall be two Regular Club Membership Meetings each year; one in the spring and one in the fall. The dates will be determined by the Board of Directors. The Spring meeting shall be for the purpose of 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 GENERAL MEMBERSHIP 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/her agent shall make available, at each regular and special general membership meeting, a complete list of voting 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 voting Member in attendance at such meeting.

Section 4. QUORUM: Twenty (20%) percent of voting 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 voting Member at least fifteen (15) days in advance thereof.

Section 6. DISTRIBUTION OF MINUTES: Minutes of all General Membership Meetings will be kept by the Secretary and approved at the next regular board meeting and posted at the Club's skating headquarters.

Section 7. MEETING CONDUCT: All meetings of the club shall be conducted according to standard parliamentary procedures.

## **Article V**

### **Director's Qualification and election Special Corporate Acts**

Section 1. NUMBER OF DIRECTORS: There shall be a Board of Directors composed of nine (9) voting Members, effective with the first Spring General Membership Meeting following the adoption of these By-Laws.

Section 2. TERMS OF OFFICE: Three (3) Directors shall be elected each year 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 provided.

Section 3. QUALIFICATION: Any candidate for the Board of Directors must be a member in good standing; qualified to vote. One and only one of the Directors may be from the same family. A professional in skating may not serve on the Board of Directors.

Section 4. NOMINATION OF DIRECTORS: Nominations for Directors subscribed by a member in good standing qualified to vote, shall be submitted to the nominating committee no less than thirty (30) days prior to the Spring general membership meeting.

Section 5. ELECTION OF DIRECTORS:

- a. There shall be an Nominating Committee consisting of three (3) Members appointed by the Board of Directors on or before the regular Spring General Membership Meeting. One member of the committee must be a board member who is not up for reelection. The Nominating Committee shall consist of three (3) Members in good standing qualified to vote, none of which may presently be a director or a professional in skating.
- b. The Nominating Committee shall meet, elect a Chairman and prepare a ballot, which shall include all nominations submitted.
- c. Members in good standing qualified to vote, who cannot attend the Spring general membership meeting, shall be entitled to vote for Directors by absentee ballot. Absentee ballots shall be mailed to all members along with the meeting notice. Procedures for the return of the absentee ballots shall be determined by the Nominating Committee.
- d. In the event that the 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 Member in good standing, qualified to vote, shall be entitled to cast as many votes as there may be Directors to be elected, but may not cast more than one vote for any candidate. Votes shall be by secret ballot and shall be tabulated by the Nominating Committee. The candidates receiving the greatest number of votes shall be declared elected and the Nomination 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 voting member to fill such vacancy until the next Spring general membership meeting, at which time a Director shall be elected to fill the unexpired term. If appropriate, after three (3) consecutive meetings have been missed without notification, the president may ask that the board member state his or her intentions so that a board seat is not occupied by an inactive participant.

Section 8. TRADE OR BUSINESS: The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or hereafter amended.

Section 9. DISTRIBUTION OF EARNINGS: No part of the net earnings of the corporation shall inure to the benefit of any private individual or member within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended.

Section 10. COMPENSATION: No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation, or substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the corporation.

## Article VI

### Powers and Duties of the Board of Directors

Section 1. MEETINGS:

- a. The board of Directors shall meet at least once in every month during the skating season. The date of such meetings 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, prescribed rules for the admission of nonmembers, fix penalties for offenses against the rules and make rules for the government of the committees appointed them.

Section 5. APPROPRIATIONS: All appropriations from the funds of the Club in excess of Two Hundred and 00/100 (\$200.00) dollars 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. 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 9. READMISSION TO MEMBERSHIP: The Board of Directors may readmit to membership any former member expelled by it.

Section 10. STANDING COMMITTEES: 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 11. USFSA DELEGATE: 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 names and address of 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 12. PROFESSIONAL OR CLERICAL ASSISTANCE: The Board of Directors shall have 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 13. FEES, DUES, AND ASSESSMENTS: Shall be set at the discretion of the Board of Directors in accordance with these By-Laws.

## **Article VII**

### **Conflict Resolution**

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 the 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 voting Members 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 voting 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 the meetings of the Club and of the Board of Directors. The President shall have the entire supervision and management of the Club and its property subject to action of the Board 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 and 00/100 (\$200.00) Dollars.

Section 3. DUTIES OF THE 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 THE 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 report 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 and 00/100 (\$200.00) Dollars shall be signed by both the Treasurer and the President.

Section 5. DUTIES OF THE 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 shall be elected by the Board of Directors at their first regular meeting subsequent to the Spring General 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 of the Board of Directors to fill any such offices, or elect a member who is not on the Board of Directors, in which case such officers 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. STANDING COMMITTEES: The following are recommended standing committees. The Board shall maintain a list of standing committees which shall be reviewed at

the first board meeting of each year. The Board may establish special committees as deemed appropriate for the operations and activities of the Club.

- Arena Management Committee
- Competition Committee
- Dance and Music Committee
- Election Committee
- Fund Raising Committee
- Hospitality Committee
- Membership Committee
- Professional Committee
- Publicity and Promotion Committee
- Sanctions and Exhibitions Committee
- Test Committee
- Volunteer Committee

Section 2. COMMITTEE MEMBERS: Each standing committee shall have a Chairperson and a Vice-chairperson. They shall both be members of the Club in good standing, qualified to vote. The Chairperson shall be appointed by the Board of Directors. The Vice-chairperson shall also be appointed by the Board of Directors, in consultation with the Chairperson. The Chairperson shall appoint such other members of the Committee as he/she shall deem necessary or desirable. The President and Vice-President shall be ex-officio members of each committee.

Section 3. DUTIES AND RESPONSIBILITIES:

- a. Arena Management Committee. To act as the Club's representative in dealing with the ice arena management.
- b. Dance and Music Committee. To supervise, direct and administer the registration and the operations of the Dance program. The Music Committee shall provide music in accordance with USFSA rules.
- c. Election Committee. Such duties as are herein above set forth in Article V, Section 5.
- d. 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.
- e. 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.
- f. Professional Committee. To seek and secure the services of Professional Figure Skaters and to act as liaison between the Professional Figure Skaters and the Board of Directors.
- g. Publicity and Promotion Committee. Shall be responsible for publicity and promotion of the Club.
- h. Sanctions and Exhibitions Committee. Shall have charge of exhibitions and shall act as the Club's representative in securing sanctions required by the USFSA.
- i. 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.
- j. Competition Committee. To coordinate the scheduling and conduct Club competitions as the Board of Directors shall direct.
- k. Fund Raising Committee. To coordinate the scheduling of activities to generate funds for the Club.
- l. Volunteer Committee. To organize recruitment of volunteers for club events and to track volunteer hours completed by club members.

## **Article XI**

### **Amendments**

Section 1. **AMENDMENT PROCESS:** The Constitution and By-Laws shall be amended by a two-thirds (2/3) vote the Board of Directors at any Regular Board Meeting. The proposed amendments shall be distributed to the General Membership, along with a request for written comments, at least fifteen (15) days before the proposed amendments are schedule for action by the Board of Directors. The board may adopt the proposed amendments as written, or alter the proposed amendments in response to written comments. Editorial changes that do not affect the substance are not considered new amendments, and need not be distributed to the General Membership before adoption.

## **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 Members present qualified to vote shall be required.

Section 2. **LIQUIDATION OF ASSETS:** In the event of the dissolution of the Skating Club of North Carolina, 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 assets of the Club after liquidation shall be donated to the United States Figure Skating Association Memorial Fund.

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.

## **Article XIII**

### **Indemnification**

Section 1. **INDEMNIFICATION GENERALLY:** The SCNC hereby declares that any person who serves at its request as an officer, employee, member of the Board of Directors, member or agent of the Board of Directors or as an elected or appointed official of the SCNC in any capacity shall be deemed its agent for the purposes of this Article and shall be indemnified by or on behalf of the SCNC against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened civil, criminal, administrative or investigative suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the SCNC) by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the SCNC and with respect to any criminal action or proceeding had not reasonable cause to believe his or her conduct was unlawful.

Section 2. **DETERMINATION BY COURT IN CRIMINAL ACTIONS:** No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 1 of this Article shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the SCNC, unless and only to the extent that the court in which

such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 4. SURVIVAL OF INDEMNIFICATION: The indemnification provided under Section 1 of the Article XIII shall continue as to a person who has ceased to serve in the capacity designated with respect to actions in his or her official capacity while serving as such and shall inure to the benefit of his or her heirs, executors and administrators.

## **Article XIV**

### **Fiscal Year and Skating Season**

Section 1. FISCAL YEAR: The Fiscal year of this corporation shall be June 1 to May 31.

Section 2. SKATING SEASON: The skating season of this organization will be from September to August but will suit the desires of the Membership in any given year.