# James River Figure Skating Club

# Member club of

**The United States Figure Skating Association**

**Constitution and By-laws**

**Article 1**

**Name**

Section 1.1. The name of this organization shall be “The James River Figure Skating Club”. For all purposes this name may be abbreviated to read “JRFSC”.

# Article II

**Objectives**

Section 2.1 The objectives of the JRFSC shall be to encourage participation in the discipline of ice skating including but not limited to:

1. Encouraging the instruction, practice and advancement of members in all types of ice skating.
2. Sponsoring, producing and cooperating in the production of amateur ice recitals and shows.
3. Carrying out the policies of United States Figure Skating (USFS).

# Article III

**Membership**

Section 3.1 All adult (18 years of age and older) skaters and parents of minor (less than 18 years of age) skaters shall be the members of the Governing Body of the JRFSC, provided that skaters and parents remain in good standing with JRFSC and are active participants in club activities. Active skaters shall be defined as:

1. Registered for the current skating session.
2. Regularly attending skating classes and/or lessons, or providing evidence of reason that attendance is not possible (i.e., injury).
3. In good standing with JRFSC.

Section 3.2 Adults who wish to support the best interests of JRFSC but are neither active JRFSC skaters nor parents of JRFSC skaters may petition the Board of Directors for membership in the Governing Body. Approval of the petition shall be subject to:

1. Majority vote of the Board of Directors.
2. The individual registering as a member of USFS and JRFSC within 30 days of Board approval.
3. The individual remaining in good standing with JRFSC and USFS.

Section 3.3 **Definition**: Good Standing is defined to include but not be limited to:

1. JRFSC registration and fees are up to date.
2. Skater is a registered member of USFS.
3. Adult is a registered member of USFS, if holding a club office or leadership position.
4. Any disciplinary actions on file are resolved and satisfied.

# Article IV

**Skating Year**

Section 4.1 **Definition**: The skating year of the JRFSC shall begin on May 1 of each year and end on the following April 30. This period shall also define the fiscal year of the JRFSC.

**Article V**

**Board of Directors**

Section 5.1. **Powers and Duties**: The Board shall possess all the powers and duties for the management of the affairs of JRFSC, except such powers and duties otherwise limited by this document.

Section 5.2. **Composition**: The Board shall consist of 7 members of the Governing Body.

Section 5.3. **Voting**: Each board member shall carry one vote.

Section 5.4. **Board Term**: Two (three every third year) members shall be elected each year at the annual meeting of the Governing Body. Each Board member shall serve a term of three years. Board member terms shall correspond to Skating Years, beginning on the May 1 following election.

Section 5.5. **Election to the Board**: The President, with approval from the Board of Directors, shall appoint a nominating committee consisting of three members, all of whom shall come from the Governing Body. The committee shall present a slate of no less than the number of open candidates to replace the directors whose terms are expiring. Nominations for Board of Director position(s) may also be made from the floor at the annual meeting. Candidates who are nominated, either by the committee or from the floor, may decline nomination by verbal or written communication to the President prior to the election. The election shall be held at the annual meeting of the Governing Body. Voting shall be by ballot and the candidates receiving the highest number of votes shall be elected to the open board positions.

Section 5.6. **Officers**: The President shall be elected by vote of the Governing Body at the annual meeting. The Vice-President, Secretary and Treasurer shall be elected by the Board of Directors at their first regular meeting following the annual meeting of the Governing Body. Elections shall be by ballot and each officer shall hold the office for a one-year term. No person shall hold the same office for more than three consecutive terms unless approved by the Board of Directors. Any mid-term vacancy of the officers shall be filled by a majority vote of the remaining members of the board.

Section 5.7. **Chair:** The President shall act as the Chair of the Board of Directors.

Section 5.8. **Vacancies**: The position of Board member may be vacated by vote of the Board of Directors if:

1. the Board member is absent from 3 regular board meetings in a skating year— illness, work, or family emergencies to be the exceptions, or,
2. the Board member is not in good standing with JRFSC.

Prior to vacating a Board position, the Board shall provide the member written notice at least 30 days in advance and make reasonable attempt to resolve the issues at hand.

The position of Board member may also be vacated if the Board member states, by written notice to the President or Secretary, the intention to resign.

A Board member who is parent of a skater who becomes inactive during the Board member’s term may petition the Board to remain a member of the Governing Body, subject to the conditions in Section 3.2, above. If the petition is approved, the Board member’s term may continue until expired.

Section 5.9. **Mid-Term Appointment to the Board:** In the event of a mid-term Board member vacancy, the Board of Directors shall appoint a replacement Board member. The candidate receiving the highest number of votes but not seated on the Board from the most recent annual Governing Body election shall be appointed to fill the vacancy after majority approval of the Board of Directors. If no candidates remain unseated from the annual Governing Body election, the President shall appoint a replacement Board member to serve the unexpired term remaining for that seat. Eligibility for mid-term appointment to the Board shall conform to Section 5.2, above.

# Article VI

**Duties of Officers**

Section 6.1. **President**: shall preside over all meetings of the Governing Body and Board of Directors. Shall generally supervise the activities of the JRFSC and shall, with the Secretary, sign all agreements and contracts made by the JRFSC. Shall have the power to suspend or remove a member of the Board of Directors for violating the By-Laws of regulation of the JRFSC and to appoint replacement Board members to vacant positions, both requiring concurrence of the Board of Directors.

Section 6.2. **Vice-President**: shall perform the duties of the President in their absence, and shall perform all other duties as shall be assigned by the President or Board of Directors, including but not limited to SafeSport Compliance Chair.

Section 6.3. **Immediate Past President**: shall act in an advisory capacity to the President and the Board of Directors. This position is subject to the following guidelines:

1. If the individual’s Board term is not otherwise expired, the individual shall remain a voting member of the Board after completing their term as President. This position shall constitute one of the 7 Board member positions identified in Section 5.2, above.
2. If the individual’s Board term expires concurrent with the conclusion of their term as President, the individual shall be appointed by the President to serve one additional year as a non-voting Board member following their term as President. This appointment shall not constitute one of the 7 Board member positions identified in Section 5.2, above. Alternatively, the individual may also be nominated and approved by the Governing Body to begin a new term as one of the 7 voting Board members.
3. If the individual’s Governing Body membership expires concurrent with the conclusion of their term as President, the individual may be appointed by the President to serve one additional year in an advisory non-voting capacity with no further Board or Governing Body approval needed.
4. If a President serves consecutive terms in that office, the need for an Immediate Past President will be determined to have been met after one year, and no appointment of this office shall be necessary until a new President is elected.

Section 6.4. **Secretary**: shall keep the minutes of the meetings of the Governing Body and the Board of Directors, and shall supervise all reports and documents including a roll of Board membership, together with the date of elections and conclusion of appointments. Shall supervise the correspondence of the JRFSC, and prepare and issue notices of all meetings of the Governing Body and the Board of Directors.

Section 6.5. **Treasurer**: shall be the principal financial officer of JRFSC and shall have the care and custody of all its funds, securities, and evidences of indebtedness, and shall maintain the same in accordance with the instructions of the Board of Directors.

1. Shall receive and give receipts for monies paid on account of JRFSC, and pay out of funds on hand all bills, payrolls, and other just debts of JRFSC of whatever nature upon maturity;
2. Shall be the principal accounting officer of JRFSC and as such prescribe and maintain the methods and systems of accounting to be followed;
3. Shall keep complete books and records of account and prepare and file all local, state, and Federal tax returns, corporation reports, and other required filings and documents as required for JRFSC to remain in good standing with all applicable local, state, and Federal regulatory entities;
4. Shall maintain an adequate system of internal audit and prepare and furnish to the President and Board of Directors monthly statements of account showing the financial position of JRFSC, the financial results of its operations, and the predicted consequences of current operations for future financial solvency;
5. Shall prepare and present an annual operating budget for Board approval along with monthly reports on status of JRFSC finances with respect to the approved budget;
6. Shall receive, control, and distribute as necessary all incoming mail delivered to the JRFSC’s principal mailing address.

Section 6.6. **Parliamentarian**: shall be a Board member appointed by the President on an as-needed basis to assist the President in all matters of the parliamentary procedure arising in the meeting of the Governing Body and the Board of Directors.

# Article VII

**Powers and Duties of the Board of Directors**

Section 7.1. **Meetings**: The Board of Directors shall meet at least once per month. The day, time and place or means of the meeting shall be selected and announced by the President with the approval of the Board. The Annual Meeting of the Governing Body shall be held on or before April 30 of each year as scheduled by the Board of Directors.

Section 7.2. **Quorum**: The presence of at least 5 members of the Board of Directors shall constitute a quorum. A quorum must be present for conduct of any business transacted by the Board of Directors. This shall include all Board members present in person or participating via telecommunications (see Section 7.13, below).

Section 7.3. **Authority**: The authority of the JRFSC shall be administered by the 7-member Board of Directors. They shall manage the affairs and finances of the club and shall have general control over its property.

Section 7.4. **Voting Requirements of Board of Directors**: A majority of affirmative votes cast by members of the Board of Directors present is necessary for the taking of any action by the Board of Directors, except in those instances in which a greater percentage is required by these By-Laws or by law. Votes by proxy or in absentia shall not be accepted.

Section 7.5. **Rules**: The Board of Directors shall adopt, publish, enforce and change rules and regulations consistent with this document for the regulation and administration of the purposes, government, and management of the affairs of the JRFSC. Such rules and regulations shall include: the use of JRFSC property, prescribed rules for admission, fix penalties for offenses against the rules, make rules for their own government and for the committees appointed by them. The JRFSC shall publish a rulebook containing the By-Laws, the official rules of the JRFSC and other matters as determined by the Board of Directors. Annual revisions or updates will be approved by the Board of Directors and provided to the Governing Body.

Section 7.6. **Appropriations**: All appropriations from the funds of JRFSC shall be approved by the Board of Directors.

Section 7.7. **Audits**: The Board of Directors may audit the records of the Treasurer, the Secretary and any committees.

Section 7.8. **Indebtedness**: The Board of Directors shall have the power to limit the indebtedness of the JRFSC.

Section 7.9. **Suspend or Expel**: The Board of Directors shall have the power to suspend or expel any member or skater of the club for violations of the By-laws and rules, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing.

Section 7.10. **Drop and Reinstate Membership**: The Board of Directors may, at a regular meeting, reinstate to the Governing Body membership, without payment of additional fees, any former member.

Section 7.11. **Standing Committees**: The Board of Directors shall appoint all standing committees with full authority over them except hereinafter provided and shall appoint such other committees as they deem necessary. Members of the committees may come from the Governing Body and may include non-members of the Governing Body who are in good standing with JRFSC and serve in the best interest of the club. All appointments shall be on a yearly basis.

Section 7.12. **USFS Delegate**: The Board of Directors shall elect a delegate or delegates to attend USFS meetings, either in person or by proxy, and to be a representative between the USFS and the JRFSC. The Board of Directors may, as it sees fit, pay traveling expenses of the delegate to the USFS meetings.

Section 7.13. **Meetings by Telecommunications:** Any of the Board members may participate in a Board meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present at the meeting and constitutes part of the quorum.

 The Board of Directors may make voting decisions via email or text provided that:

1. Each member of the Board of Directors has agreed in writing to voting via email and or text message prior to the making of any decisions.
2. The emails and or text messages are kept as official meeting minutes.
3. All members must reply with a vote of either in agreement, against or non-vote. Members who do not reply within 24 hours will be deemed to have abstained.
4. All correspondence is addressed simultaneously to all Board members, and a quorum of Board members participates in the correspondence.

# Article VIII

**Standing Committees and Positions**

Section 8.1. The following committees shall be considered Standing Committees or Chairs for the JRFSC: Registration, Test, Competition, Liaison, Ice Show, Finance, Publicity, Conflict Resolution, SafeSport Compliance, and Booster/Fundraising.

Section 8.2. **Committee Membership**: The chair of each committee shall be appointed by the President upon the recommendation of the Board of Directors. Any Standing Committee Chair may be removed by the President with the approval of the Board of Directors. Committee Chairs do not have to be members of the Board of Directors but must be members of the Governing Body of JRFSC.

Section 8.3. **Registration Committee**: shall consist of three (3) or more members, at least one of whom shall be a Board member. The registration committee shall recommend membership fees, keep appropriate records of membership status, recommend class structure for the skating year based on projected enrollment and needs of the club, and provide updates to the Board as needed to assess the standing of members with the JRFSC.

Section 8.4. **Test Chair**: shall supervise the conducting of all tests at club-sponsored sanctioned testing events, the keeping of results thereof; the awarding of certificates and badges thereof, the determinations of fees to be charged, if any; and all other administrative matters common to all tests. Shall receive all correspondence with respect to testing available and notify club members through the website, mailed or emailed notices and/or posting of information on the bulletin board.

Section 8.5. **Competition Chair**: Shall supervise all JRFSC competition participation, both in-club and other. Shall receive all correspondence relating to competitions and shall notify all members of the activities through the website, mailed or emailed notices, and/or posting information on the JRFSC bulletin board.

Section 8.6. **Liaison**: Shall work in conjunction with the skating professional(s), Jamestown Parks and Recreation, the University of Jamestown, and the Jamestown Hockey Boosters Club, in any activities or discussions involving the JRFSC. Shall negotiate ice time rental with Jamestown Parks and Recreation, negotiate scheduling with other clubs and organizations, and present a draft ice schedule each month to the Board for approval.

Section 8.7. **Ice Show Committee**: shall consist of the Show Producer, who is appointed by the Board of Directors for a term of 5 years; three committee members, who are appointed by the Show Producer; and the Show Choreographer, who is selected by the Board of Directors. The Show Committee shall appoint all sub-committees needed for the Ice Show, shall organize the Ice Show and shall have authority over the Ice Show with funds and budget approved by the Board of Directors.

Section 8.8. **Finance Committee**: shall consist of the three (3) members, one of whom is the Club Treasurer. Shall assist and advise the Treasurer in preparation and presentation of an annual budget to the Board of Directors, preparation and examination of financial statements, tax returns, corporation reports, and other financial reports as needed.

Section 8.9. **Publicity Chair**: shall keep the club membership and the public informed of the activities of the JRFSC. This shall include the JRFSC website, local media information, social media platforms, and special event publicity.

Section 8.10. **Conflict Resolution Committee**: shall consist of at least three (3) members of the Governing Body appointed by the President and should not be Board members. This committee shall have jurisdiction over conflict proceedings and disciplinary proceedings.

Section 8.11. **SafeSport Compliance Chair:** Shall be the Vice President of the Board of Directors. The specific duties shall include monitoring the SafeSport policies and procedures, verifying compliance with USFS coaching membership rules regarding background checks and continuing education requirements. Shall serve as initial member of the club for persons to report suspected misconduct or other violations as necessary.

Section 8.12. **Booster/Fundraising Committee**: shall consist of at least 3 members of the Governing Body, at least one of whom is a member of the Board of Directors. The committee shall have jurisdiction over solicitation of funds from Governing Body members, alumni, or any other interested organization. The committee shall operate all club fundraising events under approval of the Board of Directors.

# Article IX

**Governing Body Meetings**

Section 9.1. **Governing Body Meetings**: One (1) Governing Body meeting will be held each year before the end of the Skating Year. Elections to the Board of Directors will be held at this meeting. The Board of Directors shall set the date and time of the meeting.

Section 9.2. **Special Meetings of Governing Body**: The Board of Directors, through the Secretary, shall call special meetings at the discretion of the President, by vote of the board, or upon the written request of ten percent (10%) of the JRFSC Governing Body members.

Section 9.3. **Governing Body Quorum**: Twelve members present shall constitute a quorum. This shall include all Governing Body members present in person or participating via telecommunications (see Section 9.8, below).

Section 9.4. **Notices for Governing Body Meetings**: Notices of regular and special meetings of the Governing Body shall be posted by the Secretary on the JRFSC bulletin board, on the JRFSC website, and/or by special mailing if necessary. No meeting of the Governing Body shall be held unless such notice is provided at least 30 days in advance of the meeting.

Section 9.5. **Presiding Office of the Governing Body**: The President of the Board of Directors, or in his or her absence, the Vice-President, shall preside at all meetings of the Governing Body.

Section 9.6. **Voting Requirements in the Governing Body**: A majority of affirmative votes cast by members of the Governing Body present is necessary for the taking of any action by the Governing Body, except in those cases in which a greater percentage is required by these By-Laws or by law. Votes by proxy or in absentia shall not be accepted.

Section 9.7. **Special Meeting Limitations for Governing Body**: No business shall be transacted at a special meeting except that for which notice was given.

Section 9.8. **Meetings by Telecommunications:** Any of the Governing Body members may participate in an annual or special Governing Body meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting and constitutes part of the quorum.

# Article X

**Amendments to By-Laws and Constitution**

Section 10.1. **Procedure for Amendments**: The Board shall approve proposed amendments to these By-Laws and Constitution and shall present proposed amendments to be acted upon at any annual or special meeting of the Governing Body, provided that the notice of the meeting states the specific text of the proposed amendments. Amendments shall become effective upon such specific date as may be stated in the motion of adoption.

Section 10.2. **Necessary Vote**: A 2/3rds vote of all members of the Governing Body at the meeting of the Governing Body at which the proposed amendment is acted upon shall be necessary for the adoption to these By-Laws and Constitution.

# Article XI

**Conflict of Interest**

Section 11 .1 Whenever a director or officer has a financial or personal interest in any matter coming before the Board of directors, the director or officer shall promptly and fully disclose the interest to the Board, and the Board shall ensure that:

1. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
2. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
4. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

# Article XII

**Conflict Resolution**

Section 12.1. If any club member(s) has a complaint against another member(s) for an infraction of any bylaw or rule other than rink rules or code of conduct, they may file such complaint in writing to the Board. Such complaint will be investigated according to the adopted conflict resolution policy.

# Article XIII

**Rules of Order**

Section 12.1. **Rules of Order at All Meetings**: The rules contained in Robert’s Rules of Order, Revised, shall govern all meetings of the Governing Body and Board of Directors in all instances in which they are applicable and in which they are not inconsistent with these By-Laws and the Constitution. The appointed parliamentarian shall be the administrator in such matters.

Adopted This \_ Day of \_\_\_ , 20\_\_

by the James River Figure Skating Club.

Attest:

, Secretary

, President

Original signed, copy sent to USFSA as per their request of proof of adopting a conflict resolution policy.