

Constitution and Bylaws of The Washington Figure Skating Club

ARTICLE I - Name

The Name of this Club shall be "Washington Figure Skating Club, Inc., of the District of Columbia," which name may, for general purposes and by way of popular reference, be abbreviated to "Washington Figure Skating Club."

ARTICLE II - Objects

The objects and purposes of this Club shall be:

- § 1. To foster and encourage the development of figure skating.
- § 2. To provide for its members, by lease or otherwise, facilities for figure skating.
- § 3. To maintain affiliation of the Club with U.S. Figure Skating, hereinafter referred to as "USFS."¹⁹
- § 4. To encourage, and provide means for, the taking by Club members of figure skating tests as prescribed by USFS.
- § 5. To encourage and assist qualified members of the Club to enter properly sanctioned contests or competitions sponsored by USFS or clubs affiliated with USFS.
- § 6. To stage, sponsor and have members take part in ice-skating shows, carnivals, exhibitions and competitions, which are properly sanctioned by USFS; except that no activity shall be undertaken inconsistent with the provisions for exemption from tax contained in Section 501(c)(7) of the Internal Revenue Code of 1954 or its equivalent in future revenue laws, and any net proceeds (excess, if any, of receipts over expenses to the Club) derived by the Club from such carnivals, etc., if any, shall be paid over to an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code or its equivalent in future internal revenue laws.¹
- § 7. To provide for the members of the Club a qualified professional instructor or instructors of figure skating.

¹ Amended Nov. 18, 1963

¹⁹ Amended June 20, 2007

ARTICLE III - Property and Government

- § 1. The general management and control of the affairs of the Club shall be vested in a Board of Governors consisting of not to exceed fifteen directors elected, as hereinafter provided, from the Adult and Parent Membership of the Club.^{12, 19}
- § 2. The Board of Governors shall have the supervision and control of all of the property of the Club. Property of the Club shall be vested in the Club in its corporate capacity. Any real property belonging to the Club and permanent funds of the Club shall be directly managed and controlled by the Board of Governors.
- § 3. The Board of Governors shall authorize any and all contracts or commitments of the Club, shall elect any and all officers it deems necessary for the proper management of the Club, and shall select and engage any assistants, agents or professional instructors with such duties and compensation as the Board may designate.
- § 4. The Board of Governors, by affirmative vote of two-thirds of its members, may purchase real property and issue bonds and other evidence of indebtedness, except that no capital stock shall be issued by the Club.
- § 5. Members serving on the Board of Governors shall not serve as an officer or a director of any other figure skating club or similar club whose activities shall include ice skating as a substantial part thereof, nor shall members serving on the Board be married or closely related to a professional in skating who is employed by the Club;¹³ however, service as an officer or director of an inter-club association whose membership includes this Club, or of USFS, shall not be excluded.
- § 6. Those serving as members of the Board of Governors, as delegates to the USFS Governing Council or to inter-club associations must be registered with USFS and must have declared the Washington Figure Skating Club as their home club.¹³

ARTICLE IV - Officers

- § 1. The regular officers of the Club shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected from the Board of Governors and all of whom shall serve without compensation. The Board of Governors may elect from the Adult or Parent members additional officers with such powers, duties and compensation as the Board of Governors may designate. Such additional officers shall not thereby be ex-officio members of the Board.¹⁹
- § 2. The President of the Club shall preside at any meetings of the Club and at meetings of the Board of Governors, shall appoint the chairman and members of committees, and shall, with another officer designated by the President, sign all agreements and contracts made by the Club, as authorized by the Board of Governors.¹⁹

¹² Amended Nov. 14, 1976

¹³ Amended Nov. 10, 1982

¹⁹ Amended June 20, 2007

- § 3. The Vice-President shall, in the absence or disability of the President, perform all duties incident to the office of President. In the absence of the President and the Vice-President, the duties of the President shall be performed by a director selected by the Board of Governors.
- § 4. The Secretary shall keep records and minutes of all meetings of the Club and Board of Governors, conduct correspondence on behalf of the Club, send timely notices of all meetings of the Club and of the Board of Governors, and have charge of the corporate seal. The Secretary shall have custody of the correspondence and the records and minutes of meetings, all of which shall at all times be open to inspection by members of the Board of Governors, but to no others without the Board's authority.¹⁹
- § 5. The Treasurer shall, under the supervision of the Board of Governors, keep the books of account of the Club, collect all moneys due the Club, pay out all moneys due to be paid out in settlement of Club indebtedness, have the authority to open a deposit account in the name of the Club, deposit therein the funds of the Club, and draw on such account by check when so authorized by the Board of Governors. The Treasurer shall prepare statements of receipts, expenditures, outstanding obligations of the Club, and the balance of Club funds on hand and where deposited, and shall submit the same at the Regular Annual Meeting of the Board of Governors or whenever else required.

ARTICLE V - Executive Committee

- § 1. The Executive Committee shall consist of the regular elected officers of the Club and one other member of the Board of Governors, to be selected by the Board.
- § 2. During the interval between meetings of the Board of Governors, the Executive Committee shall have in charge the general management and conduct of the Club, and shall possess and may exercise all powers of the Board of Governors as may be necessary for the proper management of all of the affairs of the Club, except that the Executive Committee shall not have the power to purchase real property, manage or control any permanent funds of the Club, issue bonds or other evidence of indebtedness, or take any action contrary to any rule or resolution theretofore adopted by the Board of Governors.
- § 3. All action taken by the Executive Committee shall be reported to the Board of Governors at its Regular Annual or any Special Meeting, and shall be subject to revision or alteration by the Board of Governors, provided that no rights or acts by third parties shall be affected by any such revision or alteration.

¹⁹ Amended June 20, 2007

ARTICLE VI - Election of Directors and Officers

§ 1.

- (a) At least forty-five (45) days before the Regular Annual¹⁴ Meeting of the Adult Membership (including Parent and Professional members) of the Club, the President shall appoint a Nominating Committee of at least three (3) members of the Board, other than the regular officers of the Club, whose duty shall be to nominate at least five (5) and not over ten (10) Adult or Parent Members of the Club as directors for the ensuing three (3) years.^{7, 19}
- (b) *Deleted*¹⁴
- (c) At least twelve (12) days prior to the Regular Annual Meeting of the Club, the Nominating Committee shall deposit in the U.S. mails, addressed to all members eligible to vote, ballots containing the names of all nominees named by the Nominating Committee and also containing one blank space in which members may write in his own additional nominee or nominees (not to exceed five in number). Those members eligible to vote are the Adult, Parent and Professional Members who attained such membership on or before May 1 preceding the Regular Annual Meeting.^{12, 14, 19}
- (d) In order to be counted in the vote, all ballots must be suitably identified and returned to the Nominating Committee at or before the Regular Annual Meeting, or deposited in a ballot box provided for that purpose.
- (e) The five (5) nominees receiving the highest number of votes shall be deemed elected as directors, shall be installed as Members of the Board of Governors, and shall thereafter hold office for a regular term of three (3) years, and/or until their successors are elected. In the event of a fifth place tie, members eligible to vote attending the meeting shall be polled by secret ballot to break the tie.^{2, 12}
- (f) Vacancies on the Board of Governors may be filled from the Adult and Parent Membership of the Club at any meeting of the Board of Governors by majority vote by ballot of the members of the Board present at such meeting.¹⁹

§ 2.

- a) Following the Regular Annual Meeting of the Club, and at least ten (10) days before the Regular Election Meeting of the Board, the President shall appoint a Nominating Committee of at least three (3) directors, other than regular officers of the Club,³ whose duty shall be to nominate at least four (4) directors as regular officers for the ensuing year and to nominate persons from the Adult and Parent Membership to fill such additional offices as may have been authorized under Article IV, § 1.^{4, 19}

At the Regular Election Meeting of the Board, the Nominating Committee shall present a ballot containing the names of all nominees for an election vote by the members of the Board. Election to each office shall be by majority vote.

¹⁴ Amended Apr. 16, 1986

⁷ Amended Nov. 20, 1967

² Amended Apr. 01, 1963

³ Amended Apr. 01, 1963

⁴ Amended Sep. 20, 1954

¹⁹ Amended June 20, 2007

Additional nominations may be made at such meetings upon the joint request of two (2) or more of the members of the Board.

- b) The officers elected at such meeting shall hold office until their successors have been elected.
- c) Vacancies in regular or additional⁴ offices may be filled at any meeting from the Membership of the Board of Governors or, with respect to additional officers only, from the Adult and Parent Membership⁴ by majority vote of the members of the Board present at such meeting.^{4,19}

ARTICLE VII - Meetings

§ 1. The Regular Annual Meeting of the Adult Membership of the Club shall be held each year prior to the end of the fiscal year for the election of directors and for the transaction of such other business as may lawfully come before it. The Board of Governors shall fix the exact time when said meeting shall be so⁵ held and the Adult Membership shall be notified in writing of such meeting at least five (5) days prior thereto.¹⁹

§ 2. The Regular Election Meeting of the Board of Governors for the purpose of installing⁵ newly elected or re-elected members of the Board, for the election of officers and for the transaction of such other business as shall lawfully come before it, shall be held not later than twenty-one (21) days following the Annual Meeting held pursuant to Article VII, § 1, above.⁵

§ 3. Meetings of the Board shall be held at least once each month during the skating season.

§ 4. Special meetings of the Club may be called at any time by the President, by the written request of any five (5) members of the Board, or by the written petition of at least ten (10) percent of the active voting members of the Club. Such meetings shall be limited to the specific purposes for which the meeting is called.

Special meetings of the Board of Governors may be called at any time by the President or by written request of any five (5) members of the Board.¹¹

§ 5. Written notice of all unscheduled meetings shall be given to all members of the Board of Governors at least five (5) days before the time of the meeting, unless waiver of such notice be given in writing by the board member.¹⁹

§ 6. Seven (7) members shall constitute a quorum for the transaction of business at any meeting of the Board of Governors, and twenty-five (25) members shall constitute a quorum for the transaction of business at the Regular Annual Meeting of the Club, but a lesser number may meet and adjourn to a specified day.

§ 7. *Robert's Rules of Order* shall govern the procedure and parliamentary practice of this Club, unless otherwise provided.

⁵ Amended March 19, 1957

¹¹ Amended Apr. 22, 1975

¹⁹ Amended June 20, 2007

ARTICLE VIII - Committees

§ 1. The President shall appoint, to act under the direction of the Board of Governors, the following standing committees from its own membership or from among the Active Membership, or both:

- A Membership Committee to distribute and receive membership applications, register members with USFS and maintain membership records.¹⁹
- A Finance Committee of at least three (3) members to negotiate and recommend contracts to be signed with rink managements and to develop and recommend a budget to the Board of Governors.¹⁴
- A Rink and Program Committee of at least three (3) members to plan and conduct skating sessions, and to establish and enforce suitable rules for the conduct of Club sessions.^{14, 19}
- A Test Committee of at least three (3) members to conduct sanctioned tests.¹⁹

Other Committees as may be deemed necessary or desirable shall be appointed by the President. All matters not confined to a particular committee shall be assigned by the President to a standing or special committee for appropriate action. The President of the Club shall be ex-officio member of all Committees.

ARTICLE IX - Membership

§ 1. The membership of the Club shall consist of seven (7) classes: Adult, Junior, Professional, Parent, Social, Honorary and Basic Skills. Membership is open to all parties interested in figure skating who agree to abide by the Bylaws and Standing Rules of the Washington Figure Skating Club and who are eligible for membership in USFS. The Club admits members of any race, color, creed, or national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to members. It does not discriminate on the basis of race, color, creed or national and ethnic origin in administration of its policies and programs.^{9, 19}

§ 2. *Deleted.*¹⁹

§ 3. The Membership of the Club shall consist of fifteen (15) directors (including Regular Officers) constituting the Board of Governors, and of Members, classed as follows:¹⁹

- (a) **Adult Member:** Any individual who has attained the age of eighteen may join as an Adult Member upon payment of the annual membership. Adult members receive membership in USFS (with eligibility to test and compete in sanctioned events), have testing privileges with WFSC, are eligible to compete in Club competitions and skate on all Club sessions, may vote in Club elections, may serve on the Board of Governors, and are on the mailing list for news and social events.
- (b) **Junior Member:** Any individual who has not attained the age of eighteen may join as a Junior Member upon payment of the annual membership dues. Junior members

- receive membership in USFS (with eligibility to test and compete in sanctioned events), have testing privileges with WFSC, are eligible to compete in Club competitions and skate on all Club sessions, and are on the mailing list. Junior members cannot vote in Club elections or serve on the Board of Governors.
- (c) Professional Member: Professionals in skating may join as members of the Club, and may vote in Club elections¹⁶ but may not serve on the Board of Governors. They shall also be subject to the limitations of activities prescribed by USFS.¹² Professional members receive membership in USFS, have testing privileges with WFSC, are eligible to skate on all Club sessions, and are on the mailing list for news and social events.
- (d) Parent Member: One parent of a Junior Member may be designated by name and join as a Parent Member upon payment of the appropriate dues. Such Parent receives membership in USFS, is entitled to one vote in Club elections, may serve on the Board of Governors, may skate on any Family Session, and is on the mailing list. Parent members do not have testing privileges with WFSC and cannot compete in Club competitions.^{12, 18, 19}
- (e) Social Member: Any individual may join as a non-voting, Social Member of the Club upon payment of the annual membership dues and shall have the privilege of skating a limited number of sessions upon payment of the guest fee. Social membership does not include membership in USFS.⁹
- (f) Honorary Member: The Board of Governors may at any Regular or Special Meeting of the Board, by a majority vote of the members of the Board present and voting at the meeting, elect any person an Honorary Member of the Club, for a stated term not exceeding one year, provided, however, that a person who has once been an Honorary Member may be reelected in the same manner and under the same conditions as provided for above. Honorary Members shall be exempt from annual membership dues, but shall have no vote nor any interest in the property of the Club and cannot be an officer, director, or a member of the Board of Governors of the Club nor a delegate of the Club in U.S. Figure Skating.
- (g) Basic Skills Members receive a Basic Skills membership in USFS, with eligibility to test and compete within the Basic Skills program only. Basic Skills memberships are available only when the Club is currently offering a Basic Skills program. Basic Skills members may skate on any Club session approved as part of a Basic Skills program and are on the mailing list, but cannot vote in Club elections or serve on the Board of Governors.
- § 4. Distinguished Member: The Board of Governors may at any Regular or Special Meeting of the Board, by a majority vote of the members of the Board present and voting at the meeting, elect any person a Distinguished Member in recognition of outstanding skating achievement (i.e., World and Olympic medalists) or contribution to the Club and the sport of figure skating. This designation represents a lifetime membership and the Club shall pay the annual membership dues to USFS for such Distinguished Members, who shall retain all the rights and privileges of WFSC membership according to their specific membership category.¹⁹

⁹ Amended Aug. 24, 1972

¹⁶ Amended March 20, 1996

¹⁸ Amended September 21, 2005

¹⁹ Amended June 20, 2007

§ 6. Deleted¹⁹

§ 7. Deleted¹⁹

§ 8. Deleted¹⁹

§ 9. Deleted¹⁹

§ 10. Membership shall expire at the end of the fiscal year, but may be renewed upon payment of the annual membership fee.¹⁹

§ 13. Professionals in skating may be guests of the Club only upon invitation of the Board of Governors or of the Executive Committee.¹⁰

ARTICLE X - Membership Dues and Fees

§ 1. The amount of the annual membership dues and skating fees shall be decided by vote of the Board of Governors, after receiving the recommendation of the Finance Committee.

ARTICLE XI - Conflict Resolution¹⁷

§ 1. If any Club member(s) has a complaint against another Club member(s) for any infraction of any Bylaw or rule other than skating rules, he or she may file such complaint in writing to the Board. Such complaint will be investigated according to the conflict resolution policy adopted by the Club.

ARTICLE XII - Removal from Office

§ 1. Any member of the Board of Governors who is absent for three (3) consecutive meetings of the Board, without rendering sufficient reason for such absence, may be dropped from office by a majority vote of those present at any regularly called meeting of the Board of Governors. Any officer or director of the Club may be removed from office for cause by a majority vote of the Board of Governors at any duly called meeting thereof.

ARTICLE XIII - Indemnification

§ 1. Indemnification Generally. The WFSC hereby declares that any person who serves at its request as an officer, employee, member of the Board of Governors, chairman or member of any committee of the WFSC or as elected or appointed official of the WFSC in any capacity shall be indemnified by or on behalf of the WFSC against expenses (including

¹⁰ Amended Oct. 09, 1970

¹⁷ Amended August 18, 2004

¹⁹ Amended June 20, 2007

attorney's fees), and 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, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the WFSC) 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 WFSC and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.¹³

§ 2. Determination by Court in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by § 1 of this Article shall have been adjudged to be guilty, unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, in view of all the circumstances of the case, such person is entitled to indemnity for such expense of fines which the court shall deem proper.¹³

§ 3. Determination by Court in Civil Actions. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by § 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 WFSC, 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.¹³

§ 4. Survival of Indemnification. The indemnification provided under § 1 of this Article 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.¹³

ARTICLE XIV - Dissolution¹⁵

§ 1. In the event of dissolution of the Washington Figure Skating Club for any reason, all of the assets and property shall be distributed, or sold and the proceeds of the sale distributed, to the organization that shall be a successor to the WFSC, provided that such organization shall first have obtained a ruling exempting it from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1954 as an organization of the type described in Section 501(3)(c) of the Internal Revenue Code as amended by the Tax Reform Act of 1976 or under the corresponding provisions of any subsequent laws, or if there shall be no successor to the Washington Figure Skating Club, then all of the WFSC's assets and property shall be distributed, or sold and the proceeds thereof distributed, to or among such one or more organizations as may be selected by the Membership of the WFSC, as organizations having objects and purposes similar or related to those of the WFSC, provided that no distribution shall be made to an organization that does not have a ruling exempting it from Federal income taxation as described above and provided further that no part of such assets or property, or the proceeds of the sale thereof, be distributed to or inure to the benefit of any member of the WFSC or any other individual.

¹⁵ Amended Oct. 19, 1988

¹⁷ Amended Aug. 18, 2004

The procedure for dissolution of the WFSC shall be as provided by and in the Nonprofit Corporation Act of the District of Columbia.

ARTICLE XV – Amendments¹⁵

§ 1. The Bylaws may be amended by a two-thirds (2/3) vote of the voting membership of the Club at the Regular Annual Meeting or at a Special Meeting. At least twelve (12) days before such meeting, notice of any proposed amendments, together with the ballot, shall be mailed to each voting member at his last known place of residence.

Amendments to the Bylaws may be proposed by a majority of the Board of Governors or by a petition signed by ten (10) percent of the voting members.¹¹

§ 2. The Bylaws may be amended by a two-thirds (2/3) vote at any regular or special meeting of the Board of Governors, provided notice of any proposed amendment has been mailed to each member of the Board at his last known place of residence at least five (5) days before such meeting.¹¹

¹¹ Amended April 22, 1975

¹⁵ Amended Oct. 19, 1988