

**BY-LAWS
OF
GENESEE FIGURE SKATING CLUB, INC.**

Member Club of the United States
Figure Skating Association

Adopted February 15, 1961
Amended

1965, 1967, 1979, 1982, 1986, 1987, 1996, 2014, July 16, 2019, December 17, 2019

ARTICLE I - NAME AND LOCATION

Section 1. NAME -- This organization shall be known as Genesee Figure Skating Club, Inc.

Section 2. CORPORATE SEAL -- The Corporate Seal shall be:



Section 3. This Club shall have its headquarters at such location as the Board of Governors shall determine.

ARTICLE II – PURPOSE

Section 1. PURPOSE -- The purposes of the Club are: to encourage the instruction, practice, and advancement of the members in all types of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, produce, or cooperate in the production of ice shows; to foster national or international sports competition; to conduct national or international competition in sports; to support and develop athletes for national or international sports competition; 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. The definition of all terminology used here will be consistent with that of the national governing body.

Section 2. LIMITATIONS -- The Club is a nonprofit tax-exempt organization fostering amateur sports competition as defined under Section 501(c)(3) of the Internal Revenue Service Code of 1986, as from time to time amended, and the activities of the Club both directly and indirectly further these objectives.

Section 3. NO PRIVATE BENEFIT -- No part of the net earnings of this corporation shall inure to the benefit of any member, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. No loans shall be made by the Club to any of its members.

Section 4. NO POLITICAL ACTIVITY -- No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code 501 (h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 5. DISTRIBUTION OF ASSETS UPON DISSOLUTION -- The Board of Governors may adopt a resolution that the Genesee Figure Skating Club, Inc. be dissolved and that assets be distributed to the U.S. Figure Skating Memorial Fund, and the World Figure Skating Museum and Hall of Fame in accordance with Section 501 (c) (3) of the Internal Revenue Code. The amounts shall be determined at the time of distribution. If neither of these organizations is exempt under Section 501 (c) (3) of the Internal Revenue Code, assets shall be distributed to a nonprofit organization or organizations as determined by the Board of Governors.

ARTICLE III – OFFICERS

Section 1. OFFICERS -- The officers shall be a President, two Vice Presidents, a Secretary, and a Treasurer, all of whom shall be eligible persons as defined by the rules of United States Figure Skating and shall not be a coach of figure skating. Officers shall be nominated and elected annually by and from the Board of Governors at their first meeting following the Annual Meeting of the members. No person may hold more than one office. First and Second Vice-Presidents are determined by seniority of membership.

Section 2. EXECUTIVE COMMITTEE -- The President, Vice-Presidents, Secretary, and Treasurer shall constitute the Executive Committee of the Board of Governors.

Section 3. OTHER OFFICERS AND COMMITTEES -- The Board of Governors may by resolution appoint such other officers, agents, employees, or committees as it shall deem necessary, who shall hold their offices for such terms and shall have such powers and perform such duties as shall be prescribed from time to time by the Board of Governors or by the By-Laws.

Section 4. TERM OF OFFICE -- The officers of the Club shall be elected for the term of one year but shall hold office until their successors are elected. Any officer may be removed at any time by the affirmative vote of a majority of the whole Board of Governors at a duly called regular or special meeting of the Board.

Section 5. VACANCIES IN OFFICE -- Vacancy in the office of President shall be filled by the First Vice-President to serve the remainder of the term. The Second Vice-President shall become the new First Vice-President. A new Second Vice-President shall be appointed at the first meeting of the Board of Governors following the vacancy. Vacancies occurring in offices other than that of President shall be filled by appointment by the Board of Governors.

ARTICLE IV -- DUTIES OF OFFICERS

Section 1. DUTIES OF PRESIDENT -- The President shall be the chief executive officer of the Club; he/she shall preside at all meetings of the Club, and of the Board of Governors. He/she shall have the general supervision and management of the Club and its property pending the action of the Board of Governors; the power to suspend any member for violating the By-Laws or regulations of the Club, pending the approval of the Board; and the power to call special Board meetings and Club meetings.

The President or First Vice-President shall sign all agreements and contracts made by the Club, upon the approval of the Board of Governors.

The President shall, ex-officio, be a member of all committees.

Section 2. DUTIES OF VICE-PRESIDENTS -- It shall be the duty of the Vice-Presidents to assist the President in the discharge of his/her duties and in his/her absence, the First Vice-President, followed by the Second Vice-President, assumes his/her duties and officiates in his/her stead.

Section 3. DUTIES OF TREASURER -- The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report when requested by the President or Board of Governors. Disbursements shall be made in accordance with appropriations approved by the Board of Governors. The funds shall be deposited in the name of the Club in a bank approved by the Board of Governors or in securities approved by the Board of Governors. All disbursements by check shall be signed by the Treasurer, President or First Vice-President.

Section 4. DUTIES OF SECRETARY -- It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board of Governors, to supervise keeping of a roll of memberships together with the dates of their election and a record of all members elected, deceased, suspended, or expelled.

He/she shall supervise the correspondence of the Club and prepare and issue notices of all meetings of the Club and Board of Governors.

ARTICLE V -- BOARD OF GOVERNORS

Section 1. NUMBER OF MEMBERS -- There shall be a Board of Governors composed of twelve to fourteen members, (1) at least eighteen (18) years old; (2) registered with U.S. Figure Skating; (3) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and (4) voting members of the Club. Twelve of the Governors will be elected

in accordance with the provisions of the By-Laws, and two may be elected by the board of Governors as Chair of the Junior Activities Committee and the Rules and Ice Committee, if such persons are not elected members of the Board. Coaches of figure skating may be members of the Board of Governors.

Section 2. TERM OF OFFICE -- The members of the Board of Governors elected by the members of the Club shall be divided into three classes, to consist of four members of each class, and each class shall hold office for a period of three (3) years, one class to be elected every year.

Section 3. VACANCIES -- If a governorship becomes vacant, the Board shall appoint a Club member as a Governor for the balance of the year. At the next Annual Meeting of the membership, a Governor shall be elected for the unexpired term, if any.

Section 4. NOMINATION -- Candidates for election by the membership to the Board of Governors shall be nominated by a Nominating Committee comprised of five members elected by the Board of Governors, not more than two of whom shall be members of the Board of Governors. The selections of the Nominating Committee shall be submitted to the Club Secretary, who shall present to the members of the Club the names of the persons nominated in accordance with this paragraph, at least 20 days prior to the Annual Meeting.

Additional nominations may be made by written proposal signed by at least 15 voting members and presented at least 10 days prior to the Annual Meeting to the Club Secretary, who shall present the names of any such additional nominees, together with the names of the signers of the petition or petitions, to the members of the Club at least 5 days prior to the Annual Meeting.

ARTICLE VI -- POWERS AND DUTIES OF THE BOARD OF GOVERNORS

Section 1. MEETING -- The Board of Governors shall hold regular meetings at least six times per year. The date of such meetings shall be stated by the President, or in his/her absence, by the First Vice-President.

Members of the Board of Governors or any committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Any five members of the Board may call a Board meeting upon written notice to all of the members of the Board of Governors mailed at least five days prior to the meeting. The notice shall state the date and place of the meeting, purpose for which the meeting is called, and the names of the five members requesting the meeting.

All questions of parliamentary procedures and precedence of motions shall be determined in accordance with Robert's "Rules of Order Newly Revised."

Section 2. QUORUM -- Seven members, one of whom shall be an officer shall constitute a quorum of the Board of Governors.

Section 3. AUTHORITY -- The Board of Governors shall have entire authority in the management of the affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therewith including but not limited to the determination of all dues, fees, and assessments to be paid by members shall be vested in the Board of Governors.

The Executive Committee shall have the authority to act on behalf of the Board of Governors between Board meetings.

Section 4. RULES -- The Board of Governors shall make such rules as the Board deems proper for the orderly conduct and administration of the Club. The notice of all rules shall be presented to members and posted on the Club website.

Section 5. PENALTIES -- The Board of Governors shall have the power to fix penalties for infraction of any rules duly adopted and notified in accordance with Section 4 of this Article.

Section 6. APPROPRIATIONS -- All appropriations from the funds of the Club shall be made by the Board of Governors.

Section 7. AUDITS -- The records of the Treasurer shall be audited annually.

Section 8. INDEBTEDNESS -- The Board of Governors shall have the power to limit the indebtedness of a member to the Club. The Board of Governors may terminate the membership of any member who is delinquent in dues, fees, and ice costs. Membership may be reinstated on such terms as the Board may decide.

Section 9. CANDIDATES FOR MEMBERSHIP -- The Board of Governors shall consider for membership all individuals brought forward by the Membership Committee Chair.

Section 10. SUSPEND OR EXPEL -- The Board of Governors shall have the power to suspend or expel any member for violations of the By-Laws or for conduct which it deems improper. No member may be expelled or suspended from the Club for longer than 30 days, and no membership may be terminated or suspended, except as follows. The member shall be given not less than thirty (30) days prior written notice of the expulsion, or suspension and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Governors, not less than fifteen (15) days before the effective date of the expulsion, or suspension by the Board of Governors. Written notice must be given by certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section apply to a member's membership in GFSC and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

Section 11. COMMITTEES -- The Board of Governors shall appoint all standing and special committees with full authority over them except as hereinafter provided.

Section 12. APPROVAL FOR COMPETITION OR EXHIBITION -- No member or members of the Club shall make entry in the name of the Club in any competition, exhibition, or test without the approval of an officer of the Club. Any of the above events must be sanctioned by the appropriate National Governing Body.

Section 13. DELEGATE -- The Board of Governors shall select from the Club membership a Delegate or Delegates to the Governing Council United States Figure Skating Association. The Club Secretary shall inform the Association's Secretary in writing of the name and address of the Delegate elected. Said Delegate or Delegates shall attend the Association's meetings, either in person or by proxy. The Board may, if it sees fit, pay the traveling expenses of the Delegate or Delegates to the Governing Council.

Section 14. BOARD MEMBER LIMITATION -- The office of a Board Member shall be vacated: (1) if by notice in writing to the Board he/she resigns his/her office; (2) if he/she is no longer a member of the Club; or (3) if he/she is absent without reason adequate to the Board from three or more regular meetings of the Board of Governors during any calendar year.

ARTICLE VII -- STANDARD OF CONDUCT FOR OFFICERS AND MEMBERS OF THE BOARD OF GOVERNORS

Section 1. GENERAL -- Each Officer and Governor shall perform their duties (1) in good faith, (2) in a manner the Officer or Governor reasonably believes to be in the best interests of the Club and (3) with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. RELIANCE ON CERTAIN INFORMATION AND OTHER MATTERS -- In the performance of their duties, an Officer or Governor shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, they shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom an Officer or Governor are entitled to rely are: (1) one or more officers of the Club whom is reasonably believed to be reliable and competent in the matters presented; (2) legal counsel, a public accountant, or other person as to matters reasonably believed to be within such person's professional or expert competence; (3) a committee of the Board of Governors on which the Officer or Governor does not serve if the Governor reasonably believes the committee merits confidence.

Section 3. LIMITATION ON LIABILITY -- An Officer or Governor shall not be liable to the Club or its members for any action they take or omit to take if, in connection with such action or omission, the Officer or Governor performs their duties in compliance with this Section.

ARTICLE VIII -- STANDING AND SPECIAL COMMITTEES

Section 1. NAMES -- The Standing Committees must include but are not limited to: (1) Finance; (2) Junior Activities; (3) Membership; (4) Rules and Ice; (5) SafeSport; (6) Sanctions; (7) Tests.

Section 2. NUMBER OF MEMBERS AND TERM -- Each standing committee shall consist of a Chair and such additional members as the Chair may deem necessary and desirable. The Chair shall be appointed by the President, subject to the approval of the Board of Governors. The term of each committee shall expire at the first meeting of the Board following the Annual Meeting.

Section 3. SPECIAL COMMITTEES -- consisting of a Chair and such additional members as the Chair may deem necessary and desirable. The term of each Special Committee may be determined by the Board of Governors at the time of appointment. In any event, the term of each Special Committee shall expire no later than the first meeting of the Board of Governors following the annual election.

ARTICLE IX – MEMBERSHIP

Section 1. The Board of Governors shall have the authority to determine the appropriate classifications for membership.

Section 2. APPLICATION FOR MEMBERSHIP -- Each candidate for any class of membership must complete and sign an application, associated forms and pay appropriate fees. The membership will be considered conditional, pending Board approval. The Chair of the Membership Committee will present the names of the new members to the board for approval. The board reserves the right to reject or terminate any membership.

Section 3. ARREARS -- A member in arrears shall not be entitled to participate in club skating sessions, club social events, test sessions, competitions, or shows nor vote and to hold office or be considered for Club trophies.

Section 4. LIMITATIONS ON USE OF MEMBERSHIP LIST -- Unless the Board of Governors gives its consent, the Club's membership list or any part thereof may not be: (1) obtained or used by any person for any purpose unrelated to a member's interest as a member; (2) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (3) used for any commercial purpose; or (4) sold to or purchased by any person

ARTICLE X -- CLUB MEETINGS

Section 1. ANNUAL MEETING -- There shall be an annual Club membership meeting in the Spring of each year, at such time and place as is determined by the Board of Governors.

Section 2. SPECIAL MEETINGS -- The Secretary shall call special meetings at the direction of the President, or of a majority of the Board of Governors, or upon the written request of 10% of the voting membership.

Section 3. QUORUM -- Ten members shall constitute a quorum for the transaction of business at Club meetings.

Section 4. VOTING -- Voting shall be limited to persons holding home Club membership in good standing, eighteen years of age or older. One home Club membership for a Parent/Guardian shall be included for each home Club member under the age of 18.

Section 5. NOTICES -- Notices of annual and special meetings shall be emailed by the Secretary to every member at least ten days in advance.

ARTICLE XI – CONFLICT OF INTEREST

Section 1. DEFINITION-- A conflict of interest may exist in any instance where a member's actions on behalf of or affecting GFSC: involve obtaining an improper gain or advantage; or involve a conflicting or potentially adverse effects on the interest of GFSC; or involve an activity that is not in the best interest of GFSC, including instances where the member's actions are influenced by another person or organization in a manner adverse to the interest of GFSC.

Section 2. PROCEDURE; ACTION; DISCLOSURE --If a conflict of interest exists, the member shall: (1) Immediately inform an officer and/or the Board of Governors of the members involvement, position, interest or benefit; (2) Advise the person charged with making the decision by disclosing all material facts on the advisability of such transaction or action from the standpoint of GFSC; (3) Abstain from voting or influencing the decision to enter into the transaction to the extent the disclosing member may have an actual or apparent conflict of interest in this matter.

ARTICLE XII – CONFLICT RESOLUTION

Section 1. If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Governors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy and in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE XIII – AMENDMENTS

Section 1. These By-Laws may be amended or repealed, or new By-Laws made, by affirmative vote of at least two-thirds of the voting members present at any annual or special meeting of the Club. The proposed change or changes to the By-Laws must be stated in full in the agenda for the meeting.

Section 2. When an amendment on the By-Laws is properly presented at a meeting for consideration it may, before final action is taken, be changed by a majority of voting members provided the change is germane to the subject of the amendment.