

# **TULSA FIGURE SKATING CLUB**

## **CONSTITUTION**

### **ARTICLE 1: NAME AND OBJECT**

The organization will be known as the TULSA FIGURE SKATING CLUB, INC. The purpose (objects) of the Club are:

- 1) to encourage the instruction, practices, and advancement of the members in all types of ice figure skating;
- 2) to encourage and cultivate a spirit of fraternal feeling among ice skaters and ice skating supporters;
- 3) to do, perform, and foster such other acts as may be necessary and/or proper and/or incidental to the realization of the objects and policies of this organization;
- 4) to carry out the policies of the USFSA, the national governing body for figure skating in the United States.

### **ARTICLE II: QUALIFICATIONS OF MEMBERS**

A member will be a person who has:

- 1) had his or her application for membership accepted by the Board of Governors;
- 2) not had his or her membership terminated by the Board of Governors, or if so, has been reinstated;
- 3) fulfilled all the requirements for membership set forth in the Bylaws.

### **ARTICLE III: OFFICERS**

- 1) The officers will be President, Vice President, Secretary and Treasurer. The officers will be elected by the Board of Governors from the current Board of Governors by majority vote at the first Board of Governors meeting following the general meeting which elects the new Board members.

- 2) Duties of Officers

**Section 1: Duties of the President** – The President will have the responsibility for supervision and management of the Club and its property, subject to the pleasure of the Board of Governors. The President will preside at all meetings of the Club and the Board of Governors, and will call Board meetings and Club meetings. The President will have the power to suspend any member for violating the Bylaws or regulations of the Club, pending the approval of the Board. The President, together with the Secretary, will sign all agreements and contracts made by the Club upon the approval of the Board of Governors.

**Section 2: Duties of the Vice President** – It will be the duty of the Vice President in the discharge of his or her duties and, in the President's absence or inability to serve, to assume his or her duties and officiate in his or her stead. Further duties may be delegated by the Bylaws or the Board of Governors.

**Section 3: Duties of the Treasurer** – The Treasurer will have charge of the funds of the Club, will keep records of all receipts and disbursements, and will render a written report when requested by the President or the Board of Governors. The Board of Governors will have the power, whenever they deem it necessary, to appoint an acting Treasurer. The funds will be deposited in the name of the Club in a financial institution approved by the Board of Governors or in securities or other investments approved by the Board. All disbursements by check will be signed by the Treasurer or the President or other designated officer or member of the Board of Governors.

**Section 4: Duties of the Secretary** – It is the duty of the Secretary to keep the minutes of the meetings of the Club and Board of Governors, to supervise all reports and documents connected with the business of the Club, and to supervise the keeping of a roll of members together with the dates of their election, and a record of all members elected, deceased, suspended, or expelled. The Secretary, or his or her designee, will receive all applications for membership, will notify the applicant of his or her acceptance or rejection, and will furnish the new member with a copy of the Constitution, the Bylaws, and the Rules of the Club. The Secretary will supervise the correspondence of the Club and prepare and issue notices of all meetings of the Club and of the Board of Governors.

- 3) Notwithstanding Sections three and four above, the Board of Governors, at its discretion, may allow all or some of the duties of both or either of the Secretary and Treasurer to be performed by an outside agent.

#### **ARTICLE IV: MEETING**

There will be at least one general meeting of the Club per year, with the interval between meetings not to exceed fifteen months. The Board of Governors will meet at least nine times per year, with no more than nine weeks between meetings.

#### **ARTICLE V: AMENDMENT OF THIS CONSTITUTION**

The Constitution may be amended at any general membership meeting, provided that:

- 1) Written notice of the proposed change(s) be mailed (or delivered by some other means) to all Club members eligible to vote at least thirty days before such general meeting.
- 2) Two-thirds of the voting Club membership be present in person (or by proxy) at such general meeting, and
- 3) Two-thirds of those voting members present (or by proxy) vote in favor of the amendment(s).

# **TULSA FIGURE SKATING CLUB**

## **BYLAWS**

### **ARTICLE I: NAME AND INCORPORATION**

As set forth in its Constitution, the name of the organization is the TULSA FIGURE SKATING CLUB, INC. Abbreviation of the name is TFSC. The Club was incorporated under the laws of the State of Oklahoma, July 1, 1943.

This Club will have its headquarters at such location as may be designated by the Board of Governors.

Tulsa Figure Skating Club, Inc is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **ARTICLE II: CONSTITUTION**

The TFSC operates under its Constitution as ratified and revised in May 1983 and May 1993 under the jurisdiction of these Bylaws and all amendments thereto.

### **ARTICLE III: ORDER OF BUSINESS**

The order of business at all meetings of the TFSC or its Board of Governors will be determined by the presiding officer. The meeting will be conducted according to *Robert's Rules of Order* (Revised).

### **ARTICLE IV: MEMBERSHIP**

The Classes of membership, together with dues, duties and privileges applicable to each, will be determined annually by the Board of Governors.

However, notwithstanding the above, the Board will distinguish between skating skills and where possible will have senior skaters skate at a different session from junior skaters. For the purposes of this clause, a senior skater is deemed a skater who is fourteen years of age or older, and who has passed juvenile freeskate test or adult skaters who have passed adult bronze.

For the purposes of voting at Club meetings, every member in good standing, sixteen years of age or older, will have a vote. Skaters eighteen (18) years of age or younger, regardless of skating level, are required to have a parent or guardian join Tulsa FSC as a voting member.

Approval of membership applications will be by the Board of Governors. This approval may be delegated to a membership chair. Any denial of membership applications will be by a majority of the Board of Governors.

Honorary members of the TFSC are elected by a two-thirds vote of the Board of Governors. Members considered for this honor will have performed long and distinguished service to the skating club. Honorary members do not pay dues and have voting privileges.

## **ARTICLE V: BOARD OF GOVERNORS**

The business and affairs of TFSC shall be managed by its Board of Governors.

**Section 1: Qualifications-** Directors must be at least 18 years old, registered with U.S. Figure Skating and home club members of Tulsa Figure Skating Club in accordance with applicable rules of U.S. Figure Skating and voting members of the Club for one year or associated with the club for one year to serve.

Professionals with eligible status may serve on the Board of Directors. However no more than one-third of the board may be comprised of professionals.

**Section 2: Number of Governors-** The Board of Governors will be a minimum of nine Club members. The number of Governors of the club shall be determined by the Board of Governors from time to time.

**Section 3: Term of Governors-** The Governors shall serve a term of three years. The terms will be staggered so that one-third (1/3) will expire annually.

**Section 4: Nomination and Election of Board of Governors-** No less than 60 days in advance of each annual meeting of the club, the President shall appoint a nominating committee consisting of no less than 3 of the Governors whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the members, no less than 30 days in advance of the annual meeting, a list of nominees to stand for election as Governors to fill positions of those Governors whose terms shall expire at the annual meeting. Additional nominations for Governors to be elected may be made by any voting member at the time of the annual meeting. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Governor must evidence in writing in advance or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The Board of Governors will vote on the nominees to fill the vacant positions.

Should a seat on the Board become vacant for whatever reason between elections, the Board of Governors, by majority vote, will appoint a qualified individual to serve the unexpired term.

**Section 5: Change in number of Governors-** Any action of the Board of Governors to increase or decrease the number of governors, whether expressly by resolution or by implication through the election of additional governors shall constitute an amendment of these By-laws effecting such an increase or decrease, and, therefore, shall require approval of the members.

**Section 6: Honorary Members-** Honorary members of the TFSC Board of Governors are elected by a two-thirds vote of the Board present at that meeting. To be considered for this honor, a member must have performed long and distinguished service to the Board of Governors and the Tulsa Figure Skating Club.

**Section 7: Removal of Board of Director Member-** A member of the Board of Governors may be removed for cause by a three-fourths vote of the Board of Governors. Reasons for removal for cause are limited to:

- 1) consistent lack of participation in meetings and affairs of the Board of Governors,
- or
- 2) financial malfeasance or misfeasance.

**Section 8: Resignation-** A Governor may resign at any time by giving written or electronic submission notice of resignation of the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

## **ARTICLE VI: COMMITTEES**

Committees will be determined by the Board of Governors and may include, but will not be limited to, the following: Membership Committee, Rules and Ice Committee, Entertainment Committee, and Test Committee. The Chairs of these committees will be appointed annually by the President with the advice and consent of the Board of Governors. Other members of these committees will be appointed by the committee Chairs and/or the Board of Governors at its discretion. The Chair and members will serve at the pleasure of the Board of Governors. Some typical duties of the committees are as follows:

1. **Membership Committee** – Will pass upon the qualification of all candidates for membership and report their recommendations to the Board of Governors. The Board of Governors will implement rules and make arrangements for the conduct of the Club members during the Club skating sessions, and divide the sessions and the ice into sections corresponding to the requirements of the Club. Those rules and regulations will be established by the Board of Governors and then posted on the Club bulletin board.
2. **Entertainment Committee** – Will provide and take charge of the social activities of the Club.
3. **Test Committee** – Will have charge of giving all official USFSA tests, and of setting the date and obtaining approved USFSA judges for the tests. The Chair will provide the Board of Governors with a summary of testing activities at least once a year.
4. **Competitions and Events Committee:** - Will plan, organize and run Tulsa FSC sponsored competitions and events.
5. **Communications Committee:** - Will be responsible for internal and external communications for Tulsa FSC.

6. **Fundraising and Sponsorship Committee:** Will provide for fundraising opportunities and promote sponsorships to be obtained by Tulsa FSC members for the mutual benefit of the skaters and Tulsa FSC.

## **ARTICLE VII: MEETINGS**

**Section 1: Quorums** – At meetings of the Board of Governors, a majority of Board members will constitute a quorum for transaction of business at any meeting of the Board of Governors and a vote of the majority of the Governors present in person at a meeting at which a quorum is present shall be the act of the Board of Governors. If less than a majority of the Governors is present at a meeting, a majority of the Governors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum is present.

**Section 2: Meetings by Telephone-** Members of the Board of Governors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or video conference 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. A Board member may not teleconference more than 4 times in a 12-month period without prior approval from the planned presiding Governor, excepting meetings that are conducted entirely by teleconference.

**Section 3: Regular Meetings** – The Board of Governors will meet at least nine times a year. The interval between meetings will not exceed nine weeks. The date of said meetings will be determined by the President or his or her designee. All regular meetings of the Board of Governors will be held according to the following criteria.

1. All current voting members of the TFSC, as defined in Article IV of the Bylaws, may attend said meetings. Requests to address the board must be made in writing or electronic mail to the president one week prior to the board meeting. The board has the right to adjourn to closed executive meeting.
2. Members of the TFSC will be advised of a pending Board meeting, with the agenda, through the club's website and/or other electronic publications in addition to notification at the rink when possible. These are to be posted as early as practicable prior to the meeting date.
3. **Vote by Proxy** – In the event a Board of Governor is unable to attend a meeting, a Governor may vote by proxy by appointing a proxy to another Governor by transmitting or authorizing a transmission of an electronic or written statement of the appoint by proxy to the president or planned presiding Governor of the meeting. Governors may only vote by proxy at three Board of Governors meetings per year. The appointment of a proxy is only valid for the specific meeting of which the governor is absent unless a different period is expressly provided in the appointment transmission.
4. **Action Without A Meeting** – Any action required by law to be taken at a meeting of the Board of Governors or any other action which may be taken at a meeting of Governors may be taken without a meeting if every member of the Board in writing either (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is only if the affirmative votes for such action equals or exceeds the minimum number of votes that

would be necessary to take action at a meeting at which all Governors then in office were present and voted. In the event not all members respond in a timely manner, the action may also be taken if a 2/3rds majority of all Governors then in office vote in the affirmative. The action shall only be effective if there are writings, which describe the action, signed by all the Governors, received by the club and files with the minutes. Any such writings may be received electronically transmitted facsimile or other form of wireless communication providing the club with a complete copy of the document including the signature. A Governor's right to demand that action not be taken without a meeting shall be deemed to have been waived if the club receives a writing satisfying the requirements hereof that has been signed by the Governors and not revoked. Actions taken shall be effective when the writings set forth a different date. Any Governor who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to affect the action is received. All such action shall have the same effect as action taken at a meeting.

**Section 4: Special Board Meetings** – Any four members of the Board may, acting in concert, determine that a matter exists which is too pressing to defer to the next regular Board meeting. These four members will inform the President, who will then call a special meeting which will be held within the next seven days. The President will inform the Board of the date, place and time of the meeting, the purpose for which the meeting is called, and the names of the four members who requested the meeting.

**Section 5: Special General Membership Meeting** – A special meeting of the membership of the TFSC may be called by the Board of Governors. The President will inform the membership, stating the date, place, time, and the purpose for which the meeting is called. A majority of the voting members of the TFSC may direct the President to call a special meeting in the same manner as noted above.

**Section 6: Membership Meetings** – At Club membership meetings, one fourth (1/4) of the voting members in person or by proxy will constitute a quorum unless otherwise specified in the Constitution or Bylaws.

**Section 7: Meetings by Teleconference** – Any or all of the members may participate in the annual or special membership 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 heard each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting

## **ARTICLE VIII: DISCIPLINE**

- A. Any member having a complaint involving violation(s) of Club rules (except skating rules) may file a written complaint with the President of the TFSC. Within ten days, the President may:
1. Dismiss the complaint as being without merit, or
  2. Forward a copy of the complaint to each member of the Board of Governors.

The following sequence of events will then occur:

- a. A copy of the complaint will be forwarded to all parties.
- b. Any responses will be filed with the President within ten days.
- c. The President may ask all parties to be present at the next Board of Governors meeting.
- d. At the next meeting of the Board, after receipt of the responses, the complaint will be considered. The Board may by majority vote:
  - 1) Dismiss the complaint, or
  - 2) Agree with the complaint and take appropriate action, which may include dismissal from the TFSC.
- e. If equity or practicality so require, the process described here may be accelerated, provided that all parties to any dispute are given a fair and equal hearing by the Board.

B. Should the President of the TFSC exercise the power of suspension of a member, as permitted in the Constitution, then the above procedure as regards action by the Board of Governors will be followed.

## **ARTICLE IX: GUESTS**

**Section 1: Prospective Members** – A prospective member may be admitted without charge to three Club sessions.

**Section 2: Visiting Skaters** – A visiting skater from a USFSA member club outside the Tulsa area may skate three club sessions free of charge each session, unless otherwise decided by the Board of Governors. Thereafter, a skating fee in the amount determined by the Board of Governors may be charged for each session attended.

A visiting skater not affiliated with the USFSA may be admitted to three club sessions per season, provided this is arranged by a TFSC member. A skating fee for each session attended may be charged in the amount determined by the Board of Governors.

## **ARTICLE X: RULES, REGULATIONS AND POLICIES**

It will be the duty of the Vice President to maintain in one location the codification of the collective will of the Club. This collective will, as expressed by the Constitution, Bylaws and duly passed motions of the Board of Governors, will be available to any Club member for inspection under rules mandated by the Board of Governors. It will be the duty of the Secretary to provide the Vice President a copy of all motions passed by the Board, except selected items may be excluded from such publication at the discretion of the Board.

## **ARTICLE XI: DISSOLUTION**

Upon termination or dissolution of the Tulsa Figure Skating Club, Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a



charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Tulsa Figure Skating Club, Inc hereunder shall be selected by the discretion of a majority of the managing body of the Tulsa Figure Skating Club, Inc and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Tulsa Figure Skating Club, Inc by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Oklahoma.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Oklahoma to be added to the general fund.

## **ARTICLE XII: CONFLICTS OF INTEREST**

**Section 1: Definition** - As used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

**Section 2: Procedure; Action; Disclosure.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon;

or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

**Section 3: Loans** - No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

**Section 4: Duty to Disclose** - In connection with any actual or possible conflicting interest transaction, the Director or party related to a Director must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

### **ARTICLE XIII: INDEMNIFICATION**

The Club shall indemnify any Governor, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

**Insurance** - Corporation may purchase and maintain insurance or enter into any other arrangement to protect Corporation and any person, whether or not a governor, officer, employee or agent of the Corporation or who is or was serving at the Corporations request as a governor, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by the person in any capacity related to Corporation or Corporation's business or activities, or arising out of the person's status in such capacity, regardless of whether the Corporation would have the power to indemnify the person against that liability under applicable law or the provisions of this ARTICLE XIII.

#### **ARTICLE XIV: AMENDMENTS**

These Bylaws may be amended at any general membership meeting, provided that:

- 1) Written notice of the proposed change(s) be mailed (or delivered by some other means) to all Club members eligible to vote at least twenty days before such general meeting.
- 2) One-half of the voting membership be present at such general meeting in person or by proxy; proxies may be voted only on items that appear in the call of the meeting, and
- 3) Two-thirds of those voting members present, in person or by proxy, at such general meeting vote in favor of the amendment(s).

Amendments effective June 5, 2021