



**BYLAWS
OF THE
WINDY CITY FIGURE SKATING CLUB**

**ARTICLE I
OFFICES**

The Club shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state.

**ARTICLE II
POLICY AND PURPOSES**

It is the policy and purpose of the Windy City Figure Skating Club (WCFSC or Club) to: encourage and advance figure skating on ice of all forms; encourage the instruction and practice of all forms of figure skating; encourage and cultivate a spirit of fraternal feeling among ice skaters; perform such other acts as may be necessary, advisable, proper, or incidental in the realization of the objectives and purposes of this organization and in conformity with the principles of the United States Figure Skating Association (USFSA).

**ARTICLE III
MEMBERS AND GUESTS**

Section 1. The WCFSC shall have membership categories as set by the Board of Directors.

Section 2. Election of Members. All applicants for membership shall file with the Secretary a written application in such form as the Board of Directors shall from time to time determine. Membership applicants shall subscribe to the purpose and policy of the Club to be eligible for membership. All applications for membership shall be presented promptly for consideration and investigation to the Board of Directors. A committee may be delegated the responsibility for the consideration of new membership applications.

The Board of Directors, or the Admissions Committee if so empowered, shall pass upon and accept or reject each application in a reasonably timely manner. An affirmative vote of two-thirds majority of the Board of Directors, or Admissions Committee, shall be required for election to membership. The applicant who has been rejected shall be notified of the rejection. An applicant who has been rejected may reapply within one year thereafter. The Board of Directors may publish a list of those names of those individuals who have applied for and obtained membership along with other information.

Accepted applicants shall not attain membership status until fees and dues are paid or other requirements established by the Board of Directors, or Admissions Committee, are met.

Section 3. Voting Rights. Members who satisfy the necessary requirements as established by the Board shall have one vote on each matter submitted to a vote of the members. Members who do not satisfy the necessary requirements established by the Board shall have no voting rights.

Section 4. Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all of the members of the Board of Directors may issue a warning, suspend or expel a member for cause. Sufficient cause for such discipline shall be a violation of the Constitution, Bylaws, any law, rule, or practice duly adopted by the Club, (including nonpayment of fees or dues) or any other conduct considered prejudicial to the interests of the Club. Cause includes conduct during a Club-sponsored session that the Board of Directors in its sole discretion deems is inappropriate, dangerous, or negligent.

The Board of Directors may be notified of conduct considered sufficient cause for suspension or expulsion by any member or members in writing. This notification shall set forth the facts of the case and the name or names of witnesses, if any. After receiving such notification the Board of Directors shall meet as soon as is reasonably possible to consider the notification. The Board of Directors shall give the complaining party and that person to whom the complaint was directed at least ten days notice of the meeting. All parties may submit evidence and present witnesses. The decision of the Board of Directors not to act or to issue a warning, to suspend, or to expel a member must be based on the evidence submitted or testimony heard and reduced to writing. Copies of the decision shall be sent to the parties involved in the proceeding. An appeal of this decision may be made to the Board of Directors within seven days by serving on the Secretary a written notice of such appeal. The Board of Directors shall meet within thirty days for reconsideration of the matter.

Section 5. Resignation. Any member may resign by submitting a written resignation with the Secretary. Resignation shall not relieve the member so resigning of the obligation to pay all dues or fees, theretofore accrued and unpaid.

Section 6. Reinstatement. A former member may submit a new membership application in order to be reinstated. The application shall be processed according to the procedure outlined for the election of members stated in Article III Section 2 of these Bylaws. The cause for the prior termination of a former member may act as one factor during the consideration of the former member's reinstatement request.

Section 7. Transfer of Membership. Membership in this Club is not transferable or assignable.

Section 8. Additional Obligations. Any person who wishes to skate at a Club-sponsored session must comply with all terms and conditions that the Board of Directors may establish including the execution of all documents required by the Club and pay all required dues and fees before skating.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held each year on a day designated by the Board of Directors for the purpose of electing directors and for the transaction of other necessary business.

Section 2. Special Meetings. Special meetings of the members may be called by the President, by the Board of Directors, or, upon the submission of a written petition to the Board of Directors containing the signatures of at least ten percent of the voting members, by the members. Matters of general interest and consistent with the policy and purpose of the Club, yet limited to those topics for which the special meeting was called, shall be considered at a special meeting.

Section 3. Place of Meeting. The Board of Directors may designate the place of any annual or special meeting.

Section 4. Notice of Meeting. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member not less than five business days before the date of such meeting. The purpose of the meeting shall be stated in the notice. In addition, such notice shall state that suggestions or comments may be submitted in writing to the Secretary for the purpose of consideration during the meeting. Additional suggestions or comments may be expressed at the meeting.

Section 5. Quorum. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting.

Section 6. Proxies. Each member entitled to vote may vote in person at a meeting of members or may authorize another person or persons to act for him or her by proxy. A proxy shall be voted or acted upon before 11 months from the date of the proxy.

Section 7. Voting. A majority of the votes entitled to be cast by members present or represented through proxy at a meeting at which a quorum is present shall be required to adopt any matter, except for removal actions, as provided in Article V and VI or extraordinary actions as provided in Article IX. Elections for positions on the Board of Directors or the position of officer may be conducted by mail.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage the affairs of the Corporation and shall have the responsibility to further the general policy and purpose of the Club and the general membership.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be seven. Each director shall hold office for a period of three years or until his or her successor shall have been elected and qualified. Directors need not be residents of Illinois or members of the Club. Directors shall be members in good standing of and registered with the USFSA. The make-up of the Board of Directors must be in compliance with USFSA rules PSER 4.00 et al.

Section 3. Nominations. A nominating committee appointed by the President shall prepare a list of the candidates for the position of director to be elected at the annual meeting. Any member entitled to vote may submit nominations for the position of director.

Section 4. List of Nominees. A list of nominees for the position of director shall be mailed to all members entitled to vote no less than five days before the date of the annual meeting.

Section 5. Manner of Selection. Members of the Board of Directors whose terms are expiring shall be elected or replaced at each annual meeting or by ballot through the mail. The majority of vote of members entitled to vote and proxy votes shall constitute an election.

Section 6. Regular Board of Directors Meetings. A regular annual meeting of the Board of Directors shall be held, immediately after and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution of the time and place for the holding of additional regular meetings of the Board. There shall be at least four meetings of the Board of Directors annually. Members may attend meetings of the Board of Directors.

Section 7. Special Board of Directors Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, who

may fix the place and time for the holding of such special meeting.

Section 8. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days prior to the special meeting. The attendance of a Director at a special meeting shall consist of a waiver of notice by such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The Board of Directors is without any power to act for the WCFSC at any meeting held unlawfully.

Section 9. Quorum. A majority of the Board of directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 10. Manner of Acting. The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board of Directors shall have no power to act in regard to matters outside their designated power, as stated in Article V. Section 1. No Director at such meeting may act by proxy on any matter.

Section 11. Vacancies. Any vacancy occurring on the Board of Directors or any directorship to be filled by reason of any increase in the number of directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 12. Compensation. Directors shall not receive stated salaries for their services, but the Board of Directors may by resolution fix a reasonable amount to be paid for those expenses incurred by the Board of Directors in attending regular or special meetings. Any director may serve the Corporation in any other capacity and receive reasonable compensation therefore.

Section 13. Resignation and Removal. A Director may resign at any time upon written notice to the Board of Directors. A member of the Board of Directors, who acts contrary to that individual Director's power and responsibilities fixed herein or when the best interests of the Club would be served thereby, may be disqualified by two-thirds vote of those members entitled to vote. Such a removal vote may be conducted at an annual meeting, a special meeting, or by mail.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Club shall be a President and one or more vice presidents, treasurers, secretaries as fixed by the Board of Directors. The Board of Directors shall fix the duties and powers of the officers from time to time. The offices of

the Treasurer and Secretary may be held by the same person.

Section 2. Election and Term of Office. The officers of the Club shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be possible. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner thereafter provided.

Section 3. Removal. Any officer may be removed by a two-thirds vote of the Board of Directors whenever the best interests of the Club would be served thereby. A member of the Board of Directors who also serves as an officer of the Club and who shall be removed from that individual's directorship position according to the procedure stated herein above at Article V, also shall be removed from that individual's officer position.

Section 4. President. The President shall be the principal executive officer of the Club. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Club. The President shall be ex-officio a member of all committees. The President shall preside at all meetings of the members and be Chairperson of the Board of Directors. The President may sign, with the Secretary or any proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Club and in general shall perform all duties incident to the office of President.

Section 5. Vice President. The Vice President (or Vice Presidents) shall assist the President in the discharge of the President's duties and as the President may so direct, and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or if Vice Presidents, as designated by the Board of Directors) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Club. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Club; (b) have charge and custody of all funds and property of the Club, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall: record the minutes of the meetings of the members and the Board of Directors; issue all notices as received by the provisions of these Bylaws or as required by law; be custodian of the Corporate records and of the seal of the Corporation; maintain a current list of addresses of all members of the Club; and perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more Directors. Such committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Club. In spite of this delegation of authority to a committee, the Board of Directors will remain responsible for actions taken by the committee.

Section 2. Other Committees. The Board of Directors may designate, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, a committee not having and exercising the authority of the Board of Directors. Members of such committee may be Club members or not as fixed in a resolution of the Board of Directors. The President of the Club shall appoint the members thereof. Committee members may be removed by majority vote of the Board of Directors whenever in the Board's judgment the best interests of the Club shall be served by such removal.

Section 3. Term of Office. Committee members shall serve until the next annual meeting of the members of the Club and until the committee member's successor is appointed, unless the committee shall be terminated sooner, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed Chairman by the President.

Section 5. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII FISCAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the WCFSC shall be fixed by resolution of the Board of Directors.

Section 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or a Vice President of the Club.

Section 3. Deposits. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trusts companies, or other depositories as the Board of Directors may select.

Section 4. Annual dues. The Board of Directors shall determine from time to time the amount of initiation fee, if any, and shall fix the amount of annual dues payable to the Club by members of each class. Dues shall be payable in advance on the first day of each new fiscal year. The Board of Directors may choose to adopt and implement a policy of the proration of dues. When any person shall be in default in the payment of dues or fees, that person may thereupon be prevented from skating on a Club-sponsored session and otherwise enjoying the relevant privileges of the Club by a member of the Board of Directors or its designate. Such act shall not relieve that person of the obligation to pay all dues or fees theretofore accrued and unpaid.

Section 5. Gifts. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or device for the general purpose or any special purpose of the Club.

Section 6. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

ARTICLE IX EXTRAORDINARY ACTIONS

Section 1. Amendments to Articles of Incorporation and Bylaws. The power to alter, amend, or repeal the Bylaws or Articles of Incorporation or adopt new Bylaws or Articles of Incorporation shall be vested in the members entitled to vote. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. A two-thirds majority of the votes entitled to be cast by members present or represented through proxy at a meeting at which a quorum is present shall be required to adopt any amendment or alteration of the Articles of Incorporation or Bylaws.

Section 2. Other Extraordinary Actions. The Board of Directors shall have only that limited power to act in a manner consistent with its power defined in Article V. Any actions which are beyond those stated powers which significantly alter the general policy of the Club, or its existence as contemplated originally shall be submitted to those members entitled to vote. A two-thirds majority of the votes entitled to be cast by members present or represented through proxy at a meeting at which a quorum is present shall be required also to adopt any properly submitted proposal to merge or consolidate, to sell, lease, exchange, mortgage, or distribute assets, or to voluntarily dissolve.

ARTICLE X INDEMNIFICATION

Section 1. Certain Actions. The Club, as determined by the Board of Directors, shall indemnify any person who was or is a party or is 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 Club) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Club, or is or was serving at the request of the Club, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Club and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Club or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Other Actions. The Club, as determined by the Board of Directors, shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, by or in the right of the Club to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the Club, or is or was serving at the request of

the Club as a director, officer, employee, or agent of another enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Club.

Section 3. Right to and Payment of Expenses. To the extent that the Club is obligated to indemnify a director, officer, employee, or agent of the Club, the Club shall pay the expenses in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case.

ARTICLE XI CONFLICTS OF INTEREST

Section 1. Definition. As used in this Section 11.1: (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.

ARTICLE XII CONFLICT RESOLUTION

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 Directors of the Club. Such complaints will be investigated and resolved according to the Windy City Figure Skating Club Conflict Resolution Policy and Procedure as required the Bylaws of U.S. Figure Skating.

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