

The Pawtucket and Providence Figure Skating Club

P.O. Box 374
Pawtucket, Rhode Island 02860

Constitution and By-laws of the Pawtucket and Providence Figure Skating Club, Inc.
Pawtucket, Rhode Island
Approved on May 9, 2008 Spring Meeting.

ARTICLE I

NAME AND ORGANIZATION

Section 1 **NAME** The name of the organization shall be known as The Pawtucket and Providence Figure Skating Club, Inc.

Section 2 **INCORPORATED** The club was incorporated under the Laws of the State of Rhode Island, Month June, Day 6, and Year 1938.

Section 3 **OFFICERS OF INCORPORATION** Charles L. Farrell, M.D., Robert R. Jenks, Mary S. Card, H. Webster Youlden and John Hancock.

Section 4 **CORPORATE SEAL** The Corporate Seal shall be: (to be embossed here)

Section 5 **HEADQUARTERS** This club shall have its headquarters in the Lynch Arena in the City of Pawtucket, State of Rhode Island.

Section 6 **MAILING ADDRESS** The mailing address for the club is P.O. Box 374, Pawtucket, Rhode Island, 02860

ARTICLE II PURPOSE

Section 1 **PURPOSE** The purpose of the club is to encourage the instruction, practice and advancement of all types of figure skating, as well as to cultivate camaraderie among skaters. The club may sponsor, produce, and cooperate in the creation of eligible skater ice shows, tests and competitions; and generally perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objectives and purposes of this organization. In addition, the club must carry out the general policies of the United States Figure Skating.

ARTICLE III OFFICERS

Section 1 **OFFICERS** The officers shall be President, Vice-President, Secretary, Treasurer and an Assistant Treasurer, all of whom shall serve without compensation.

ARTICLE IV DUTIES OF OFFICERS

Section 1 **DUTIES OF PRESIDENT** It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club, and of the Board of Governors, He/She shall have the entire 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 Bylaws or Regulations of the Club, pending the approval of the Board; to call special meetings and Club meetings. He/She shall be ex-officio member of all committees.

Section 2 **DUTIES OF THE VICE PRESIDENT** It shall be the duty of the Vice- President to assist the President in the discharge of his/her duties. In addition, in the absence of the President, the Vice President will assume the duties of the President and to officiate at board meetings. The Vice President also serves as the chair of the membership committee.

Section 3 **DUTIES OF THE 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. The Board of Governors shall have the power whenever they deem it necessary to appoint an acting Treasurer. 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 and either the President or another designated officer or member of the Board of Governors.

Section 4 **DUTIES OF THE SECRETARY** It shall be the duty of the Secretary to keep the minutes of the Club and of the Board of Governors and to supervise all reports and documents connected with the business of the club. In addition, the Secretary shall supervise all correspondence of the club, prepare and issue notices of all meetings including meetings of the Board of Governors.

Section 5 **DUTIES OF THE ASSISTANT TREASURER** The Assistant Treasurer shall assist in the discharge of the Treasurer's duties. The assistant treasurer shall accept and process ice applications, does the club billing for contracted ice, and is responsible for the accounting connected to walk-on fees.

ARTICLE V BOARD OF GOVERNORS

Section 1: **MEMBERS OF THE BOARD** There shall be a Board of Governors composed of the five officers of the club, seven regular members of the club, and the immediate past president. All members of the Board shall be full members in good standing of the club and must be members of USFS.

Section 2 **TERMS OF OFFICE AND ELECTION FOR BOARD MEMBERS** Seven members of the board are to serve three year terms but are to be elected in successive years: two one year, two the next year and three the following year. They shall be elected at the spring stated meeting.

Section 3 Subsection 1 **NOMINATING COMMITTEE** The candidates for the Board of Governors shall be selected by a Nominating Committee made up of three (3) members in good standing of the skating club and including one member of the board who shall serve as chair. The nominating committee shall be governed by the policies and procedures set forth by the board.

Section 3 Subsection 2 **NOMINATION OF OFFICERS** The Nominating Committee shall nominate candidates for President, Vice-President, Treasurer, Secretary, and Assistant Treasurer and all open Board positions for election at the spring slated meeting and shall cause the names of such candidates with the offices for which they are nominated to be mailed to each member at least thirty days prior to the annual meeting.

Section 3 Subsection 3 **OTHER NOMINATIONS** Any six members in good standing may nominate other candidates for any office by mailing the names of such candidates, with the office for which they are nominated, to each member, filing a copy thereof with the Secretary at least two (2) weeks prior to the annual meeting. The secretary shall notify the membership of the counter slate. The secretary must also prepare the ballot for the election at the spring slated meeting. No candidate shall be elected to any office unless he/she has been nominated as herein provided and has consented to such nomination.

Section 3 Subsection 4 **IMMEDIATE FAMILY MEMBERS** Not more than one immediate member of a family may serve as a member of the Board of Governors during the same time in office.

Section 4 **ELECTION OF OFFICERS** The President, The Vice-President, Secretary, Treasurer, and Assistant Treasurer shall be elected at the Spring Stated Meeting of the club for a one (1) year term or until successors are elected.

Section 5 Subsection 1 **VACANCIES ON THE BOARD** A vacancy on the Board shall be filled by election of the Board of Governors. The election will take place at a monthly meeting of the board immediately after the vacancy occurs. The new board member shall hold office for the remaining term.

Section 5 Subsection 2 **ELECTIONS TO FILL VACANCIES** In the event that there is more than one candidate for an office, the vote by the Board shall be by secret ballot and the one receiving the greatest number of votes shall be elected.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF GOVERNORS

Section 1 **MEETINGS** The Board of Governors shall meet at least five times in every year at the discretion of the President during the skating season, or in his/her absence by the Vice-President.

Section 1-Subsection 1 **Special Meetings** Any four members of the Board may call a Board meeting upon written notice to all members of the Board of Governors at least three (3) days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called and the name of the four (4) members requesting the meeting. No other business beyond the noticed action may be considered by a special meeting of the Board of Governors.

Section 1-Subsection 2 **CONDUCT OF MEETINGS** All meetings will be conducted in a civil and proper manner. Robert's Rules of Order (current edition) will be used to conduct the meetings.

Section 2 **QUORUM** Five members not including the President shall constitute a quorum. No proxies shall be allowed for board votes.

Section 3 **AUTHORITY** The Board shall have entire authority in the management of affairs and finances of the Club and shall have general control of all its property and its programs. All rights and powers connected therein shall be vested in them.

Section 4 **RULES** The Board shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of strangers; fix penalties for offenses against rules; and make rules for their own government of the committees appointed by them in the best interest of the club.

Section 5 **APPROPRIATIONS** All appropriations from the funds of the Club shall be made by the Board of Governors.

Section 6 **AUDITS**. The Board shall audit records of the Secretary, Treasurer, and the various committees including the finances of all club programs. In lieu of a Board audit, the Board may hire an accountant to perform an audit.

Section 7 **INDEBTEDNESS** The Board shall have power to limit the indebtedness of a member of the Club.

Section 8 **FEES**: Club members may be assessed fees and/ or duties to cover costs of ice time, additional programs, meetings, and unforeseen costs as deemed necessary by the board of governors.

Section 9 **SUSPEND OR EXPEL** The Board shall have the power to suspend or expel any member for violation of the Constitution and Bylaws or for conduct that they shall deem improper; but no member shall be expelled or suspended without a hearing before the Board.

Section 10 **READMIT TO MEMBERSHIP** The Board may at a regular meeting readmit to membership, without the payment of second initiation fee, any former member whose resignation has been fully accepted. Such readmission must be by ballot and majority vote will accept or reject. No rejected candidate shall be again proposed for reinstatement within six months.

Section 11 **DROP AND REINSTATE TO MEMBERSHIP** The Board may as hereinafter provided drop from the roll any delinquent member and also may reinstate such members as hereinafter provided.

Section 12 **STANDING COMMITTEES** The President with the approval of the Board shall appoint all standing committees including, but not limited to, membership, music, tests, and competition, and finally ice and rules. The President with the consent of the Board shall appoint all other committees that may be warranted on an ad hoc basis. These committees shall be governed by the policies set forth by the board.

Section 13 **US FIGURE SKATING DELEGATE** The Board shall elect a Delegate or Delegates to US Figure Skating. The Club Secretary shall inform US Figure Skating's Secretary, in writing, of the name and address of the Delegate(s) elected. Said Delegate(s) shall be the sole representative(s) between the Club and US Figure Skating meetings, either in person or by proxy. The Board, as it sees fit, may pay the traveling expenses of the Delegate(s) to the US Figure Skating meetings.

Section 14 **NEW ENGLAND INTERCLUB COUNCIL (NEICC) DELEGATE** The Board shall elect a delegate or delegates to the New England Interclub Council (NEICC). The secretary of the club shall notify the NEICC in writing of the name and address of the delegate (s) elected. Said delegate (s) shall be the sole representative between the club and the NEICC and shall attend the association's meetings either in person or proxy. The Board, as it sees fit, may pay the traveling expenses of the delegate (s) to the meetings.

Section 15 **PROGRAM LIAISONS** A representative from all programs affiliated with the club shall report to the Board all affairs related to said program including finances, coaching, travel expenses, delinquent accounts, and any other matters of importance. The board retains the right to monitor and approve the finances of all affiliated club programs.

Section 16 **CLERICAL ASSISTANCE** The Board shall have the authority to make, in their discretion, appropriations for clerical assistance to the Secretary.

Section 17 **REQUEST FOR EXPENDITURES** The board shall prepare and make available upon request of a full member a statement of expenditures for the past year together with a statement of revenue used to meet the same. Statements will be provided within 60 days of receipt of such request. All requests must be made at the close of the fiscal year in August.

Section 18 **BOARD MEMBER LIMITATIONS** The office of a Board member shall be ipso facto vacated:

- 1) If he/she is no longer a member of the Club.
- 2) If, by notice in writing to the Club, he/she resigns the office.
- 3) If he/she is convicted of a criminal offense.
- 4) If he/she becomes bankrupt or suspends payments or compounds with his/her creditors or makes authorized assignments or is declared insolvent.
- 5) If he/she is found to be of unsound mind.

ARTICLE VII

MEMBERSHIP RULES

Section 1 **APPLICATION FOR MEMBERSHIP** Two members of the club must propose and sponsor in writing all candidates applying for membership in the club. Applications for membership must be written by the candidate and must contain his/her name and address. In addition, the applicant must agree to comply with the by-laws of the club. All applications must come before the board at which time the membership request will be considered and acted upon. No rejected candidate shall be eligible to membership within three months after rejection.

Section 2 **TYPES OF MEMBERSHIP**

There shall be three types of membership

- A) ***Full membership:*** A full member is a person who is an active skater, guarantor parent of a minor skater, judge, or other adult member of the club. Professionals may be voting members of the club and may hold office. This type of membership must have been approved by a majority of the board. This member has full benefits of the club with one exception: A member under the age of 18 has no voting rights; but, only one of his or her parents or guardians may vote on his or her behalf. Membership does not have to be renewed from year to year by the Board. Membership may be terminated by a majority vote of the Board for disciplinary reasons deemed by the board to be in the best interest of the club.
- B) ***Associate membership:*** This member has the right to use club ice for a designated associate's fee. These memberships must be approved by the Board and must be renewed on an annual basis by a majority of the board. An associate member has no voting rights. This membership is terminated by a majority vote of the board for disciplinary reasons or for reasons to be deemed in the best interest of the club.
- C) ***Honorary Membership:*** The board may elect an Honorary Member to the club as long as he/she approves. An honorary member shall be free from initiation fees, dues and/or assessments. However they shall retain some of the rights of full members including the right to represent the club in exhibitions, tests, competitions, and attend skating sessions under the same rules governing full members.
They shall have no claim on the assets or property of the club.

Subsection 2 **OTHER MEMBERSHIPS:** The board shall have the right to create categories of membership which shall have their own fee structure.

Section 3 **TERMINATION OF MEMBERSHIP** All membership in the club may be terminated by a member's failure to meet all financial obligations to the club by the last date of the skating season.

Section 4 **ARREARS FOR DUES** The assistant treasurer of the club shall notify in writing and by certified mail any member in arrears for dues or other indebtedness. The assistant treasurer must send the notification to the member's last home address. The notice must include the member's name, the amount due including any indebtedness, time frame for payment and the consequences for failure to pay the debt. If the amount owed is not paid within one month, the assistant treasurer shall report the name of the delinquent member to the board at their next meeting. The member in arrears has the right to appear at the board meeting and explain such reasons for his/her indebtedness. The board may remove the name from the roll of members for such delinquency and suspend skating privileges at the club. The board reserves the right to pursue legal action to recover the indebted amount in addition to legal costs associated with such action. A member dropped from the roll for non-payment of dues, or other indebtedness may upon payment of the debt and at the discretion of the board, be reinstated to full membership.

Section 5 **ARREARS FOR DUES RESTRICTIONS** No member in arrears for dues, or other indebtedness, shall be eligible to hold office, or be entitled to vote, or enter in any club tests or competition without approval of the Board.

Section 6 **RESIGNATION** Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his or her membership to the secretary, who shall report the same to the Board at their next meeting.

Section 7 **GUESTS**: A guest skater may be admitted to club sessions provided he/she is a member of United States Figure Skating or agrees to sign a waiver from USFS. The guest skater must register and pay a skating fee for each session attended.

ARTICLE VIII

GENERAL MEMBERSHIP MEETINGS

Section 1 **ANNUAL MEETINGS** There shall be an annual general membership meeting of the club to be held in the Spring.

Section 2 **SPECIAL MEETINGS** The secretary can call special general membership meeting at the direction of the Board or upon the written request of fifteen club members in good standing.

Section 3 **NOTICES**: Notices of Stated and Special meetings shall be mailed by the secretary to every member at least ten days in advance thereof, and/ or shall be posted by the secretary for the same length of time on the club bulletin board.

Section 4 **QUORUM** Twenty percent of the voting membership shall constitute a quorum for the transaction of business at the General Membership meetings.

Section 5 **SPECIAL MEETING LIMITATION**: No business shall be transacted at a special meeting except that of which notice was given.

Section 6 **CONDUCT OF MEETINGS** All meetings will be conducted in a civil and proper manner. Roberts Rules of Order (current edition) will be used to conduct the meeting. No proxy votes shall be allowed at a General Membership meeting.

ARTICLE IX

REVIEW

Section 1 **REVIEW OF BY LAWS** The By-Laws may be reviewed annually by an ad hoc committee appointed by the President with approval of the PPFSC Board of Governors. This committee may make suggestions for revisions at the Annual meeting. These revisions must be mailed to the membership for consideration at least 30 days prior to the annual meeting. Revisions and Amendments will require a two-thirds vote of the membership at the annual meeting to pass.

Section 2. **SUGGESTIONS FROM THE FLOOR** Any suggestions for revisions from the floor (general membership) shall be presented in writing to the whole membership 30 days prior to the annual meeting for their consideration. A two-thirds vote of the membership at the annual meeting is required to pass this revision.

ARTICLE X

SUPREMACY OF CLUB BY- LAWS

The rules of all programs run by the club shall be part of and conform to the by-laws of the Pawtucket and Providence Figure Skating Club. In the event of a conflict, the by-laws of the club shall be supreme.

ARTICLE XI

NON-PROFIT

Section 1 **501(c) (3) STATUS**: This organization is organized for nonprofit purposes and the individual members will not derive profit from the club. The PPFSC's 501(c) (3) status is on record at the office of the Rhode Island Secretary of State.

Section 2 **POLITICAL LIMITATION CLAUSE**: No substantial part of the activities of this organization shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, and the PPFSC shall not participate or intervene in a political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3 **POLITICAL ACTIVITIES**: Notwithstanding any other provision of these articles, the club shall not carry on any other activities forbidden to it (a) by an association exempt from Federal income tax user section 501(c)(3) or the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b) by association contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE XII

DISCIPLINE/ GRIEVANCE PROCEDURES

If any club member (s) has a complaint against another member (s) for an infraction of any by-law or rule other than skating rules, they may file such complaint in writing to the board of the Pawtucket and Providence Figure Skating Club. The board shall appoint a group of 3 to 5 uninvolved people to investigate the complaint. The group must gather information on the cause of the conflict, define the issue, listen to the parties in a fair and unbiased manner and must make an attempt at resolving the conflict in accordance with the United States Figure Skating Guidelines on conflict resolution. If the group is unable to solve the dispute, the procedure will be brought to the board. The President shall call a special meeting of the Board to listen to such complaint with each disputing party given an opportunity to explain their side of the issue. The board shall resolve the dispute using club by-laws and according to what is in the best interest of the club and the sport of figure skating. The decision of the board shall be binding on the parties unless the parties choose to appeal it to United States Figure Skating using its grievance procedure. In all instances of appeals to USFS, the grieving member shall bear the costs associated with the appeal.

ARTICLE XIII

DEDICATION/DISSOLUTION CLAUSE

Section 1. **CHARITABLE PURPOSES** The property of this organization is irrevocably dedicated to charitable purposes; and no part of the net income or assets of this organization shall ever be dispersed for the benefit of any director, officer, or member thereof or to the benefit of any private persons.

Section 2 **ASSETS UPON DISSOLUTION** Upon the dissolution of the organization, any assets remaining after payment, or provision for payment of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. All final expenditures must be approved by a majority of the PPFSC Board of Governors or all expenditures shall be approved by a majority of the membership at its annual meeting.