

BYLAWS OF THE HEARTLAND FIGURE SKATING CLUB

Updated April 5, 2017

ARTICLE I NAME AND OFFICES

Section 1. Name

The name of this organization is the Heartland Figure Skating Club (HFSC) (referred to in these Bylaws as the “Club”).

Section 2. Incorporation

The club was incorporated under the laws of the State of Missouri on July 15, 2010 and shall be governed by the nonprofit corporation law of the state.

Section 3. Membership in U.S. Figure Skating

Membership in U.S. Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association (“U.S. Figure Skating”), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 4. Offices

The principal office of the Club shall be located at:

Centerpoint Community Ice
19100 E. Valley View Parkway
Independence, Missouri 64055

ARTICLE II PURPOSE

Section 1.

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating

ARTICLE III MEMBERS

Section 1. Classes Of Membership

- A. Primary Membership**
Skaters that desire full membership status with USFS, allowing them to test and compete according to the guidelines and provisions set forth by USFS and HFSC.
- B. Associate Membership**
The membership is allowed to skaters who have a home club with another USFS Club by which their USFS membership number is registered. They must be members in good standing of their home club.
- C. Coach Membership**
Open to coaching professionals only. Must be a member in good standing with the Professional Skaters Association.
- D. Officials Membership**
Any U.S. Figure Skating Official (Judge, Accountant, Referee, etc.) that declares HFSC as their home club.
- E. General Membership**
A membership for non-skaters, 18 years of age or older, who desire to be registered with USFS. They must have a vested interest in the objects and purposes of the club.
- F. Collegiate Member**
Four-year full membership for skaters enrolled in a college or university.
- G. Parent/Board Member**
Open to parent(s) of a HFSC members who has a full USFS membership.

Section 2. Application For Membership

Candidates who choose to become HFSC members must complete the HFSC membership application. The membership cycle year is July 1st to June 30th. The membership application contains registration form and code of conduct which must be signed by member and parent/legal guardian. All applications in compliance with the foregoing requirements shall be considered to be accepted upon receipt of annual dues.

Section 3. Board Approval for Competition or Exhibition

No member(s) of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board of Directors or delegate (i.e. competition chairman).

Section 4. Conflict Resolution

If any club member(s) have a complaint against another member(s) for an infraction of the bylaws or rule other than skating rules, they may file a written complaint to the board. Such complaint will be investigated according to the following procedures:

Club member must present to the Member-at-Large or Board of Directors, in writing, their conflict with another club member. The Board of Directors will appoint a group of three objective and uninvolved people, one of which shall be a board member, to become the Conflict Review Panel. This panel will perform the tasks of gathering information and ultimately seeing the resolution through with the involved parties, by taking the following five steps (recommended to follow Conflict Resolution Guide

of U.S. Figure Skating (the guide can be downloaded at www.usfsa.org under Programs, Online Forms, then Membership or by contacting U.S. Figure Skating).

- 1) Clarifying the conflict. What is the conflict? Identify what issues and people are involved.
- 2) Interview the parties involved.
- 3) Identify potential solutions and alternatives.
- 4) Select the appropriate solution
- 5) Follow through and evaluate the solution.

The Panel will advise the Board after it has completed the 4th step and the Board of Directors will vote to approve the conflict resolution, thus allowing the Panel to perform Step 5 with full club support. If no resolution was reached, the Board will review the process and determine to attempt again, perhaps with a new panel. If all attempts fail, the member seeking the resolution may then proceed to US Figure Skating, following US Figure Skating bylaw Article XXVII, and incurring the cost for such on their own. The Panel will provide all documentation of the local attempt to resolve the conflict.

ARTICLE IV SELECTION & ELECTION OF OFFICERS & BOARD MEMBERS

Section 1. Selection of Officers and Board Members

Selection of Officers and Board Members shall be a by a Nominating Committee and in the event of vacancies during the term of such officer or Board Member as provided for in Article V.

Section 2. Nominating Committee

The Nominating Committee shall be appointed by the President and shall consist of the President, two members of the Board of Directors and one at-large member of the Club. The Nominating Committee shall present to the membership a slate of officers and directors to vote on at the Spring Meeting. Nominating Committee shall be formed and announced by January 31 of the election year. The nominating committee should be no less than three members over 18 or parents of members under the age of 18. If three members are not willing to volunteer for this committee the board shall have the power to authorize a smaller committee for that year. Membership shall have 30 days to submit names to the nominating committee from the date it is announced that the committee is accepting nominations. All elections results must be announced to membership by May 1.

Section 3. Election of Officers and Board Members

Members in good standing, age 18 and older or a parent of members younger than 18 with the exception of Restricted Persons and Affiliates shall vote at the Spring General Membership Meeting or by absentee ballot to be returned to the Nominating Committee by April 30.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

Section 1. Number of Directors

The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer and five (5) qualifying members of the Club, for a total of nine (9) Directors.

Section 2. Initial Term of Directors

The initial term of the founding Board of Directors shall be two (2) years, with the exception of the Treasurer which shall be three (3) years. The first election shall occur in the Spring following approval of full club membership with USFS.

Section 3. Terms of Directors

All Directors are eligible to serve a 2 year term, if they so chose. The positions of President, Vice-President shall be elected for two (2) year terms in even number years. The position of Treasurer shall be elected for a two (2) year term in odd number years. The position of Secretary shall be elected for a one (1) year term.

No individual shall serve more than a total of five (5) consecutive years on the Board. The board member must be absent from the Board for one year, prior to re-election.

Section 4. Qualifications

Members desiring to sit on the Board or be elected as an officer must meet the following requirements:

(i) at least twenty-one (21) years of age, (ii) be registered with USFS or a parent of a member that is registered with USFS, (iii) be registered as a home club member of the Club in accordance with provisions of applicable rules of U.S. Figure Skating, (iv) be a voting member of the club, (v) have served on the Board for one year to serve as the President, and (vi) have a vested interest in the success of the Club; (vii) Have no more than one member of any household or extended family serving on the Board at any one time.

Section 5. Resignation

A Director may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date. If a Board of Director resigns during the current term the member may not be eligible to be a future board member for three years unless granted an exception by the current board of Directors and relected by the membership.

Section 6. Removal

Any member of the Board of Directors may be removed upon a majority vote of the Board of Directors at any meeting and replaced by a person chosen by the President (or Vice President if the President is removed) subject to the approval of the remaining Board of Director members upon one of the following occurring:

- A. Who is consistently absent for meetings of the Board, without rendering sufficient reason for such absences;
- B. For cause as determined by the Board consistent with US Figure Skating rules and the bylaws of the Heartland Figure Skating Club;
- C. A member of the Board of Directors or Club Officer must be given two weeks of written notice of a proposed suspension, expulsion or removal from his position as a Club officer or member of the Board of Directors. The notice shall be sent certified mail return receipt requested to the address given in his annual membership application with the reasons being

clearly delineated. If the member desires a hearing, the member must make such request in writing to the President; that request must be received by the President within seven days of the member receiving notice of the proposed Board action. Failure to make such a request in the manner designated will result in waiver of any right to a hearing and the proposed action will become effective on the eighth day after receipt by the member of the proposed action. If the “delineated reason” for the proposed action is of the nature of a “theft” from the Club or an assault or battery on any member or guest of the Club then in that event the member shall be deemed to be “suspended” upon the date he receives the notice of the proposed action, pending resolution of the proposed action by the Board of Directors. In all other proposed actions, the member shall remain in his position pending resolution by the Board of Directors of the proposed action or acceptance of the proposed action by the member. The member may be represented by a person of his choosing at the hearing, said hearing to take place within two weeks of the receipt of request for hearing by the President. The hearing shall be closed to the public but open to the membership. Notice of the hearing date shall be posted on the Club Bulletin Board and conveyed in writing to the person who requested the hearing by First Class Mail and/or orally by the President. A quorum of the Board of Directors shall have the right to make the final decision regarding the proposed action which is not subject to any further appeal.

Section 7. Vacancies

The Board of Directors shall fill all vacancies of the Board. The replacement(s) being appointed by the President with the approval of the Board of Directors. If the vacancy is the position of President the Vice-President shall assume the position and Board of Directors shall fill the Vice-President vacancy. In the event that both positions become vacant the Board of Directors shall nominate a temporary President from within the Board while a Nominating Committee convenes to determine a slate for the open positions. All other office vacancies shall be filled by the Board of Directors until the next slate is presented by the Nominating Committee.

Section 8. Background checks

The Board of Directors have the power to authorize background checks if deemed necessary. In the event of background checks

ARTICLE VI CONFLICTS OF INTEREST

Section 1. Definition

As used in Section 2, “conflicting interest transactions” means a contract transaction of 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, 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, 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 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 (1) 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 (2) 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 (3) 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

The Club shall make no loans to its Directors or Officers. Any Director or Officer who assents to or participates in the making of such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE VII 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 the meetings of the Club and of the Board of Directors. The President shall have: the entire supervision and management of the Club and its property subject to action of the Board of Directors; the power to suspend any member for violating the Bylaws or rules of the Club, subject to approval of the Board of Directors; and the power to call special meetings and Club meetings. The President together with the Secretary shall sign all agreements and contracts made by the Club. The President is a voting member of the Board of Directors. The President shall appoint all the chairs of standing committees and the Test Chairperson subject to the approval of the Board of Directors.

Section 2. Duties of Vice-President

The Vice-President shall: assist the President in the discharge of his/her duties; perform such duties as may be assigned to him/her by the Board of Directors or the President; and, in the President's absence, assume his/her duties and officiate in his/her stead.

Section 3. Duties of Treasurer

The Treasurer shall have main control over the bank accounts and finances of the Club, shall keep a record of all receipts and disbursements and shall render a written report monthly, a year end report and file an annual tax return. The finances in the name of the Club shall be in a bank approved by the Board

of Directors. All disbursements by check shall be signed by two of the three designed officers who shall be the Treasurer, President and Vice President.

Section 4. Duties of Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the Club and to supervise all reports and documents connected with the business of the Club and to supervise the correspondence of the Club, post notices at the rink with the purpose of meeting stated and notify Officers and Board members of scheduled meetings. The meeting minutes will be stored in a location where all Board of Directors can access the meeting minutes.

Section 5. Duties of Member-at-Large

The Member-at-Large shall serve as a liaison between the members and the Board of Directors, carry on the social correspondence of HFSC and serve as a coordinator for dispute/conflict resolution.

ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors shall have the entire authority in the management of the affairs and finances of the Club and shall have general control of its property. All rights and powers connected therein shall be vested in them.

Section 2. Regular Meetings

The Board of Directors shall meet regularly to conduct the business of the Club. At the Board's discretion, meetings may be open to the membership. An agenda shall be submitted to the officers prior to the meeting.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President as necessary.

Section 4. Quorum

Two-thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

Section 5. Rules

The rules contained in Robert's Rules of Order, Revised, shall govern all meetings of the members and the Board of Directors.

Section 6. Audits

The Board of Directors shall have the authority to audit the records of the Treasurer. The Board of Directors may audit the records of the Secretary and of the other committees. The Board of Directors may appoint a qualified individual or organization from either inside the Club or outside the Club to conduct such audits.

Section 7. Indebtedness

The Board of Directors shall have the power to limit the indebtedness of a member of the Club to the Club and to suspend or expel such member for failure to comply with the requests of the Board consistent with the provisions of the bylaws.

Section 8. Suspend or Expel

The Board of Directors shall have the power to suspend or expel any member for violation of the Bylaws, USFS Parent Code of Conduct, Heartland Figure Skating Club Freestyle & Rink rules, or for conduct which it shall deem improper, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing by the Board.

Section 9. Readmission to Membership

The Board of Directors may at a regular Board Meeting readmit to membership any former member whose resignation has been fully accepted. Such readmission must be passed on by the two-thirds (2/3) majority vote of the Board of Directors.

Section 10. Standing Committees

The Board of Directors shall appoint all Standing Committees and approve all chairmen selected by the President. The Board of Directors shall have full authority over them except as hereinafter provided and shall appoint other such committees as shall seem necessary.

Section 11. USFS Delegate

The Board of Directors shall elect a Delegate or Delegates to the Governing Council of U.S. Figure Skating. The Club secretary shall inform the U.S. Figure Skating Secretary, in writing, of the name and address of the delegate(s) elected. Said delegate(s) shall attend the U.S. Figure Skating meetings either in person or by proxy. The Board may, as it sees fit, pay the traveling expenses or portion thereof of the delegate(s) to the U.S. Figure Skating meetings.

Section 12. Expenditures and Revenues

The Board of Directors shall review and act upon:

- A. The Treasurer’s report of anticipated expenditures and sources of revenue for the coming year.
- B. The Board of Directors shall also review and act upon the budgets proposed by the chairs of any committee.
- C. The tax return compiled by the Treasurer or tax accountant must be approved by the Board, filed annually.
- D. The Board of Directors shall have the right to veto expenditures by any committee chair upon a vote of the majority of the Board of Directors.

Section 13. Indemnification

Heartland Figure Skating Club Board members shall not be held personally liable for any legal actions taken by members or other entities against Heartland Figure Skating Club or Silverstein Eye Centers Arena or Centerpoint Community Ice Rink.

ARTICLE IX

COMMITTEES

Section 1. Standing Committees

The Standing Committees may be added to, deleted, or the names changed from time to time by majority of the Board of Directors without further amendment of these Bylaws.

Section 2. Establishment of Committees

The Board may establish other committees as it deems necessary.

Section 3. Committee Chairman

Each Standing Committee Chairman shall be a full member of the HFSC or a parent of a full member as their home Club appointed by the Board of Directors.

Section 4. Attendance at Board Meetings

The Chairman of a Standing Committee may be requested by the President to attend meetings of the Board. They may enter into and take part in all discussion but may not vote.

Section 5. Ex-officio

The President shall be an ex-officio non-voting member of all Standing Committees.

ARTICLE X CLUB MEETINGS

Section 1. Regular Meetings

There shall be two (2) stated Club meetings of the membership in the Fall and the Spring.

Section 2. Special Meetings

The Secretary shall call Special Meetings at the discretion of the President or upon written request of five (5) Club members in good standing. No business shall be transacted at a Special Meeting except that of which notice is given.

Section 3. Quorum

Fifteen (15) voting members of the voting membership shall constitute a quorum.

Section 4. Notices

Notice shall be given by mail, facsimile or other form of wire or wireless communication by or at the discretion of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting.

Section 5. Voting Rights

All members over 18 shall have voting rights as described in Article III, Section 1.

Section 6. Rules

The rules contained in Robert's Rules of Order, Revised, shall govern all meetings of the members and the Board of Directors.

ARTICLE XI MISCELLANEOUS

Section 1. Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the Board members present at any meeting of the Board of Directors at which a quorum is present, and not otherwise. Current bylaws will be available for all members upon request.

Section 2. Fiscal Year

The fiscal year for the club shall correspond with the fiscal year of U.S. Figure Skating (July 1 – June 30).

Section 3. Records

The Club shall maintain the following records: (i) minutes of all meetings of its members and Board of Directors, (ii) appropriate accounting records, (iii) its Articles of Incorporation and Bylaws, (iv) a list of the names and business or home address of its current Directors and Officers, (v) a copy of its most recent corporate report delivered to the State, (vi) a record of its members which permits preparation of a list of the name and address of all members and, if applicable, shows the number of votes each member is entitled to cast, (vii) all written communications with the past three (3) years to members and (viii) all financial statements prepare for periods during the last three (3) years.

Section 4. Limitations on Use of Membership List

Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purposes unrelated to a member's interest as a member; (ii) 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; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 5. Financial Statements

Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

ARTICLE XII TEAM AMORE

The affiliation between Heartland Figure Skating Club and Team Amore Synchronized Skating Team is covered under a separate operating agreement documented in the board minutes dated July 2012. Which is incorpoeated by refference into these bylaws. Further Team Amore will establish a parent board and bylaws per standard operating agreement.