

Bylaws Meeting Recap: 2/27/2024

of Members in Attendance: 7

Questions/Comments from Members	Answers from Chelsea, Lauren, & Christey
<p>Can a committee be formed with anyone in the club who wants to look at the bylaws?</p>	<p>The bylaws are available for anyone to view at any time. If you're having issues accessing them please reach out to the club. Officially speaking, committees are created by the Board of Directors, but this in no way prohibits individuals from meeting for a purpose of their choosing. If the Board chooses to have a committee specific to looking at the bylaws the Board could also choose to have the committee open or closed to members.</p> <p>Reference from OFSC Bylaws Article 3, Section 8: <u>Committees</u>. The Board of Directors shall create committees and appoint committee chairs as the Board deems necessary. Committee chairs are considered members of the Board and are subject to the rules of order during Board meetings. No committee or committee chairs shall have a vote in the business of the board.</p>
<p>Why is it always the same few board members who are in charge of the bylaws? I've heard the argument that that's who volunteered, but I have never seen transparency of this committee being formed.</p>	<p>The idea to review and rewrite the bylaws was presented last May at a Board meeting and a committee was formed to take on the task. There is no requirement that the formation of committees be presented to the member or opened up to members. Committees are largely formed to serve a specific purpose and are generally not ongoing. In this case, all Board members were invited to join the committee and the ending result was that not many were interested. The bylaws were re-written by Kathleen (resigned), Candace (resigned), Christey (currently treasurer), and Chelsea (currently communication director).</p> <p>Reference from OFSC Bylaws Article 3, Section 8: Committees. The Board of Directors shall create committees and appoint committee chairs as the Board deems necessary. Committee chairs are considered members of the Board and are subject to the rules of order during Board meetings. No committee or committee chairs shall have a vote in the business of the board.</p>
<p>Opening up the vote. Currently, only voting board members can vote in board members. I feel like we could open this up more to the general club membership. I feel like it would also help diversify our board.</p>	<p>Only Officers are voted on by voting members of the Board. This is largely due to the eligibility requirement that those elected must have served on the Board for 1 year. Directors, however, are voted on by the members. The current term is up in 2025. In an effort to expand the pool of eligible candidates, the current bylaws were written to include Chairs under the definition of a Board member, and while Chair positions are technically appointment, the Board has reached out to the members for all recent appointments and assigned all interested individuals to a</p>

	<p>position. This expands and diversifies the number of people eligible.</p>
<p>The board should be representative of the members of the club they serve. With no say by the membership, then it truly isn't representative.</p>	<p>The old bylaws gave approximately 30 people the right to vote in elections and stated no requirement for the Board to present nominees for a vote. When the members did not present any nominees and no one nominated themselves, there was no vote to be held, as there were no candidates to consider. Director positions were then filled as mid-term placements. Your current Board members, who are largely on the Board as a product of the processes of the old bylaws, changed the bylaws to ensure that ALL members in good standing, over the age of 18, get a vote and included more stringent procedures for elections that do not leave room for ambiguity.</p> <p>While the current Board is not filled with people of the member's choosing, it's worth noting that not only will this change in 2025, but that all current Board members are on the Board because they were interested in serving the members of our club when no one else was interested. Those same people have implemented changes to the bylaws that make it more difficult for them to be reelected.</p>
<p>The document is invalid (I will bring specific examples as to why tomorrow). The board is supposed to serve at the pleasure of the members, so that if something goes wrong, they aren't the ones to be blamed, it was member vote. Fixing the errors to make it valid can be done anytime. Members have to have the right to vote, wondering why that part was taken out of the bylaws?</p>	<p>We did not get to address the language about the suggestion that our bylaws are invalid during the in-person meeting. To be clear - our bylaws are not invalid. The concern here seems to be largely tied to their question about why the member's right to vote was removed. Member's rights to vote were not removed from the bylaws.</p> <p>Reference from OFSC Bylaws Article 5, Section 7: Voting Rights: The Board of Directors shall determine the classes of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. There isn't a requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions. All members over the age of 18 (eighteen) shall be entitled to voting rights. Members under the age of 18 at the time of voting are not entitled to a vote.</p>

<p>I think they need to seriously be looked at and revised again before the June board election.</p>	<p>In the event that a change to the bylaws is presented to members for a vote, this vote would occur at the same meeting as the upcoming elections and, if passed, would not go into effect until all votes are verified and an official tally is recorded. 60% of members never had the right to vote according to previous bylaws but 100% of members in good standing will be eligible to vote on all Director positions in 2025.</p> <p>If you have concerns about specific parts of the bylaws please fill out the club's feedback form on the website - we would be happy to answer any questions you have.</p>
<p>Vice president should not be a coach so he/she can fulfill the president position if needed.</p>	<p>Our Bylaws state that a coach cannot be voted into Presidency or Treasurer but can serve in other positions.</p> <p>Our bylaws on this matter are more <u>stringent</u> than recommended in USFS sample Bylaws. There are <u>no limitations</u> put on how coaches serve on boards shown in their sample bylaws. It's already bold for us to do this considering we have an extensive history of empty Board chairs.</p> <p>In general, no one is more invested in the club's success than the coaches. We are already blocking coaches from serving in two of the most necessary positions we must have filled in order to function.</p> <p>Additionally, our Bylaws account for the exact scenario in which a coach is Vice-President and it is dealt with a mid-term appointment, which is the same route as any mid-term vacancy.</p> <p>Reference from OFSC Bylaws Article 4, Section 8: Vacancies. A vacancy in the Officer position of Vice President, Treasurer, or Secretary, however occurring, may be filled by anyone currently serving on the Board of Directors for the unexpired portion of the term. Any member of the Board of Directors can be nominated to fill the vacant position. If more than one nomination is made the Board will vote and the nominee in the majority will prevail. In the event the position of President becomes vacant, the Vice President will become the successor for the duration of the term unless the Vice President is ineligible and then the Board of Directors will appoint someone to fill the position.</p>

<p>Officers and directors should not be selling merch or otherwise be financially invested in the club</p>	<p>In cases where Board Members agree to provide services to the club outside of their duty as a Board Member, they, as an individual, may be paid or reimbursed by the club for their services.</p> <p>Specific examples include: producing club merchandise and invoicing the club for the cost of goods vs outsourcing merchandise and losing or breaking even on cost due order minimums and higher premiums per shirt.</p> <p>Additionally, when and if Board Members have a direct conflict of interest (scholarship vote for their own child, vote to use their business services, etc. They recuse themselves from voting.</p> <p>Reference from USFS Sample Bylaws ARTICLE IV BOARD OF DIRECTORS Section 4.12 <u>Compensation</u>. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.</p> <p>Reference from OFSC Bylaws Article 3, Section 9: Compensation. Directors, Chairs, and committee members shall not receive compensation for their services as such, although the reasonable expenses of these parties may be paid or reimbursed by OFSC. Directors, Chairs, and committee members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of OFSC in any other capacity.</p>
<p>“Conflict of interest” article is missing in the bylaws completely</p>	<p>We cover conflicts of interest under sections about qualifications. It covers coaches (must be a minority on the board) and families (only 1 club member per family may serve on the board at a time).</p> <p>There is no Article dedicated to Conflict of Interest, but our club and its members are also bound to all USFS Rules (which is mentioned in the bylaws which includes those pertaining to Conflict of Interest.</p> <p>However, an effort could and should be made to create more visibility at the benefit of the membership, such as: including it in our own Policies and Procedures and having it accessible via the Club Website.</p> <p>Reference from OFSC Bylaws: ARTICLE I, Section 5: <u>Membership in U.S. Figure Skating</u>: OFSC 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, OFSC and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence</p>

	<p>and amended from time-to-time by U.S. Figure Skating.</p>
<p>All membership should be able to vote for board members.</p>	<p>Under the new Bylaws, voting members (18 years and older) can vote on Director positions on the Board. Currently we have three Directors. This number can be expanded to a larger odd number in the future if the need is there.</p> <p>Candidates for Officer positions must have served on the Board of Directors for one year. As we have election cycles in the coming years, the idea is that the pool of candidates will have been largely determined by the member body, pending participation. Then the Board votes on who will be best Candidate based on factors such as participation and commitment as a board member and who will best fit serving that role for the future of the club.</p> <p>Board Members exclusively voting on Officers is also put forth by the USFS Sample Bylaws that was used to guide ours.</p> <p>The Board votes on Officer positions (directly taken from USFS sample bylaws).</p> <p>Reference from USFS Sample Bylaws: ARTICLE V OFFICERS Section 5.2 Election and Term of Office. <u>The elected Officers of the Club shall be elected by the Board of Directors</u> at each regular annual meeting of the Club. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each Officer shall hold office until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal.</p> <p>Reference from OFSC Bylaws: ARTICLE IV OFFICERS Section 4: Elections. <u>Officers of OFSC shall be elected by the Board of Directors</u> at any regular board meeting of OFSC. Each Officer shall hold office for the duration of their term and until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation, or removal.</p>
<p>As a family member we have one vote - when and how can we use it?</p>	<p>Voting Members may vote when Director positions are at the end of their term. Our current Director positions include Events Director, Communications Director, and Membership Director and the terms for those positions will be up for election in 2025.</p> <p>Additionally, voting members that participate in committees will have a vote on committee actions</p>

<p>Communication seems like damage control</p>	<p>The focus of our Board is to move forward with creating opportunities for community engagement/conversation and implementing policies and procedures that allow us to operate more effectively. In the midst of bringing all of our ideas to fruition we've also had some unfortunate events take place. It is understandable that the action we're taking now come off to some as a response to recent events and seem like an effort to do damage control. In reality it has all been a long time coming and we finally have the space to execute on the communication/transparency goals we've set. Our hope is that our continued effort and consistency speak for themselves but we also understand this will take time. If you ever have any questions or concerns please reach out to us via the feedback form on the website.</p>
<p>Can someone outside the club be brought in to be voted in to serve on the Board of Directors in an effort to provide a POV of someone who lack any sort of bias?</p>	<p>It depends. To be a member of the Board you must be a member of Ozark Figure Skating Club. Outside individuals can apply to become Honorary Members, and if accepted, are eligible to serve on the Board after having been a member for 6 months. There is no way for our organization to eliminate bias completely but all Board members do sign an agreement to which they agree to act in the best interest of the club (among other agreements).</p>
<p>How many voting members do we currently have?</p>	<p>94 Voting Members (as of 2/28/24)</p>