

REVISED BYLAWS OF THE OZARK FIGURE SKATING CLUB
Member Club of
U.S. FIGURE SKATING
Revised May 21, 2023

ARTICLE I
NAME; EXISTENCE; OFFICES

Section 1: Name: The Organization shall be known as Ozark Figure Skating Club (OFSC).

Section 2: Incorporation: OFSC received nonprofit status under the laws of Arkansas April 26, 2004.

Section 3: Incorporators: The four Officers of OFSC shall be the incorporators.

Section 4: Offices: OFSC shall have its headquarters in the Jones Center at the Joel Carver Ice Arena in Springdale, Arkansas.

Section 5: Membership in U.S. Figure Skating: 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 and amended from time-to-time by U.S. Figure Skating.

ARTICLE II
GOAL AND MISSION

The goal and mission of OFSC are to promote figure skating through U.S. Figure Skating sanctioned events and competitions; to support OFSC skaters and our community; to encourage good sportsmanship and fellowship while setting high standards for achievement. As a member club of U.S. Figure Skating, OFSC 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
BOARD OF DIRECTORS

Section 1: Powers. The business and affairs of OFSC shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the OFSC Articles of Incorporation, rules of The Jones Center, or these Bylaws.

Section 2: Number of Directors. There shall be a Board of Directors composed of a minimum of 7 (seven) eligible regular members of OFSC. The Board shall consist of 4 (four) Officers and a minimum of 3 (three) Directors in any given year so long as the total number of voting persons on the Board of Directors remains an odd number. The Officers shall be: President, Vice President, Secretary, and Treasurer. The Directors shall be: Membership, Communications, and Events, and other Director positions as deemed appropriate by the Board of Directors so long as it maintains an odd number of Directors.

Section 3: Length of terms. Directors shall be elected to terms of office of 2 (two) years.

Section 4: Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) a member of OFSC (iii) have designated OFSC as their Home Club under the applicable rules of U. S. Figure Skating. In addition, Directors of OFSC must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating; provided, however, coaches with eligible status may only serve as Vice President, Secretary, or as a Director of OFSC so long as they do not collectively constitute a majority of the Board of Directors. Not more than 1 (one) member per family may serve in a voting position of the Board due to conflict of interest.

Section 5: Nominations and Elections. At a time reasonably in advance of each annual meeting of the OFSC Board of Directors, the Board of Directors shall determine and present to the members, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the annual meeting. Additional nominations for Directors 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 Director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The members shall, by the affirmative vote as required by the provisions of Article III, Section 7 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

Section 6: Meetings. The Board of Directors shall meet a minimum of 4 (four) times during the fiscal year, with the goal of meeting one time per month. The date of such meetings shall be stated by the President, or in their absence, by the Vice President. Any 4 members of the Board may call a Board of Directors meeting upon written or electronic notice to all the members of the Board of Directors at least 7 (seven) days prior to the meeting. The notice shall state the date of the meeting, the purpose for which the meeting is called, and the names of the 4 members requesting the meeting.

Section 7: Quorum and Voting.: A majority of Board members who have voting rights shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Board present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Board of directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No member of the Board of Directors may vote by proxy or act by proxy at any meeting of the Board of Directors. Electronic voting is permitted only if the vote is a unanimous decision. Any vote that takes place electronically and does not result in a unanimous decision shall not be the act of the Board.

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.

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.

Section 10: Removal. Any Director may be removed from the Board, by a majority vote of the Board of Directors held during a special meeting called for this purpose. The Director under consideration for removal, shall not vote in this meeting.

Section 11: Resignation. A Director may resign at any time by giving written notice of resignation to the OFSC Board. However, the Director resigning must participate in a transition process for their replacement. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 12: Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Board of Directors. If any of the foregoing offices become vacant by reason of death, resignation, or removal, the Board of Directors shall elect a successor who shall hold office for the unexpired term. The successor does not have to be an existing Director on the Board of Directors, but must have held a membership, in good standing, in OFSC for a minimum period of 6 months.

Section 10: U.S. Figure Skating Delegates: The Board shall appoint, from among its registered members during the preceding fiscal year as specified in the US Figure Skating Bylaws, Article XV. The delegates shall be representatives between the Club and Association and shall attend the US Figure Skating Governing Council meeting, either in person or by proxy. The Club shall file a certificate of such appointment with the Association and the Association shall provide the certificate.

ARTICLE IV OFFICERS

Section 1: Titles. The Officers shall be the President, Vice-President, Secretary and Treasurer. All Officers serve on the Board of Directors and, therefore, must meet the qualifications of Directors as set for in Article III Section 4 of these Bylaws.

Section 2: Authority and Duties. The Officers of OFSC shall have authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors of these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) President: It shall be the duty of the President to take charge of OFSC; to preside at all meetings of OFSC and of the Board of Directors. The President shall have the entire supervision and management of OFSC and its property pending the action of the Board of Directors; the power to suspend any member for violating the bylaws or regulations of OFSC, pending the approval of the Board; to call special meetings and club meetings. Candidates for President must have been members of the Board for at least one year.
- (b) Vice- President: It shall be the duty of the Vice-President, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president. Candidates for Vice-President must have been members of the Board of Directors for at least one year.
- (c) Treasurer: The treasurer shall (i) be the principal financial officer of OFSC and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors (ii) shall keep a record of all receipts and disbursements and shall render a report at each Board meeting. The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors, or in securities approved by the Board of Directors. The Treasurer shall not withdraw from OFSC's savings account, other investments, or any funds earned in a

prior year, except upon the vote of a majority of Directors. The Treasurer shall present a monthly report to the Board Directors detailing all income received and expenses paid. The Treasurer shall prepare a yearly financial report for presentation at a Board meeting following the close of the fiscal year. This report shall be made available to members. The Treasurer shall also make the annual financial report available to the accountant for preparation of all year-end filings for all government agencies, where required. Candidates for Treasurer must have been members of the Board for at least one year.

(d) Secretary: It shall be the duty of the Secretary to (i) keep the minutes of the proceedings of the Board of Directors meetings; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of OFSC records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. Candidates for Secretary must have been members of the Board for at least one year.

Section 3: Length of terms. Officers shall be elected to terms of office of 2 (two) years.

Section 4: Elections. Officers of OFSC shall be elected by the Board of Directors 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.

Section 5: Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by OFSC. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of OFSC in any other capacity.

Section 6: Resignation. An Officer may resign at any time by giving written notice of resignation to the OFSC Board. However, the Officer resigning must participate in a transition process for their replacement. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 7: Removal. Any Officer may be removed from the Board, by a unanimous vote of the Board of Directors held during a special meeting called for this purpose. The Officer in question for removal shall not have a vote at this meeting.

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.

ARTICLE V MEMBERSHIP

Section 1: Becoming a Member: Anyone interested in becoming a member of OFSC must fill out an application. Applications for membership must be accepted by the Membership Director and all appropriate dues must be paid before the applicant is considered a member.

Section 2: Termination and Suspension of Membership: Any member's membership may be terminated or suspended by a majority vote of the Board of Directors. Notice shall be given to said member by registered mail at their address as it appears on OFSC records within 10 days of the vote for termination or suspension. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits rendered, dues, assessments, or fees arising from contract or otherwise. Appeal rights shall be as governed by the US Figure Skating rules and bylaws.

Section 3: Dues. Membership renewals are due by June 15th of each year. The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments, and procedures for the manner of payment and collection thereof.

Section 4: Regular Meetings: There shall be at least one annual meeting each year. This meeting is for the purpose of inducting Directors for the forthcoming year. It will be the goal of the Board of Directors to hold quarterly update meetings but no requirement to do so shall be set.

Section 5: Special Meetings: The Secretary shall call special meetings at the direction of the President, or upon the written request of 10% of the Club members in good standing. No business shall be transacted at the special meetings except that of which notice was given.

Section 6: Notices: Notices of regular and special meetings shall be mailed or emailed to every member at least 10 days in advance thereof, and/ or shall be posted for the same length of time on the OFSC bulletin board. The Secretary is responsible for ensuring communication occurs in the manner described.

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.

Section 8: Quorum: 25% of all members who are entitled to vote and are in good standing shall constitute a quorum and the vote of a majority of the members present in person at a meeting at which a quorum is present shall be the act of the members. No Member may vote by proxy or act by proxy at any regular or special meeting.

ARTICLE VI RULES OF ORDER

A modified version of Robert's Rules of Order dictate how Regular meetings, Special meetings and meetings of the Board of directors are conducted.

ARTICLE VII FEES, DUES, AND ASSESSMENTS

The annual dues will be payable to OFSC in such amount as determined by the Board at the start of each fiscal year. If at any time, a member needs to terminate membership, the Member must notify OFSC or the Membership Director their request to terminate membership.

ARTICLE VIII CLUB CONFLICT RESOLUTION

The board shall have the power to discipline, suspend or terminate membership in the club in accordance with the policies and procedures set forth in the bylaws and/or the membership agreement. It is the expectation that the board will make every effort to resolve any conflict or dispute occurring between members. All conflicts brought to the board will be handled in a timely and confidential manner using due process.

Any member(s) having complaint(s) against another member(s) or Board of Director(s) for the infraction of any bylaw, rule, policy, procedure, or behavioral misconduct may report in writing as outlined below may report the same, in writing, to the board of Directors. The complaint must be filed within 15 days of the incident, infraction or discovery of the alleged violation.

All complaints will be submitted in writing to the club president and will contain the following information. If the club president has a conflict of interest in the matter, the complaint will be submitted to another club officer.

- (a) Name, contact information, U.S. Figure Skating membership number, and signature of the party/parties filing the complaint.
- (b) Name of the party/parties against whom the complaint is brought.
- (c) The specific bylaw, rule, policy, procedure, or guideline allegedly violated.
- (d) A statement of the facts surrounding the alleged violation. Include all necessary information such as date and time, location, specific facts, witnesses, and testimony.
- (e) Description of actions taken to attempt to resolve this matter informally.
- (f) The desired action or outcome the grieving wishes to be taken to resolve the conflict by the board.

Any complaints received will be directed to the President of OFSC, who will appoint a review panel of three (3) unbiased people from within the club board or club membership, not related or involved with the alleged incident/infraction. The review panel will evaluate the complaint and determine what, if any, further action is necessary.

If accepted, a copy of the complaint will be sent to the person against whom the complaint has been filed. The parties to the matter will be notified in writing of the names of the members of the review panel. In the event any party believes that a member of the review panel has a conflict of interest, an objection to that member shall be submitted in writing to the club president or officer within three (3) days of the notification. The objection will indicate with specificity what is the basis of the conflict of interest. The club president or officer shall determine if the review panel member will be replaced. The decision of the club president or officer is final. The respondent will have ten (10) days to respond to the complaint in writing. The review panel will send a copy of the response to the person filing the complaint.

Unless the review panel determines otherwise, the review panel will then schedule a meeting with all parties involved within seven days for a full investigation into the matter and come to a decision to resolve the complaint.

The review panel will report the findings and recommendations to the club board within seven (7) days of the last meeting scheduled in the matter. The decision will be presented to the board who may adopt the recommendation, modify the recommendation, or return the matter to the review panel with directions for further investigation and or for further recommendations by the review panel. Once the decision is adopted or modified by the board the outcome is considered final and will be communicated in writing to both parties within seven (7) days of the action by the board.

If the complaint is not resolved to the satisfaction of all parties, then and only then will the matter be sent forth to US Figure Skating. If a grievance is filed with US Figure Skating, a filing fee in the amount of \$125 (US) shall be paid to US Figure Skating at the time the grievance is filed. In the event the grievance is not accepted, the filing fee shall be refunded. The Grievant shall be responsible for the \$125 (US) filing fee. All grievances should come first to OFSC's Board of Directors. At no time should a grievance be taken directly to US Figure Skating without prior approval of the President of the Board of Directors of OFSC.

If a grievance is filed to US Figure Skating, a statement certifying that attempts to resolve this matter have been made and were unsuccessful. The statement shall include a description of the specific actions the grievant has taken to attempt to resolve the matter under US Figure Skating rules; and the action the grievant wishes taken.

ARTICLE IX FISCAL YEAR

The fiscal year shall run from June 1st - May 31st until such time as the Board of Directors adopts a different fiscal year.

ARTICLE X OFSC MEMBERSHIP IN US FIGURE SKATING

Ozark Figure Skating Club shall maintain its membership in the US Figure Skating and conduct its affairs in a manner consistent with the bylaws of that association. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by the US Figure Skating, the United States Olympic Committee, and The Jones Center. OFSC shall follow the provisions of the US Internal Revenue Code, Sec 501©(3).

ARTICLE XI INDEMNIFICATION

Section 1: OFSC shall indemnify any person who was or is a party to an threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that they are or were a director, officer, employee or agent of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of OFSC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not proposed to the best interests of OFSC, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

Section 2: OFSC shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not OFSC would have the power to indemnify them against such liability under the provisions of this section.

Section 3: The powers and duties of OFSC to indemnify any person under the Article shall apply with equal force whether an action, suit, or proceeding is threatened or commenced in the state or outside this State.

ARTICLE XII
DISSOLUTION

Upon the dissolution of OFSC, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of OFSC, dispose of all of the assets of OFSC exclusively for the purposes of OFSC in such manner, or to such charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501©(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future US internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of OFSC is then located, exclusively for such purposes or to such organization or organizations, as said courts shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII
AMENDING THE BYLAWS

These bylaws may be amended by a majority two-thirds vote at any regular meeting of the members where a quorum is present, provided a 30 day notice of the general nature of the proposed amendments has been emailed out for all voting members to view.

CERTIFICATE

I, _____, Secretary of Ozark Figure Skating Club, certify that the attached Bylaws were adopted at a meeting of the Board of Directors on the ____ day of ____.

Secretary