

**BY-LAWS OF THE
NORTHERN ICE SKATING CLUB, INC.**

Adopted May 1, 2007
(Supersedes all previous by-laws and amendments)

**ARTICLE 1
NAME AND CORPORATION**

Section 1. NAME: The name of this organization is the Northern Ice Skating Club, hereinafter referred to as “NISC”.

Section 2. INCORPORATION: NISC, f/k/a Evanston Figure Skating Club, was incorporated under the laws of the State of Illinois, September 21, 1976.

**ARTICLE 2
PURPOSE**

The purpose of NISC is to encourage the instruction, practice, and advancement of its members in any or all of the disciplines of figure skating, to encourage and cultivate a spirit of camaraderie among ice skaters, and to carry out the general policies and objectives of the United States Figure Skating Association (the “**US Figure Skating**”). NISC will maintain its membership in the US Figure Skating and conduct its affairs in a manner consistent with the rules and by-laws of the US Figure Skating. NISC is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section of 501(c) (3) of the Internal Revenue Code and will follow the provisions of such Code.

**ARTICLE 3
FISCAL YEAR**

The fiscal year of NISC is from January 1 through December 31.

**ARTICLE 4
MEMBERSHIP**

Section 1. MEMBERSHIP GROUPS (collectively “NISC Members”):

- A. “Home Club Members”** are US Figure Skating members who join NISC and designate NISC as their “**Home Club**” (as defined in the Rules of the US Figure Skating). Home Club Members who are in good standing are eligible to represent NISC in competitions and at test sessions.
- B. “Associate Members”** are US Figure Skating members who join NISC but do not designate NISC as their Home Club.

Section 2. ELIGIBILITY FOR MEMBERSHIP: The Board of Directors (collectively, the “**Board**,” and each member, a “**Director**”) will from time to time set the eligibility requirements for new NISC Members. NISC Members are required to conduct themselves in a manner consistent with the US Figure Skating codes of conduct.

Section 3. APPLICATION FOR MEMBERSHIP: Applicants for membership must provide all requested information and pay the appropriate fees indicated on the membership form. For each applicant under the age of 18 who joins NISC as a Home Club Member (each, a “**Junior Member**”), a parent or guardian over the age of 18 is also required to join NISC as a Home Club Member for the term of the Junior Member’s membership. Only one parent or guardian is required to join per family (each, a “**Home Club Family**”), regardless of number of Junior Members in that family. All applications must be submitted to the Membership Secretary who will accept or reject

applications in accordance with requirements set by the Board. Applicants not accepted for membership may request Board review for a final decision on the application.

Section 4. VOTING RIGHTS AND ELIGIBILITY FOR DIRECTOR AND OFFICER POSITIONS: Only Home Club Members (not including professionals and Junior Members), in good standing with NISC and the US Figure Skating, will have the right to vote (each, a “**Voting Member**”). Only Voting Members may hold Director and Officer positions. Each Voting Member will have one vote. A Voting Member is entitled to vote upon acceptance of membership but waives notice of a meeting or vote if such notice was given prior to the acceptance of the membership.

Section 5. ARREARS FOR DUES: Any NISC Member in arrears for dues or other indebtedness will be notified by mail by the Corresponding Secretary at the last known address. If the amount is not paid in full within one month thereafter, the Board may drop from the roll any name of such delinquent NISC Member and his or her Home Club Family. The Board may also withdraw the NISC Member's right to serve on the Board, hold office, vote, or participate in NISC or US Figure Skating functions. An NISC Member and Home Club Family dropped from the roll for nonpayment of dues or other indebtedness may, upon payment of same, at the discretion of the Board, be reinstated to full membership.

Section 6. RESIGNATION: Any NISC Member not in arrears for dues or other indebtedness may tender a written resignation of membership to the Membership Secretary, who will report the same to the Board at their next meeting.

Section 7. BOARD APPROVAL FOR COMPETITION AND EXHIBITION: No NISC Member may make entry in the name of NISC in competition, exhibition or test except with the approval of the Board or someone granted this authority by the Board.

Section 8. ACCESS TO INFORMATION: Each Voting Member and professional NISC Member will have the right to obtain (at reasonable cost) copies of minutes of meetings, financial statements and other records of NISC.

Section 9. REVIEW BY VOTING MEMBERS: The Voting Members will have the power to review and amend or repeal any action taken by the Board only at the Annual Meeting or at a special meeting convened in accordance with Article 8, Section 2, of these By-Laws.

ARTICLE 5 THE BOARD

Section 1. GENERAL: The Board will consist of 9 Directors (6 Officers and 3 Directors At-Large). A Director must be a Voting Member for at least 1 year prior to serving on the Board. Directors are elected by the Voting Members at the Annual Meeting. Directors will act in good faith and in the interest of NISC when performing their duties. Directors may not receive compensation for serving on the Board or as an Officer. A Director must disclose an interest the Director may have in a transaction, and a Director may not vote on any matter where such Director has a conflict of interest.

Section 2. TERM OF OFFICE: A Director will serve a term of approximately one year, from the date elected or appointed until the next election date, unless such Director is removed or resigns earlier in accordance with Article 10, Section 1.

Section 3. DUTIES OF THE BOARD: The Board will have the duties listed below and elsewhere in these By-Laws:

- A. AUTHORITY:** The Board will have entire authority in the management of affairs and finances of NISC and will have general control of all its property. All rights and powers connected therein will be vested in it. The Board may establish membership dues and other assessments as the Board deems necessary.

- B. RULES:** The Board will make such rules as the Board deem proper respecting the use of NISC's property, and make rules for its own government and for the government of the Committees appointed by it.
- C. DISBURSEMENTS:** Disbursements will be made only upon approval by the Board, or by a Majority Vote of the Voting Members (as defined in Article 8, Section 6). All disbursements by check under \$1000.00 must be signed by one of the following: Treasurer, President, or Vice President. All disbursements by check over \$1000.00 must be signed by the Treasurer along with the President or Vice President. Disbursements made to any Director must be signed by an Officer other than the Director receiving the disbursement.
- D. AUDITS:** The Board will audit the records of the Treasurer and of the Committees.
- E. INDEBTEDNESS:** The Board may limit the indebtedness of an NISC Member to NISC.
- F. SUSPEND OR EXPEL:** The Board may suspend or expel any NISC Member for violations of the By-Laws or for conduct which the Board deems improper, but no NISC Member may be expelled or suspended for longer than 30 days without a hearing in accordance with Article 11.
- G. APPOINT COMMITTEES:** The Board will appoint such Committees, as necessary, with full authority over them.
- H. US Figure Skating DELEGATE:** The Board will elect one or more delegates to the US Figure Skating (each, a “Delegate”). The Corresponding Secretary or President will inform the US Figure Skating Secretary, in writing, of the name and address of any Delegates elected. Delegates will act in good faith and in the interests of NISC when performing their duties. Each Delegate is a representative of NISC and the US Figure Skating and may attend the US Figure Skating meetings, either in person or by proxy. The Board may, at its discretion, pay the traveling expenses of Delegates to the US Figure Skating meetings.

Section 4. BOARD MEETINGS: The Board will hold regular meetings in order to transact NISC business.

- A. NOTICES:** The President will organize the meetings, and notice will be given to each Director no less than 10 days before the date of a meeting, stating the date, time and place for the meeting. Notice may be by mail, phone, personal delivery, facsimile or email. Notices are deemed delivered 3 days after posting in the US mail, or immediately upon delivery by personal delivery, phone, facsimile or email to the current address or number provided by the Director to NISC.
- B. BOARD QUORUM:** 5 Directors present at a meeting will constitute a quorum for the transaction of business. The Board may allow meetings to take place through a conference call, provided all participants can hear all other participants at the same time.
- C. PASSAGE OF MOTIONS:** Unless otherwise specifically stated herein, all motions require a majority vote of the Board quorum (excluding abstainers) to pass the motion. For a vote without a meeting, the motion must be provided in writing to all Directors and must be signed by at least 5 Directors to pass.

ARTICLE 6 OFFICERS

Section 1. GENERAL: An Officer must be a Director. A Director may fill the position of President only after serving 1 full year on the Board. There are 6 Officer positions which consist of: President, Vice-President, Corresponding Secretary, Recording Secretary, Membership Secretary and Treasurer. The Officers are elected by the Voting Members at the Annual Meeting.

Section 2. TERM OF OFFICE: Each Officer will serve a term of approximately one year, from the date elected or appointed until the next election date, unless such Officer is removed or resigns earlier in accordance with Article 10, Section 1.

Section 3. DUTIES OF OFFICERS: All Officers will have the duties listed below or elsewhere in these By-Laws, or as assigned, from time to time, by the President or the Board.

- A. President.** The President will take charge of NISC and preside at all meetings. He/She will have the entire supervision and management of NISC and its property, pending the action of the Board, and the power to call meetings or, with the approval of the Board, provide for a vote without a meeting. The President, together with either the Vice President or Treasurer, will sign all agreements and contracts made by NISC, upon the approval of the Board.
- B. Vice-President.** The Vice-President will assist the President in the discharge of his/her duties and, in his/her absence, to assume his/her duties and officiate in his/her stead.
- C. Corresponding Secretary.** The Corresponding Secretary will supervise all reports and documents connected with the business of NISC; he/she will supervise the correspondence of NISC, and, upon the direction of the President, prepare and issue notices of meetings or votes without meetings.
- D. Recording Secretary.** The Recording Secretary will keep the minutes of the Board and Annual Meetings.
- E. Membership Secretary.** The Membership Secretary will supervise keeping of a roll of membership with dates of their election and a record of all NISC Members elected, deceased, suspended, or expelled.
- F. Treasurer.** The Treasurer will have charge of the funds of NISC, will keep a record of all receipts and disbursements and will render a written report when requested by the President or Board. The Treasurer will prepare a yearly financial report for presentation at the Annual Meeting and prepare all year-end filings. The funds will be deposited in the name of NISC in a bank approved by the Board. Disbursements will be made in accordance with Article 5, Section 3(C).

ARTICLE 7 COMMITTEES

Section 1. GENERAL: Committee chairs and members must be NISC Members.

Section 2. TEST COMMITTEE: The Test Committee will consist of a chairperson and other members, as applicable, appointed by the Board. The Test Committee will be in charge of conducting US Figure Skating tests, including setting the date for the tests, obtaining the appropriate judges, and determining applicant eligibility for the test.

Section 3. COMPETITION COMMITTEE: The Competition Committee will consist of a chairperson and other members, as applicable, appointed by the Board. The Competition Committee will be in charge of organizing and conducting NISC competitions. Duties include: setting the date for the competitions, obtaining the appropriate judges, determining applicant eligibility, providing for judge and coach hospitality, advertising, practice ice organization, registration and volunteer coordination. Non-Directors of the Competition Committee may attend Board Meetings for the purpose of conduction competition business but may not vote on Board matters.

**ARTICLE 8
NISC MEETINGS AND VOTING PROCEDURES**

Section 1. ANNUAL MEETING An “**Annual Meeting**” will be held, once each fiscal year, at a time and place selected by the Board. The purpose of the Annual Meeting is to elect Director and Officers (in accordance with Article 9) and to conduct such other business as the Board and the Voting Members deem appropriate.

Section 2. SPECIAL MEETINGS AND VOTING WITHOUT A MEETING: The Corresponding Secretary will call special meetings at the direction of the President or at least 2 members of the Board, or upon the written request of 10% of the Voting Members, or pursuant to an appeal in accordance with Article 11. The purpose of a special meeting will be to transact only the business stated in the notice for the special meeting. The Board may also conduct a vote of the Voting Members without a meeting. For a vote without a meeting, the Board will set the period of time after notice of the vote in which votes may be received or postmarked (the “**Voting Period**”). Elections of Directors and Officers cannot be held by a vote without a meeting.

Section 3. NOTICES: Written notice of meetings will be given to Voting Members no less than 10 days before the meeting, stating the date, time and place for the meeting. For actions without a meeting, written notice will be given to Voting Members not less than 10 days prior to the commencement of the Voting Period. Written notice may be by US mail, personal delivery, facsimile or email. Notices are deemed delivered 3 days after posting in the US mail, or immediately upon delivery by personal delivery, facsimile or email to the current address or number provided by the Voting Member to NISC.

Section 4. VOTING BY PROXY: A Voting Member may designate any other person to cast his or her vote by proxy, with respect to any matter, at any meeting. A Voting Member may also cast his or her vote by US mail, email, or facsimile, provided that: 1) such vote is received by the meeting, or, 2) for a vote without a meeting, such vote is received or postmarked during the Voting Period.

Section 5. VOTING MEMBER QUORUM: The number of Voting Members at a meeting, in person or in proxy, will constitute a quorum for the transaction of business. For a vote without a meeting, the number of Voting Members who submit a vote during the Voting Period constitutes a quorum, unless a greater number is otherwise designated by the Board for a particular vote.

Section 6: PASSAGE OF MOTIONS: Unless otherwise specifically stated herein, all motions voted on by the Voting Members, with or without a meeting, require a Majority Vote to pass. A “**Majority Vote**” is defined as a majority of the applicable quorum of Voting Members (excluding abstainers).

**ARTICLE 9
DIRECTOR AND OFFICER ELECTIONS**

Section 1. NOMINATIONS OF DIRECTORS AND OFFICERS: The President will appoint a nominating committee at least 60 days prior to the Annual Meeting. The nominating committee will present a slate of candidates for Director and Officer positions (in accordance with the requirements of Article 5, Section 1 and Article 6, Section 1) to the President at least 30 days prior to the Annual Meeting. The Corresponding Secretary will give notice to each Voting Member of such slate at least 10 days prior to the Annual Meeting. A nomination by petition, signed by 10% of the Voting Members, will be accepted by the nominating committee, and, if provided prior to the distribution of notice, will be included in the notice of the slate of candidates.

Section 2. ELECTION OF DIRECTORS AND OFFICERS: All voting for Directors and Officers will be by secret ballot. The process of the secret ballot will be determined by the Board and provided to the Voting Members. A Voting Member may waive his or her right to a secret ballot by providing his or her vote in a manner that names the Voting Member. Voting Members will be given the opportunity to write-in a candidate on their ballots, provided that the write-in candidate accepts the nomination.

**ARTICLE 10
DIRECTOR AND OFFICER REMOVAL**

Section 1. REMOVAL AND RESIGNATION OF DIRECTORS AND OFFICERS: A Director or Officer may resign at any time by giving notice in writing to the Board. The Board may remove any Director or Officer at any time in its sole discretion by vote of a 2/3 majority of the Board. Voting Members may remove any Director by a Majority Vote in a special meeting called for that purpose. A Director is deemed to have resigned if the Director has missed 3 meetings during a 6 month period without the approval of the Board.

Section 2. REPLACEMENT OF DIRECTORS AND OFFICERS: The Board may appoint a Voting Member to fill any Director and Officer vacancy for the remainder of the vacant position term.

**ARTICLE 11
CONFLICT RESOLUTION**

Any NISC Members with a complaint against another NISC Member for the infraction of any law or rule, or for conduct injurious to the welfare of NISC, may file the complaint, in writing, with the Board. Such complaint will set forth the facts of the case, together with the names of witnesses, if any. After receiving the complaint, the Board will hold a meeting as soon as practicable to investigate the complaint. The complainant, and the NISC Member complained of, will receive at least 10 days notice of such meeting, and may be heard with their witnesses. The Board will consider the current US Figure Skating Conflict Resolution Guide when rendering any decision. The statements, evidence and decision of the Board will be reduced to writing and filed by the Corresponding Secretary. Copies of the filings will be provided to the complainant and to the NISC Member complained of. An appeal from the decision of the Board may be taken to the Voting Members within 10 days of the meeting, by providing the Corresponding Secretary with a written notice of appeal. A special meeting will then be called for the consideration of the case, and a 2/3 vote of all Voting Members present, in person or by proxy, (excluding abstainers) will be necessary to reverse the decision of the Board.

**ARTICLE 12
AMENDMENTS**

Amendments to these By-Laws may be made by the Board, subject to the power of Voting Members to amend these By-Laws. However, the Board may not, without a Majority Vote of Voting Members change a By-Law relating to: 1) quorum requirements; 2) Director or Officer removal, appointment, qualification, or term; or 3) the vote required for passage of a motion.

**ARTICLE 13
DISSOLUTION**

Upon the dissolution of NISC, the Board is empowered to act as trustee and supervise the liquidation of NISC assets. After paying or making provisions for the payment of all the liabilities of NISC, the Board will dispose of all the assets of NISC to organizations that qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE 14
PARLIAMENTARY PROCEDURES**

The rules contained in the current edition of Robert's Rule of Order, Newly Revised will govern the activities of NISC, as applicable and where not inconsistent with these By-Laws.