

**CONSTITUTION OF THE
CENTRAL CAROLINA SKATING CLUB, INC.**
Member Club of
The United States Figure Skating Association

ADOPTED: August 26, 1995

REVISED: May 28, 2005

REVISED: July 1, 2016

**ARTICLE I
NAME AND CORPORATION**

Section 1. NAME: The organization shall be known as The Central Carolina Skating Club, Inc. (hereinafter "Club"). The Club is a 501(c)(3) non-profit corporation, and is incorporated under the laws of the State of North Carolina.

Section 2. HEADQUARTERS: The Club shall have its headquarters in the Orange County SportsPlex, 101 Meadowlands Drive, Hillsborough, North Carolina 27278.

Section 3. RESPONSIBILITY: The Club, or any of its officers, or any of its Board of Governors as defined herein, shall not be held responsible for any injury or damages incurred during Club-sponsored activities of any kind.

Section 4. FISCAL YEAR: The Club shall be governed by the fiscal year starting on July 1st of each year and ending on June 30th of the following year.

**ARTICLE II
PURPOSE**

Section 1. PURPOSE: The purposes of the Club are: to encourage the instruction, practice, and advancement of the members in compulsory figures, free skating, pair skating, dancing, synchronized, moves in the field, and all types of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, to produce, or cooperate in the production of amateur ice shows; and generally to do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objects and purposes of this organization.

**ARTICLE III
OFFICERS**

Section 1. OFFICERS: The officers shall be President, Vice-President, Secretary, and Treasurer (hereinafter singularly "Officer" or collectively "Officers").

Section 2. ELIGIBILITY: Only current serving Governors in good standing with USFSA (hereinafter “Association”) and Professional Skaters Association (if applicable) shall be eligible to serve as Officers. In order to serve as an Officer on the Board, a candidate must serve as a Governor on the Board for at least one year.

Section 3. METHOD OF ELECTION: The Officers shall be selected by the Board of Governors at the next Board meeting after their appointment has been approved by a vote of the general Club membership at the Annual meeting pursuant to Article V, Section 3 herein. The Officers shall be selected from among the Governors and approved by a majority vote of the newly elected Board.

Section 4. METHOD OF VOTING: Voting shall be by physical show of or verbal consent or agreement by those defined as qualified to vote at the spring meeting as defined in Article IX, Section 3 herein, and majority (being one (1) vote greater than one-half (½) of the eligible voters) shall rule.

Section 5. TERM: The term of each office shall be for three years. The effective date of the office shall be July 1st of the first term year until June 30th of the third consecutive year, or until their successors are elected. Officers shall serve in their elected capacity for a full 3-year term that runs concurrently with their 3-year term as Governor. Six consecutive years is the maximum term for any single Officership).

In the event that an Officer resigns prior to the term’s expiration, another member of the Board will serve as interim Board Officer to complete the original Officer’s term. The completion of that term will be considered one full term of service for the interim officer. That interim Board Officer may be elected to one additional full term. The Officer must step aside from that Officer position after the full term, but may serve the Club in a different Officer position for up to two full terms.

Section 6. DIVERSITY: The Club and Board shall make best efforts to keep the membership of the Board representative of the Club membership.

ARTICLE IV BOARD OF GOVERNORS

Section 1. NUMBER OF AND TYPES OF MEMBERS: There shall be a Board of Governors (hereinafter “Board”) composed of eleven (11) Voting Home Club or Honorary members of the Club (hereinafter singularly “Governor”). They shall include the President, Vice President, Secretary, Treasurer (collectively hereinafter “Officers”), immediate past President, and six (6) Voting Home Club members. The Board shall have the ability, in its sole discretion, to increase

or decrease the number of officers and/or total non-officer Governors, so long as the Board is comprised of no less than eleven (11) total members.

Section 2. ELIGIBILITY: In order to serve as a Governor, a candidate must be a Voting Home Club member for at least one year.

Section 3. TERM OF OFFICE: Term of office for each Governor shall be three years, and all Governorship terms shall commence simultaneously and run concurrently. The immediate past President shall serve until the current President steps down. If the immediate past President is not able to serve or does not exist, the President shall appoint a person to fill that Governor's position. The appointee must be a Voting Home Club member in good standing.

There is no limit to the number of terms a member may serve as Governor.

Section 4. METHOD OF ELECTION: The ten (10) Governors (exclusive of the immediate past President) shall be elected annually during the annual spring meeting of the general membership by majority vote of a quorum of the voting membership present, including proxies. Nominations shall be from the floor with a second and consent of the nominee. The Board may, in its discretion, either: 1. Select a nominating committee made up from among one or more of the Voting or Honorary membership classes, which will provide said nominations as soon as possible prior to the annual spring meeting, and/or 2. Provide nominations itself directly to the voting membership at the spring meeting. If a Governorship becomes vacant, the Board shall appoint a Club member as a Governor for the balance of the year. At the next annual spring meeting of the Club general membership, a Governor shall be elected for the unexpired term, if any.

ARTICLE V POWERS AND DUTIES OF THE BOARD OF GOVERNORS

Section 1. MEETINGS: The Board shall meet, if needed, once in every month. The date of such meetings shall be stated by the President, or in the President's absence by the Vice President. Any five (5) members of the Board may call a board meeting upon written or electronic notice to all the members of the Board at least ten (10) days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the five (5) members requesting the meeting.

Section 2. QUORUM: So long as there are eleven (11) Governors, six (6) Governors of the Board shall constitute a quorum. If the Board adjusts the number of Governors and there is an odd number, a simple majority shall constitute a quorum. If there is an even number of Governors, one greater than half of the Governors shall constitute a quorum.

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. All rights and powers connected therein shall be vested in them.

Section 4. RULES: The Board shall make such rules as it deems proper respecting the use of the Club's property, prescribe rules for the admission of non-members, fix penalties for offenses against the rules, and make rules for its own government and for the committees appointed by the Board.

Section 5. APPROPRIATIONS AND EXPENDITURES: All appropriations from the funds of the Club shall be made with the advance direction of the Board, but Board and Club hereby acknowledge that there are periodic needs for expenditures to be made for the benefit of the Club and for which prior Board approval is not possible and/or practical. Any such appropriations and expenditures shall be made according to and in compliance with the CCSC Board Operations Manual.

Section 6. COMPLIANCE: The Board shall, at its first meeting of each fiscal year, appoint a committee of Governors to perform a periodic review of records of Secretary, Treasurer, and the Committees as required herein to be maintained, in due diligence to maintain compliance with these By-Laws and all amendments thereto. This review shall be undertaken no less than twice annually, but may be undertaken more frequently in the discretion of the Board. Written documentation of said review shall be maintained for at least seven (7) years as official records of the Club in a location and method as articulated and approved by the Board. This location may be changed in the discretion of the Board.

Section 7. CANDIDATES FOR MEMBERSHIP: The Club, as hereinafter provided, shall admit such candidates as they consider acceptable and which have complied with all requirements for membership as defined by the Board. No rejected candidate shall be eligible to membership within six (6) months after rejection. Rejection may not be discriminatory as to race, age or religious preference.

Section 8. SUSPEND OR EXPEL: The Board shall have the power to suspend or expel any member for violations of the Constitution and By-Laws or for conduct which they shall deem improper, but no member shall be expelled or suspended without the right to a hearing pursuant to Article X herein.

Section 9. READMIT TO MEMBERSHIP: The Board may, at a regular Board meeting, readmit to membership, any former member whose suspension or expulsion has been fully accepted. Such readmission must be by ballot and two negative votes shall reject. No rejected candidate shall be again proposed for reinstatement within six months after rejection.

Section 10. STANDING COMMITTEE: The Board shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as shall seem to necessary to the Board, and retain the power to dissolve any committees no longer deemed necessary by the Board.

Section 11. USFSA DELEGATE: The Board may, in its discretion, choose to appoint from among its registered eligible members, a number of delegates in proportion to the total number of registered members of the Club during the preceding fiscal year as specified in the USFSA By-Laws, Article XV. The Delegate or Delegates shall be the representative(s) between the Club and the Association and shall attend the Governing Council meeting, either in person or by proxy. Club shall file a certificate of such appointment with the Association and the certificate shall be provided by the Association.

Section 12. CLERICAL ASSISTANCE: The Board shall have authority to make, in its discretion, appropriations for clerical assistance to the Secretary and/or Treasurer.

Section 13. EXPENDITURES AND REVENUE: The Board shall prepare and submit to the stated Annual Meeting a discussion of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same.

Section 14. BOARD MEMBER LIMITATION: The office of the Governor shall be ipso facto vacated in any of the following conditions: 1. The Governor is found to be of unsound mind, 2. The Governor is convicted of a criminal offense. 3. The Governor is guilty of malfeasance or misfeasance of office as to their club position, 4. If by notice in writing to the Club the Governor resigns his/her office, or 5. The Governor is no longer a Home Club member.

ARTICLE VI 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 the Board. The president shall have the entire supervision and management of the Club and its property pending the action of the Board; the power to suspend any member for violating the By-Laws or Regulations of the Club, pending the approval of the Board; to call special meetings and club meetings. The President, together with the Secretary, shall sign all agreements and contracts made by the Club, upon the approval of the Board.

Section 2. DUTIES OF VICE-PRESIDENT: It shall be the duty of the Vice President to assist the President in the discharge of the President's duties and, in the President's absence, to assume the President's duties and officiate in the President's stead.

Section 3. DUTIES OF 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. Disbursements shall be made under the direction of the Board. The Board has the power, whenever it deems 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 or in securities approved by the Board. All disbursements by check shall be signed by the Treasurer or another designated officer(s) or member(s) of the Board.

Section 4. DUTIES OF SECRETARY: It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board and to supervise all reports and documents connected with the business of the Club; to supervise keeping of a roll of Board membership together with dates of their election and a record of all Club members elected, deceased, suspended or expelled. The Secretary, together with the President, shall sign all agreements and contracts made by the Club, upon the approval of the Board, shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and Board.

ARTICLE VII STANDING COMMITTEES

Section 1. FORMATION OF COMMITTEES: The Club shall maintain a Local Organizing Committee (hereinafter "LOC") to organize and administer any competitions and events the Club may choose to host. Additionally, at the first Board meeting of each fiscal year, the Board shall review and revise (if deemed necessary by Board) the additional committees (hereinafter "Committees") that shall exist for the coming fiscal year. The Board maintains full authority to form and dissolve Committees as it deems necessary to serve the needs of the Club in its discretion. The list of Committees for the fiscal year shall be documented and maintained by the Secretary, and said documentation shall include a brief description of each Committee, its members (if known at time of approval) and authority of each Committee as granted by the Board. The Committee list shall be reviewed and approved by the Board according to the rules set forth herein.

ARTICLE VIII MEMBERSHIP

Section 1. GEOGRAPHIC SCOPE: There shall be no restriction as to geographic location of residence for membership.

Section 2. TERM OF MEMBERSHIP: Upon full payment of dues and compliance with all other requirements of membership, membership in Club shall be valid through June 30th of the fiscal year for which dues payment has been made. Payment made any time during that year for less than the fiscal year shall not be prorated or carry forward to any following fiscal year. Upon the expiration of said fiscal year, membership shall automatically terminate without notice unless and until payment is made for the following fiscal year.

Section 3. CLASSES OF MEMBERS: Classes of Club membership shall be defined by the CCSC Board Operating Manual.

Section 4. VOTING MEMBERS: Members eligible to vote shall include all Members at least eighteen (18) years of age for whom Club is their home club (not Associate members) and in good standing (herein "Voting Member(s)").

Section 5. MEMBERSHIP DUES: The fee schedule for membership dues shall be determined by the Board and may change.

Section 6. RESIGNATION: Any current member not indebted to Club may tender a written resignation of his or her membership to the Membership Chair, who shall report the same to the Board of Governors, at their next meeting for their action.

Section 7. RESPONSIBILITIES FOR GUESTS: Members shall be responsible for the conduct and indebtedness of all persons during Club events.

Section 8. BOARD APPROVAL FOR COMPETITION AND EXHIBITION: No Member or Members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board, or the Test Chairperson.

ARTICLE IX CLUB MEETINGS

Section 1. TIME: There shall be at least two annual standard Club membership meetings each year, to be held in the Spring and in Autumn. The Spring meeting shall be the annual meeting during which elections are held.

Section 2. SPECIAL MEETINGS: The Secretary shall call Special Meetings at the direction of the President, or upon the written request of five Club Members in good standing.

Section 3. QUORUM: Twenty percent (20%) of all Voting Members in good standing shall constitute a quorum for the transaction of business, including, but not limited to, election of Governors and/or approval of any Club actions proposed or recommended by Board.

Section 4. NOTICES: Notices of Standard and Special Meetings shall be mailed by paper or electronic means by the Secretary to every member at least ten (10) days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Club bulletin board.

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

ARTICLE X DISCIPLINE

Section 1. METHOD OF PROCEDURE: Any member or members having complaint against another member for the infraction of any law or rule, other than skating rules, as for conduct

injurious to the welfare of the Club, may report the same in writing to the Board of Governors. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board of Governors shall be held as soon as practicable to investigate same. The complainant or complainants, and the member complained of, shall receive at least seven (7) days notice, of such meeting, and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary, and to the member complained of. An appeal from the decision of the Board of Governors may be taken to the Club within seven (7) days thereafter, by serving upon the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case and a two-thirds vote shall be necessary to reverse the decision of the Board of Governors.

ARTICLE XI CONFLICTS OF INTEREST

Section 1. DEFINITION: As used in this Section 1: (i) "conflicting interest transactions" means a contract, transaction, or 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, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, 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 is 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 Governor of the Club or a party related to a Governor or an entity in which a Governor of the Club is a Governor or officer or has a financial interest or solely because the Governor is present at or participates in the meeting of the Club's Board of Governors or of a committee of the Board of Governors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Governor's vote is counted for such purpose if: (i) the material facts as to the Governor's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Governors or the committee, and the Board of Governors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Governors, even though the disinterested Governors are less than a quorum; or (ii) the material facts as to the Governor'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 (iii) the conflicting interest transaction is fair as to the Club. Common or interested Governors may be counted in determining the presence of a quorum at a meeting of the Board of Governors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 3. LOANS: No loans shall be made by the Club to its Governors or Officers. Any Governor or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE XII CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE XIII FEES, DUES AND ASSESSMENTS

Section 1. SUBSCRIPTION TO SKATING MAGAZINE: One subscription per family living at the same address is included in the membership dues.

Section 2. USFSA MEMBERSHIP DUES: USFSA membership dues shall be included as a part of a each member's Club dues, and paid directly to USFSA on their behalf, until and unless USFSA requires direct payment of dues by members to USFSA.

ARTICLE XIV ADOPTION OF CONSTITUTION AND BY-LAWS

Section 1. EXISTING CLUB PROCEDURE: The President shall call the Club together and request the adoption of the embodied Constitution and By-Laws.

ARTICLE XV AMENDMENTS TO BY-LAWS

Section 1. AMENDMENT: These By-Laws may be amended by a two-thirds vote of the Voting Club membership, in person or by proxy, at any regularly constituted meeting thereof as long as a quorum of the Voting Club membership is present or represented by proxy.

BY-LAWS

ARTICLE I ORDER OF BUSINESS

Section 1. SEQUENCE: At stated and special meetings, the following order of business shall be observed:

1. Roll Call
2. Review and vote on acceptance of the Minutes of previous Meetings
3. Reports of Officers
4. Reports of Committees
5. Election of Officers
6. Unfinished Business
7. New Business
8. Adjournment

ARTICLE II RULES OF ORDER

Section 1. ORDER OF MOTIONS: When a question is before the meeting, no motion shall be entertained except:

1. To Adjourn
2. To lay on the table the previous question
3. To postpone
4. To commit
5. To amend

Which several motions shall have precedence in the order above given, and the first three shall be decided without debate

Section 2. YEAS AND NAYS: If any two members shall request, the Yeas and Nays shall be called upon any question, whereupon each member present shall vote as his or her name is called or if requested, vote by paper ballot, without debate, unless excused from voting by the meetings, and the vote so taken shall be recorded in the Minutes.

Section 3. TO RECONSIDER: A motion to reconsider must be made by a member who voted with the majority, and at the same or succeeding meeting.

Section 4. MAJORITY VOTE: Except as otherwise provided, all questions shall be determined by a majority vote. The President may vote only in case of a tie, except when the yeas and nays are ordered in which case he/she shall vote when his or her name is called. If the result be then a tie the motion shall be declared lost.

Section 5. ROBERT'S RULES OF ORDER NEWLY REVISED: All questions of parliamentary practice not herein provided for shall be determined in accordance with Robert's Rules of Order.

Section 6. GOVERNING AUTHORITY: This Club shall be governed by the Constitution, By-Laws, Rules, and Regulations (Current Editions) of the United States Figure Skating Association.

**ARTICLE III
CHARTER MEMBERSHIP**

Section 1. CHARTER MEMBERSHIP: The Charter Membership of the Central Carolina Skating Club as of July 31, 1995 is as follows with 36 members: Ms. Jacque Beane, Ms. Bonnie Boaz, Dr. David Boaz, Ms. Alicia Boaz, Ms. Michelle Boaz, Ms. Mary Jo Bullin, Mr. Terry Bullin, Mr. Andy Bullin, Mr. Charlie Bullin, Ms. Carol Comeskey, Mr. Harry Comeskey, Ms. Kelly Cowan, Mr. Kevin Elvin, Ms. Susan Elvin, Ms. Mary Ann Hurych, Mr. Lawrence Hurych, Mr. Paul Hurych, Mr. Ken Killinger, Ms. Heather Lampe, Ms. Christie LeSesne, Ms. Harriet Lin, Ms. Wendy Lochridge, Ms. Trish Medalen, Ms. Amelia Ann Miller, Dr. Melinda Snyder, Ms. Donna Thaus, Dr. Kathleen Waite, Ms. Deyette Wall, Ms. Karen Walsh, Dr. Lynn Wegner, Dr. Steve Wegner, Ms. Amelia Wegner, Mr. Paul Whetstone III, Ms. Shannon Williamson, Ms. Amy Yeager, and Ms. Laura Yeager.

**ARTICLE IV
NON-DISCRIMINATION CLAUSE**

Central Carolina Skating Club does not discriminate on the basis of race, color, religion, sex, national origin, age, or disability in any programs or activities that it sponsors.

**ARTICLE V
DISSOLUTION**

In the event of dissolution of the Club for any reason, all of the assets and property of the Club shall be turned over to the USFSA Memorial Fund (which is a non-profit 501(c) (3)) corporation.