

BYLAWS

of

WINTERHURST FIGURE SKATING CLUB

ARTICLE I: NAME; EXISTENCE; OFFICES

Section 1 NAME

The name of this organization is the "Winterhurst Figure Skating Club." For all purposes this name may be abbreviated to read "WFSC" and in these bylaws may also be referred to as the "Club".

Section 2 INCORPORATION

The Club is incorporated as a nonprofit corporation under the laws of the state of Ohio (the "State") and shall be governed by the nonprofit corporation laws of the state.

Section 3 MEMBERSHIP IN U.S. FIGURE SKATING

WFSC has been formed as a member of The United States Figure Skating Association ("USFSA"), and 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 USFSA, as in existence and amended from time-to-time by USFSA.

Section 4 LOCATION

The principal office/headquarters of WFSC shall be located at:
Serpentini Arena at Winterhurst
14740 Lakewood Heights Boulevard
Lakewood, OH 44107

Article II: PURPOSE

The purpose of the WFSC is: to establish and encourage the instruction, practice, and advancement of its members in all branches of skating based on regulations as established by the USFSA; to encourage and cultivate good rapport among its members; to promote education in the discipline of figure skating; to sponsor, produce, and cooperate in the production of amateur ice carnivals, show, exhibitions, and competitions by the WFSC and its members; to generally do and perform such other acts as may be necessary, advisable, proper or incidental to carry out the general policies of the aforesaid.

Article III: MEMBERSHIP

Section 1 CLASSES OF MEMBERSHIP

The membership shall consist of the following classes and such other classes as may be established by the Board from time to time. Membership (new and renewal) may be denied only by a two-thirds (2/3) majority vote of the Board. Both professional skating instructors and rink management may hold membership in WFSC. Rejection of any candidate may not be discriminatory as to race, age or religious preference.

A HOME CLUB MEMBER

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A registered USFSA member who has designated WFSC as his/her home club pursuant to USFSA rules and regulations.

B ASSOCIATE MEMBER

An individual who is a USFSA member and who wishes to participate actively in the WFSC but who has not designated WFSC his/her home club pursuant to USFSA rules and regulations.

C INTRODUCTORY MEMBER

An individual who is a USFSA member and who selects WFSC to establish full USFSA membership for the first-time pursuant to USFSA rules and regulations.

D PROFESSIONAL MEMBER

A member of the WFSC professional staff who is a USFSA member and who selects WFSC to establish and renew USFSA membership pursuant to USFSA rules and regulations.

E HONORARY MEMBER

An honorary member is elected by two-thirds (2/3) vote of the Board for such terms as the Board may specify in said vote. Honorary members' dues will be paid by WFSC.

Section 2 APPLICATION FOR MEMBERSHIP

Applications for new or renewed membership shall be submitted in writing by the candidate to the membership Chair or his designee. The Chair must submit such applications to the Board for approval at its next regular meeting. An applicant is not a member until he/she is first approved by the board and has registered with the USFSA. A copy of the Constitution and Bylaws and current ice rules of the WFSC shall be provided to all new applicants by the membership Chair upon applying for membership to the WFSC.

Section 3 VOTING MEMBERSHIP

Each home club member shall have the right to one vote. The voting right of a Home Club Member who is under the age of eighteen (18) must be exercised by his parent or legal guardian. Associate and Honorary Members shall have no right to vote.

Section 4 DUES, FEES and SPECIAL ASSESSMENTS

The Board shall determine the dues and fees of membership, the method of collection and the times of payment.

Special assessments may be levied with membership approval after the membership has been given a complete written explanation of the necessity. Such proceedings shall be conducted at a special membership meeting or at the annual membership meeting as determined by the Board. Majority vote of the membership present shall accept or reject the assessment.

Section 5 ARREARS FOR DUES OR OTHER INDEBTEDNESS

Members who are in arrears for dues or other indebtedness shall not be permitted to use the club facilities, to hold office, to be entitled to vote, to enter into tests, competitions and exhibitions, unless arrangements have been made by the delinquent member and approved by the Board. The delinquent member shall be immediately notified of the above restrictions by phone and in writing at his last known address by the club Treasurer or club Secretary. If the amount of delinquency is not

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paid in full within a prescribed period or in compliance with the approved arrangements, the name of the delinquent member shall be reported by the Treasurer or Secretary, to the Board at their next meeting. The Board may drop from the membership roll the name of any such delinquent member. If a member is dropped for delinquency, he shall immediately be notified in writing at his last known address by the club Secretary. Reinstatement for full membership of a delinquent member shall be at the discretion of the Board.

Section 6 TERMINATION, EXPULSION, SUSPENSION, or RESIGNATION

No member may be expelled or suspended from WFSC, and no membership may be terminated or suspended, except as follows. The member shall be given not less than fourteen (14) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board, not less than seven (7) days before the effective date of the expulsion, suspension, or termination by the Board. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.7 apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating.

In accordance with current USFSA policy a member may submit a written resignation form of his membership to the secretary or administrator, who shall report the same to the Board. If such member is not in good standing, is in arrears for dues or other indebtedness the Board may report such member to the USFSA for appropriate action according to their Bylaws.

Section 7 RESPONSIBILITIES FOR PARENTS OR LEGAL GUARDIANS

The rules and regulations of this constitution, bylaws, and ice rules shall apply to the parents or legal guardians of club members.

Section 8 RESPONSIBILITIES FOR MEMBERS

It shall be the responsibility of all members of the WFSC to be thoroughly familiar with this constitution and bylaws, to comply with them in full and to exemplify the highest standards of fairness, ethical behavior and genuine good sportsmanship in any of their relations with others. Any person whose acts, statements or conduct is considered detrimental to the welfare of figure skating is subject to the loss of the privilege of registration by the WFSC in accordance with the procedure outlined in Article IX, of this constitution and bylaws relating to loss of membership privileges, suspension and expulsion.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1 ANNUAL MEMBERSHIP MEETING

The voting membership of the club shall meet annually for the purpose of electing the Board and for other club business. The stated meeting shall be held at a time, date, and place stated in accordance with a resolution of the Board. Failure to hold an annual meeting shall not cause a forfeiture or dissolution of the Club or invalidate any action taken by the Board or Officers of the Club.

Section 2 SPECIAL MEETINGS

The Secretary shall call special membership meetings at the direction of the President or upon receipt of a written petition signed by twenty percent (20%) of the voting membership in good standing. The

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purpose of the special meeting must be stated in the notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 3 NOTICES

The Secretary or designee shall notify every voting member by mail or e-mail at least ten days in advance of the annual and special membership meetings and shall post such notice of the meeting on the club bulletin Board for the same length of time. The purpose or purposes of the meeting shall be so stated on the notice.

Section 4 QUORUM AND MANNER OF VOTING

A quorum at membership meetings shall consist of twenty percent (20%) of the voting members in good standing, in person or by proxy. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action. The method of voting at membership meetings shall be determined by the Board unless otherwise provided for in these constitution and bylaws.

Section 5 PROXIES

At all meetings of members, a member may vote by proxy by written transmission, electronic or handwritten, or by appointing another person as their proxy. The proxy appointment form or similar writing shall be filed with the Secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective for the duration specified in the letter.

Section 6 MEETINGS BY TELECOMMUNICATIONS/ELECTRONIC PRESENCE

Any or all of the members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 7 ACTION WITHOUT A MEETING

By Written Ballot. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the totally number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of the Board; (iii) specify the time by which the ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

Section 8 DELEGATES TO THE U.S. FIGURE SKATING GOVERNING COUNCIL

Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, section 1 of the U.S. Figure Skating Bylaws. The Club's Board shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S.

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Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club. The Board may pay from club funds all or part of the expense incurred by the delegates in attending the Association meeting.

ARTICLE V: The BOARD

Section 1 GENERAL POWERS AND QUALIFICATIONS

A POWERS

Each Board member shall perform their duties in good faith, in a manner the Board member reasonably believes to be in the best interest of the Club, and with the care an ordinarily prudent person in the like position would exercise under similar circumstances. The management of the funds, property and affairs of the club shall be the duty of the Board. The Board shall have the full power to carry out the purposes of the club according to this constitution and bylaws. The Board shall have the authority to retain a Club Administrator and to assign such responsibilities to the administrator as it deems necessary to assist the officers and the Board in carrying out its duties. In such case, the Board shall specify in writing the contractual duties of the Club Administrator and shall be responsible for ensuring compliance therewith.

B QUALIFICATION

Officers and Board members must hold membership in the USFSA and be WFSC Home Club members. Officers must be at least twenty-one years of age. Trustees must be at least 18 years of age. At no time shall two members of the same family serve concurrently as members of the Board. Professional skating instructors may serve on the Board provided they are full time WFSC professionals, limited to two at any given time, only one of which can hold an officer position. Rink management can never serve on the Board. Nominees for the Board must have been a WFSC home club member for at least 12 months or be the parent or guardian of a skater who has been a WFSC home club member for at least 12 months. Nominees for the office of president and vice president must have served at least one term on the WFSC Board.

Section 2 NUMBER, TERM, AND ELECTION

A NUMBER

There shall be a Board comprised of the four club officers with a minimum of seven and up to eight Board members at large. Any action of the Board to increase or decrease the number of trustees, whether expressly by resolution or by implication through the election of additional Trustees, shall constitute an amendment of these Bylaws effecting such increase or decrease, and therefore, shall require approval of the members as referred to in Section **10.8 wherever amendments ends up** of these Bylaws

B TERM OF OFFICE

The eleven Board members shall take office after elections beginning June 1st and shall serve for a period of one year or until their successors are elected.

C NOMINATIONS

The nominating committee shall mail or manually or electronically deliver nomination forms to voting

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members of the club at least six (6) weeks before the annual membership meeting. Any voting member may submit for nomination candidates for all open Board Member positions. Such nominations must be filed with the Secretary at least four (4) weeks before the annual meeting. The nominating committee shall then confirm the candidate's willingness and legal eligibility to run for election. If no nominations are received or none found eligible then the nominating committee shall make nominations for those positions. The nominating committee shall provide a ballot with the names of such candidates with the offices for which they are nominated to be mailed or manually or electronically deliver to each member at least two (2) weeks prior to the annual meeting.

D ELECTIONS

Elections for Board members shall be held at the annual membership meeting. Vote shall be by ballot and the one receiving the greatest number shall be elected. Absentee ballots will be accepted by the nominating committee prior to and at the meeting where it will collect the remaining ballots of those in attendance. The committee shall tabulate all votes at the meeting and announce the results. Any voting member may observe the vote tabulation.

Section 3 RESIGNATION

The position of a Board member shall be vacated if by notice in writing to the club secretary he resigns his office, if he is no longer a home club member of the club, or if he becomes a professional and there are already two professionals on the Board.

Section 4 ABSENTEEISM

If a trustee is absent from three consecutive monthly Board meetings, his position on the Board may be revoked.

Section 5 VACANCIES

If an office, except for the office of President, or position on the Board becomes vacant, the remaining Board shall appoint a club member to the vacancy for the balance of that vacancy's term. In the case of vacancy of the office of President, the Vice President shall automatically assume such office.

Section 6 MEETINGS

A REGULAR MEETINGS, QUORUM, AND VOTING

There shall be a monthly meeting of the Board during the skating season. Meetings, in addition to the monthly meeting, may be called at any time by order of the President or three members of the Board. The presence of five (5) voting Board members shall constitute a quorum and the vote of a majority of the Board present shall be the act of the Board. Notice of special meetings shall be mailed or electronically sent to all Trustees at least ten (10) days prior to the date set for the meeting; however, if the Trustees waive such notice, a meeting may properly be held without notice.

B MEETINGS BY TELEPHONE

Members of the Board or any committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

C ACTION WITHOUT A MEETING

Any action required by law to be taken at a meeting of the Board or any other action which may be

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taken at a meeting of the Board may be taken without a meeting if every member of the Board in writing (electronic or on paper) either votes for such action or votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Actions taken only if the affirmative votes for such action equals or exceeds the minimum number of vote that would be necessary to take such action at a meeting at which all of the Trustees in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Trustees, received by the Club and filed with the minutes.

ARTICLE VI : DUTIES OF OFFICERS

Section 1 PRESIDENT

It shall be the duty of the President to administer the day to day affairs of the club, to supervise the Club Administrator (if any), to call meetings of the membership, and to preside at all meetings of the club. The President, together with the Secretary, shall sign all agreements and contracts made by the club, upon the approval of the Board. The President shall vote at Board meetings only in the case of a tie.

Section 2 VICE PRESIDENT

The Vice President shall assist the President in the discharge of his duties and, in his absence, assume his duties and officiate in his stead. The Vice President shall become President should that office become vacant for any reason.

Section 3 SECRETARY

The Secretary shall give notice of all meetings of the club and of the Board, and shall keep the minutes of such meetings. He shall conduct the general correspondence, supervise all reports and documents connected with club business, except such as may be assigned to specific officers, Trustees, committees or club administrator. He shall make available to any voting member a current roster of voting members as well as a copy of this constitution and bylaws. He shall be the keeper of the roll of membership, along with dates of their election, dates of expulsion, suspension or resignation.

Section 4 TREASURER

The Treasurer shall keep the books and accounts of the club, receive all dues, and pay all bills, except for those special accounts that the Board may establish. Members given special accounts by the Board shall permit an examination by the Board of the books, papers, vouchers and records pertaining to these accounts upon demand and shall promptly turn the same over to the Treasurer. The President shall authorize and countersign all single disbursements by the Treasurer in excess of an amount to be determined by the board. In the case of illness or temporary absence of the Treasurer, checks will require the signature of the President and another officer. A report from the Treasurer must be presented at regular meetings of the Board and at the annual meeting to all voting members in good standing. This report shall contain the club income and disbursements, along with a projected income and disbursements as well as the balance of all accounts and investments. He shall permit an examination by the President and the Board, of the books, accounts, papers, vouchers and records pertaining to his office upon demand. At the request of the Board, there shall be an audit of the club's finances by an audit committee consisting of at least two voting members not on the Board and the WFSC Treasurer. The Board shall have the power whenever they deem it necessary to appoint an assistant Treasurer. The funds shall be deposited in the name of the club in a bank approved by the Board. Disbursements by the Treasurer shall be made upon vouchers as approved by

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the Board.

ARTICLE VII : COMMITTEES

Section 1 DESCRIPTION

All committees shall consist of a Chair appointed by the Board and such other members, parents or legal guardians as may be selected by them. Chair of the committees may be requested by the Board to attend Board meetings.

Section 2 STANDING COMMITTEES

The Board shall appoint all standing committees with full authority over them except as hereinafter provided.

A MEMBERSHIP COMMITTEE

The Membership Committee shall review all applications for membership and report to the Board. Its duties shall be to attract and obtain new members and determine ways of retaining present membership. It shall submit all applications to the Board for approval at the board's next regular meeting.

B NOMINATING COMMITTEE

The Nominating Committee shall procure nominations from the voting membership and establish a slate of candidates for club officers and Board members according to this constitution and bylaws.

C ICE MONITOR COMMITTEE

The ice monitor committee shall be responsible for providing ice monitors for practice sessions contracted by WFSC. The committee shall determine monitor duties in accordance with the WFSC bylaws and ice rules.

D RULES AND ICE COMMITTEE

The Rules and Ice Committee shall propose rules for the conduct and use of the facilities by club members, parents or legal guardians and guests during regular sessions. Rules and Regulations shall be approved by the Board. Every member shall receive annually a copy of these rules and regulations. This committee shall perform such other related duties as may be assigned to it by the Board.

E PUBLIC RELATIONS COMMITTEE

The Public Relations Committee shall disseminate information to club members by means of the club newsletter and bulletin boards and coordinate with the club administrator on publicity and promotion. The primary goal of their effort will be to create awareness and encourage the growth and development of the club.

F TEST COMMITTEE

The Test Committee shall have responsibility for giving all USFSA tests, setting dates, obtaining approved judges and reporting test results to the USFSA. The test committee shall keep all records concerning trial judges as prescribed by the USFSA and shall make recommendations regarding judgeship appointments to the Board, as well as the status for members who are trial judging. The decision shall rest with this committee as to member's status and eligibility to test. It shall obtain the

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necessary sanctions, collect required fees and transmit fees through the club Treasurer to the USFSA as prescribed by their bylaws.

G COMPETITION COMMITTEE

The Competition Committee shall be responsible for all competitions held at WFSC, setting dates, obtaining approved judges and reporting results to the USFSA. The decision shall rest with this committee as to member's status and eligibility to compete. It shall obtain the necessary sanctions, collect required fees and transmit fees through the club Treasurer to the USFSA as prescribed by their bylaws.

H HOSPITALITY COMMITTEE

The Hospitality Committee shall have complete charge of providing refreshments at all club test sessions, competitions and special functions. This committee shall perform such other related duties as may be assigned to it by the Board.

I PRO COMMITTEE

The Pro Committee shall review resumes, qualifications and references of all skating professionals who apply for privileges at WFSC. The committee will also review and determine if a need exists for additional pros at such time of application. The committee shall then present its recommendations to the Board for approval. The committee shall keep a file of all records pertaining to pros. All disputes between professionals shall first be referred to the Pro Committee for non-binding mediation before any grievance procedure under Article VIII is invoked. The Board reserves the right to limit the number of pros allowed privileges.

Section 3 SPECIAL AND AD HOC COMMITTEES

The Board may designate and appoint or abolish special and ad hoc committees from time to time as they deem necessary or as required by this Constitution and Bylaws.

ARTICLE VIII : CONFLICTS OF INTEREST

Section 1 DEFINITION

As used in this Section 8.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Trustee of the Club, or between the Club and a party related to a Trustee, or between the club and an entity in which a Trustee of the Club is a Trustee or officer or has a financial interest, and (ii) a "party related to a Trustee" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Trustee or a party related to a Trustee has a beneficial interest, or an entity in which a party related to a Trustee is a Trustee, 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 in the right of the Club, solely because the conflicting interest transaction involves a Trustee of the Club or a party related to a Trustee or an entity in which a Trustee of the Club is a Trustee or officer or has a financial interest or solely because the Trustee is present at or participates in the meeting of the Club's Board or of a committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Trustee's vote is counted for such purpose if: (i) the material facts as to the Trustee's relationship or interest and as to the conflicting interest transaction are disclosed or are

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known to the Board or the committee, and the Board 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 Trustees are less than a quorum; or (ii) the material facts as to the Trustee'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 Trustees may be counted in determining the presence of a quorum at a meeting of the Board or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 3 Procedure

Should any member serving on any level have a conflict of interest, the member will recuse him/herself from the decision-making process in all matters in which the conflict exists. It will be up to the committee as to what capacity that member should have to participate in the discussion up to the time of voting.

ARTICLE IX: GRIEVANCE AND DISCIPLINARY PROCEEDINGS

Section 1 SCOPE

The Board and any Hearing Panel that the Board may appoint as provided below shall have jurisdiction over the following matters:

A GRIEVANCE PROCEEDINGS

Proceedings based on grievances by a member or professional having WFSC privileges alleging violation of any rights under the constitution and bylaws of the WFSC or otherwise within the jurisdiction of the WFSC;

B DISCIPLINARY PROCEEDINGS

Proceedings by the WFSC arising under Article III, Section 8 or any other matter involving discipline of any person under its jurisdiction, including the result of a grievance proceeding.

Section 2 GRIEVANCE PROCEEDINGS

A GRIEVANCE STATEMENTS

Members alleging that they have been aggrieved by violation of any rights enumerated in this constitution and bylaws or in any other way in any matter within the jurisdiction of the WFSC may, within sixty (60) days of occurrence of the incident on which such alleged grievance is based, submit to the Secretary a written statement specifying the person or organization responsible for the alleged grievance, the nature of the grievance and, if appropriate, the relief desired. The Secretary shall submit the grievance statement to the Board and to the person against whom the grievance is made.

B REFERRAL TO A HEARING PANEL OR OFFICER

The President shall commence a proceeding, within thirty (30) days of the filing of a grievance with the Secretary of the WFSC pursuant to Article VIII, Section 2. A, by appointing a Hearing Panel of at least three impartial persons, but not more than five, to whom the matter may be referred. Alternatively, the Board may refer the matter to an independent, professional mediator or arbitrator.

C PRELIMINARY ACTION BY HEARING PANEL OR OFFICER

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At the preliminary hearing, both parties may be heard and witnesses, if any, may be presented by each party. If the Hearing Panel or independent hearing officer determines that no reasonable grounds for a grievance exists, it shall make a written decision stating the grounds for its decision and shall deliver copies to the President and the party alleging the grievance within thirty (30) days of the appointment of a hearing panel pursuant to Article VIII, Section 2. A. The party alleging the grievance may appeal any such decision to the full Board pursuant to Section 4., below. If the grievance is found to be valid, a recommendation for discipline shall be made to the Board. The party against whom such grievance is found may appeal any such decision to the full Board. Any such appeal shall be treated as a Disciplinary Proceeding pursuant to Section 4., below.

Section 3 DISCIPLINARY PROCEEDINGS

A COMMENCEMENT OF DISCIPLINARY PROCEEDINGS

The President may institute disciplinary proceedings before the Board as to any matter arising under Article III, Section 8 or any other matter involving the discipline of a member within the jurisdiction of the WFSC. Alternatively, the President may refer the matter to a Hearing Panel, or independent hearing officer as provided above. The Board may suspend a member pending investigation and hearing by the Hearing Panel or officer.

B INVESTIGATION BY THE HEARING PANEL OR OFFICER

If the Hearing Panel or officer determines that no reasonable grounds exist for a disciplinary proceeding it shall so advise the President in writing setting forth the reasons for such determination. If the President determines nevertheless that reasonable grounds do exist, the President may refer the matter to the full Board.

C STATEMENT OF CHARGES

If the Hearing Panel or the President determines that there are reasonable grounds for a disciplinary proceeding, the Hearing Panel or President shall prepare a written statement of charges, and shall commence the proceeding by delivering such statement of charges to the person against which such disciplinary action is brought.

D RIGHT TO REPLY - SETTING TIME AND PLACE FOR HEARING

Such person shall have thirty (30) days in which to reply. The reply shall be in writing and shall be delivered to the Secretary. The Board shall set a place and date for a hearing that is reasonably convenient for all parties. The hearing shall be conducted as provided in Section 4. below.

Section 4 HEARING BY BOARD - FINDINGS AND DECISION

At the Board hearing each party shall be entitled to call witnesses, whose testimony shall be taken under oath, produce evidence and submit memoranda supporting that party's position and shall be entitled to be represented by counsel. The WFSC also may be represented by counsel. Stenographic minutes shall be taken. The Board shall make written findings of fact which shall be final and shall make a written decision which shall include the grounds for the decision. It shall deliver a copy of its findings of fact and decision to each party.

ARTICLE X : AMENDMENTS TO THE CONSTITUTION AND BYLAWS

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Section 1 PROCEDURE FOR AMENDMENTS

Amendments proposed to this constitution and these bylaws may be acted upon at any annual or special meeting of the WFSC, provided that the notice of the meeting states the specific text of the proposed amendments and such notice is posted on the club bulletin board by the secretary, at least ten (10) days prior to the meeting. Amendments may be proposed from time to time, either by the Board, or by the club voting members. When proposed by the members, at least twenty-five (25) voting members in good standing shall submit a signed petition to the Board containing the proposed amendments. The Board shall call a meeting of the voting membership at which time the proposals will be presented for consideration. The results of this meeting shall be posted on the club bulletin board by the Secretary for at least ten (10) days thereafter.

Section 2 NECESSARY VOTE

A two-thirds (2/3) vote of all members of the WFSC present in person or by proxy at the meeting of the WFSC at which the proposed amendment is acted upon shall be necessary for the adoption of any amendment to this constitution and these bylaws. Alterations of any article or section amended to this constitution and bylaws must be sent in writing to USFSA headquarters, within thirty (30) days by the Secretary.

ARTICLE XI: INDEMNIFICATION

Each trustee, officer, Trustee, employee, agent or volunteer of this corporation, and any trustee, officer, Trustee, employee, agent or volunteer of any other corporation serving as such at the request of this corporation shall be indemnified by this corporation under the standards set by and to the fullest extent allowable under section 1702.12(e), Ohio Revised Code, as the same shall be amended from time to time.

If any part of this article should be found in any action, suit or proceeding to be invalid or ineffective the validity and the effect of the remaining parts shall not be affected.

ARTICLE XII : MISCELLANEOUS

Section 1 RECORDS

The Club shall keep as permanent records, minutes of all meetings of its members and the Board, a record of all actions taken by the members or the Board without a meeting, and of actions taken by a committee in place of the Board or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Trustees 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 in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 3 LIMITATIONS ON USE OF MEMBERSHIP LIST

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

Section 4 RULES ADOPTION

The Board shall have the power from time to time to adopt rules not inconsistent with this constitution and bylaws to assist in carrying out the purposes of the WFSC.

Section 5 FISCAL YEAR

The fiscal year of the club shall terminate on June 30th, or at such other time as the Board may determine.

Section 6 INTERPRETATION

This constitution and bylaws shall be interpreted as the singular includes the plural, and the plural the singular, and the masculine includes the feminine.

Section 7 SEAL

The design or insignia of the Club shall be approved by the Board.

Section 8 TRANSLATION OR INTERPRETATION

Where the Constitution and/or its by-laws does not satisfactorily translate or interpret parliamentary procedure, Robert's Rules of Order Revised shall prevail.

BYLAWS

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of Winterhurst Figure Skating Club, and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: May 31, 2017

Signed: _____

Name: Sheila Ann Schmidt_____