

**CONSTITUTION OF THE
FIGURE SKATING COUNCIL OF WISCONSIN**
(A Non-Profit Organization)

Article I - NAME

The organization shall be known as the Figure Skating Council of Wisconsin, hereafter referred to as the "Council."

Article II - PURPOSES

The purposes and objectives of the Council shall be:

- (1) To improve, encourage, and advance figure skating in all its branches.
- (2) To provide a forum for the exchange of information among its member clubs ("Member Clubs") for their mutual benefit and to further the objectives of the Council as set forth herein.
- (3) To provide a means for cooperative activities which will further the objectives of the Council. Such cooperative activities may include, but are not limited to: the holding of competitions, tests, exhibitions, carnivals, judges' schools, and other figure skating activities and the publishing and disseminating of information concerning figure skating by all appropriate means.
- (4) The Council shall assist its Member Clubs and their members and has no authority or power to interfere with the rights of its Member Clubs as member clubs of the United States Figure Skating Association, hereafter referred to as the "USFSA."

Article III - MEMBERSHIP

- (1) Any figure skating club that is identified as a "member club" of the USFSA or has a skating presence in Wisconsin as defined in the USFSA directory shall be eligible for membership.
- (2) Admission as a Member Club shall be by majority vote of the membership of the Council Board at a meeting conducted in accordance with Article VII, Sections 4 and 5.
- (3) Any Member Club may resign from the Council upon written notice to the President of the Council and payment of all dues and assessments then due and payable.

(4) Any Member Club may be expelled for cause by an affirmative vote of not less than two-thirds of the full membership of the Board, provided that the Member Club shall have been granted an opportunity for a prior hearing at a meeting of the Board called for that purpose.

Article IV - GOVERNMENT

(1) The affairs of the Council shall be managed by a Board hereafter referred to as the "Board," which shall consist of the delegates appointed by the Member Clubs (each a "Delegate") and the elected Officers.

(2) Each Delegate and Officer must be an Eligible Person or a Reinstated Eligible Person as defined in the USFSA Rulebook, 18 years of age or older, and registered with the USFSA through the Member Club he or she represents.

(3) Each Member Club, by action of its duly constituted governing body shall appoint, from its members eligible under Section (2), above, one Delegate and not more than three (3) alternates (each an "Alternate") to represent it at meetings of the Board.

(4) It shall be the obligation of each Member Club to register with the Secretary of the Council the name, address and telephone number of its Delegate, and club President, and to report any changes therein as they may occur from time to time. Notices will be sent to only the designated Delegate and club President of any Member Club.

(5) Each Member Club shall have one vote at meetings of the Board which may be cast by the Delegate in person, or in his absence, by one of three (3) Alternate delegates who is present, or by proxy given in writing or by e-mail. (The term "Delegate" includes any Alternate voting in the absence of the Delegate from his or her Member Club.) Proxy voting is only allowed on pre-published agenda items.

(6) The President may call a special meeting upon seven (7) days notice. Matters which are voted urgent at such special meeting may be circulated to Delegates for voting via mail ballot or by e-mail ballot, provided that copies be sent to all Member Clubs.

Article V - OFFICERS

(1) The Officers of the Council shall be a President, a Vice President, a Secretary and a Treasurer. The following persons shall constitute the initial Board to hold office until the date of the first annual meeting: Carolyn Clausius, President; Doren Sterne, Vice President; Jamie Heidenreich, Secretary; Julie Breitzman, Treasurer.

(2) The President shall be the chief executive officer. The President shall preside at all meetings of the Council and the Board. The President shall perform all executive and other duties ordinarily pertaining to the office of the President or as authorized by the Board. The President shall appoint, and may remove, the chair and members of all committees. The President shall be an ex-officio member of all committees.

(3) The Vice President shall perform all executive and other duties ordinarily pertaining to the office of Vice President or as authorized by the Board or by the President. In the absence or disability of the President the Vice President shall perform the duties of the President.

(4) The Secretary shall be the secretary of all meetings of the Board and keep a record of the proceedings of such meetings. The Secretary shall issue notices of all meetings of the Board, keep a record of the names, addresses and telephone numbers of all Member Clubs, their Delegates and Alternates, and perform all other duties ordinarily pertaining to the office of Secretary or as authorized by the Board or by the President. In the absence of the Secretary, a person designated by the presiding officer of the meeting shall serve as acting Secretary for the meeting.

(5) (a) The Treasurer shall have general control and supervision of the finances of the Council, including the examination of the books, accounts, records of all Officers, committees and persons who handle any of the financial affairs of the Council. The Treasurer shall cause to be prepared an annual itemized budget for submission to the Annual Meeting of the Board scheduled in accordance with Article VII.

(b) The Treasurer shall cause to be kept full and correct accounts the receipts and expenditures and of the property of the Council in books belonging to the Council, and shall cause to be deposited all monies received in the name and to the credit of the Council in such depositories as he or Board may designate from time to time.

(c) The Treasurer shall, only with the prior approval of the Board disburse or cause to be disbursed the funds of the Council and, with the approval of the Board, have authority to invest and reinvest funds and to exchange, assign and transfer securities and other property belonging to Council.

(d) The Treasurer shall render to the President and the Board, when requested by either, an account of all Council transactions, and the Treasurer shall present a full financial report each year to the Annual Meeting of the Board.

(e) The President, with the approval of the Board, may designate time to time any member of a Member Club to handle special funds such as competitions, special events, etc. and to be responsible for such special funds and remit any balance to the Treasurer, or notify the Treasurer of any loss. Such designee shall make a complete accounting thereof to the Treasurer.

(f) The fiscal year of the Council shall begin July 1 of any year and end on June 30 of that same year, following the calendar year.

Article VI - NOMINATIONS AND ELECTIONS

(1) At least three (3) months prior the Annual Meeting of the Board, the President, with the approval of the Board, shall appoint a Nominating Committee, to consist of not less than three (3) members of the Board from different Member Clubs, and shall designate the Chairman thereof.

(2) The Nominating Committee shall select from among the membership of Member Clubs persons willing to serve as Officers of the Council. The Committee shall report its slate at

the meeting prior to the Annual Meeting of the Board. The Secretary shall inform all Delegates and first Alternates in writing no later than thirty (30) days prior to the Annual Meeting of the Board, as hereafter defined, of the names of the nominees so selected.

(3) A minimum of 20% of but not less than three (3) Member Clubs may add further nominations in keeping with Section (2) above. They must notify all Delegates, first Alternates, and all other Member Clubs at least ten (10) days prior to the election of names of such nominees.

(4) The election of Officers shall take place at the Annual Meeting.

(5) The Nominating Committee shall not be barred from nominating a member of the Nominating Committee to hold office.

(6) Nominees for each Officer position receiving a plurality of votes of Delegates or proxies shall be elected.

(7) If a vacancy occurs in any office, the Board shall appoint an eligible person to fill the vacancy for the balance of the unexpired term.

(8) Officers shall be eligible for re-election. A term of office shall coincide with the calendar year, from July 1 to June 30, or if later, until the officer's successor is duly elected.

Article VII - MEETINGS

(1) The Annual Meeting of the Board shall be held during the summer months.

(2) The rules of procedure to be followed at all meetings of the Board shall be in accordance with Robert's Rules of Order when not inconsistent with this Constitution.

(3) The President shall designate the time, place and agenda for all Board Meetings; except that a meeting shall be held within one (1) month from the date of receipt by the President of a petition for a meeting signed by at least one-third, but not less than three (3), of the Member Clubs and the agenda for such meeting shall include the matter set forth in the petition.

(4) At all meetings of the Board, Delegates representing a majority of the Member Clubs, either in person, by designated Alternate, or by proxy in writing or e-mail with respect to pre-published agenda items, shall constitute a quorum. In the absence of a quorum, the meeting shall be adjourned until a quorum is present.

(5) In the event of a tie vote, the President shall cast the deciding vote. A majority vote of the Delegates, a quorum being present, shall be required to pass any resolution or motion, except as otherwise provided in this Constitution.

(6) Written notice of Board meetings shall be provided via U.S. mail or electronic mail to all Delegates and first Alternates of the Member Clubs at least ten (10) days before the date of the meeting.

Article VIII - DUES AND ASSESSMENTS

- (1) Dues for the ensuing year shall be determined by the Board at the Annual Meeting.
- (2) Special Assessments may be made from time to time as voted by the Board, provided notice of such assessment was in the agenda for the meeting. Assessments in excess of \$100 require the approval of the Board at two (2) successive meetings not less than thirty (30) days apart. If any such assessment is approved at a first meeting, notice of the second meeting shall include the minutes of the first meeting and such notice and minutes shall be sent to all Member Clubs in addition to all Delegates and club Presidents. Each Member Club shall be assessed an equal amount.
- (3) New Member Clubs may be required to pay an initiation fee, in an amount determined by the Board, before being entitled to the rights and privileges of a Member Club.

Article IX - LIABILITY

- (1) No Member Club shall be liable for any obligation incurred by the Council or incurred by any other Member Club, except for annual dues or assessments as provided for in the Constitution; provided however, that any Member Club may withdraw from the Council upon written notice and without liability for a proposed assessment if notice of withdrawal is mailed (certified mail, return receipt requested) to the President of the Council prior to the second meeting approval of such assessment.
- (2) The Council hereby consents and declares that each duly elected or appointed Officer, duly appointed chairman, Board member and members of all committees, and all elected or appointed officials in any capacity shall be deemed to have assumed office or assignment on the express understanding, agreement, and condition that each one of them and his or her heirs, executors and administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Council from and against all liabilities, judgments, costs, charges and expenses whatsoever which such officer, chairman, or member sustains or incurs in any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office and also from and against all other direct costs charges and expenses which he or she actually sustains or incurs in relation to the duties thereof, except such costs, charges, or expenses as are occasioned by his or her own neglect or default.

Article X - AMENDMENTS

Amendments to this Constitution may be acted upon at the Annual Meeting of the Board or any other meeting of the Board. An affirmative vote of two-thirds of the full membership of the Board shall be required to amend this Constitution. The text of the proposed amendment shall be sent to all Delegates, club Presidents, and Member Clubs in writing at least thirty (30) days before being acted upon.

Article XI - DISSOLUTION

(1) The Council may be dissolved by an affirmative vote of two-thirds of the full membership of the Board. Notice of the intent to dissolve shall be sent to all Delegates, club Presidents, and Member Clubs in writing at least thirty (30) days before being acted upon.

(2) Upon dissolution of the Council for any reason whatsoever, any remaining property of the Council shall be distributed to the United States Figure Skating Association Memorial Fund.

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