

## BYLAWS

### YALE FIGURE SKATING CLUB, INC.

#### I. NAME

The name of this organization is the Yale Figure Skating Club, Inc. For all purposes this name may be abbreviated to read “YFSC.”

#### II. ORGANIZATION

The YFSC is a nonstock nonprofit corporation organized under the Connecticut Revised Nonstock Corporation Act. Prior to its incorporation in 2005, the YFSC was an unincorporated association affiliated with the Yale University Department of Athletics, Physical Education, and Recreation, as constituted by the Yale University Treasurer in 1974; after its incorporation it continues to be affiliated with Yale University and is tax exempt under section 501(c)(3) of the Internal Revenue Code of 1986 and publicly-supported under section 509(a)(2). It is a Member Club of the United States Figure Skating Association (“USFSA”) as of May 9, 1975.

#### III. PURPOSE

The purpose of the YFSC shall be to promote figure skating, to support and further the educational purposes and activities of Yale University, and to provide educational and recreational programs involving skating for members and guests.

#### IV. DEFINITIONS

**Section 4.1 Written Notice.** “Written notice” as used in these Bylaws shall mean notice given by mail, by personal delivery of a written document, or by electronic transmissions, including facsimile and e-mail, that the recipient can reasonably be expected to see in a timely fashion.

**Section 4.2 Yale Affiliation.** “Yale affiliation” shall apply to Yale faculty, retired faculty, students, alumni, fellows, employees, retired employees, their spouses and children, and other individuals directly associated with Yale University.

**Section 4.3 Quorum.** A “quorum” is the minimum number of voting members required to be present at a meeting in order to transact business.

**Section 4.4 Voting Member.** A “voting member” is any YFSC Home Club member who is 18 years of age or older and in good standing.

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### V. MEMBERSHIP, DUES, and FEES

**Section 5.1 Classes of Members.** There shall be four classes of members: Home Club Members (Yale Affiliation), Home Club Members (Community), Non-Home Club Members (Yale Affiliation), and Non-Home Club Members (Community).

**5.1.1 Home Club Members.** Home Club membership shall be open to any individual who has registered with the USFSA as a YFSC Home Club member or a YFSC Basic Skills member. A Home Club member may not designate any other figure skating club as a “home club” as permitted by USFSA. There shall be two kinds of Home Club Members as follows:

(a) **Home Club Members (Yale Affiliation).** This membership category shall consist of Home Club members having Yale affiliation.

(b) **Home Club Members (Community).** This membership category shall be open to other individuals with an interest in figure skating at Yale University at the discretion of the Board of Directors.

**5.1.2 Non-Home Club Members.** Non-Home Club Membership shall be open to those other individuals who have an interest in furthering the purposes of YFSC but who have designated another figure skating club as their “home club” for purposes of USFSA. There shall be two kinds of Non-Home Club Members as follows:

(a) **Non-Home Club Members (Yale Affiliation).** This membership category shall consist of Non-Home Club members having Yale affiliation.

(b) **Non-Home Club Members (Community).** This membership category shall be open to other individuals with an interest in figure skating at Yale University at the discretion of the Board of Directors.

**Section 5.2 Dues and Fees.** Members and guests may participate in programs offered by YFSC. The Board will adopt, and may revise from time to time, a fee schedule for annual dues and for participation in programs. The fee schedule may vary, in the discretion of the Board, according to the class of member and for nonmembers.

**Section 5.3 USFSA Rules and Regulations.** All YFSC members are subject to current USFSA rules and regulations regarding compulsory membership in USFSA. Any YFSC member may join USFSA as a YFSC Home Club member as permitted by USFSA.

**Section 5.4 Meetings of Home Club Members.** Meetings of Home Club members shall be held from time to time as provided below. The Annual Meeting shall generally be held each year at a time and place designated by the Board of Directors. Special Meetings may be called at any

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time by the President or the Board and shall be called upon receipt of a written request signed by 10% of the voting membership.

Written notice of the time and place of each meeting shall be given to YFSC voting members at least ten (10) days in advance of a meeting. Meetings of Home Club members shall be chaired by the President or his designee.

**Section 5.6 Quorum and Voting.** Each YFSC voting member shall have one vote. Those voting members present at a duly noticed meeting shall constitute a quorum, and a majority vote by those present and voting shall carry a motion, unless a greater vote is required by law, the Certificate of Incorporation, or these Bylaws.

## VI. BOARD OF DIRECTORS

**Section 6.1 Duties and Composition of Board.** The YFSC shall be managed by its Board of Directors (“Board”) in accordance with the YFSC Certificate of Incorporation and Bylaws and also with USFSA Bylaws. The Board shall set policy for the general operation of the Club and its activities. It shall be responsible for skating instruction, the designation of times and fees for YFSC skating sessions, the organization of events such as tests, shows, and competitions, and the assignment of responsibility for the conduct at these sessions. The Board shall consult with the Yale University Department of Athletics as needed.

The YFSC Board shall be composed of between eight (8) and fourteen (14) Directors. Up to thirteen (13) Directors shall be elected (the “elected Directors”). In addition, one (1) Director shall be appointed by the Secretary of Yale University or the Secretary’s designee.

Each elected Director must be a voting member of YFSC, and a majority of the elected Directors must be Home Club Members (Yale -affiliation).

**Section 6.2 Nominations, Elections and Terms of Office.** Elections shall be held in odd-numbered years. The President shall appoint a Nominating Committee consisting of between four (4) and seven (7) members. The YFSC Director appointed by the Secretary of Yale University or the Secretary’s delegate shall be a member of the Nominating Committee, and the other members of the Nominating Committee shall be YFSC voting members. In addition, at least one (1) member of the Nominating Committee shall not be a current Director.

Written notice of the appointment of the Nominating Committee shall be given to voting members at least one month prior to the Annual Meeting of the membership. The notice shall include a request for suggestions for individuals to be considered for nomination as Directors. Any such suggestions must be promptly submitted to the Nominating Committee. The Nominating Committee shall thereafter prepare a slate of nominees for election to the Board as Directors. This slate of nominees shall be included in the notice of the Annual Meeting sent to YFSC voting members.

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At the Annual Meeting, the Chair of the Nominating Committee shall place in nomination the slate of nominees for election as Directors. Nominations shall be accepted from the floor. The Directors shall then be elected by ballot of YFSC voting members present at the meeting. The 13 nominees with the highest number of votes shall be elected, provided that if there are fewer than 13 nominees, all eligible individuals who are nominated shall be elected, and further provided that the composition of the Board meets the requirement that a majority of the Directors be Yale-affiliated Home Club Members. If it does not, the Yale-affiliated individual with the next highest number of votes will replace the non-Yale-affiliated individual who would otherwise have been elected but had the least number of votes, and so forth, until a majority of the Directors are Yale-affiliated Home Club Members, and further provided that, if in order to achieve a majority of Yale-affiliated directors, the size of the Board must be reduced below 13, the number of elected Directors shall be reduced to such number as shall result in a majority of Yale-affiliated Directors. Directors must be current members of YFSC and USFS before taking office.

The organizational meeting of the new Board is the first meeting of the Board following the election at the Annual Meeting, and shall be held no later than July 15<sup>th</sup> of the same year. This meeting shall be convened by the outgoing President. The first order of business shall be the election of new officers from and by the new Board. The outgoing President shall then turn the meeting over to the new officers. Directors shall hold office until the organizational meeting following the next election.

**Section 6.3 Meetings of the Board.** Meetings of the Board shall be held in order to transact the business of the Board. Written notice stating the place, day and hour of the meeting shall be given to each Director between three (3) and fourteen (14) days before the meeting date. The purpose of the meeting shall be included in the notice.

Notice may be waived in writing by any Director either before or after the meeting. Attendance at any meeting by a Director shall be deemed to be a waiver of notice unless the Director attends to object to the transaction of business because the meeting is not lawfully convened and the Director does not thereafter vote for or assent to action taken at the meeting.

The presence of five (5) members of the Board at any properly called Board meeting shall be considered a quorum, and the act of a majority of those Directors present at any meeting at which there is a quorum shall be the act of the Board, unless the act of a greater number is required by law, the Certificate of Incorporation, or these Bylaws.

The conduct of meetings shall be in accordance with generally accepted parliamentary procedures (for example, *Robert's Rules of Order, Revised*).

Electronic meetings of the Board may also be held at the discretion of the President. Electronic meetings are subject to the same notice and quorum requirements as in-person meetings. However, a Director is deemed to be "present" for the purpose of determining quorum only if he or she participates in the meeting. A properly called electronic meeting shall be canceled at the request of any Director provided that the request is received before the announced date and time of the meeting.

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**Section 6.4 Resignation, Removal and Vacancies.** Any Director may resign at any time by giving written notice to the President or the Secretary. The formal acceptance of such resignation shall not be necessary to make it effective. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Any Elected Director may be removed with or without cause by majority vote of the Directors present and voting at a meeting at which a quorum is present. An elected Director may also be removed with or without cause by majority vote of the voting members present and voting at a meeting at which a quorum is present. The notice of any meeting at which removal will be considered, whether a meeting of the Board or of the voting members, must state that a purpose of the meeting is to consider the removal of the elected Director.

A vacancy on the Board may be filled for the unexpired portion of an elected Director's term by the Board at any time.

The Director appointed by the Secretary of Yale University or the Secretary's designee may be removed and replaced at any time and for any reason by the Secretary or the Secretary's designee.

If, by reason of the death, incapacity, resignation or removal of a Director or for any other reason, the number of Directors on the board falls below eight (8) or the Elected Directors who are Home Club Members (Yale Affiliation) do not constitute a majority of the Directors on the Board, the Board shall take prompt action to bring the number up to 8 and to restore the Yale-affiliated majority. The validity of any action taken by the Board in the interim shall not be affected, provided that a majority of those elected Directors who are Home Club Members (Yale Affiliation) who are present at a meeting at which the action is taken or who voted on the action shall have approved.

## VII. OFFICERS AND DUTIES OF OFFICERS

**Section 7.1 Designation, Election, and Term.** The officers of YFSC shall consist of a President, one or more Vice-Presidents, Secretary, Treasurer, Membership Chairman, Test Chairman, and such other officers as the Board, in its discretion, may determine from time to time. Each officer shall be elected from among the Directors at its biennial organizational meeting and shall serve until the next organizational meeting. Terms of the officers shall coincide with terms of the directors.

**Section 7.2 Duties of Officers.** The **President** shall see that the YFSC's agreements with Yale University are carried out and shall preside at meetings. The President may appoint an officer to act as liaison between the YFSC and the Yale University Department of Athletics. The **Vice-Presidents** shall assist the President and officiate in his/her absence. The **Secretary** shall be responsible for notifying YFSC members of club activities and for keeping records of the activities and business of the club. The **Treasurer** shall keep the monies of the club in accordance with good financial procedures and shall pay legitimate bills of YFSC. The

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**Membership Chairman** shall maintain membership records and mailing lists for YFSC and convey required membership data to the USFSA. The **Test Chairman** shall be responsible for arranging test sessions and keeping test results as well as all other duties as described in the current USFSA Rulebook. Officers will give written reports periodically, as needed. The **Conflict Resolution Officer** shall be responsible for hearing complaints of the members, investigating the complaint, and (if not resolved) bringing it to the Board.

**Section 7.3 Resignation, Removal, and Vacancies.** Any officer may resign from office at any time by giving written notice to the President or the Secretary. The formal acceptance of such resignation shall not be necessary to make it effective. A resignation is effective when the notice is delivered unless the notice specifies a later effect date.

Any officer may be removed by majority vote of the Directors at a meeting, a quorum being present, whenever, in the Board's sole judgment, the best interests of YFSC are served thereby.

A vacancy in any office may be filled for the unexpired portion of the term by the Board at any time.

### **VIII. CONFLICT RESOLUTION POLICY**

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 of Directors of the Club. 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 USFSA.

### **IX. USFSA DELEGATES**

Appointed Delegates to the Governing Council of USFSA must be YFSC voting members and eligible according to USFSA rules.

### **X. TESTS and COMPETITIONS**

The YFSC shall aim to provide opportunities for instruction and practice for YFSC members interested in taking the tests or entering the competitions of the USFSA.

### **XI. AMENDMENTS**

These Bylaws may be amended by majority vote of those YFSC voting members present and voting at any properly called membership meeting, provided that notice of the general nature of the proposed amendments shall have been given to the voting membership at least one month in advance of that meeting, and provided that the Board of Directors shall have recommended the change(s).

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### **XII. CONFLICTS OF INTEREST**

No Director shall vote on any matter that would involve a conflict of interest. In the event that a Director questions whether such a conflict of interest exists, the issue shall be decided by a majority vote of the Directors present at the meeting and voting, provided that the Director in question shall not vote and shall not be counted towards the quorum.

The provisions of Chapter 602F of the Connecticut General Statutes and other relevant statutes shall be utilized by the Board in identifying and resolving issues of conflicts of interest and loyalty and ethical matters. The Board may develop more restrictive and additional protocols on conflicts of interest, loyalty and ethical matters as it determines.

*Approved June 18, 2006*

*Amended June 22, 2008*

*Amended May 6, 2017*