



CONSTITUTION AND BY-LAWS

Louisville Skating Academy
Member Club of U S Figure Skating

As amended and edited March, 2004

ARTICLE I

NAME AND CORPORATION

Section 1. Name. The organization shall be known as the LOUISVILLE SKATING ACADEMY, "LSA".

Section 2. Incorporation. LSA was incorporated under the Laws of the State of Kentucky, March 1, 2000.

Section 3. Officers of Incorporation. The four officers of LSA shall be the four officers of Incorporation.

Section 4. Corporate Seal. None.

Section 5. LSA shall have its headquarters in the Iceland Sports Complex in Louisville, Kentucky.

ARTICLE II

PURPOSE

LSA is a nonprofit organization dedicated to promoting and developing the sport of figure skating in the Louisville area by encouraging an environment of good sportsmanship while providing training opportunities to meet the needs of all levels of skaters in achieving their personal goals from recreational skating to competition at national and international events.

ARTICLE III

OFFICERS

Section 1. Titles. The officers shall be the President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined. All officers must be registered members of the U S Figure Skating who have designated the corporation as their home club.

Section 2. Duties of the President. It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club and of the Board of Directors. The President shall have the entire supervision and management of the Club and its property pending the action of the Board of Directors; the power to suspend any member for violating the bylaws or regulations of the Club, pending the approval of the Board; to call special meetings and Club meetings. The President, together with one other officer, shall sign all agreements and contracts made by the Club upon the approval of the Board of Directors.

Section 3. Duties of the Vice-President. It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties and in the absence of the President, to assume the duties and officiate in his/her stead.

Section 4. Duties of the 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 at each Board of Directors meeting. Disbursements shall be made only upon vouchers approved by the Board of Directors. The Board of Directors has the power, whenever they deem 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 of Directors, or in securities approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer or the President or another designated officer or member of the Board of Directors. The Treasurer shall not withdraw from the Club's savings account or other investment any funds earned in a prior year, except upon the vote of a majority of Directors. The Treasurer shall prepare a yearly financial report and budget for presentation at the Annual Meeting and make an annual financial report to the accountant for preparation of all year -end filing for all government agencies, where required.

Section 5. Duties of the Secretary. It shall be the duty of the Secretary to keep the "minutes of the meeting" of the Club and of the Board of Directors, to supervise all reports and documents connected with the business of the Club, and to issue notices of all meetings of the Club and Directors.

Section 6. Vacancies. If any of the foregoing offices become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term.

Section 7. Removal. Any officer or director may be removed from office by the unanimous vote of the Directors voting at a special meeting called for this purpose, except the Director under consideration for removal shall not vote.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Qualification. Directors must be voting members of the corporation who have designated the corporation as their Home Club under the applicable rules of the U S Figure Skating.

Section 2. Number of Members. There shall be a Board of Directors composed of seven (7) voting members, each of whom must be at least 18 years of age, be a registered, full member declaring LSA as their Home club and be in good standing. Should such person be an eligible coach they may serve as a director or officer as long as they do not collectively constitute a majority of the club's board. In addition, up to eight (8) non-voting members may be elected as determined necessary. A non-voting member may serve as proxies for voting purposes.

Section 3. Term of Office. One-half of the Board shall be elected each year at the regular meeting of the membership, and they shall serve for a period of two years. A term limit of two consecutive terms shall be enforced for club officers.

Section 4. Vacancies. In the event of a vacancy on the Board of Directors, it shall be filled by vote of the remaining directors by a full member in good standing.

Section 5. Quorum. Four voting members or appointed proxies shall constitute a quorum. (The affirmative vote of a majority of the Board of Directors present is necessary to pass a vote.)

Section 6. Meetings.

a. The Board of Directors shall meet at least once in every month during the skating season, with no less than nine (9) meetings during the calendar year. The date of such meetings shall be stated by the President or, in his/her absence, by the Vice-President.

b. Any four (4) members of the Board may call a Board meeting upon written notice to all the members of the Board of Directors at least seven (7) days prior to the meeting. The notice shall state the date of the meeting, the purpose for which the meeting is called, and the names of the four (4) members requesting the meeting.

Section 7. Authority. The Board shall have the 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. The Board shall make such rules as they deem proper respecting the use of the Club's property, prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own governance and for that of the committees appointed by them. The Board shall appoint a Membership Chair, a Test Chair, and other committee chairs as the Board may choose to create from time to time.

Section 8. Financial Duties. The Board of Directors shall make all appropriations from the funds of the Club. The Board of Directors shall audit records of the Secretary, Treasurer, and other committees. They shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same. The Board shall be responsible for filing federal and state income tax returns yearly and perform any other duties deemed necessary by the Board. The Board shall have the power to limit the indebtedness of a member of the Club.

Section 9. Board Member Limitation. The office of the Board member shall be ipso facto vacated:

- a) If he/she is found to be mentally incapacitated;
- b) If he/she is convicted of a felony;
- c) If by notice in writing to the Club he/she resigns his office.

Section 10. U S Figure Skating Delegates. The Board shall appoint from among its registered eligible members a number of delegates in proportion to the total number of registered members of LSA during the preceding fiscal year as specified in the U S Figure Skating Bylaws, Article XV. The delegate(s) shall be representative(s) between LSA and U S Figure Skating and shall attend the U S Figure Skating Governing Council meeting, either in person or by proxy. LSA shall file a certificate of such appointment with U S Figure Skating and the certificate shall be provided by U S Figure Skating.

ARTICLE V

ELECTIONS

Section 1. Time. Elections shall be held within one month before the beginning of the fiscal year for which such officers and directors are chosen.

Section 2. Nominating Committee. Each year a nominating committee shall be appointed by the Board of Directors OR President at least sixty (60) days in advance of the annual election. This committee shall consist of three (3) members of the Board. The names of the candidates selected by the nominating committee shall be posted in the form of a ballot at least four (4) weeks prior to the elections.

Section 3. Voting. Ballots shall be distributed to all members at least 2 weeks before the date set for counting votes. Members may cast their ballots by e-mail or U.S. mail addressed to the Secretary or in person at a meeting held solely for the purpose of counting the ballots. Ballots not received in the mail or via e-mail in time to be counted shall be invalid. This meeting shall be open to all members, though the actual counting of the ballots shall be conducted under the supervision of the Secretary or such other person as the Board of Directors may designate.

Section 4. Records. The Secretary shall preserve the records of an election for at least one year.

ARTICLE VI

MEMBERSHIP

Section 1. Candidates for membership shall be individuals interested in the above stated Purpose of LSA who conform to the definition of eligible or ineligible skater as specified in the rules and constitution of U S Figure Skating.

Section 2. Classes of Membership. Classes of membership will be Full Membership, Associate Membership, Basic Skills Membership or Supportive Membership. Every member of the Club must hold an Individual or Family membership.

Full Membership.

Individual:

Individual members shall be sixteen (16) years of age or over. Individual members are required to hold a current U S Figure Skating registration card and specify the Louisville Skating Academy as their Home Club. Individual members may take U S Figure Skating tests and represent LSA at U S Figure Skating sanctioned competitions.

Family:

All skaters under the age of sixteen (16) years of age must have a Family Membership. Both the skater and parent are required to hold a current U S Figure Skating registration card and specify the LSA as their Home Club. Both members may take U S Figure Skating tests and represent LSA at U S Figure Skating sanctioned competitions. The parent may vote at LSA membership meetings and elections.

Associate Members:

Associate members are required to hold a current U S Figure Skating Basic Skills membership card or a U S Figure Skating membership with another club. Associate members with Basic Skills Membership **may not** take U S Figure Skating tests; however they may take Basic Skills tests.

Basic Skills Membership:

Basic Skills members are required to hold a current U S Figure Skating Basic Skills membership card. Basic Skills members **may not** take U S Figure Skating tests; however they may take Basic Skills tests.

Supportive Membership.

Supportive members shall enjoy all privileges of a U S Figure Skating Supportive Membership as well as privileges of LSA except voting, holding office or contracting for ice. In addition, Supportive members may not take U S Figure Skating tests or represent LSA at U S Figure Skating sanctioned competitions.

Section 3. Application for Membership. Applications for admission, with appropriate fees, shall be submitted to the Membership Chair and the Membership Chair shall submit all applications to the Board of Directors for their approval. Membership applications will be voted on by the Board within sixty (60) days of receipt. No person shall be elected a member if three or more members of the Board of Directors objects to the election of such person. Rejection may not be discriminatory as to race, age, or religious preference. Each new member will be notified by the Membership Chair or said Chair's designee.

Section 4. Termination & Suspension of Membership. Any member's membership may be terminated by a majority vote of the Board of Directors. Notice shall be given to said member by registered mail at his or her address as it appears on LSA records within ten (10) days of the termination. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues assessments, or fees arising from contract or otherwise. Appeal rights shall be governed by the U S Figure Skating rules and bylaws.

Section 5. Voting Rights. The Board of Directors shall determine the classes of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions. LSA members sixteen (16) years of age and older who hold U S Figure Skating cards are entitled to vote in the Club affairs.

ARTICLE VII

CLUB MEETINGS

Section 1. Time. There shall be at least one annual LSA membership meeting each year. The annual meeting

shall be held within one month after the skating season opens in the fall, or within one month before or after the skating season closes in the spring.

Section 2. Special Meetings. The Secretary shall call special meetings at the direction of the President, or upon the written request of ten (10%) percent of LSA's voting members in good standing.

Section 3. Quorum. Thirty (30%) percent of all members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business.

Section 4. Notices. Notices of stated and special meetings shall be distributed 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 VIII

DISCIPLINE

Complaints. Any member or members having complaint against another member for the infraction of any law or rule, or for conduct injurious to the Club, may report the same, in writing, to the Board of Directors. 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 Directors shall be held as soon as practicable to investigate the same. The complainant(s) and the member complained against shall be given copies of any written statements regarding the complaint and shall be notified at least seven (7) days prior to a hearing date.

ARTICLE IX

FEES, DUES AND ASSESSMENTS

Fees. The annual dues payable to the corporation shall be in such amount as determined from time to time by the Board of Directors.

ARTICLE X

FISCAL YEAR

The fiscal year shall run from April 1 through March 31 until such time as the Board of Directors adopts a different fiscal year.

ARTICLE XI

MEMBERSHIP IN U S Figure Skating

The Club shall maintain its membership in the USFS and conduct its affairs in a manner consistent with the by-laws of U S Figure Skating. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by the U S Figure Skating and the United States Olympic Committee.

ARTICLE XII