

Constitution

Tri-State Council of Figure Skating Clubs, Inc.

Article I - Name

The name of the organization shall be the "Tri-State Council of Figure Skating Clubs, Inc.", dba and referred to in this Constitution as "Tri-State Council".

Article II - Existence

Tri-State Council is incorporated as a non-profit corporation under the laws of the State of Michigan. In furtherance of its purpose, the corporation shall do all of those things permitted of corporations generally by virtue of the provisions of the Michigan Non-Profit Corporation Law.

Article III - Purpose

Tri-State Council shall foster figure skating on ice. In order to do so, Tri-State Council has been organized as an interclub association of US Figure Skating and, therefore, seeks to assist in carrying out the objectives and purposes of US Figure Skating in accordance with the provisions of the US Figure Skating bylaws and official rules. Tri-State Council shall maintain its status as an interclub association of US Figure Skating and conduct its affairs in a manner consistent with the bylaws, official rules, policies and procedures of US Figure Skating.

Article IV - Territorial Limits

Tri-State Council shall consist of member clubs located within the legal boundaries of the states of Ohio, Michigan, Indiana and western Pennsylvania.

Article V - Object

Section 1:

To encourage the instruction and advancement of skaters of all disciplines of skating in the Tri-State area.

Section 2:

To foster inter-club cooperation in events not in conflict with US Figure Skating activities or objectives such as the Synchronized Skating Competition and the Free Skate Competition and specifically, to determine the location and responsibility for the Tri-State Free Skate Competition and the Tri-State Synchronized Skating Competition together with one Synchronized Skating Judge's School on a year to year base.

Section 3:

To encourage inter-club activities and require any member club planning to bid for or host a competition (i) to be held under the auspices of the Tri-State Council or (ii) to reference or list the Tri-State Council as a previous host, first shall obtain the approval of Tri-State Council.

Section 4:

To provide a source of aid and experience to member clubs which are affiliated with or are seeking affiliation with US Figure Skating and to provide advice and guidance when requested by officers or directors of such clubs.

Section 5:

To assist and/or contract with other entities to encourage growth of all disciplines of figure skating in the Tri-State area and/or the United States.

Section 6:

To bid for and host and/or cooperate with other entities and/or to contract with, sponsor, foster and/or encourage regional, sectional, national, and non-qualifying events that benefit figure skating in the Tri-State area or in the United States.

Section 7:

To create and/or maintain programs that benefit figure skating in the Tri-State area.

Article VI - Government

The government of the Tri-State Council shall be vested in the fully accredited membership of the council, consisting of the delegate representatives duly accredited by each member club and any individual honorary delegates (non-voting member) elected to such membership by the Tri-State Council.

Article VII - Member Clubs

Section 1: Membership

Membership in the Tri-State Council may consist of any US Figure Skating member club or probationary club in good standing whose stated domicile is within the state of Ohio, Michigan, Indiana or western Pennsylvania.

Section 2: New member clubs

New clubs shall be admitted to the Tri State Council annually upon payment of the dues annually assessed by Tri-State Council.

Section 3: Dues

The Tri-State Council may establish and, as it shall deem necessary and appropriate, such

period membership dues, other assessments and procedures for the manner of payment and collection thereof. All member clubs shall pay yearly dues. Dues are payable at the time a club becomes a member. Dues are renewable on or before September 30 of each year for the skating season commencing on the prior June 1. A member club is in good standing if the club pays its membership dues on or before September 30 for the year in which the dues are owed.

Section 4: Good standing

A member club is considered in good standing if the club has paid the annual membership fee on or before September 30 of the year in which the dues are owed. In order for a person to be nominated as an officer of Tri-State Council, the member club of the nominated person must be a member club in good standing.

In the event a member club is not in good standing, that club's delegates may not vote on issues coming before the Tri-State Council, nor shall a member club not in good standing participate in any benefits conferred upon member clubs unless Tri-State Council votes otherwise.

Tri-State Council and/or its executive board may determine if the dues of a member club to be charged shall be less than the entire amount based upon such club's admission as a member club subsequent to September 30 of the year in which the annual dues are owed. At that time, a determination shall be made as to what benefits or portion of benefits said club may participate in. Tri-State Council and/or its Executive Board may determine if a penalty shall be assessed when a membership fee is paid subsequent to September 30 of the year in which the annual dues are owed. In the event the penalty is not paid, then the club that failed to make the payment shall not be considered in good standing.

Section 5: Honorary delegate

The designation of honorary delegate may be extended to selected individuals as defined by the Tri-State Council who are in accord with the purposes of the Tri-State Council. Honorary delegates shall be entitled to attend meetings of the Tri-State Council, to participate in discussions at such meetings, to serve on committees of Tri-State Council and to receive reports submitted to the membership. Honorary delegates shall not possess voting rights in the Tri-State Council unless they are designated as a delegate by a member club. All past presidents of Tri-State Council are honorary delegates.

Section 6: Membership book

The secretary of Tri-State Council shall keep a membership book containing the name, address and email address of current club delegates and honorary delegates. The book shall be open to inspection by any delegate of a member club of the Tri-State Council or officer or director of any member club.

Section 7: Resignations

Any member club or honorary delegate may, at any time, resign as a member by written

resignation directed to the Tri-State Council. Resignation by a member club whose delegate is also an officer shall automatically constitute a resignation from the Tri-State Council by that officer.

Article VIII - Voting

Section 1: Delegates of member clubs

Each member club shall be represented by one delegate from that club. Delegates shall be accredited to the Council by a letter of appointment signed by a current officer of the member club representative sent by ordinary US mail, facsimile or email. Such letter of appointment shall be considered accreditation until superceded by a letter of later date by a current officer of that club.

Section 2: Delegate status

Delegates must be (i) at least 18 years old, (ii) registered with US Figure Skating and (iii) members of a member club of Tri-State Council. In addition, delegates of the Council must be eligible persons, as defined in the eligibility rules of US Figure Skating.

Section 3: Number of votes per member club

Each delegate shall have one vote. The Tri-State Council president, if he/she is an accredited delegate, may vote on any issue.

Section 4: Alternate delegate

Each member club shall have the prerogative of accrediting one alternate delegate. Such alternate shall cast a vote on behalf of his home club only in the absence of one of the delegates at Tri-State Council from that club.

Section 5: Voting by Proxy

There shall be no voting by proxy.

Section 6: Voting by facsimile, telephone conference call or email

In the event a notice of a meeting provides that a vote shall be taken by facsimile, telephone conference call, or email, then the specific question raised for that meeting may be sent to the delegates and the delegates shall respond by facsimile, telephone conference call, or email sent to the secretary of Tri-State Council.

Article IX - Meetings

Section 1: Annual meetings

An annual meeting of the membership of the Council shall be held on the first Saturday of June or as soon thereafter as is practical at a time and place designated by the executive board of Tri-State Council and to take place within the territorial limits of Tri-State Council. One of the purposes of this meeting is the election of officers and award of the Tri-State Competitions.

Section 2: Mid-Winter meeting

A mid-winter meeting of the membership of the Tri-State Council shall be held in November or December.

Section 3: Annual meeting notice

The annual meeting notice shall contain the nominating committee's recommendations as to the positions of President, Vice President for each state, Secretary and Treasurer of Tri-State Council and shall be sent by email or ordinary US mail to the current President and current delegates to Tri-State Council at least 30 days in advance of the annual meeting. Additionally, the recommendation of the nominating committee shall be posted on the Tri-State Council website at least 30 days in advance of the annual meeting.

Failure to comply with the specific notifications provided for herein shall not effect the results of the election at the annual meeting so long as it is determined by the delegates in attendance at the annual meeting that reasonable effort was made to give notice of the annual meeting.

Section 4: General membership

The general membership shall consist of the officers, delegates and honorary delegates of Tri-State Council.

Section 5: Special general membership meetings

Special meetings of the membership may be called by the President or three officers or by any three member clubs. The purpose of the request for a special meeting shall be stated in the notice request. Special meetings shall be held at a time and place within the territorial limits of the Tri-State Council and specified by the President. Notice of a special meeting shall be sent by the Secretary and must be sent to the membership a minimum of 30 days prior to the meeting date. Notice, 30 days in advance, shall be provided to the President and current delegates of a member club by email or ordinary US mail and shall be posted on the Tri-State Council website at least 30 days prior to the meeting date. Only such business as stated in the notice of the special meeting may be conducted at the special meeting.

Section 6: General Membership Quorum

At any meeting of the general membership of Tri-State Council, those delegates present shall constitute a quorum; provided, however, that no action, required by law, by the Articles of Incorporation, or by this Constitution need to be authorized or taken. Action taken by facsimile, conference telephone call, or email vote shall require a response by two-thirds of the then current delegates in order to constitute a quorum.

Section 7: Notice of meetings

Written notice of all general, special and annual meetings of the Council shall be emailed or mailed to the current President of the member club, all delegates, officers of council and Honorary Delegates at least 30 days in advance for a general membership meeting

and thirty (30) days in advance of a special meeting. Such written notice shall state the time and place of such meeting and the purpose of such meeting. Notices of all meetings referenced herein shall be provided by the Secretary.

Section 8: Methods of Notice

Notice may be given personally or by mail, facsimile, email or other form of wire or wireless communication by or at the direction of the President, the Secretary or the persons calling the meeting to each delegate entitled to vote at such meeting. Such notice shall be deemed to be given and effective at earliest of: (i) the date received; (ii) five days after deposit in the US mail, properly addressed to the representative of the member club at the representative's address as it appears in the Council's current record of representatives, with first class postage prepaid; (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (iv) 30 days after its deposit in the US mail, as evidenced by the postmark, if mailed, correctly addressed, and with other than first class, registered or certified postage affixed; or (v) 30 days after the date the email was sent if correctly addressed. A written notice or report delivered as part of a newsletter or other publication regularly sent to members shall constitute a written notice or report, if addressed or delivered to the member's address shown on the Council's current list of members.

Section 9: Organization and Documentation

No action taken at any meeting of the members shall be valid unless put in writing and recorded by the Secretary. Any action so taken shall be considered an official and written resolution of the members and shall be filed with the Secretary.

Article X - Officers

Section 1: Election and designation of all officers

At the annual meeting, the delegates shall elect a president, a vice president from each state, a secretary, a treasurer, and, in its discretion, may elect such other officers as the delegates may deem necessary.

A Vice President from each state shall be nominated from each state and said nomination shall be ratified by the delegates from that state at the annual meeting of Tri-State Council.

Section 2: Terms of office and vacancies

The officers of Tri-State Council shall hold office as individuals until the next organization meeting of the delegates and until their successors are elected. The delegates may fill any vacancy in any office by holding a special election following the vacancy to fill the remainder of the unexpired term. The delegates may remove any officer at any time with cause by a majority vote of the delegates attending the meeting.

Section 3: President

The president shall preside at all meetings of the delegates. He/she and one other officer shall execute all legal documents and other obligations with prior approval of the delegates and in the name of the Tri-State Council and shall have such other authority and shall perform such other duties as may be determined by the delegates. The president shall be an ex-officio member of all committees. The president shall be one of the officers authorized to approve and sign checks and legal documents of the Tri-State Council.

Section 4: Vice Presidents

The vice presidents shall have all of the authority and perform all of the duties of the president in the absence of the president or when circumstances prevent the president from acting; and shall have such other authority and perform such other duties as may be determined by the delegates.

In the absence of the president, the order in which the vice presidents may perform the duties reference above shall be as follows:

1. Michigan - years ending in 0, 4, and 8;
2. Ohio - years ending in 1, 5, and 9
3. Pennsylvania - years ending 2 and 6
4. Indiana - years ending in 3 and 7

In the event a vice president is unavailable for any reason to fill this position, the next vice president in line shall fill such position.

Each vice president shall be responsible for contacting all clubs within their state in order to encourage such clubs to become a member of Tri-State Council of Figure Skating Clubs.

Section 5: Secretary

The secretary shall keep the minutes of meetings of the delegates. He/she shall keep such books as may be required by the delegates; shall give notices of the meetings of the delegates required by law or by these provisions; and shall have such authority and shall perform such other duties as may be determined by the delegates. The secretary will be one of the officers of the Council authorized to approve and sign checks and legal documents of the Council.

Section 6: Treasurer

(a) The Treasurer shall be the principal accounting and financial officer of the Council.

(b) The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Council and shall provide the president and delegates with regular reports of the Council's financial condition.

(c) The Treasurer shall have charge and custody of all funds and securities of the Council, and be responsible therefore, and for the receipt and disbursement thereof.

(d) At the request of an officer, the Treasurer shall cause to be prepared an independent audit of the books of the Council and shall present a report of such audit at the meeting of the delegates or at a special meeting next following the completion of the audit.

(e) The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her.

(f) The Treasurer shall prepare or cause to be prepared all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council that have been approved in the annual budget.

(g) The Treasurer shall be one of the three officers of the Council authorized to approve and sign checks, and sign legal documents of the Council. These officers are the President, the Secretary and the Treasurer. At least two officers must sign any check in excess of \$5000.00.

(h) The Treasurer working with the officers shall prepare an annual budget that will be presented and approved by the delegates at the annual meeting or no later than the June general meeting of the delegates for approval. After approval of the annual budget officers cannot obligate the council to sums paid in excess of those found in the budget. Any changes in the budget must be approved by a vote of the delegates.

(i) The Treasurer shall cause all bank statements and other financial reports of the Council's funds to be first delivered to a designated officer other than the Treasurer. The Chairman, after reviewing, will forward these statements to the Treasurer. In the alternative, in the event a copy of a bank statement can be sent by the bank to another officer, then a copy shall also be sent to the treasurer thus eliminating the need for an officer to forward a bank statement to the Treasurer.

(j) The Treasurer shall be bonded, which bond shall be paid by Tri-State Council.

Section 7: Other Officers

Any other officers the delegates may elect shall have such authority and perform such duties as may be determined by the officers.

Section 8: Records

All records of the Corporation, including but not limited to those records referenced in this Constitution, shall be kept by the Secretary of the Council on behalf of the Council.

Article XI - Committees

Section 1: The president may appoint such committees as the officers and/or delegates shall from time to time determine. The president shall have such authority and perform such duties as may be determined by the delegates or provision in the Constitution of the Council.

Section 2: Standing committees - the following committees shall be standing committees:

- (a) Music Committee
- (b) Competitions Committee
- (c) Executive Committee
- (d) Awards Committee
- (e) Nominations Committee

Article XII - Amendments to Constitution

Amendments to this Constitution may be acted upon at any General meeting of the delegates of council. The general character or proposed amendments shall be stated in the notice of the meeting. A two-thirds (2/3) vote of all members present shall be required to approve amendments.

Article XIII - Indemnification

The Council shall indemnify and hold harmless any Officer or agent of the Council to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Council's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Council's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Council may not indemnify a person either (i) in connection with a proceeding by the Council in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Council or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Council was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Council only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the delegates by a majority vote of a quorum of the delegates, which quorum shall consist of delegates not parties to the subject proceeding, or by such other person or body as

permitted by law.

Article XIV - Conflicts of Interest

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Tri-State Council of Figure Skating Clubs, Inc., hereinafter referred to as "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, delegate or member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

(A) Interested Person

Any member, delegate, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(B) Financial Interest

A person or member has a financial interest of the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest, Under Section III(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

(A) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the officer and delegates and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(B) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person or member, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(C) Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested delegates whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(D) Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Compensation

The minutes of the governing board and all committees with board delegates powers shall contain:

- (A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

- (A) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (B) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (C) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements

Each member, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (A) Has received a copy of the conflicts of interest policy;
- (B) Has read and understands the policy;
- (C) Has agreed to comply with the policy, and
- (D) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, period reviews shall be conducted. The period reviews shall, at a minimum, include the following subjects:

- (A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Experts

When conducting the period reviews as provided for in Section 7 the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring period reviews are conducted.

Article XV - Conflict Resolution

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

Article XVI - Fiscal Year

Section 1: Accounting

The fiscal year of the Council shall begin May 1st and end April 30th.

Section 2: Assessments

The amount of assessments shall be the subject of a motion at the meeting of Council. No Member Club in the Council shall be denied any privilege until it has failed to make payment in full to the Council for an assessment when due.

Article XVII - Order of Meeting

Section 1: Agenda for Meetings

Each meeting of the Council shall consider in order at least the following matters:

1. Call to order.
2. Roll call.
3. Minutes of the last meeting.
4. Report of Treasurer.
5. Reports of any committees.
6. Report of each vice president.
7. Consideration of old business.
8. Consideration of new business.
9. Set next meeting date.

Section 2: Agenda for Annual Meeting

At each stated annual meeting of the Council, the following additional matter shall be considered:

1. Election of officers
2. Suspension of any club so voted.

Article XVIII - Parliamentary Procedure, if not identified

Where the Articles of Incorporation, or this Constitution, are not specific the most recent published addition of Robert's Rules of Order shall control the procedure of each Council Meeting.

Article XIX - Effective Date of Amendments

Section 1: This Constitution amended June 4, 2011

Section 2: This Constitution amended November 20, 2011