

**BYLAWS OF THE FORT WAYNE ICE SKATING CLUB, INC.
MEMBER OF THE UNITED STATES FIGURE SKATING ASSOCIATION
AS AMENDED: June 24, 2022**

ORIGINAL BYLAWS ADOPTED AUGUST 11, 1958

Article I

Section 1 – Name

The organization shall be known as The Fort Wayne Ice Skating Club, Inc., hereinafter referred to as “FWISC.”

Section 2 – Non Profit

The FWISC shall be strictly a non-profit organization. The FWISC is organized exclusively for charitable, religious, educational, and (or) scientific purposes, including for such purposes, the making and distribution to organization that qualify as exempt under section 501 c (3) of the Internal Revenue code, or corresponding section of any future federal tax code.

Section 3 – Incorporation

FWISC was originally incorporated under the laws of the State of Indiana, September 10, 1958 and shall be governed by the nonprofit corporation laws of Indiana and IRS regulation to maintain nonprofit status.

Section 4 – Officers

The four officers of the FWISC shall be the four officers of the incorporation.

Section 5 – Offices

The FWISC shall have its headquarters at 3689 Iceway Dr., Fort Wayne, Indiana 46805.

Section 6 – Liability

FWISC, any of its officers, or any member of its Board of Directors shall not be held responsible for any injury incurred during FWISC sessions or during FWISC sponsored and/or supported events, and further is released from responsibility as set forth in the U.S. Figure Skating, hereinafter called USFS, rules.

Article II

Purpose

Section 1 – Purpose

The principal purpose of the FWISC is to foster figure skating on ice. In order to do so, the FWISC has been organized to exist as a member FWISC of USFS and, therefore, seeks to assist in carrying out the objects and purposes of USFS in accordance with the provisions of the USFS Bylaws and Official Rules. The FWISC shall maintain its membership in USFS and conduct its affairs in a manner consistent with Bylaws, Official Rules, policies and procedures of USFS.

Section 2 – Mission Statement

Fort Wayne Ice Skating Club promotes the sport of figure skating by providing opportunities for competitive and recreational skaters of all ages to expand their skills while developing a life-long love for the sport.

Article III Officers

Section 1 – Eligibility

The officers shall be President, a Vice President, a Secretary, and a Treasurer. They shall be registered members of USFS in good standing. They shall be elected as provided in the Bylaws and shall serve without compensation.

Article IV Conflict Resolution

Section 1 – Disciplinary Procedures

Any member or members having a complaint against another member for infraction of any law or rule, other than skating rules, as for conduct injurious to the welfare of the FWISC, 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 practical to investigate same. Notice of the meetings will be sent to the complainant and the subject of the complaint at least seven days prior to the meeting. Copies of the complaint along with other relevant documents will be included in the meeting notice. At the meetings both parties will be heard along with any witnesses. Following this, the Board will make any appropriate decision regarding the complaint. All statements, evidences and conclusions from the hearing will be reduced to writing and copies mailed to the complainant and the subject of the complaint. An appeal from the decision may be made to the Board by giving notice to the Secretary within seven days of receiving the conclusion from the hearing. A special meeting of the Board will be called within 30 days to hear the appeal. Failing resolution of the complaint, further action regarding the complaint will be made to the USFS and the procedures outlined by the grievance complaint will be made to the USFS and the procedures outlined by the grievance Committee as set forth in Article XXZ of the Bylaws of the USFS.

Article V Committees

Section 1 – Appointment

Committees shall be appointed by the President and approved by the Board of Directors and should consist of at least three members. All committees, delegates and appointed representatives shall file a written report monthly to be included in the Board meeting materials and remain on record with the Board Secretary. The President shall have full authority over them except as hereinafter provided and shall appoint such other committees, as the President deems necessary.

Article VI
Indemnification

Section 1 – Indemnification Generally

FWISC declares that any person who serves at its request as an officer, member or agent of the Board of Directors, chair or member of any FWISC committee shall, in such capacity, be subject to indemnification under the provisions of this article in accordance with and to the fullest permitted by the provisions of the Indiana Revised Nonprofit Corporation Act, as hereafter amended from time to time, and corresponding provisions of any subsequent law (for purposes of this article referred to as the “Act” and the indemnification provisions of which are incorporated herein by this reference). Any such person shall be indemnified by or on behalf of FWISC against expenses (including attorney’s fees), liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of FWISC) by reason of such service if such person: (i) acted in good faith, (ii) reasonably believed, in the case of conduct in an official capacity with FWISC, that the conduct was in the best interests of FWISC and, in all other cases, that the conduct was at least not opposed to the best interests of FWISC and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2 – Prohibited Indemnification

No person shall be entitled to indemnification under Section 1 of this article either: (i) in connection with a proceeding brought by or in the right of FWISC in which such person was adjudged liable to FWISC or (ii) in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in that person’s official capacity, in which such person is ultimately adjudged liable on the basis that the person improperly received personal benefit.

Section 3 – Determination of Right to Indemnification

Any indemnification under Section 1 of this article shall be made by FWISC only as authorized in each specific case upon a determination that indemnification of the person is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 1. Such determination shall be made by the Board of Directors by a majority of the quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding or, if such a quorum cannot be obtained, in a manner otherwise prescribed by the act. Notwithstanding the prohibitions on indemnification set forth in Section 2 of the article, indemnification may be made by FWISC to the extent that the court in which the subject action or proceeding was brought shall determine upon application that, despite the adjudication of liability or guilt, but in view of all the circumstances of the case, a person referred to in Section 1 of this article is entitled to indemnity for such expenses and other amounts which the court may deem proper.

Section 4 – Insurance

The Board of Directors may exercise FWISC’s power to purchase and maintain insurance (including, without limitation, insurance for legal expenses and costs incurred in connection with

defending any claim, proceeding or lawsuit) on behalf of any person referred to in Section 1 of this article against any liability asserted against or incurred by such person in the capacity designated or arising out of the person's status as such, whether or not FWISC would have the power to indemnify that person against such liability under the provisions of this article.

Section 5 – Survival of Indemnification

The indemnification provided under Section 1 of this article shall continue as to persons who have ceased to serve in the capacity designated with respect to actions in their official capacity while serving as such and shall inure to the benefit of their heirs, executors and administrators.

Article VII Membership

Section 1 – Classes

The Board of Directors shall determine classes of membership. They shall be reviewed annually by the membership committee and presented to the Board of Directors for approval before membership is prepared. There will be a minimum of two classes of membership in the FWISC. Full members and honorary members.

Section 2 – Full Membership

Full members will include eligible persons, restricted persons, and ineligible persons, reinstated person, and readmitted persons. These members and the activities in which they may participate will be as defined in the eligibility rules of the USFS to which reference is specifically made by Article V.

Section 2a: USFS Membership

All full members shall be registered with USFS upon full payment of dues.

Section 2b: Voting Rights

All registered full members of FWISC upon payment of USFS and FWISC dues and age 18 or older will have the privilege of the floor and the right to vote as authorized by the Bylaws of the USFS and FWISC. One parent or guardian of the registered member under the age of 18 will have the privilege of the floor and the right to vote as authorized by the Bylaws of the USFS and FWISC.

Section 3 – Honorary Membership

Any FWISC member may make recommendations for honorary membership to the President, who shall present it to the Board of Directors for approval. Honorary members shall be free from any initiation fees, dues and assessments. They may skate at any FWISC sessions at the discretion and direction of the Board of Directors. They shall not be entitled to vote or hold office and shall have no claim on the assets or property of the FWISC. Honorary membership shall be reviewed and approved annually by the Board of Directors.

Section 4 – Additional Classes

Additional special membership classification may be established and recognized for those individuals who are not USFS affiliates, or who are USFS affiliates through a different FWISC or organization by the FWISC in order to fulfill the mission statement. They are not authorized to vote upon FWISC matters, but they may utilize FWISC facilities and participate fully in FWISC activities at the discretion and direction of the Board of Directors.

Section 5 – Dues

The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 6 – Membership Indebtedness

Upon notification by the Treasurer, the Membership Director shall call upon any members whose dues are delinquent. One month after notification, the Board of Directors may drop him/her from membership. Any person who is dropped from membership because of indebtedness and reapplies for membership shall pay all delinquent fees in addition to current dues.

Section 7 – Conduct

All members' classes of the FWISC shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of USFS.

Section 8 – Suspension or Expulsion

The Board of Directors shall have the power to suspend or expel any member for violation of the Bylaws, or for conduct, which they shall deem improper. Such action shall require the vote of seven Board members and shall be in keeping with the rules and regulations of FWISC and USFS. The accused FWISC member has the right to appeal per Article XXV, Section of the USFS Bylaws. No member may be suspended or expelled from the FWISC, and no membership may be terminated or suspended, except as follows. The member shall be given not less than ten (10) 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 of Directors, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the FWISC's records. Any member expelled or suspended shall be liable to the FWISC for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section apply to a member's membership in the FWISC and not to membership in USFS, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of USFS pertaining to expulsion or suspension of membership privileges in USFS.

Article VIII Board of Directors

Section 1 – Officers/Directors

The Board of Directors shall consist of four (4) Officers, and up to eleven (11) Directors and a non-voting member who is the director of figure skating associated to the ice facility in which FWISC skates. Each of the fifteen (15) voting members of the Board of Directors shall be entitled to only one vote on the Board.

Section 2 – Eligibility

Officers and Directors shall be members of USFS and FWISC in good standing and elected as provided in the Bylaws. Directors shall serve without any form of compensation for any FWISC activity except the reimbursement of actual authorized expenses. Directors must be at least 18 years of age. No more than one member of the same family may serve as an officer or on the board of directors at the same time.

Section 3 – Nominations and Election of Directors.

At a time reasonably in advance of each annual meeting of the FWISC, the President shall appoint a nominating committee of members not running for a position on the Board. The nominating committee shall determine and present to the members, at a time reasonably in advance of the annual meeting, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the annual meeting. Any voting member may make additional nominations for Directors to be elected at the time of the annual meeting. Notwithstanding anything hereinabove to the contrary, any nominee for election as a Director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The members shall, by the affirmative vote as required by the provisions Section IX of these Bylaws, elect the requisite number of Directors from among the list of nominees.

Section 4 – Term

Three members of the Board are to be selected at each Annual Meeting by the voting membership, and each member to serve a three-year term unless appointed to their position by a vacancy, then the position is permanently filled for the duration of that term by the voting membership at the next annual meeting following their appointment. A Board of Director or Officer may be terminated for failure to perform his/her duties according to Bylaws or for improper conduct, or for failure to attend seventy-five percent (75%) of all meetings of the Board of Directors so deemed by the votes of the other members of the Board. Such censure shall be by ballot at a called meeting of the Board.

Section 5 Resignations.

A Director/Officer may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the Board receives the notice unless the notice specifies a later effective date.

Section 6 – Meetings

The Board of Directors shall meet at least once in each month during the skating season. The President shall state the date of such meetings. Fifty-one percent (51%) of the Board of Directors shall constitute a quorum.

Section 7 – USFS Delegate

Said delegate or delegates shall be the sole representative between the FWISC and the Association and shall attend the Association's meetings, either in person or by proxy. The Board of Directors may, as it deems fit, pay the expenses to the Association's meetings as provided by the Constitution of the USFS Association. The FWISC will file a certificate of appointment of its delegates with the Secretary of USFS, duly signed by an authorized Officer of the FWISC.

Section 8 – Vacancies

Any vacancy on the Board of directors shall be filled by appointment by the remaining directors until the next annual meeting at which time the membership shall vote on a permanent replacement director to finish the term. The appointee is allowed to be a candidate for the office they were filling in by appointment. Any vacancy left by an officer shall be filled by appointment by the remaining directors until the even or odd numbered year annual meeting, depending on the position as outlined in the bylaws.

Section 9 – Duties

It shall be the duty of the Board of Directors to provide implementation of policies, construe all provisions of the Bylaws; to approve, disapprove, revoke and enforce rules and regulations; hear and determine any appeals which are properly taken to it; and to determine what rules shall govern and what procedures shall be followed in any instance.

Section 10 – Authority and Duties of Board Members

The Board of Directors shall have general charge and control of the affairs, funds and property of FWISC. It shall have the power to review the decisions of all committees. The authority and duties of Board members shall be as follows:

Section 10a – President

It shall be the duty of the President to preside over the FWISC, its officers and Board of Directors.

The President shall supervise and manage the day-to-day operations of the FWISC and its property with the assistance and approval as mandated of its Board of Directors and membership to call special Board meetings and FWISC meetings with proper notice. The President shall be an ex-officio member of all committees and the Board of Directors. The President, together with the Treasurer shall sign all agreements and contracts made by the FWISC, upon approval of the Board of Directors.

Section 10b – Vice President

It shall be the duty of the Vice President to assist the President in the discharge of duties and in the President's absence to assume the President's duties.

Section 10c – Secretary

It shall be the duty of the Secretary to keep and distribute the minutes of the meetings of the FWISC and the Board of Directors in a timely manner and to supervise all reports and documents connected with the business of the FWISC, be custodian of the FWISC records and prepare and issue notices of all meetings of the FWISC and of the Board of Directors.

Section 10d – Treasurer

The Treasurer shall:

- (i) be the principal financial officer of the FWISC and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors.
- (ii) shall keep a record of all receipts and disbursements and shall render a written report when requested by the President of the Board of Directors. Funds shall be deposited in the name of the FWISC in a bank approved by the Board of

Directors or in securities approved by the Board of Directors. The Treasurer or the President or other designated officer or member of the Board of Directors shall sign all disbursements by check.

- (iii) be the principal accounting officer of the FWISC and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the FWISC and the results of its operations;

Section 10e – Fundraising Director

The Fundraising Director shall be responsible for the fund raising activities of the FWISC and will ensure compliance with local, state and federal non-profit regulations on fund raising. The Fundraising director is also responsible for gaining USFS approval for fundraiser when deemed necessary.

Section 10f – Show/Exhibition Director

The Show/Exhibition Director shall be responsible for the overall coordination of all shows and exhibitions within the written and agreed upon goals and budget as presented to and approved by the Board of Directors. He/she shall coordinate activities of all sub-committees necessary to achieve goals.

Section 10g – Communications Director

The communications Director shall be responsible for overall coordination of all FWISC communications to ensure that all members are made aware of FWISC happenings in a timely and consistent manner. He/she shall ensure FWISC's web and social media presence and email are current, maintained and with appropriate response to FWISC activities and engagement of Board and/or Committee members as needed.

Section 10h – Membership Director

The Membership Director shall be responsible for overall coordination of member recruitment, retention, education, registration.

Section 10i – Competition/Test Director

The Competition/Test Director shall be responsible for overall coordination of FWISC Competitions and FWISC Test Sessions and within the written and agreed upon goals and budget as presented to and approved by the Board of Directors. He/she shall coordinate activities of all sub-committees necessary to achieve goals.

Section 10j – SafeSport Director/Compliance Chair

The SafeSport Director/Compliance Chair shall be responsible for adoption, monitoring and enforcing compliance of all USFS SafeSport policies. He/she will serve as the FWISC's primary contact for USFS and oversee the implementation of SafeSport training program and background check completion for coaches, Board of Directors and volunteers prior to such persons having access to athletes. He/she shall ensure all volunteers with access to athletes are SafeSport compliant. He/she shall promptly address any reports of abuse or possible misconduct and make certain that all such reports are completed as required under USFS policies, the SafeSport Program and USFS rules and/or applicable law.

Section 11 – Bonding

Surety Bonds. The Board of Directors may require any officer or agent of the FWISC to execute to the FWISC a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the FWISC of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the FWISC.

Section 12 – Meetings

Meetings of the Board of Directors shall be held monthly at a location and time specified by the President. Fifty-one percent (51%) of the Board of Directors shall constitute a quorum for Board Meetings. Meetings of the Board of Directors shall be open to any member of FWISC and invited guests.

Section 13 – Meetings by Electronic Communication

Any meeting of the Board of Directors may be attended by Directors by means of any form of electronic voice communication or web conference technology, provided that all Directors can simultaneously hear the proceedings and be heard by all the other Directors in attendance at the meeting. A Quorum for any meeting so held shall be computed on the basis of all persons in voice contact with each other. Any meeting so held shall be a formal meeting of the Board of Directors, and any business may be transacted at such meeting that could be transacted if the Directors were assembled in physical proximity to each other.

Article IX

Meetings of the Membership

Section 1 – Annual Meeting

The Annual Meeting of FWISC members shall be held by June 30th annually. The election and installation of new Board members shall take place; the current financial reports shall be distributed, read and approved by the membership as well as any other business that may regularly come before it.

Failure to hold an annual meeting shall not work a forfeiture or dissolution of the FWISC or invalidate any action taken by the Board of Directors or Officers of the FWISC.

Section 2 – Special Meetings

Special meetings of FWISC members shall be called at the direction of the President, or upon written request of five members in good standing. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 3 – Voting Notice

Written notice of the day, hour and place of all voting meetings of FWISC Membership shall be sent to all voting members by regular mail or e-mail to their addresses of record at least thirty (30) days in advance thereof. Notice of a special meeting shall include the purpose of the meeting. Notice of all voting on these matters, worded as it shall appear in a resolution or motion, shall be sent to each voting member of FWISC at least five days before the meeting at which the voting takes place

Section 4 – Quorum

Ten percent (10%) of the voting membership in person or by proxy shall constitute a quorum for the transaction of business at any meeting of FWISC members.

Section 5 – Regular Procedures for Elections

The slate of nominees for the Board of Directors, including the positions of President, Vice President, Secretary and Treasurer, shall be sent to each voting member of FWISC at least three weeks before the Annual meeting. When there is an equal number of nominees and Board positions available, then voting shall be by plurality. When there are more candidates than there are Board positions available, each voting member shall vote by ballot for three nominees on the slate. The three nominees to receive the most votes will be elected to the Board. In the event of a tie vote, there shall be another vote by the voting members present including only the nominees that were tied. Following the annual meeting, the newly elected Board will assign Board members to the specific positions outlined in the Bylaws.

Section 6 – Proxies

At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the members duly. There will be no proxies allowed for tie votes.

Article X Fiscal Year

Section 1 – Fiscal Year

The purpose of the fiscal year is to provide the operating term of all financial aspects and annual official business of FWISC. The fiscal year shall begin on July 1 and end on June 30 of the next year. At the close of the fiscal year the treasurer shall prepare all statements and reports necessary to be presented to the board and to members as described in article XVI. The fiscal year shall begin and end the term of its officers, the chairman of committees, and all committee members.

Article XI MISCELLANEOUS

Section 1 - Record

The FWISC shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and record of all waivers of notices of meetings of members, the Board of Directors or any committee. The FWISC 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 Directors 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; (viii) all financial

statements prepared for periods during the last three (3) years that a member of the FWISC could have requested under State law.

Section 2 - Inspection and Copying of FWISC Records

Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect a copy any of the FWISC records identified in Section 1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the FWISC's principal office. The FWISC may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the FWISC upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 3 - Limitations on Use of Membership List

Unless the Board of Directors gives its consent, the FWISC'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 to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 4 - Financial Statements

Upon the written request of any member, the FWISC shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Article XII

Construction and Amendment

Section 1 – Construction

Any provision of the Bylaws in conflict with rules and regulations of the USFS shall be of no effect, and such rules and regulations shall apply as if incorporated in these Bylaws.

Section 2 – Severability

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 3 – Amendments

Amendments to these Bylaws may be acted upon at an Annual Meeting or any special meeting with at least thirty (30) days' notice thereof by regular mail or e-mail. A two-thirds vote of all

eligible voting membership present and voting where a quorum is present in person or by proxy shall be required to pass any amendment.

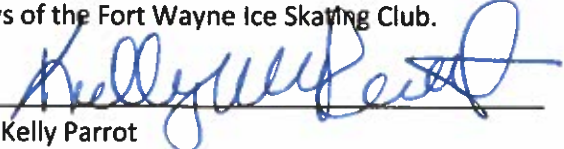
**Article XIII
Dissolution**

Section 1

In the event of dissolution, FWISC shall be dissolved as set forth in the Article of Incorporation.


BYLAWS CERTIFICATE

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

Dated: 6/24/22 Signature: 
Name: Kelly Parrot


These By-Laws, of the Fort Wayne Ice Skating Club, as amended, herein, were approved by the Board of Directors on the 24 day of June, 2022.


President


Vice-President


Secretary


Treasurer


Board Member


Board Member