



CONSTITUTION AND BY LAWS
OF
SOUTHERN EASTERN GREAT LAKES FIGURE SKATING COUNCIL, LTD.
(As Amended and Restated as proposed February 2016)

U.S. Figure Skating Interclub Association #8026

ARTICLE I
NAME AND CORPORATION

Section 1. Name. The name of the corporation is SOUTHERN EASTERN GREAT LAKES FIGURE SKATING COUNCIL, LTD.. (hereafter referred to as “SEGL” or as “the Council”)

Section 2. Non Profit Association. Southern Eastern Great Lakes Figure Skating Council, formed September 11, 1993, is a Non Profit 501(c)(3) Association in the state of Kentucky as of October 15, 1999. Except as otherwise provided in SEGL’s Bylaws, SEGL will be governed by terms of Kentucky Revised Statutes pertaining to nonprofit associations.

Section 3. Registered Office. The SEGL office address shall be that of the acting Treasurer.

Section 4. Membership Area. The geographic area consists of the following area of U.S. Figure Skating Eastern Great Lakes Region: Alabama, Indiana, Kentucky, Tennessee, Mississippi, and Ohio clubs south of and including Troy, Ohio.

ARTICLE II
PURPOSE

Purpose. The purposes of the Council are: to encourage all types of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skating clubs within the council; to sponsor, to produce, to cooperate in competitions, to sponsor U. S. Figure Skating (hereafter referred to as USFSA) Judging Schools and generally to do and perform such acts as may be necessary, advisable, proper, or incidental in the realization of the objects and purpose of this Council; and to carry out the policies of the USFSA.

ARTICLE III
FISCAL YEAR

Fiscal Year. The fiscal year begins January 1 and ends December 31.

ARTICLE IV
MEMBERSHIP

Section 1. Membership. Membership in the Council will consist of USFSA member clubs, or provisional member clubs as described in the USFSA rule book, which exist within SEGL’s geographical boundaries, are in good standing, and have applied for membership and paid current membership fees.

Section 2. Termination & Suspension of Membership. Each membership will terminate upon the annual expiration date of December 31st, unless the member club renews such membership and pays membership fees to the Council.

A. The Executive Committee may suspend or terminate any member club's membership, temporarily or permanently upon a majority vote.

B. The effects of termination or suspension are as follows:

i. The termination or suspension of a membership does not relieve the terminated or suspended member club from any obligations for charges incurred, services or benefits actually tendered.

ii. Termination, or suspension automatically disqualifies any members of such club from receiving SEGL benefits such as financial aid, scholarships, hosting or bidding on the SEGL Competition, renting the SEGL IJS at the member rate, holding office or voting in SEGL affairs, or any other member privileges otherwise qualified for during the term of suspension or termination.

iii. A member club's right to appeal any membership suspension or termination shall be governed by the SEGL Conflict Resolution Policy and the applicable rules and bylaws of U.S. Figure Skating.

ARTICLE V GOVERNMENT

Section 1. Governing Body. The governance of SEGL is vested in the Governing Body which consists of delegates appointed by each of the Member Clubs- one delegate per member club.

Section 2. Executive Committee. The management of the business affairs of the Council is vested in and exercised by or under the authority of the Executive Committee, which consists of, the president, the vice president, the secretary, the treasurer, and up to four Permanent Committee Chairs; Grants and Awards chair, IJS Equipment chair, Competition chair, and Governance chair, plus the Ex-officio, immediate past president who will serve as a nonvoting adviser.

ARTICLE VI DELEGATES TO THE GOVERNING BODY

Section 1. Qualifications and Tenure. Delegates to the Governing Body

A. Must be a registered member of a SEGL member club in good standing, who is at least 18 years of age.

B. Are appointed to serve for one fiscal year (Jan. 1- Dec. 31) or until their successor is appointed.

Section 2. Appointment of Member Club Delegates. Each member club by action of its duly constituted governing body, must appoint from among its registered home club members one delegate.

Section 3. Duties of Delegates. The delegate will serve as the contact person and voting representative for their member club.

Section 4. Proxies. Member clubs may give a proxy for their delegate in the event their delegate is unable to attend in person. The person receiving the proxy must meet the same qualifications required of the delegate except that such person does not need to be a member of the same club as the delegate.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Powers and Duties. The Executive Committee, possesses all the powers and duties necessary or desirable for the management of the business and affairs of SEGL, except such powers and duties as are reserved solely for the Governing Body or otherwise limited by these bylaws or Kentucky Nonprofit Association Laws.

Section 2. Composition and Qualifications. The voting members of the Executive Committee consists of: the president, the vice president, the secretary, the treasurer, and up to four (4) Permanent Committee chairs for Governance, IJS equipment, Grants and Awards, and Competitions. All must be members of SEGL Member Clubs in good standing, at least 18 years of age. There may be no more than two (2) representatives from the same club, and coaches may not constitute a majority of officers.

Section 3. Terms. Elected officers will serve a two year term. Chairs of Permanent Committees will be appointed annually by the president upon the recommendation of the Nominating Committee.

Section 4. Ex-officio. The immediate past president shall serve as a non-voting member of the Executive Committee.

Section 5. Nondiscrimination. Members of the Executive Committee will be selected without discrimination on the basis of race, color, religion, age, gender, sexual orientation or national origin.

Section 6. Removal. Voting members of the Executive Committee may be removed with or without cause by a majority of the vote of the Executive Committee (excluding any Voting Member under consideration for removal), whenever in the judgment of the Executive Committee the best interest of the Council will be served thereby.

Section 7. Officer Vacancies. Vacancies that occur during the year may be filled by affirmative vote of the majority of the remaining voting members of the Executive Committee. At the next Annual Meeting of the Governing Body an officer shall be elected to serve for the remaining term if any.

ARTICLE VIII

MEETINGS OF THE GOVERNING BODY AND THE EXECUTIVE COMMITTEE

Section 1. Annual Meeting of the Governing Body. The Council will meet annually before the U.S. Figure Skating Governing Council meeting at a time and place selected and announced by the president with the approval of the Executive Committee. Notice shall be posted 30 days in advance.

Section 2. Special Meeting of the Governing Body. Special meeting of the Governing Body may be called at any time:

- A. Upon the written request of four (4) Member clubs
- B. At the request of the president
- C. At the request of a majority of the Executive Committee

Section 3. Quorum for meetings of the Governing Body will consist of members present.

Section 4. Proxies of the Governing Body. Proxies may be exercised only at duly called meetings of the Governing Body and may be voted only on matters stated in the notice of the meeting,

Section 5. Meetings of the Executive Committee. There shall be an Annual Meeting of the Executive Committee prior to the Annual Meeting of the Governing Body to set the agenda and state the business to be conducted. In addition, the Executive Committee will hold a minimum of 3 regular meetings throughout the year either in person, or by telephone conference, as determined by the president. The date, time, and location, shall be selected and announced by the president with the approval of the Executive Committee.

Section 6. Quorum for meetings of the Executive Committee. The presence in person or by telephone or internet communication of no less than half the voting members of the Executive Committee will be necessary to constitute a quorum.

Section 7. Rules of Order at Meetings of the Governing Body and the Executive Committee. The rules contained in the Robert's Rules of Order, Newly Revised will govern all meetings of the Governing Body and the Executive Committee.

Section 8. Conflict of Interest Transactions. A contract or other transaction with the Council in which a member of the Executive Committee or Governing Body has a direct or indirect interest shall not be voidable by the Council solely because of the individual's interest in the transaction if any of the following is true: (a) the material facts of the transaction and the individual's interest therein were disclosed or known to the Executive Committee, and the Executive Committee authorized, approved or ratified the transaction; or (b) the transaction was fair to the Council. For the purposes of this Section 8, a director shall be considered to have a direct or indirect interest in a transaction if: (a) another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors. When voting upon any transaction in which a director has a direct or indirect interest such interested director shall abstain from voting.

Section 9. Telephone or Internet Meetings by the Executive Committee. The Executive Committee may permit any director to participate in a regular or special meeting thereof through the use of any means of communication by which all directors can hear each other during the meeting. A person's participation in a meeting in this manner is deemed to be present in person at the meeting.

Section 10. Action by the Governing Body or Executive Committee Without a Meeting. Between meetings votes may be taken at the discretion of the president in the following manner:

- A. Such action without a meeting may be taken if notice is transmitted in writing to each member of the Executive Committee and or the Governing Body by the time stated in the notice.
- B. Notice shall state: The action to be taken, the time by which the director or delegate must respond, notice that failure to respond will have the same effect as abstaining in writing or failing to demand in writing that action not be taken without a meeting.

ARTICLE IX OFFICERS

Section 1. Elected Officers. The elected officers will be president, vice president, secretary, and treasurer. All officers must be members of member clubs in good standing and at least 18 years of age. There may be no more than one officer per member club and coaches may not constitute a majority of the officers.

Section 2. Terms. All officers will serve a two year term.

Section 3. Elections. Election of president and treasurer shall occur on years alternating with the election of the vice president and secretary at the Annual Meeting of the Governing Body.

Section 4 Vacancies. Vacancies that occur during the year may be filled by affirmative vote of the majority of the remaining voting members of the Executive Committee. At the next Annual Meeting of the Governing Body an officer shall be elected to serve for the remaining term if any.

**ARTICLE X
OFFICERS DUTIES**

Section 1. President Duties. The president:

- A. Presides at all meetings of the Executive Committee and the Governing Body.
- B. Supervises and manages the council and its property pending the action of the governing body.
- C. Calls special meetings.
- D. Signs all agreements and contracts made by SEGL where the amount of financial commitment exceeds \$500 except as otherwise directed by the Executive Committee.
- E. Appoint Chairs of Permanent Committees annually upon the recommendation of the Nominating Committee. The president shall have the power to remove committee chairs.

Section 2. Vice President Duties. It shall be the duty of the vice president to:

- A. Assist the president in the discharge of his/ her duties and in his/her absence to assume his/her duties and officiate in the president's stead.
- B. Carry out the government and purposes of SEGL in cooperation with its Executive Council and committees.

Section 3. Secretary Duties. It shall be the duty of the secretary to:

- A. Prepare minutes of all meetings of the Governing body and the Executive Committee.
- B. Supervise all documents, policies & procedures, and reports connected with the business of the Council
- C. Maintain a current directory of Member Clubs and their Delegates.
- D. Issue notice of all Governing Body and Executive Committee meetings.
- E. Oversee communications for the council.
- F. Maintain the SEGL website with current documents and information on Council activities and Member Club activities and events.

Section 4. Treasurer Duties. It shall be the duty of the treasurer to:

- A. Have general control and supervision of the finances of SEGL, including examination of the books, accounts and records of all officers, committees and persons who handle any of the financial affairs of SEGL
- B. Prepare an annual itemized budget for submission to each annual meeting of the Governing Body
- C. Supervise and regulate the carrying out of such budget as adopted by the Governing Body.
- D. Keep full and correct accounts of the receipts and expenditures and of the property of SEGL in books belonging to SEGL
- E. Deposit all monies received in the name and to the credit of SEGL in such depositories as the treasurer of the Executive Committee may designate from time to time.
- F. Disburse or cause to be disbursed the funds of SEGL.
- G. Have all checks exceeding \$500 co signed by another officer, designated by the Executive Committee.
- H. Render to the president, the Governing Body and the Executive Committee, whenever requested by any of them, an account of all the transactions as treasurer.
- I. Present a full financial report each year to the annual meeting of the Governing Body.
- J. Make an annual financial report for preparation of all year-end filings for all government agencies where required.

**ARTICLE XI
STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

Section 1. General. Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Council or with respect to any property held or administered by the Council including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 2. Reliance on Certain Information and Other Matters. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Council whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 3. Limitation on Liability. A Director or Officer shall not be liable to the Council or its members for any action the Director or Officer takes or omits to take as a Director or Officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with Article X.

**ARTICLE XII
NOMINATIONS**

Section 1. The Nominating Committee. A nominating committee will be appointed by the president at least 30 days prior to the Annual meeting of the Governing Body to nominate a slate of candidates for the open offices of the council and nominees for appointment to permanent committees.

**ARTICLE XIII
COMMITTEES**

Section 1. Permanent Committees. SEGL has the following permanent committees:

- A. Grants and Awards
- B. Governance
- C. IJS Equipment
- D. Competitions

Section 2. Chairs of Permanent Committees. The chairs of the permanent committees are appointed by the president upon the recommendation of the Nominating Committee.

Section 3. Special and Ad Hoc Committees. The president may from time to time, appoint or abolish special and ad hoc committees with the concurrence of the Executive Committee.

**ARTICLE XIV
GRIEVANCE AND DISCIPLINARY PROCEEDINGS**

Section 1. Grievances. Grievances will follow the SEGL Conflict Resolution Policy. If any member of the Council has a complaint against another member of the Council for an infraction of any Bylaw, rule, policy or procedure of the Council, they may file a complaint in writing to the Board of Directors 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.

Section 2. Safe Sport- Sexual Abuse or Misconduct will follow the U. S. Figure Skating policy and procedure.

**ARTICLE XV
INDEMNIFICATION**

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Kentucky Uniform Unincorporated Nonprofit Association Act (Kentucky Revised Statutes Chapter 273A) and any other applicable laws of the State of Kentucky 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 Club's best interests, or (B) in all other cases, that such person's conduct was not opposed to the Club'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 Club may not indemnify a person either (i) in connection with a proceeding by the Club 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 Club 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 Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club 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 Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

**ARTICLE XVI
DISSOLUTION**

Section 1. Dissolution. In the event of dissolution of SEGL for any reason all of its assets and property will be distributed or sold and the proceeds thereof will cover any SEGL debts and follow the procedure for dissolution as provided by the Kentucky Uniform Unincorporated Nonprofit Association Act (Chapter .

**ARTICLE XVII
AMENDMENTS TO BYLAWS**

Section 1. Procedures for Amendments. Amendments proposed to the bylaws may be acted upon at any annual or special meeting of the Governing Body, provided that the notice of the meeting states the specific text of the proposed amendments.

Section 2. Necessary Vote. The affirmative vote of two-thirds of the votes cast of the Governing Body members present in person or by proxy at the meeting of the Governing Body at which the proposed amendment is acted upon is necessary for the adoption of any amendment to these bylaws.