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## **Constitution of the New England Interclub Council (A non-Profit Organization)**

### Article I- NAME

The organization shall be known as the New England Interclub Council, hereafter referred to as the "Council".

### Article II- PURPOSES

The purposes and objectives of the Council shall be:

- (1) To improve, encourage, and advance figure skating in all it's branches.
- (2) To provide a forum for the exchange of information among its member clubs for their mutual benefit and to further the objectives of the Council as set forth herein.
- (3) To provide a means for cooperative activities which will further the objectives of the Council. Such cooperative activities may include, but are not limited to: the holding of competitions, tests, exhibitions, carnivals, judges schools, and other figure skating activities and the publishing and disseminating of information concerning figure skating by all appropriate means.
- (4) The Council shall assist its Member Clubs and their members and has no authority of power to interfere with the rights of its members as Member Clubs of the United States Figure Skating Association, hereafter referred to as the "USFSA".

### Article III- MEMBERSHIP

- (1) Any USFSA Member Club in the New England Region as defined in the USFSA Rulebook shall be eligible for membership.
- (2) Admission as a Member Club shall be by majority vote of the membership of the Board of Directors at a meeting conducted in accordance with Article VII, Sections 4 and 5.
- (3) Any Member Club may resign from the Council upon 90 days prior notice and payment of all dues and assessments then due and payable.
- (4) Any Member Club may be expelled for cause by an affirmative vote of not less than two-thirds of the full membership of the Board of Directors, provided that the Member Club shall have been granted an opportunity for a prior hearing at a meeting of the Board of Directors called for that purpose.

#### Article IV- GOVERNMENT

- (1) The affairs of the Council shall be managed by a Board of Directors (hereafter referred to as the "Board"), which shall consist of the delegates appointed by the Member Clubs and elected officers.
- (2) Delegates and officers must be eligible persons or reinstated eligible persons as defined by the USFSA, 18 years of age or older, and registered with the USFSA through the Member Club they represent.
- (3) Each Member Club, by action of its duly constituted governing body, shall appoint, from its members eligible under section (2), above, one delegate and not more than three alternate delegates to represent it at Board meetings.
- (4) It shall be the obligation of each Member Club to register with the Secretary of the Council the name, address and telephone number of its delegate, and alternates, and to report any changes therein as they may occur from time to time. Mail will be sent to only the designated delegate and first alternate of any Member Club.
- (5) Each Member Club shall have one vote at meetings of the Board, which may be cast by the delegate in person, or in his absence, by one of the three alternate delegates who is present, or by proxy given in writing. Proxy voting is only allowed on pre-published agenda items.
- (6) The President may call a special meeting upon seven (7) days notice. Matters which are voted urgent at such special meeting may be circulated to member Clubs for voting via mail ballot.
- (7) Any expense items over \$1,000 not covered by the budget shall be reviewed by the budget committee prior to presentation to the Council for a vote.

#### Article V- OFFICERS

- (1) The officers shall be a President, a Vice President, a Secretary, and a Treasurer. Officers may be delegates to the Board (or alternate), but shall not otherwise have any voting power at Board meetings, except as provided in Article VII, section (5).
- (2) The President shall be the chief executive officer. He shall preside at all meetings of the Council and the Board. He shall perform all executive and other duties ordinarily pertaining to the office of the President or delegated to him by the Board. He shall appoint, and remove, the chairmen and members of all committees. He shall be an ex-officio member of all committees.
- (3) The vice President shall perform all executive and other duties ordinarily pertaining to the office of Vice President or delegated to him by the Board or by the President. In the absence or disability of the President, the Vice President shall perform the duties of President.

#### Article V continued- OFFICERS

- (4) The Secretary shall be the secretary of all meetings of the board and keep a record of the proceedings of such meetings. He shall issue notices of all meetings of the Board, keep a record of the names, addresses and telephone numbers of all Member Clubs, their delegates and alternates, and perform all other duties ordinarily pertaining to the office of Secretary or delegated to him by the Board or by the President. In the absence of the Secretary, a person designated by the presiding officer of the meeting shall act in his stead.
- (5a) The Treasurer shall have general control and supervision of the finances of the Council, including the examination of the books, accounts, and records of all officers, committees and persons who handle any of the financial affairs of the Council. The Treasurer shall cause to be prepared an annual itemized budget for submission to the annual meeting of the Board.
- (5b) The Treasurer shall cause to be kept full and correct accounts of the receipts and expenditures and of the property of the Council in books belonging to the Council, and shall cause to be deposited all monies received in the name and credit the Council in such depositories as he or the Board may designate from time to time
- (5c) The Treasurer shall, only, with the prior approval of the Board, disburse or cause to be disbursed the funds of the Council and, with the approval of the Board, have authority to invest and reinvest funds and to sell, exchange, assign and transfer securities and other property belonging to the Council
- (5d) The Treasurer shall render to the President and the Board, whenever requested by either of them an account of all his transactions as Treasurer, and shall present a full financial report each year to the annual meeting of the Board
- (5e) The President, with the approval of the Board, may designate from time to time any member of the Council to handle special funds such as competitions, special events, etc., and to be responsible for such special funds and remit any balance to the Treasurer, or notify the Treasurer of any loss. Such member shall make a complete accounting thereof to the Treasurer.
- (5f) The fiscal year of the Council shall begin November 1 of any year and end on October 30 of the following year.

#### Article VI- NOMINATIONS AND ELECTIONS

- (1) The President, with the approval of the Board, shall appoint six months prior to the annual meeting, a Nominating Committee, to consist of not less than 3 members of the Board from different Member Clubs, and shall designate the Chairman thereof.
- (2) The Nominating Committee shall select from among the membership of the Member Clubs persons willing to serve as officers of the Council. The Committee shall report its slate at the June meeting. The Secretary shall inform all delegates in writing no later than thirty (30) days prior to the Annual Meeting of the Board, as hereafter defined, of the names of the nominees so selected.
- (3) A minimum of 20% of but not less than three (3) Member Clubs may make further nominations in keeping with Section (2) above. They must notify the Council and all other Member Clubs at least 10 days prior to the election of the names of such nominees.

#### Article VI continued –NOMINATIONS AND ELECTIONS

- (4) The election of officers shall take place at the fall meeting.
- (5) The Nominating Committee shall not be barred from nominating a member of the Nominating Committee to hold office.
- (6) Nominees receiving a plurality of votes of delegates or proxies shall be elected.
- (7) If a vacancy occurs in any office, the Board shall appoint an officer for the balance of the unexpired term.
- (8) Officers shall be eligible for re-election, except no one other than the Treasurer shall hold the same office for more than three consecutive terms. A term of office shall be for one year from October 1 to September 30 of the following year.
- (9) Prior to the final (third) year of the Treasurer's term, the Nominating Committee shall present the name of a person to serve as "Assistant Treasurer" for one year. The person voted to this position is to be nominated for the office of Treasurer one year later.

#### Article VII -MEETINGS

- (1) The annual meeting of the Board shall be held during the fall months, preferably during October.
- (2) The rules of procedure to be followed at all meetings of the Board shall be in accordance with Robert's Rules of Order when not consistent with this Constitution.
- (3) The President shall designate the time, place and agenda for all Board Meetings, except that a meeting shall be held within one month from the date of receipt by the President of a petition for a meeting signed by at least one-third, but not less than three (3) Member Clubs and the agenda for such meeting shall include the matter set forth in the petition
- (4) At all meetings of the Board, delegates representing thirty five percent of the Member clubs, either in person designated alternate, or by proxy in writing, shall constitute a quorum. In the absence of a quorum, the meeting shall be adjourned until a quorum is present.
- (5) In the event of a tie vote, the President shall cast the deciding vote. A majority vote of the delegates, a quorum being present, shall be required to pass any resolution or motion, except as otherwise provided in this Constitution.
- (6) Written notice of Board meetings shall be mailed to all delegates of Member Clubs at least ten days before the date of the meeting.
- (7) The awarding of competitions for the upcoming year shall take place at the June meeting.

#### Article VIII- DUES AND ASSESMENTS

- (1) Dues for the ensuing year shall be determined by the Board at the June Meeting
- (2) Special Assessments may be made from time to time as voted by the Board, provided notice of such assessment was in the agenda for the meeting. Each Member Club shall be assessed an equal amount.
- (3) New Member Clubs shall pay an initiation fee before being entitled to the rights and privileges of a Member Club.

#### Article IX- LIABILITY

- (1) No Member Club shall be liable for any obligation incurred by the Councilor incurred by any other Member Club, except for annual dues or assessments as provided for in the Constitution.
- (2) The Council hereby consents and declares that each duly elected officer, duly appointed chairman, Board member and members of all committees, and all elected or appointed officials in any capacity shall be deemed to have assumed office or assignment on the express understanding, agreement, and condition that each one of them and his or her heirs, executors and administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Council from and against all liabilities, judgments, costs, charges and expenses whatsoever which such officer, chairman, or member sustains or incurs in any action, suit, or proceeding which is brought, commended or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office and also from and against all other direct costs, charges and expenses which he or she actually sustains or incurs in relation to the duties thereof, except such costs, charges, or expenses as are occasioned by his or her own neglect or default.

#### Article X- AMENDMENTS

- (1) Amendments to this Constitution may be acted upon at the Annual Meeting or any other meeting of the Board. An affirmative vote of two-thirds of the full membership of the Council shall be required to amend this Constitution. The text of the proposed amendment shall be submitted to all Member clubs in writing at least thirty (30) days before being acted upon.

#### Article XI- DISSOLUTION

- (1) The Council may dissolve by affirmative vote of two-thirds of the full membership of the Council. Notice of the intent to dissolve shall be submitted to all Member Clubs in writing at least thirty (30) days before being acted upon.
- (2) Upon dissolution of the Council for any reason whatsoever, any remaining property of the Council shall be distributed to the United States Figure Skating Association Memorial Fund.