

**Bylaws of The Skating Club of Lake Placid, Inc.  
Lake Placid, New York**

**Article 1 – Existence**

**Article II – Objectives**

**Article III – Fiscal Year**

**Article IV – Membership**

**Article V – Meetings**

- 1. Annual Meeting**
- 2. BOD Meetings**
- 3. Special Meetings**
- 4. Notice**
- 5. Action without Meeting**

**Article VI – Board of Directors**

- 1. Powers and Duties**
- 2. Composition and Qualifications**
- 3. Terms**
- 4. Removal**
- 5. Vacancies**

**Article VII – Officers**

- 1. Elected Officers**
  - a. President**
  - b. Vice President(s)**
  - c. Treasurer**
  - d. Secretary**
- 2. Terms**
- 3. Qualifications**
- 4. Removal**

**Article VIII – Nomination and Election of Officers and Board of Directors**

**Article IX – Committees**

**Article X – Grievance and Disciplinary Proceedings**

**Article XI – Indemnification**

**Article XII – Dues**

**Article XIII – Fiscal Year**

**Article XIV – Guests**

**Article XVII – Property**

**Article XVIII – Amendments**

## **Article I – Existence**

1. Name: The name of this organization is The Skating Club of Lake Placid, Inc. (referred to in these bylaws as the “Club”)
2. Incorporation: The Club is incorporated as a 501 (c)(3) nonprofit corporation under the laws of the State of New York (the “State”) and shall be governed by the nonprofit corporation law of the State (the “Nonprofit Law”)
3. Membership in U.S. Figure Skating: The Club has been formed to be a member of The United States Figure Skating Association (“U.S. Figure Skating”), to exist for the purposes specified in Article II of these bylaws. As such, the Club and its members shall be subject to and abide by the bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time to time by U.S. Figure Skating.
4. Headquarters: The principal office/headquarters of the Club shall be located at the Olympic Arena, Main Street, Lake Placid, NY 12946. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

## **Article II – Objectives**

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seek to assist in carrying out the objectives and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating, including, but not limited to, SafeSport protocols and requirements.

## **Article III – Fiscal Year**

The Club’s fiscal year shall be from July 1<sup>st</sup> through June 30th.

## **Article IV – Membership**

1. Members: The Club shall have members who are interested in the objectives and purposes of the Club, with rights and privileges in accordance with such provisions and criteria pertaining to qualifications, classifications, and acceptance established by the Board of Directors. Members of the Club, regardless of classification, shall be required to abide by, and to conduct themselves in a manner consistent with, the bylaws, Official Rules, policies, procedures, Code of Conduct, Code of Ethics, and principles of ethical behavior as determined by the Club and U.S. Figure Skating, including, but not limited to, the policies and procedures set forth by Safe Sport.
2. Dues: For the purpose of achieving the objectives of the Club, the Board of Directors shall establish a schedule of annual dues for the various classes of membership and they shall be payable, in full, by September 30 of each year. The amount established will be determined annually on the basis of the budgetary requirements of the Club. Additional fees, assessments and other charges shall be such as the Board of Directors may establish from time to time.

3. Classes of Membership:
  - a. Home Club: - Full member of the Club and U.S. Figure Skating. Membership categories that fall under this definition include individual skater, additional family member, senior, additional senior, introductory, collegiate, and coach.
  - b. Associate: - Membership to the Club, but represents, and membership to U.S. Figure Skating is processed through, another U.S. Figure Skating member club.
  - c. Learn to Skate USA: Eligible to participate in Learn to Skate USA programs but are not eligible to participate in the U.S. Figure Skating test structure. Membership categories that fall under this definition include Tots, Basic Skills (Children), and Adults (Adult Program/Coffee Club)
  - d. Honorary
4. Voting Rights: Club members who are Home Club members (as defined in Section 3(a) above), in good standing with the Club, and at least 18 years of age, shall be eligible to vote in all meetings of the general membership of the Club. Votes by proxy shall not be entertained at any meeting of the Club.
5. Character: No entry in the name of the Skating Club of Lake Placid, Inc. shall be made in any competition, test session, or exhibition without prior authorization of the Club's President, Test Chair, Membership Chair, or their designee.
6. Termination, Expulsion, or Suspension: No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows:
  - a. The member shall be given not less than thirty (30) days prior written notice of the expulsion, suspension or termination and the reasons therefore.
  - b. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than thirty (30) days before the effective date of the expulsion, suspension or termination by the Board of Directors. The member in question must receive written notice by first-class or certified mail sent to the last address shown on the Club's records.
  - c. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion.
  - d. The provisions of this section apply to membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

## **Article V – Meetings**

1. Annual Meeting: The Club shall hold an annual meeting of its members, prior to June 1st annually, for the purpose of electing Officers and Directors to the Board of Directors and for the transaction of such other business as may come before the meeting at a time, date, and place stated in or fixed in accordance with a resolution of the Board of Directors. If no place is stated, the meeting shall be held at the Club's principal office. In the event of unforeseen circumstances including, but not limited to, Acts of God, a State of Emergency as declared by local, state, or national government, war, or any other immediate or lethal threat, or if otherwise determined by the Board of Directors to be in the best interest of the health and safety of its members, the annual meeting can, provided the resources allow, be held virtually. The meeting will be considered valid if all participants can see and/ or hear

each other clearly and cast their vote if necessary. Means of hosting the annual meeting will be decided shortly before the requisite time to post notice, and will be shared with the membership. Failure to hold an annual meeting (caused by Acts of God, etc as above) shall not cause a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club, each of whom remain as Board Members until the postponed Annual meeting and election of the new Board occurs.

2. BOD Meetings: Regular meetings of the Board of Directors shall be held each month as permitted. Special meetings of the Board of directors may be called by the President or by any five (5) Directors providing that notice of the time, place, and purpose of the meeting shall have been transmitted to all Board Members at least 24 hours in advance of such meeting. Attendance of six (6) Directors at any regular monthly meeting or special meeting shall constitute a quorum and a majority vote of those present shall be sufficient for the passage of any measure which may properly be introduced at the meeting, except the expulsion of a member, which shall require a majority of the total membership of the Board of Directors.
3. Special Meetings: Special meetings of the general membership may be called by the President or by five (5) Directors, or by ten (10) eligible voting members, providing that notice, in writing, of the time, place, and purpose of the meeting shall have been transmitted to all members eligible at such a meeting at least seven (7) days prior to the date of the meeting. Notice of a special meeting shall include a description of the purpose or purposes of the meeting.
4. Notice: Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice shall be given personally, by mail, forms of electronic communication including but not limited to email, and via the Club's website and social media platforms.
  - a. Annual Meeting: Notice of the annual meeting must state the place, date and hour of the meeting and shall be given not less than seven (7) nor more than thirty (30) days before the date of the meeting.
  - b. Board of Directors Meetings: The Secretary will notify the entire membership of such time, date, and place.
5. Action without Meeting: Action may be taken via an email vote.
6. Quorum: Board of Directors - The presence in person of no fewer than one-half of the voting members of the Board of Directors will be necessary to constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board of Directors present in person is necessary for the taking of any action by the Board of Directors, except in those instances in which a greater percentage is required by these bylaws or by law.
7. Conduct: Roberts' Rules of Order shall be the official guide in conducting all meetings of the Club and the Board of Directors of the Club insofar as they do not conflict with any of the articles of these bylaws, U.S. Figure Skating Constitution and bylaws, or any applicable civil laws. Board of Directors meetings can be conducted via teleconferencing, video conferencing, and/or any other online communications.

## **Article VI – Board of Directors**

### **1. Powers and Duties**

The business and general affairs of the Club shall be managed by the Board of Directors. The Board of Directors shall be elected by the eligible voting members of the Club and shall consist of four (4) Club officers (President, Vice-president, Secretary, and Treasurer), and five at-large Directors. In addition, the Immediate Past-President shall serve as an ex-officio member of the Board with vote. For only the first year immediately following having been President, the incumbent is now called the "Immediate Past-President".

### **2. Composition and Qualifications**

Elected Officers and Directors must be (i) Home Club Members, (ii) at least eighteen (18) years old, (iii) voting members of the Club in good standing, (iiii) registered with U.S. Figure Skating, and (v) undergo annual SkateSafe (formerly Safesport) training and background checks and be determined "green light". The Board of Directors composition should reflect the composition of the club and afford representation to all membership groups.

### **3. Terms**

Officers shall be elected for a period of one (1) year at the Annual Meeting. Approximately one third of the at-large Directors shall be elected for a term of three (3) years at each Annual Meeting. Board members shall assume the duties and responsibilities of their respective offices to which they are elected, at the first regular Board of Directors meeting following the Annual Meeting. They shall serve without compensation. No member of the Board of Directors shall serve more than six (6) consecutive years except in the case of an immediate past president serving a seventh year and in the event an officer position cannot be filled. In that case, the President can propose that the officer stay on for another term, either in the same position or a different position on the executive board. This term extension must be voted on by the current Board of Directors.

### **4. Removal**

Board of Director members who are absent from three (3) consecutive regular Board of Directors meetings without contacting a Club Officer are eligible for removal from the Board of Directors by a two-thirds (2/3) vote of the Board Members. The removed Board of Directors member shall retain his/her voting rights at general membership meetings.

### **5. Vacancies**

Any vacancy occurring during the term of any officer or director shall be filled by a vote of the remaining members of the Board of Directors. However, the Board of Directors can, under special circumstances, decide to leave a position open if it doesn't negatively impact the function of the BOD, and can make this decision with a vote.

## **Article VII – Officers**

### 1. Elected Officers

- a. **President:** The President shall be the executive officer of the Club. The President shall preside at all meetings and perform all duties and assume authority for all activities of the organization not otherwise delegated by these Bylaws. All contracts and agreements prepared in the name of the Club, relating to the purchase or sale of Club property or the leasing of facilities for Club activities shall be signed by the President or a designated Board Member, subject to prior authorization by the Board of Directors.
- b. **Vice President(s):** The Vice President shall perform all of the duties of the President, in the absence, inability or refusal of the latter to act, and when so acting shall have all the powers, duties and responsibilities of the office of President herein provided.
- c. **Treasurer:** The Treasurer shall receive and deposit all monies in the name of the Club in such bank or trust as the Board may designate, keeping an accurate and current record of the same. The Treasurer shall pay all bills authorized and, together with another officer of the Club, shall sign, in the name of the Club, all checks, drafts, notes and orders for payment of money, which are just obligations of the Club. Whenever required by the Board of Directors, the Treasurer shall render a complete report of the financial condition of the Club and permit an examination by or for the Directors of the books, accounts, papers, vouchers and records pertaining to his/her office, and shall promptly turn over the same to his/her successor, when elected. The Treasurer shall, under the direction of the Board of Directors, arrange for a complete review of said records by a competent professional a minimum of every five (5) years. In the event of illness or temporary absence of the Treasurer, the Board of Directors shall designate another member of the Club to serve until the Treasurer shall take up his/her duties again or until a successor is elected.
- d. **Secretary:** The Secretary shall prepare and issue, as required, all notices of meetings of the general membership and of the Board of Directors, and shall keep an accurate and permanent record of the minutes of all regular or special meetings of the membership and of the Board of Directors. The Secretary shall handle all correspondence and contracts pertaining to the sport of skating that would normally come under the duties of a secretary

### 2. Terms

Officers shall be elected for a period of one (1) year at the Annual Meeting.

### 3. Qualifications

To qualify for an officer position, the applicant must have served at least one (1) year on the SCLP Board of Directors as an at-large Director.

### 4. Removal

Officers are subject to the same removal procedures as Directors.

### **Article VIII – Nomination and Election of Officers and Board of Directors**

The Executive Committee shall appoint a nominating committee of no less than three (3) and no more than five (5) eligible voting members of the Club who will prepare a list of candidates for the positions of officers and directors of the Club and submit “The Slate of Officers and Directors”, in writing, at a regular Board of Directors meeting before the Annual meeting. The Nominating Committee shall send to each voting member of the Club a list of such nominations at least seven (7) days prior to the Annual Meeting. Candidates for any office or directorship may be nominated by any five (5) or more eligible voting members and presented, in writing, signed by petitioners, to the Secretary at least four (4) days before the Annual Meeting.

Only candidates nominated under the preceding conditions will be eligible for election. Voting for the candidates shall be by secret ballot at the Annual Meeting of the general membership. If there are no nominations presented to the Secretary at least four (4) days prior to the Annual Meeting, the Secretary shall cast one (1) ballot for the Nominating Committee’s candidates.

### **Article IX – Committees**

*Executive Committee:* There shall be an Executive Committee consisting of the President, Vice-President, Secretary, and Treasurer. The Executive Committee will assist the President in the discharge of his/her duties and in the interim between meetings of the Board of Directors, the committee shall have all the authority of the Board of Directors except as otherwise provided by law.

*Membership Committee:* The Membership Committee shall be responsible for: recommending to the Board the qualifications, categories, and privileges of membership; processing membership and transfer applications; maintaining current rosters of all members by category; and formulating plans to attract and obtain new members for the Club. This committee shall be chaired by the Chairperson of Membership.

*Ice Sessions Committee:* The Ice Sessions Committee shall be responsible for the regulation, control and scheduling of skating events and programs of the Club, according to the rules prescribed by the Board of Directors, in cooperation with the current management of the Olympic Center. A Club professional(s) may serve as an ex-officio member(s) of this committee without vote.

*Test Committee:* The Test Committee shall be responsible for the scheduling and administration of tests.

*Nominating Committee:* The Nominating Committee shall consist of no less than three (3) and no more than five (5) voting members of the Club and shall be responsible for soliciting and preparing a list of candidates for the positions of officers and directors of the Club. In the event there are interested candidates, the Nominating Committee need not seek additional candidates for the upcoming year.

*Finance Committee:* The Finance Committee shall be responsible for recommending to the Board of Directors the Club’s annual operating budget and all dues and fee schedules necessary to support Club operations. This committee shall be chaired by the Club’s treasurer.

*Special Committees:* The Executive Committee shall appoint all other committees as deemed necessary.

## **Article X – Grievance and Disciplinary Proceedings (Conflict Resolution)**

It is the expectation of the Board of Directors that every effort will be made to resolve any conflict occurring between skater(s), coaches, parents and/or other Club members by informal means, including direct one-to-one discussion and mutual resolution of problems.

In the event that all informal means have been used and exhausted, any member or members of the Club having a complaint against another member of the Club for the infraction of any Bylaw, rule, policy or procedure of the Club, USFS, and SkateSafe may report the same in writing to the Board of Directors. Such complaints shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such a complaint, a meeting of the Board of Directors shall be held within 30 days to investigate the same and a copy of the complaint shall be mailed to the member complained of at least seven (7) days prior to the meeting.

The complainant and the member complained of may be heard with their witnesses at the meeting. The Board of Directors shall report action taken to the parties within seven (7) days of the meeting. Such action by the Board shall be considered final insofar as the Club is concerned, but shall not prevent an appeal to USFS to the extent permitted and provided for in its Bylaws, with the parties being responsible for all resulting costs and fees.

## **Article XI – Indemnification**

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of New York 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 Club's best interest, or (b) in all other cases that such person's conduct was at least 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. Any indemnification under this Article 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 shall consist of directors not parties to the subject proceedings.

## **Article XII – Dues**

For the purpose of achieving the objectives of the Club, the Board of Directors shall establish a schedule of annual dues for the various classes of membership and they shall be payable, in full, by September 30 of each year. The amount established will be determined annually on the basis of the budgetary requirements of the Club. Additional fees, assessments and other charges shall be such as the Board of Directors may establish from time to time.

**Article XIII – Fiscal Year**

The Club's fiscal year shall be from July 1<sup>st</sup> through June 30th.

**Article XIV- Guests**

Only members of out of town U.S. Figure Skating clubs may be accorded ice privileges on Club ice, at the discretion of a Board member. They will be subject to a drop in fee, as determined by the BOD for that season.

**Article XV – Instruction on Club Ice**

Only professionals authorized by the Club Board of Directors may teach on Club ice sessions.

**Article XVI – Character**

No entry in the name of the Skating Club of Lake Placid, Inc. shall be made in any competition or exhibition without prior authorization of the Club's President, Test Chair, Membership Chair, or their designee.

**Article XVII – Property**

The legal title of all property and assets of the Club shall vest in all members; thereof termination of membership for any cause whatsoever shall operate as a release of all rights and title and interest in all property and assets of the Club.

**Article XVIII – Amendments**

These By-Laws may be amended by a vote of three-quarters (3/4) of the eligible voting members present at any meeting of the general membership, notice of the general character of such amendment having been given to all eligible voting members, in writing, at least seven (7) days before such meeting. A quorum for a meeting to amend these By-laws shall be twelve (12) members.

Revised and Adopted:

October 30, 1958

March 26, 1962

November 28, 1962

January 23, 1963

April 30, 1969

March 28, 1977

April 10, 1978

April 5, 1981

September 24, 1990

March 16, 1998

February 5, 1999

March 18, 2002

October 15, 2007

March 28, 1977  
April 10, 1978  
April 5, 1981  
September 24, 1990  
March 16, 1998  
February 5, 1999  
March 18, 2002  
October 15, 2007  
April 26, 2022