

# **Central Florida Figure Skating Association, Inc.**

## **Corporate Resolutions**

The undersigned, being all the Board of Directors of Central Florida Figure Skating Association, Inc., hereafter referred to as "CFFSA", do hereby adopt the following resolutions:

### **Resolution I**

#### **Reaffirmation of Purpose**

The purposes of the CFFSA, as stated in the Articles of Incorporation, are reaffirmed herein by resolution. The following additional assertions of purpose are to assist in providing clarity of vision to CFFSA's commitment; CFFSA shall encourage and foster the education, training, practice, and advancement of the members in all aspects of amateur figure skating. Also, CFFSA shall nurture the spirit of amateur national and international sport among figure skaters; to sponsor, produce, or cooperate in production of amateur ice carnivals and shows, as well as local, national and international competitions. CFFSA shall faithfully and without compromise carry out the rules, policies and objectives of the United States Figure Skating Association, hereinafter referred to as the "USFSA" an approved 501(c)3 organization, recognized by the International Skating Union, hereinafter referred to as the "ISU", as the Olympic and World governing body for the United States in the sport of figure skating. CFFSA shall generally do and perform such other acts as may be necessary, advisable, proper and/or incidental in the realization of the objectives and purposes of this organization as a qualified amateur athletic organization. CFFSA shall also do its duty, as required by the USFSA of its local sanctioned and affiliated organizational member groups, by participating with its vote(s) either in person or by proxy, in the determination of the rules, policies, procedures and objectives as provided for by the USFSA and in its role as an ISU affiliate organization at the USFSA's annual Grand Council meeting.

### **Resolution II**

#### **Policy Statements and Goals for the Accomplishment of the Stated Purpose**

The CFFSA has formulated and adopted the following policy goals in furtherance of the purpose of the CFFSA as contained in the Articles of Incorporation, By-Laws and resolutions adopted by the Board of Directors. The purpose of this policy statement is to provide a broad framework within which to conduct the affairs of the CFFSA and to ensure that the day-to-day activities of the CFFSA, as implemented through its various committees, are consistent with its statements of purpose. These policy statements shall also serve as a checklist, from which the Board of Directors can measure from time to time, the extent of its success in guiding the CFFSA. Broadly stated, the policies and goals of the CFFSA shall be as follows in subsections A - G:

A. To function at all times as a qualified amateur athletic organization, exclusively fostering National or International Figure Skating competitions. To support, develop, train and test amateur athletes for those competitions. The CFFSA will also facilitate an amateur athlete's qualification for those competitions by providing standardized testing under strict USFSA and International Skating Union (ISU) guidelines. The CFFSA may provide equipment and facilities to fulfill these purposes, to the extent that the CFFSA is able and funding is available.

B. To maintain quality CFFSA activities by emphasizing skating primarily as an instructional, educational, competitive experience for the skaters and the general public. These activities are designed to increase the members' knowledge and development in figure skating, through specialized information, seminars and training directed at the members as available. The CFFSA provides a local presence, for the general public, of available information about the USFSA and figure skating as a local, national and international sport.

C. To adopt, promote and implement a fair, open and informed approach to the management of the CFFSA's affairs, with a strong emphasis upon the dissemination of both general and specific educational information to the general membership, business community and public at large. The CFFSA shall, through the Board of Directors and various committees, solicit and encourage productive input from the membership, to allow freedom of discussion on all matters relevant to the CFFSA's operation, and promote a responsive attitude toward the will of the membership in general. At no time shall the CFFSA change its policies or operations in any way that would be contrary to the fulfillment of its roll as a qualified amateur athletic and non-profit

organization functioning under the rules and policies of the USFSA and IRS statutes regulating 501(c)3 organizations.

D. To maintain and expand the CFFSA membership, and thereby the membership of the USFSA, by increasing the number of individual members as amateur figure skaters. CFFSA shall conduct the activities of the CFFSA in total conformity with the rules and regulations of the USFSA. In this regard, it shall be the long-term objective of the CFFSA to sponsor training; testing; local, national and international competitions; carnivals and shows; as well as other USFSA sanctioned events in accordance with the rules and regulations of the USFSA.

E. To maintain and improve the financial strength of the CFFSA through increased membership, sponsorships, improved business and community relations, and the facilitation of USFSA sanctioned competitions, carnivals and other events.

F. To encourage greater participation in the day to day activities of the CFFSA through standing and appointed committees comprised of members of the CFFSA.

G. The CFFSA at all times will conduct itself and accomplish its purposes without regard to cultural diversity with respect to race, age, sex, religion, creed, nationality or other factors either in its dealings with the general public, businesses or in its consideration of any application for membership or action of the Board of Directors.

### **Resolution III**

#### **Eligibility for Holding Office as a Board Member or an Officer of the Corporation**

All adult voting members 18 years and older in good standing with the CFFSA for a period of 6 months, who are current in their financial obligations and are considered in good standing with the CFFSA, are eligible to hold a board position and thereby allowed to run for a position as an officer of the corporation in conformance with Section 25 – Elected Officers of the By-Laws, provided they are not otherwise considered "restricted" or "ineligible", as defined herein. Coaches, full or part-time employees of an ice rink, rink management or any party having vested interest in the ownership of an ice rink, may not hold a voting Board of Directors position and are "ineligible" to serve as an officer of the corporation. These persons are therefore considered by definition "restricted" and "ineligible" members of CFFSA and may only be elected to the board with the limited powers afforded a "restricted" member of the Board, as defined herein by resolution. Only one board member may be elected to and serve as a "restricted" member of the board. Any member elected with a "restricted" status shall serve as a non-voting tenth (10<sup>th</sup>) member complimenting the nine (9) other elected voting members of the board. However, spouses of those defined as "restricted" and/or "ineligible" persons are eligible to serve as a voting board member and/or officer of the corporation provided they are otherwise eligible, and have been duly nominated and elected to hold such office.

### **Resolution IV**

#### **Annual Selection of Nominating Committee**

Under Section 24 – Special Committees of the CFFSA By-Laws: Annually, as specified within this resolution, the Board of Directors shall appoint an Annual Nominating Committee consisting of no more than one (1) existing voting board member and at least two (2) voting members in good standing from the general membership. The existing board member, as selected by the board, shall function as the Chairperson of the Nominating Committee who, by lottery, shall then select the remaining two or more persons, from the voting members in good standing, completing the board's selection process of the Annual Nominating Committee. The process of selecting the Annual Nominating Committee shall be completed not less than 70 days prior to the date specified for the annual spring meeting of the general membership at which time elections for available Board of Directors positions shall take place, in accordance with the By-Laws Section 13 – Directors - Number. The Nominating Committee shall notify the general membership of the start of the nomination process, requesting nomination submissions of eligible candidates, not less than sixty (60) days prior to the election held at the annual spring meeting, either by posting at the rink, by mail or both. The Nominating Committee shall draw up a list of names of candidates for expiring or vacant Board of Directors' positions not less than thirty (30) days before the general

meeting designated for elections. This list shall constitute the ballot, include the Annual Nominating Committees selections and all other names submitted by members in good standing, of eligible candidates, to the Annual Nominating Committee, within the specified time. The list of nominees and information about the election, including location, date and time shall be posted at the rink, sent by mail or both. Such notice shall be made not less than twenty-five (25) days before the election, in conformance with Section 6(a) - Notice of the By-Laws, to the voting members in good standing. The Board of Directors may elect to provide all notices by mail, at its discretion. The Annual Nominating Committee, with the approval of the board, may provide rules and guidelines governing the election process to ensure a fair election and provide a one vote per voting member in good standing election. At all times the election process shall at least minimally conform to the Articles of Incorporation and the By-Laws. Elections shall be completed on or before May 25<sup>th</sup> at the designated annual spring meeting of the members. This will allow time for notification to the USFSA of the composition of the new board and officers, as duly elected by the voting members in good standing, for CFFSA's next fiscal year.

#### **Resolution V Nominating Committee and Elections in the Absence of a Board of Directors**

In the absence of a current seated Board of Directors, the voting members-at-large in good standing, shall select by lottery, the entire Nominating Committee at a special meeting of the general membership called specifically for this purpose. This meeting shall conform in all ways to the By-Laws, specifically Sections 6(a) and (b), 7(b), 8 and 9 including all resolutions in effect at the time, and be called for the purpose of establishing a Nominating Committee for the election of a complete new Board of Directors. Notice of any meeting called under this resolution shall be in conformance with Section 6(a) - Notice and Section 21 - Waiver by Attendance, the later section governs meetings of the board and shall apply, through the conclusion of the process required of this resolution, to the voting general membership in good standing until such time as a new Board of Directors has been elected. Any Nominating Committee, duly formed by this process, shall call for nominations to the ballot for the Board of Directors at the same meeting that formed it. They shall also, over the next ten (10) days, take any additional nominations of eligible candidates, eligibility as defined by the Articles of Incorporation, By-Laws and resolutions (see Resolution - III), as may be submitted by the current voting membership in good standing. The Nominating Committee shall draw up a list of names of candidates for election of the entire Board of Directors not less than ten (10) days before the general meeting designated for elections to replace the board. This list shall include the committee's selections and all other names submitted from the voting membership to the Nominating Committee and the membership shall be notified in accordance with the provisions of the By-Laws and resolutions, as if there were a seated board. Elections held under the absence of a seated board must take place no less than twenty (20) days and no more than twenty-five (25) days from the appointment of the Nominating Committee by the voting general membership in good standing in conformance with the current By-Laws and resolutions.

#### **Resolution VI Fiscal Financial Period and Financial Audit Committee**

The fiscal financial period of the CFFSA shall be designated as the calendar period of July 1 through June 30. The Board of Directors shall appoint an Audit Committee of three (3) people who shall audit the records of the CFFSA at least once yearly, within forty-five (45) days after the end of the fiscal financial reporting period. This annual audit shall be considered the regular fiscal audit of the CFFSA's records. There shall be no more than one member from the current board with the other members being selected by lottery from the general voting membership in good standing of the CFFSA. Additional audits may be done at any time, by a majority vote of the Board of Directors, in conformance with these and/or other appropriate guidelines governing the financial auditing process. Any such additional audits shall not substitute for the regular annual audit as defined in this resolution.

#### **Resolution VII General Fiscal Policies and Other Record Keeping**

The CFFSA is resolved and committed to a sound fiscal policy and shall at all times strive to bring recognized General Accounting Practices to bear in the keeping of financial and other records of the corporation conforming to the needs of an IRS approved 501(c) 3 non-profit organization. Further, the following additional policies are

established by resolution regarding the needs of the corporation in the specific areas indicated by Resolution VII sub-sections A - D.

- A. **Indebtedness:** The Board of Directors shall have the power to limit the indebtedness of a member of the CFFSA to the CFFSA. The Board may choose to withhold any or all membership privileges should any member become indebted to the CFFSA until such time as the indebtedness is resolved with the corporation.
- B. **Arrears for Dues Restriction:** No member in arrears for dues or other indebtedness to the CFFSA shall be eligible to hold office, vote, or enter in any CFFSA tests, competitions, or other CFFSA functions such as shows, carnivals or any event restricted by current Board policy. Nor shall permission to test or compete be given for any other USFSA sanctioned event until such arrears or indebtedness is resolved with the corporation.
- C. **Budgeted Expenditures and Revenues:** Annually, within sixty (60) days of the CFFSA's regular annual audit, in conformance with Resolution VI, the Board of Directors shall prepare a plan of anticipated expenditures for the coming year, together with proposals for sources of revenue to meet those expenditures.
- D. **Membership Coincidence and Term of Memberships:** All members, in good standing, shall have a membership with CFFSA coincident with the USFSA annual membership term. This term is currently designated, in accordance with USFSA rules, as October 1<sup>st</sup> through September 31<sup>st</sup> (10/1 through 9/31). Membership fees for a "Home Club" designated membership with CFFSA also provide membership in USFSA indicating that status. Evidence of such status with USFSA shall be remitted to CFFSA members as the board receives the individual membership cards from USFSA, and the membership and membership accounting records are verified through its duly appointed Membership Committee.

#### **Resolution VIII Regular Board Meetings and Executive Committee Sessions**

All regular meetings of the Board of Directors, as defined in the By-Laws, shall be open to the general membership unless otherwise provided for in the By-Laws or by resolution. All Executive Committee, as defined in the By-Laws Section 23 – Executive Committee, sessions shall be restricted to voting members of the Board. The general membership, any non-voting restricted board member, as defined in Resolution III - Eligibility, or the general public shall not be allowed to attend Executive Committee sessions and the content of these sessions shall remain confidential. All Executive Committee session(s) shall be limited to matters that are in the best interest of the CFFSA. The voting board, meeting in Executive Committee session, shall preserve such confidentiality, including, but not limited to, matters of grievances and disciplinary actions and shall admonish any non-board member that is requested or required to participate in the meeting to honor and maintain the confidentiality of the session. However, Executive Committee sessions, which having been called as a closed session, shall not be used for the general or day to day business, affairs of specific funding or decisions of any general financial nature of the CFFSA.

#### **Resolution IX Membership, Discipline and Grievance**

The CFFSA resolves to carry out the following guidelines as to certain specific issues of membership, discipline and grievance as follows in subsections A – E:

- A. **Change in Status of Membership:** Any CFFSA member wishing to change membership status must notify the designated CFFSA Membership Chairperson in writing to request the change. Subject to the approval of the board, a letter will be prepared declaring that the departing member has satisfied all financial obligations to the CFFSA and is a member in good standing of the CFFSA conforming to current USFSA guidelines at the time a change is requested.

- B. **Readmit to Membership:** The Board of Directors may readmit to membership, upon such terms as it deems proper, any former member whose resignation had been fully accepted. Such readmission must be by a majority vote of the full board.
- C. **Drop and Reinstate to Membership:** The Board of Directors may, as provided pursuant to the Articles of Incorporation, the By-Laws, any specific resolutions or policies as may from time to time be voted on by the board, drop from the roll any delinquent member and also may reinstate such members.
- D. **Discipline:** The Board of Directors shall have the power to reprimand, discipline, suspend or expel any member for violations of the Articles of Incorporation, By-Laws, CFFSA rules and regulations, or for conduct which they shall deem improper; but no member shall be expelled or suspended without a hearing. The hearing proceedings shall follow the same guidelines as Resolution IX Section E – Member Grievance and be conducted in as fair and impartial a process as possible.
- E. **Member Grievance:** Any CFFSA member or members having a complaint against another member for an infraction of any provision of the Articles of Incorporation, By-Laws, resolution(s), rule(s), regulation(s), policy, or for conduct injurious to the welfare of the CFFSA, USFSA or another member, may report the same in writing to the Board of Directors. Such complaint shall include the facts of the case, together with the names of witnesses, if any. After receiving such signed complaint, the board shall convene an Executive Committee session to be held as soon as practicable for investigation of the grievance. The complainant or complainants and the member complained of, shall receive at least seven (7) days notice of such meeting and may be heard with their witnesses and/or counsel. The proceedings shall be considered an Executive Committee session as defined in the By-Laws Section – 23 - Executive Committee and Resolution VIII herein, and shall remain confidential.

**Resolution X  
Representation at the Annual USFSA Grand Council Meeting**

The Board of Directors shall elect a Delegate or Delegates to the USFSA's Annual General Council meeting to represent the CFFSA. The CFFSA Secretary shall inform the USFSA Secretary, in writing, of the names and address of the Delegate or Delegates elected. Said Delegate or Delegates shall be the representative between the CFFSA and the USFSA, and shall attend the USFSA meetings, either in person or by proxy. The Board of Directors may, as it sees fit, pay the travel expenses of the Delegate or Delegates to the USFSA meetings.

**Resolution XI  
Order of Authorities Resolving Conflicts in Corporate Documents or Board Actions**

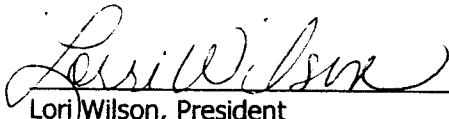
The Board of Directors shall use the following order of authorities for resolving of any and all conflicts, disputes or interpretations of the various documents, policies, guidelines and procedures governing the actions of the board in administering the corporation. The designations and documents as shown below are in the order of the highest authority to least authority provided there are no statutory conflicts or legal preclusions to this order (A-H):

- A. Legal statutory and/or regulatory ruling of Federal, State or Local Authority
- B. As an authorized local organizing member of the USFSA - its policies, rules and guidelines
- C. CFFSA's Articles of Incorporation
- D. Conforming copy of the CFFSA By-Laws
- E. The IRS filing 1023 and supporting documentation submitted with the filing
- F. Corporate resolutions adopted by the Board of Directors
- G. Rules, policies and regulations adopted by the Board of Directors
- H. Rules, Policies and regulations adopted by the various committees appointed by the Board of Directors

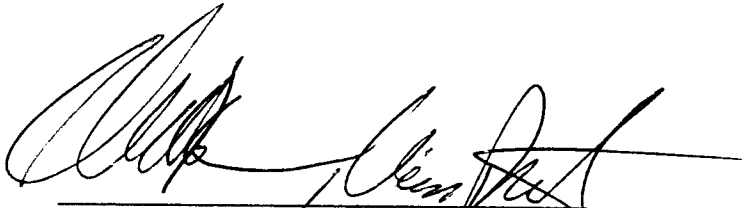
**Resolution XII**  
**Acceptance of Corporate Resolutions I – XII**

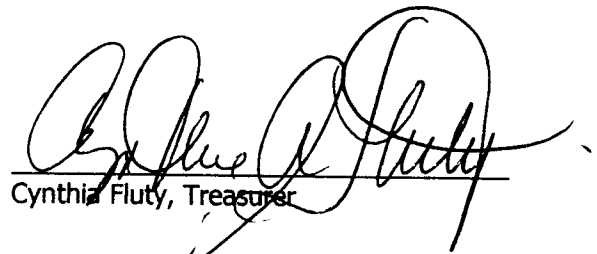
The Board of Directors and Officers of the Central Florida Figure Skating Association having read these resolutions, by hand and seal below do hereby accept these as duly ratified Central Florida Figure Skating Association Corporate Resolutions I – XII effective this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

The Board of Directors further asserts that should these resolutions, or any other corporate documents, policies, rules, regulations or daily corporate operations be found to be in conflict, contradictory or inconsistent, either in practice or content to other corporate documents or the stated purpose of the corporation that the Board of Directors shall use Resolution XI – as the method and guideline for remediation.

  
Lori Wilson, President

  
Sandra Martinez, Secretary

  
Chuck Friedman, Vice President

  
Cynthia Fluty, Treasurer

  
Jim Arnemann, Board Member

  
Lorraine Varraux, Board Member

  
Joanne Skousen, Board Member

  
Jennie Jimenez, Board Member

  
Kristie Smith, Board Member