

Central Iowa Figure Skating Club, Inc.
Wednesday, May 29, 2019, 7:00 PM
Special Meeting

Call to Order

Called to order at: 7:04 PM.

Roll Call

Directors

Burton Powley, Present
Richard Harms, Present
Derek Etnyre, Present
Faye Railsback Senne, Present
Annette Rullman, Present
Brett DeBruyn, Present

Guests

Randy Wilharber, Peddicord Wharton, LLP

Reading and Approval of Minutes

(Rich) Approval of May 13, 2019 Meeting Minutes as distributed by email on May 28, 2019.
Rich moved that the minutes be adopted by the board, the motion was adopted.

Reports of Officers

(Burton) President

Four additional conflict reports submitted to USFS.

(Derek) Treasurer

Current checking account balance: \$8,365.
Once checks clear, we will have \$7334.35.

Reports of Committees

Show Committee

The Spring show broke even. Lack of food sales at show was noted due to Buccaneer's rules.

Unfinished Business

New Business

(Rich) Motion to Enter Executive Session

At 7:00 PM, we will be joined by an attorney assigned to us by our D&O insurance to advise us on the upcoming annual member meeting and elections, as well as handling pending conflict resolution submissions.

(Rich) Determining Terms for Existing Directors

At Alan Wolf's request, I researched past meeting minutes documenting the dates that all existing Directors filled their vacancies and verified that it was done by a vote of the majority of the remaining Directors (Bylaws Section 4.5). Some Directors have filled multiple Director positions and that was not proper procedure. Based on the requirements put forth in Bylaws Section 4.1c, the Directors should be divided into three classes. I've divided the Directors into three classes, offset the terms as required, and slotted the existing Directors into terms based on their most recent election.

Motion: Adopt the schedule as given in "Proposed Election Schedule" as the schedule going forward for the election of Directors.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Include Proposed Revision to Number of Directors Under Bylaws Section 4.2

Motion: Include proposal supplied by Randy Wilharber for reduction of the number of directors to 9.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Include Proposed Revision to Bylaws Section 4.6

Motion: Include this proposed revision to Bylaws Section 4.6 on the ballot at the annual member meeting. The Bylaws omit the month that the annual meeting of the Board of Directors should be held for the election of Officers. This needs to be corrected. The original example USFS club Bylaws shows the error clearly by having included a blank line where the month should have been filled in.

The document that will be provided to members for the vote is included.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Acceptance of Nomination Form

Bylaws Section 4.2d requires:

"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."

Motion: Adopt the "Acceptance of Nomination" for use by the Nominating Committee.

The proposed "Acceptance of Nomination" is attached.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Director Agreement Form

A sample "Director Agreement" form was obtained from U.S. Figure Skating and we have prepared a version for the Club based on it.

Motion: Require all Club Directors, current and future, to sign the Director Agreement.

The proposed "Director Agreement" is attached.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Director Nominee Profiles

Motion: Ask each Director nominee to supply up to 150 words for a profile to be included on a flyer that will be distributed with the ballot at the annual meeting of members. At the annual meeting each nominee will be permitted 4 minutes to address the membership concerning their candidacy for the position. No editing of the supplied statements shall be performed.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Resolution for Date and Time of the Annual Meeting of Members

Motion: The Board of Directors resolves that the date and time of the annual meeting shall be June 17th, 2019 at 7:00 PM at a location to be determined. Notice of meetings will be sent by the Secretary by First Class mail no earlier than June 1st, 2019 and no later than June 7th, 2019 in accordance with Bylaws Section 3.5.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Voting List

Motion: Two days after the notice of the annual meeting of members has been given, the Secretary shall prepare the complete list of all members entitled to vote by written ballot, in accordance with Bylaws Section 3.8. The Voting List shall be available at the principal office of the Club at Buccaneer Arena.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Rules Governing Committees

Bylaws Section 4.13 states:

"Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself."

My recommendation is that we establish basic rules for committees.

Motion: A committee may be a standing committee or special committee as defined by RONR, and a chairman and optionally a vice-chairman appointed by the Board of Directors. Committees may consist of Directors or members as determined by the committee. The committee will be expected to minute their meetings and provide their minutes at the next scheduled meeting of the Board of Directors. Creation of committees must be authorized by the Board of Directors with appropriate authority specified at the time of creation or at a later time. If a committee is delegated authority normally reserved for the Board of Directors, appointment to that committee must be by the Board of Directors.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Creation of Special Nominating Committee

Motion: Create the special Nominating Committee that will exist through the completion of the election of Directors for the 2019-20 season. The Chairman of the committee shall be Annette Rullman, and the Vice Chairman shall be Derek Etnyre. As authorized in Bylaws Section 4.2d, 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. The Nominating Committee shall verify that each nominee for election as a Director has evidenced 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 as provided in the Acceptance of Nomination form.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Creation of Standing Membership Committee

Motion: Create the standing Membership Committee. The Chairman of the committee shall be Burton Powley. The Committee shall be responsible for:

- determining the membership types and pricing for the next season
- under Bylaws Section 10.9, determining the definition of a Voting Member following requirements from Club's Bylaws and U.S. Figure Skating
- maintaining the Club's memberships with U.S. Figure Skating

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Creation of Standing SafeSport Compliance Committee

Motion: Create the standing SafeSport Compliance Committee. The Chairman of the committee shall be Burton Powley and their assigned title shall be "SafeSport Compliance Chair." The Chairman will be responsible for performing the Monitoring and Supervision requirements as set forth in the U.S. Figure Skating SafeSport Handbook. Committee members will be approved by the Board of Directors and must complete all required SafeSport training and the background check with a green light outcome. The Committee shall have minimum of three members, with the total number of members being an odd number.

USFS SafeSport Handbook: <https://www.usfsa.org/content/safesport%20handbook.pdf>

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Approval of Members of SafeSport Compliance Committee

U.S. Figure Skating requires at least three members on the SafeSport Compliance Committee.

Motion: Approve Brett DeBruyn and Richard Harms to serve on the committee.

Rich moved that the motion be adopted by the board, the motion was adopted.

(Rich) Motion to Exit Executive Session

At the completion of the election and conflict resolution related agenda items, we resumed our regular meeting.

Announcements

(Rich) Upcoming Meetings

June 17, 2019 @ 7 PM. Location TBD.

Adjournment

Meeting adjourned at: 8:49 PM

Proposed Election Schedule

Current Board of Directors

Position	Class	Start Date: Season:	7/1/16	7/1/17	7/1/18	7/1/19	7/1/20	7/1/21	7/1/22	7/1/23
			2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
President	3	8/18/18			Burton Powley					
Vice President	3	8/18/18			Richard Harms					
Secretary	2	9/9/17		Derek Etnyre						
Treasurer	2	4/28/18		Derek Etnyre						
Skate Director										
Membership Director	1	6/17/16	Burton Powley							
SafeSport Director	3	8/18/18			Burton Powley					
Test and Sanction Director										
Marketing Director	3	2/11/19			Faye Railsback Senne					
At Large Board Member #1	3	12/10/18			Annette Rullman					
At Large Board Member #2	2	9/9/17		Brett DeBruyn						

Proposed Board of Directors Election Schedule

Position	Class	Start Date: Season:	7/1/16	7/1/17	7/1/18	7/1/19	7/1/20	7/1/21	7/1/22	7/1/23
			2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
Director #1	1	(A)								
Director #2	1	(A)								
Director #3	1	(A)								
Director #4	2	(B)								
Director #5	2	(B)								
Director #6	2	Derek Etnyre								
Director #7	2	Brett DeBruyn								
Director #8	3	Burton Powley								
Director #9	3	Richard Harms								
Director #10	3	Faye Railsback Senne								
Director #11	3	Annette Rullman								

Bylaws Sections 4.2c/d
Bylaws Section 4.5

(A) 3 Director Positions Open for Election by Members
(B) 2 Director Positions Open for Appointment by Board of Directors

Proposed Officers Election Schedule

Position	Season:	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
		President				Burton Powley			
Vice President				Richard Harms					
Secretary				Derek Etnyre					
Treasurer				Derek Etnyre					

Bylaws Section 5.2

4 Officer Positions Open for Election by Board of Directors

Proposed Committees

Committee	Season:	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
		Executive Committee							
Nominating Committee									
Scheduling Committee									
Show Committee									
Learn to Skate Committee									
Membership Committee				Burton Powley					
SafeSport Committee				Burton Powley					
Test and Sanctions Committee									
Marketing Committee				Faye Railsback Senne					

Bylaws Section 4.13 (Executive and Other Committees)
Bylaws Section 4.2d (Nominating Committee)
Bylaws Section 10.9 (Membership Committee)

Central Iowa Figure Skating Club, Inc.
Proposed Revision to Section 4.6 of Bylaws

Central Iowa Figure Skating Club, Inc. (referred to hereafter as the “Club”) Bylaws Section 4.6 currently omits the month that the regular annual meeting of the Board of Directors should be held. This proposal corrects the Bylaws to set the meeting in June of each year, the last month of the figure skating season.

In accordance with Bylaws Sections 3.12 and 10.8:

Section 3.12 Quorum and Manner of Voting. thirty percent (30%) of the votes entitled to be cast by the members on a matter shall constitute a quorum for action on the matter. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the vote of a greater number of votes is required by law or the Club's Articles of Incorporation.

*Section 10.8 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of **two-thirds (2/3)** of the members present at any meeting of the members at which a quorum is present, and not otherwise.*

CURRENT

Section 4.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the month of at a time and place determined by the Board, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

PROPOSED

Section 4.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the month of **June** at a time and place determined by the Board, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

Central Iowa Figure Skating Club, Inc.
Acceptance of Nomination

Central Iowa Figure Skating Club, Inc. (referred to hereafter as the "Club") Bylaws Section 4.2d require nominees for election as a Director to provide evidence in writing of their willingness to serve if elected:

I accept the nomination for the position of Director on the Club's Board of Directors. I will be able to perform all duties and responsibilities set forth in the Bylaws of the organization as well as the requirements, processes and procedures put in place by the Board of Directors. I understand that all Directors are required to complete an Ethical Behavior and Conflict of Interest disclosure and Board Member Agreement before taking office.

Under Bylaws Section 4.1b I meet all the following qualifications:

- I am at least eighteen (18) years old
- I am registered with U.S. Figure Skating
- I am a voting member of the Club
- I am an eligible person, as defined by the eligibility rules of U.S. Figure Skating, unless otherwise meeting the eligibility requirements as stated in 4.1b

Name (Printed)

Name

Date

Central Iowa Figure Skating Club, Inc.
Director Agreement

As a Director on the Board of Directors of the Central Iowa Figure Skating Club, Inc. (referred to hereafter as the "Club") I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I promise to be fiscally responsible, with other Directors, for this organization. I will make myself aware and knowledgeable regarding our budget and finances and will take an active part in reviewing, approving, and monitoring the budget and fundraising to meet the goals of our club.
2. I understand my legal responsibilities for the Club and those of my fellow Directors. I am responsible for knowing and overseeing the implementation of policies and programs.
3. I accept the Bylaws and operating principles and understand that I am morally responsible for the health and well-being of the Club.
4. I will actively engage in fund-raising for the Club. These may include individual solicitation, undertaking special events, and the like. I am making a good faith agreement to do my best and to raise as much money as I can.
5. I will actively promote the Club in a positive manner.
6. I promise to treat my fellow board members and other Club members with respect and when conflict occurs I promise to respectfully disagree and work for a compromise that is in the best interest of the Club.
7. I will attend board meetings, be available for phone consultation, and serve on at least one Club Committee. If I am not able to meet my obligations as a Director, I will offer my resignation.
8. In signing this document, I understand that no quotas are being set and that no rigid standards of measurement and achievement are being formed. Every Director is making a statement of faith about every other Director. We trust each other to carry out the above agreements to the best of our ability.

Name (Printed)

Chairman of the Board Name (Printed)

Name

Chairman of the Board Name

Date

Date