

BYLAWS OF ICE SKATING INSTITUTE

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ARTICLE I

Name

The name of the Corporation shall be: ICE SKATING INSTITUTE

ARTICLE II

Purposes

The purposes of the Corporation as stated in its Certificate of Incorporation are:

1. To encourage ice skating as a participant sport and recreation;
2. To provide information for the development, construction and operation of ice rinks;
3. To provide information and help for the mutual benefit of its members;
4. To hold annual meetings for the exchange of information and ideas.

The Corporation also has such powers as are now or may hereafter be granted by the General-Not-For-Profit Corporation Act of the State of Illinois.

ARTICLE III

Membership

Section 1. Classes of Membership. The Corporation shall have six classes of members. The designation of such classes and qualifications shall be as follows:

(a) Administrative - The unit of membership shall be an ice skating arena; an ice skating school; a builder or a supplier to the ice rink industry; or any other organization related to the operation of ice skating facilities. Two individuals may be designated, in writing, by each member organization as its voting representatives. All other employees of each member organization shall enjoy all membership privileges other than voting or holding elective office as a board member or officer of the Institute.

(b) Professional - Individuals who derive income from performing, teaching or coaching ice skating or ice hockey but who do not qualify under Article III, Section 1, Paragraph (a). This is a limited classification, and such individuals are eligible only for member discounts and such other privileges as may from time to time be granted by action of the Board of Directors.

(c) Affiliate - Individuals who derive income from working in the ice skating industry but who do not qualify under Article III, Section 1, Paragraph (a) or Paragraph (b). This is a limited classification, and such individuals are eligible only for member discounts and such other privileges as may from time to time be granted by action of the Board of Directors.

(d) Participant - Individuals or groups of individuals active in ice skating or ice activities as participants. This is a limited classification and such individuals or groups of individuals are eligible only to participate in ISI activities and for such other privileges as may from time to time be granted by the Board of Directors.

(e) Patron - Individuals who support and promote the advancement of ice skating and ice activities but who do not qualify under Article III, Section 1, Paragraphs (a), (b), (c) or (d). This is a limited classification and such individuals are eligible only for such privileges as may from time to time be granted by the Board of Directors.

(f) Honorary - Persons who have distinguished themselves in the ice skating industry and/or made a significant contribution to ice skating, whose membership would contribute to the prestige of the Institute.

Section 2. Selection. Selection of Administrative, Professional, Affiliate, Participant, and Patron members shall be by application, subject to approval by the Board of Directors. Selection of

Honorary members shall be by the Board of Directors.

Section 3. Voting. Each Administrative Member in good standing shall be entitled to one vote on any matters submitted to the membership for approval. A voting representative may not represent more than one Administrative Member at the same time.

Section 4. Dues. Annual membership dues shall be assessed as determined by the Board of Directors.

Section 5. Termination of Membership. Membership may be terminated by either resignation or expulsion.

(a) A member may resign at any time by filing a written resignation with the Executive Director of the Institute, but in the event of such a resignation there shall be no refund of any portion of the annual dues paid for the year in which the resignation occurs.

(b) A member may be expelled for failure to pay the annual dues within sixty days of the date such dues become due, however, upon full payment of such delinquent dues, shall be reinstated.

(c) A member (except ISI Professional Members) may also be suspended or expelled for cause, such as un-professional or un-ethical behavior as determined by a "Review" Committee appointed by the President and the affirmative vote of two-thirds of the Executive Committee. Such suspension or expulsion for cause shall be made only after the member in question has been given due notice, and an opportunity for a hearing, with the right to present such information as he or she may desire. Said member may appeal the decision to a separate "Appeals Committee" appointed by the President, which shall, in turn, make a recommendation to the Executive Committee. The process is outlined in the Termination of Membership Policies and Procedures.

(d) A Professional Member who is not a member of the Professional Skaters Association (PSA) may be terminated or suspended following a process similar to the method used by the Professional Skating Association.

(e) A Professional Member, who is also a member of the Professional Skaters Association, may be terminated or suspended in compliance with the joint agreement with the Professional Skaters Association signed on March 10, 2009.

Section 6. Transfer of Membership. Membership in this Corporation shall be transferable or assignable only with the approval of the Board of Directors.

Section 7. Meetings. The membership shall hold an annual meeting at a time and place designated by the Board of Directors, and such other meetings as shall be called by the Board of Directors.

(a) Written notice of meetings stating the place, day, and hour shall be delivered, either personally or by mail, to each member, not less than 20, nor more than 90, days before the date of such meeting. In the case of all meetings, other than the annual meetings, the purpose for which a meeting is called shall be stated in the notice. If such notice is mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with the postage thereon prepaid.

(b) One-third of the members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE IV

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number. The Board of Directors shall consist of one director from each district, as defined in Article V hereof, one director from each section, as defined in Article VI hereof, the officers of the Institute listed in Article VII hereof, the immediate two past presidents, the president

of the ISIA Education Foundation, and one representative of such other affiliated organizations as may be selected by the Board of Directors from time to time. In addition to these voting members, all other past presidents and honorary Board members may be invited by the Board from time to time to sit as advisory members without voting powers.

Section 3. Election. The directors representing districts and sections shall be elected by the members from the representative districts and sections. Representatives from other affiliated organizations shall be selected by their representative organizations. In the event a district or section is not duly organized, directors for such district or section shall be elected by the Board of Directors if, at the Board of Directors discretion, it is felt that such district or section should be represented on the Board. The Board of Directors shall determine when a district or section is duly organized. Districts and sections shall be numbered by the Board of Directors. Directors for districts and sections shall be elected for two-year terms. Districts and sections with even numbers shall elect their directors in even numbered years, and districts and sections with odd numbers shall elect their directors in odd numbered years. Election of district and section representatives shall be done in accordance with such rules, regulations and procedures as the Board of Directors shall direct. Honorary members of the Board of Directors shall be elected by a two-thirds vote of the Board of Directors.

Section 4. Tenure and Qualifications. The eligibility of all directors shall be determined prior to their election. The tenure and qualifications of members of the Board of Directors shall be as follows:

(a) **Elected Directors - Qualified electees** shall be elected for two-year terms, except that when a new district or section is created by action of the Board of Directors, the term of the first director may be one year depending on whether the district or section is given an odd or even number according to Section 3 of this Article. Directors need not be a resident of Illinois. For two consecutive years prior to their election, they must have been an owner or employee voting representative of an administrative member who, excluding a Builder and Supplier member, has been conducting an ISI Recreational Program for at least one year. An elected member may not hold more than one position on the Board of Directors as either a District Director, Section Director or officer. Newly elected officers and directors shall assume office following the conclusion of the last regular session of the annual meeting.

(b) **Affiliated Organization Representatives** - Representatives from other affiliated organizations shall be selected according to the procedures of their respective organizations.

(c) **Honorary Directors** - Honorary members shall be elected for life. A minimum of 15 years of service as a board member or officer combined is a prerequisite for this honor, along with a body of work accomplished during the tenure of the nominee that qualifies as an outstanding contribution to the advancement and growth of the Ice Skating Institute and its programs. A review committee will verify the record of service of the candidate.

Section 5. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the president. The officers of the Institute shall fix the place for holding any special meeting.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least 10 days previously thereto by written notice delivered personally or sent by mail or facsimile transmission or e-mail to each director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when sent. If notice is given by e-mail, such notice shall be deemed to be delivered when transmitted, provided no notice of rejection has

been received. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors, except as provided by Article V, Section 3 or Article VI, Section 3 of these bylaws, shall be filled by the president, approved by the Executive Committee and confirmed by the Board of Directors at their next regularly scheduled meeting. Representatives from other affiliated organizations shall be filled by their respective organization. A director elected to fill a vacancy shall be elected for the remaining portion of his or her predecessor's term in office.

Section 11. Action without a Meeting. Unless specifically prohibited by the Articles of Incorporation or by-laws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or any committee thereof, may be taken without a meeting if (i) a consent in writing setting forth the action so taken shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be; (ii) a consent by facsimile transmission setting forth the action so taken shall be electronically signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be; and/or (iii) a consent by e-mail setting forth the action so taken shall be transmitted by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be, "in reply with history" to an e-mail proposing the actions to be taken. Such actions without a meeting must be approved in advance by the President or in his/her absence, as directed in Article VII of these by-laws

Section 12. Meetings by Telephone or Interactive Technology. Unless otherwise restricted by the Articles of Incorporation or these by-laws, members of the Board of Directors, or any committee thereof, may participate in a meeting of such Board of Directors, or of any committee thereof, by means of conference telephone and/or interactive technology, including, but not limited to, electronic transmission, internet usage or remote communications, and participating in a meeting pursuant to this Section 12 shall constitute presence in person at such meeting.

Section 13. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 14. Executive Committee. The Executive Committee of the Board of Directors shall consist of the president and officers of the Board and such other Board members as the president may designate. The Executive Committee shall function from time to time in such matters and in such

manner as the Board by resolution shall so authorize and direct. The Executive Committee shall keep regular minutes of its meetings and shall make a report to the Board of Directors within thirty days following any meeting. The chairman of the Executive Committee shall be the president.

ARTICLE V

Districts

Section 1. Districts. A district shall comprise that portion of the membership from a specific geographical area.

Section 2. Number and Boundaries. The number and boundaries of the districts shall be determined from time to time by the Board of Directors.

Section 3. District Officers. Each district shall elect a chairman and vice-chairman. The even numbered districts shall elect a chairman and a vice-chairman in even numbered years and the odd numbered districts shall elect a chairman and vice-chairman in odd numbered years. The district chairman shall serve as the member of the Board of Directors from the district and in the event of the chairman's resignation, death, inability to serve, or election to an office as defined in Article VII of these bylaws, the vice-chairman shall assume the duties of the chairman and act as a member of the Board of Directors.

Section 4. Meetings. Each district shall hold at least one business meeting during the annual conference at which time various items of business shall be transacted as the district membership may deem necessary and may hold additional meetings to deal with matters pertaining to their district provided that notice of such additional meetings shall be given by the district chairman or their designee at least 20 days thereto by written notice delivered personally or sent by mail, telephone facsimile, or telegraph to all district members at their address or telephone facsimile number as shown by the records of the Institute. Said notice shall indicate the date, time, place, and purpose(s) of the meeting.

Section 5. Manner of Acting. The act of a majority of the members present at a district meeting shall be the act of the district, except where otherwise provided by these by-laws.

ARTICLE VI

Sections

Section 1. Sections. A section shall comprise that portion of the members that has a common and like affiliation with the ice skating industry.

Section 2. Number of Sections. The number of sections shall be determined by the Board of Directors who shall designate and define the membership of sections.

Section 3. Section Officers. Each section shall elect a chairman and vice-chairman. The even numbered sections shall elect a chairman and vice-chairman in the even numbered years and the odd numbered sections shall elect a chairman and vice-chairman in the odd numbered years. The section chairman shall serve as the member of the Board of Directors from the section and in the event of the chairman's resignation, death, inability to serve, or his election to an office defined in Article VII of these bylaws, the vice-chairman shall assume the duties of the chairman and act as a member of the Board.

Section 4. Meetings. Each section shall hold a business meeting during the annual meeting at which time various items of business shall be transacted as the section membership shall deem necessary. In addition, election of a chairman and vice-chairman shall take place as described in Section 3 of this Article.

Section 5. Manner of Acting. The act of a majority of the members present at a section meeting shall

be the act of the section, except where otherwise provided by these by-laws.

Section 6. New Sections. A new section may be activated at the written request of an eligible group, and in accordance with such rules, regulations and procedures as the Board of Directors shall specify. Approval of a new section shall be by a two-thirds vote of the Board of Directors. Initial approval of any new section shall be for a two-year probationary period, after which on a two-thirds vote of the Board such section shall become permanent or be abolished.

ARTICLE VII

Officers

Section 1. Officers. The officers of the Institute shall be a president, first and second vice presidents, secretary and treasurer. All officers must be members of the Board of Directors at the time of their election. Representatives of other affiliated organizations are not eligible to hold office on the ISI Board of Directors.

Section 2. Election and Term of Office. All officers shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors and shall hold office for two years. The President, Second Vice President and Secretary shall be elected during the odd numbered years; the First Vice President and Treasurer during the even numbered years. Vacancies shall be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, except as provided by Article VII, Section 6 of these bylaws, may be filled by the president, approved by the Executive Committee and confirmed by the Board of Directors at their next regularly scheduled meeting for the remaining portion of his or her predecessor's term in office.

Section 5. President. The president shall be the principal executive officer of the Institute and shall in general supervise and control all of the business and affairs of the Institute. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Institute; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents. In the absence of the president or in the event of his inability or refusal to act, the first vice president shall perform the duties of the president. In the absence of both the president and first vice president, the second vice president shall perform the duties of the president. When so acting, the vice president shall have all the powers of and be subject to all the restrictions upon the president. In addition, the vice presidents shall perform such other duties as from time to time may be assigned to them by the president or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Institute; receive and give receipts for monies due and payable to the Institute from any source

whatsoever, and deposit all such monies in the name of the Institute in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or the Board of Directors. The treasurer shall serve as the chairman of the Finance Committee of the Institute.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Institute and see that the seal of the Institute is affixed to all documents, the execution of which on behalf of the Institute under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

Section 9. Executive Director. The Board of Directors is authorized at its discretion to employ an executive director who shall perform such administrative tasks as are assigned by the Board.

ARTICLE VIII

Committees

Section 1. Standing Committees. The president, with the approval of the Board of Directors, shall appoint for his/her term of office the following standing committee chairpersons: Finance, Legislative, Membership, Annual Conference, Awards and Citations, Long Range Planning, Nominating, Member Programs and Services, and Facility Management and Operations. In like manner, the president shall appoint, at least sixty (60) days prior to the end of his/her and before the new officers are elected, an Auditing Committee or professional accounting firm to conduct an audit of the Institute's business.

Section 2. Other Committees. The president, with the approval of the Board of Directors, may appoint such other committee chairpersons as are deemed necessary to carry out the work of the Institute, to serve for the period of their appointment, provided that in no event shall such period be longer than the term of the president.

Section 3. Members. Unless otherwise provided by the Board of Directors, each appointed committee chairperson shall select no less than two members to serve on their committee; and shall within sixty (60) days of their appointment as chairperson notify the president and Executive Director of their selections.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided by resolution of the Board of Directors, one-half of the whole committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Institute and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute, shall be signed by such officer or officers, agent or agents of the Institute and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Institute not otherwise employed shall be deposited from time to time to the credit of the Institute in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X

Books and Records

The Institute shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Institute may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

Fiscal Year

The fiscal year of the Institute shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

Seal

The Board of Directors shall provide a corporate seal, which shall be the form of a circle and shall have inscribed thereon the name of the Institute and the words, "Corporate Seal, Illinois."

ARTICLE XIII

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General-Not-For-Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Institute, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Offices

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE XV

Amendments to Bylaws

The bylaws may be amended by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors, provided that written notice of such amendment shall have been given to the directors at least twenty (20) days prior to the meeting at which such amendment is proposed.

ARTICLE XVI

Construction

Where appropriate in these Bylaws, common nouns and pronouns shall be deemed to refer to the masculine, feminine, neuter, singular and plural, as the identity of the person, etc. may, in the context, require.

Adopted May 16, 1963

Amended May 14, 1969

Amended May 16, 1972

Amended May 14, 1974

Amended May 14, 1975

Amended October 10, 1977

Amended October 5, 1980

Amended October 25, 1986

Amended May 24, 1987

Amended October 9, 1987

Amended May 29, 1988

Amended October 7, 1989

Amended May 29, 1990

Amended October 27, 1990

Amended May 26, 1991

Amended May 28, 1994

Amended November 4, 1995

Amended May 25, 1996

Amended November 2, 1996

Amended May 24, 1997

Amended November 1, 1997

Amended May 23, 1998

Amended November 7, 1998

Amended May 29, 1999

Amended November 4, 2000

Amended May 26, 2001

Amended November 9, 2002

Amended May 25, 2003

Amended May 25, 2004

Amended November 6, 2004

Amended May 30, 2005

Amended November 12, 2005

Amended May 29, 2006

Amended November 14, 2009