

From: Greater Cleveland Council of FSC
Date: March 9, 2010
RE: Summary of proposed changes to the GCC Constitution

1. Article I

There is a housekeeping change that includes two DBAs that we use, "Council" and "GCCFSC".

2. Article II

There is a housekeeping change which includes language that incorporates the Ohio Non-profit Corporation Law.

3. Article III

This is the old Article II and adds Sections 7, 8 and 9, in order to bring the Constitution in line with what GCCFSC currently does.

Section 4 – This has been changed to clarify the language based on the intent of the section.

4. Article IV

There is no change.

5. Article V

This is also a housekeeping change that allows the Board of Directors to determine the appropriate territorial limitations of what is the Greater Cleveland Area.

6. Article VI

This is the old Article III and adds Sections 3-7, mostly for housekeeping and to bring this document in line with the proper way of doing business. These provisions specifically identify when dues must be paid and what it means to be in good standing. Honorary delegates are specifically defined and a membership book is provided for which identifies names, addresses, and email addresses.

7. Article VII

This is the old Article V and again has housekeeping changes with the addition of adding the ability to allow for email voting.

Section 2 – Changed to be consistent with Article IX Section 1b

8. Article VIII

This incorporates the old Article VII but creates two types of meetings, a general membership meeting of the delegates and meetings of the Board of Directors. The Article covers

general membership duties.

9. Article IX

This is a new Article. The current Constitution which was amended in 2001 and created an Executive Board, replaces the Executive Board with a Board of Directors. The Board of Directors is a generally accepted way of operating for non-profit organizations. The Board of Directors replaces the Executive Board in its entirety.

The biggest change is that the Executive Board had seven members and the Board of Directors will have 7-9 members with only one-third of them being elected each year. The term of office after the creation of the Board of Directors will be three years.

The next change is how the officers are elected. The delegates will elect the members of the Board of Directors at the annual meeting. Immediately after the general membership meeting, the Board of Directors will meet to elect the officers from the Board of Directors. The whole purpose is to create continuity and to not lose institutional history in the organization. This Article goes on to define how the Board of Directors meetings are to take place.

A Director must be at least 21 years old and a member of a member club. No more than two members of the Board of Directors may be from any one member club.

The duties of the Board of Directors are defined as creating a business plan to operate for the next three years. The business plan must be submitted to council and must be approved by council. Thereafter, each year for the next two years, the business plan is to be reviewed by the Board of Directors with the results of the review submitted to council for their approval. At the end of the three years, either an amended plan or a new plan is to be submitted by the Board of Directors for approval by the delegates.

After the first year, a nominating committee will be constituted from three directors whose terms do not expire that year. The chairman picks the nominating committee. They will submit a slate of new directors for the positions of up to three directors whose terms end that year. A slate of new directors is submitted to council at the annual meeting. At the annual meeting, the delegates shall vote for the new directors and individuals can be nominated from the floor. The term of office is for three years.

The first year is different. At the first year, the chairman and two other individuals will be selected as the nominating committee. They will submit a slate to the delegates of three classes of directors. The first class will have a one year term and will be up to three directors. The second class will be two year terms and will be up to three directors with the third class to be up to three individuals with three year terms. This is the only year that the directors are nominated in this fashion.

The remainder of the provisions identifies how the Board of Directors shall operate.

Section 1c – Verbiage added for clarification.

10. Article X

This Article relates to the officers of council. This Article replaces Article IX, X, XI and XII and places all of those provisions in one Article. As identified previously, the officers will be elected by the directors. They will be elected yearly. The duties of the officers are also specified in this Article.

Section 6h – Verbiage added for clarification.

11. Article XI

This Article authorizes committees and is a new Article. This Article allows for the creation of committees by the Board of Directors. The committees that will exist are the Executive Committee, Personnel Committee, Nominating Committee, and Finance Committee.

12. Article XII

This is the old Article VIII.

13. Article XIII

This is a housekeeping Article and provides for the indemnification of the officers and directors of council. It is a common provision used in a Constitution like this one.

14. Article XIV

This Article is also added and provides that the Board of Directors may not delegate certain of their authority to others.

15. Article XV

This is an added provision and provides the procedure for any conflict of interest that someone on the Board of Directors may have. This Article also provides for disclosure and the procedure and action to be taken when there is a disclosure of a conflict of interest on an issue that comes before the Board of Directors. There is a section entitled Loans which provides that no loans shall be made by council to its directors or officers.

Section 1 – Verbiage changed for clarification and easier to read and understand.

Section 2 – Split this into a & b for clarification.

16. Article XVI

This is a conflict resolution Article mandated by US Figure Skating. It provides the procedure for dealing with conflicts.

17. Article XVII

This Article provides for what is the fiscal year and is the old Article VIII.

18. Article XVIII

This Article provides for the order of business of council and is the old Article XV.

19. Article XIX

This Article provides for the parliamentary procedure when such procedure is not provided for in the Constitution. This is the old Article XVI, Section 2.

20. Article XX

This Article provides for when the amendments to the Constitution have been enacted and is the old Article XVII.

21. Bylaws certificate

This is not a part of the Constitution and will only be found on a copy of the Constitution that is provided to a bank or any other entity or person that needs a certified copy of the Constitution verified that it is correct by an officer of the Corporation.

22. In order to be consistent with USFS suggested titles the Chairman and Vice- Chairman have been changed to President and Vice-President.