

Article I: Organization

Section 1. Name

The Organization shall be known as the Huntsville Ice Sports Complex Board of Control, hereinafter referred to as "the Board".

Section 2. Establishment

The Board was created and established by the City of Huntsville Ordinance 90-520 in November 1990.

Article II: Purpose, Powers, and Responsibilities

Section 1. Board Purpose

The purpose of the Board shall be:

- A. To encourage, foster and promote the development and growth of ice sports within the community;
- B. To oversee the operation and management of the Huntsville Ice Sports Complex (the "Facility");
- C. To arrange, sponsor, contract for, and conduct ice sports activities;
- D. To generally do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objectives and purposes of the organization.

Section 2. Board Powers

The powers granted to the Board shall be:

- A. To adopt, amend and repeal bylaws, rules and regulations governing the Facility; provided, however, that such bylaws and rules and regulations are not in conflict with this article, the Code of Ordinances of the City of Huntsville or any laws of the State of Alabama (the "State"). Said policies may provide for the manager or director to negotiate agreements for use of the facilities, but all such agreements shall be subject to the approval of the Board;
- B. To arrange, sponsor, contract for and conduct programs, tournaments, shows, exhibitions, contests, skating leagues, performances, meetings, skating lessons and other recreational activities in the Facility for the advancement of the cultural and civic interest and welfare of the citizens of the city;
- C. To charge, establish and revise fees for admission, parking, and other events conducted at the Facility;
- D. To rent, lease or otherwise provide all or any part of the Facility for tournaments, shows, leagues, programs, lessons, exhibitions, contests, performances, skating leagues and other recreational activities;
- E. To acquire, hold, sell and otherwise dispose of any personal property, subject, in the case of any acquisition of personal property, to a budget approved by the Council or the available excess funds of the Board not needed for any current year's expenditures;
- F. Subject to the limitations set forth in Section 2-1570 of the Code of Ordinances of the City of Huntsville, To enter into and execute such contracts, agreements, and other instruments and to take such other actions as may be necessary or convenient to accomplish any purpose of the Board referenced herein or to exercise any power that is either expressly granted to the Board

hereunder or must, by necessary implication, be exercisable by it in order to accomplish any purpose herein;

- G. To appoint a manager and such other officers and employees as they may deem necessary and desirable, and to fix their duties, authorities and compensation. The manager of the Facility appointed by the Board shall be responsible to the Board for the day-to-day administration of the Facility and for the supervision and control of the other officers and employees of the Board;
- H. To receive and accept, in the name of the City, from any source, aid, contributions, bequests and devises, whether in the form of money, property, labor or other things of value, to be held, used and applied by the Board to carry out the purposes herein expressed, subject to any lawful condition upon which the same may be given or made;
- I. To appoint, employ and contract with such employees and agents, including, without limitation, managers, teachers, professional skating instructors, attorneys, accountants, financial experts, fiscal agents and such other advisors, consultants and agents as may be in the judgment of the Board necessary or desirable, and to fix their compensation;
- J. To enter into such management and other contracts as may in the judgment of the Board be necessary or desirable in order to delegate and perform more effectively, efficiently or economically the day-to-day operations of the Facility as well as various clerical, accounting and administrative functions for which the Board may become responsible in the exercise of the powers herein conferred upon it;
- K. To procure or agree to procure from any insurance company, insurance protecting any member of the Board, the Board or the Facility from liabilities under broad form coverages and errors and omission coverages;
- L. To accumulate all income, operating revenues and other funds of the Board not required for immediate use and apply all such accumulated funds to the cost of extensions, renovations, repairs and improvements to the Facility, as may be determined by the Board; provided, however, that no such extensions, renovations, improvements or repairs shall obligate the City beyond the amounts, if any, appropriated by the city to the Board for such purposes;
- M. To arrange, contract for, conduct, lease or sponsor a skate or pro shop for the repair, rental and sale of skates and related items and to arrange, contract for, conduct, lease and sponsor food and beverage services and any other related activities necessary or useful for the enjoyment of the Facility;
- N. To establish and maintain deposit and accounts in the name of the Board with banks, savings and loans and other institutions (including, but not limited to money market funds) and to make all deposits and therefrom as the Board may authorize;
- O. To advertise its Facility, programs, tournaments, shows, exhibitions, performances, events and other recreational activities on behalf of the City and may expend such funds as may be appropriated to it for that purpose or such additional funds as may be in the possession of the Board in excess of the amounts necessary to meet any expenditures required to be paid by the Board. No material for the advertising and promotion carried on by the Board shall directly promote any privately-owned business or entity; and
- P. To make contracts in the name of the Board for the purposes set forth in this Section and for acquisition of personal property or services to be used in furtherance of the purposes for which the Board has been created, and to execute all contracts necessary or convenient for said

purposes; provided, however, that the Board shall have no power or authority to obligate the City beyond the amount appropriated by the Council for its purposes; and

Q. In general, and subject to the limitations and conditions as are now or may hereafter be provided, to exercise such other powers necessary or incidental to the powers conferred herein, or conducive to the attainment of the purposes of the Board.

Q. In the event that any portion of this section conflicts with Section 2-1568 of the Code of Ordinances of the City of Huntsville, then Section 2-1568 shall control.

3. Board Responsibilities

The responsibilities assigned to the Board shall be:

- A. To elect one of their number as chair, one of their number as vice chair, and one of their number as secretary. Officers shall be entitled to succeed themselves. Vacancies shall be filled by the Board for the unexpired terms;
- B. To elect from its members a treasurer and such assistant treasurers as it deems advisable, each of whom shall give bond with corporate surety in the amount of Ten Thousand Dollars (\$10,000), payable to the Board and to the City, with condition to discharge faithfully all the duties of their respective offices. The expenses or premiums of such bond shall be paid by the Board out of its revenues.
- C. To designate a person employed by the Board or the City to act as the Board's purchasing agent, and provide, by resolution or bylaw entered upon the minutes of the Board, that the purchasing agent so designated shall have the authority to act as awarding authority for and on behalf of the Board in all or any specified class of purchases; provided.
- D. To submit a detailed budget of estimated expenditures for the fiscal year commencing October 1 of each year and a five (5) year Capital Plan. The Council shall set aside and appropriate for the use of the Board, for the maintenance and operation of the Facility, and for the other authorized proposes of the Board, either all or such part of such estimated budget as may be available or is, by the Council, deemed proper. Notwithstanding an approved budget, the Board shall not be prevented from expending its excess funds not needed to meet its anticipated yearly expenses for such purchases, improvements, renovations, repairs and extensions as the Board may deem best advisable, so long as the city does not become obligated beyond the amount appropriated in such budget;
- E. To comply with the competitive bid law of the State, Code of Alabama, i 41- 16- 50, et seq. (1975); provided, however, that as to property that is stocked or purchased in quantity by the purchasing agent of the City, the Board may requisition said property from the inventory of the city at cost; and further provided, that where tangible personal property is to be acquired by the Board which is the same or substantially similar to like property acquired by the purchasing agent of the City, then the Board may request that the needs of the City and the Board be acquired by joint bid and purchase, in which case said property shall be acquired by the purchasing agent of the City and transferred to the Board at the unit or pro- rata price; and
- F. To appoint an independent public accountant to conduct an annual examination or review in accordance with generally accepted auditing standards of all books and accounts of the Board since the preceding examination, and to make a full report thereof in writing, under oath, which

shall be submitted by the Board to the Council, Clerk- Treasurer of the City of Huntsville, and Mayor at its first meeting after the completion of such report.

- G. To uphold and enforce policies.

Article III: Officers

Section 1. Board Officers

The officers shall be Chair, Vice Chair, Secretary and Treasurer.

Section 2. Election of the Board Officers

Officers shall serve for one calendar year or until the officer decides to vacate their office.

Elections for Board officers will take place during the Board meeting in November or the next meeting after an office has been vacated provided seven (7) days of notice of the open position has been provided to the Board. If seven (7) days of notice cannot be made, the elections will take place at the following month's Board meeting. Candidates for all offices shall be nominated by petition in the appointed meeting of the Board. Such officers shall be elected by the Board at the appointed meeting by ballot and shall hold the office for the remainder of their term.

Section 3. Duties of the Board Officers

The duties of the Chair shall be:

- A. To preside at meetings of the Board and Executive Committee;
- B. To call for special Board meetings as necessary;
- C. To appoint chairs of committees and task forces;
- D. To task committees;
- E. To serve as a spokesperson for the board;
- F. To meet regularly with the Senior Facility Manager (SFM) to receive progress reports; and
- G. To oversee the yearly evaluation of the SFM.

The duties of the Vice Chair shall be:

- A. To prepare to assume the office of the Board Chair;
- B. To assume the position of Board Chair should the Board Chair be absent or that office becomes vacant;
- C. To serve on committees as requested to learn the operations of the Board;
- D. To serve on the Executive Committee; and
- E. To work closely with the Board Chair to transfer knowledge and history to prepare for leadership.

The duties of the Secretary shall be:

- A. To prepare the official minutes of the Board meetings and record motions, discussions, votes, and decisions and to record any changes or corrections to the minutes;
- B. To respond to all Board email and correspondence in consultation with the Executive Committee;

- C. To record Board members' attendance and notify members in danger of violating attendance rules;
- D. To ensure that documents (bylaws, rules, regulations, minutes, roster of board members, etc.) are filed and accessible to members and the general public;
- E. To ensure the distribution of documentation (agenda, minutes, statements, reports, etc.) to Board members prior to monthly Board meetings;
- F. To serve on the Executive Committee.

The duties of the Treasurer shall be:

- A. To review and make recommendations to the Board concerning financial decisions;
- B. To control of all operating revenues and funds of the Board subject to the direction of the Board;
- C. To invest and reinvest all operating revenues and funds of the Board subject to direction of the Board. Such deposits and investments shall be approved deposits or investments for City funds;
- D. To work with the SFM to ensure that financial reports are prepared prior to monthly Board meetings;
- E. To assist the SFM in preparing the annual budget and presenting the budget to the Board for approval;
- F. To review the annual audit with the SFM and the Board;
- G. To serve as the Chair of the Finance Committee; and
- H. To serve on the Executive Committee.

Article IV. Committees

Section 1. Committee Names

Standing Committees include the Disciplinary Committee, Executive Committee, Finance Committee, Fundraising Committee, Governance Committee and Operations Committee.

Section 2. Committee Members

Committees may include no more than three members. Committee members including the Committee Chair shall be appointed annually by the Board Chair.

Section 3. Duties of the Committee Chair

The duties of each Committee chair shall be:

- A. To supervise and manage the Committee;
- B. To call Committee meetings;
- C. To set the agenda for Committee meetings;
- D. To preside at all Committee meetings; and
- E. To prepare the official minutes of all Committee meetings and record motions, discussions, votes, and decisions and present the minutes to the Board Secretary.

Section 4. Duties of the Board Committees

The duties of the Disciplinary Committee shall be:

- A. To adjudicate appeals made by suspended users.

The duties of the Executive Committee shall be:

- B. To provide organizational direction to the Board
- C. To prepare agendas for Board meetings in cooperation with the SFM and administrative staff;
- D. To act on behalf of the full Board in emergency situations; and
- E. To oversee the daily implementation of board policies.

The duties of the Finance Committee shall be:

- A. To assist the Board Treasurer in reviewing and making recommendations concerning financial decisions;
- B. To assist the Board Treasurer in investing and reinvesting all operating revenues and funds;
- C. To assist the Board Treasurer in preparing the annual budget; and
- D. To assist the Board Treasurer in reviewing the annual audit

The duties of the Fundraising Committee shall be:

- A. To develop fundraising plans and oversee for fundraising activities;
- B. To analyze relationships with current and prospective donors and develop individualized strategies to cultivate or strengthen those relationships;
- C. To participate in annual special events and other fundraising activities;
- D. To report fundraising plans, goals, and activities periodically to the Board.

The duties of the Governance Committee shall be:

- A. To establish, review, and amend the bylaws of the Board; and
- B. To oversee the implementation of the bylaws.
- C. To establish, review, and amend the rules, regulations, and policies of the Facility; should this be in Governance.

The duties of the Operations Committee shall be:

- A. To review the operational functions of the Facility from a strategic level;
- B. To review and amend the Facility Organizational Chart which details the number, hierarchy, and relationship of Facility staff; and
- C. To assist the SFM in the development of the Capital Plan.

Article V. Meetings

Section 1. Board Meetings

The Board shall meet at least once in every month. The date of such meeting shall be set by the Chair.

Section 2. Board Attendance

Any member who accrues three unexcused absences within a six-month period from regularly scheduled Board meetings shall be deemed to have resigned from the Board, and shall not be eligible for appointment or reappointment to the Board for a period of one year from the date of such resignation. For purposes of this section, an unexcused absence shall mean any absence other than one

resulting from illness, a personal or family medical emergency, death of a family member, an act of God, or circumstances beyond the control of the member which prevents such member from being able to attend.

Section 3. Board Quorum

Four members shall constitute a quorum. No member shall act in any case in which he/she has a personal financial interest.

Section 4. Conduct of Meeting

Board meetings shall be conducted as follows:

- A. At stated and special meetings, the following order of business shall be observed:
 1. Roll Call
 2. Reading of the minutes of the previous meeting
 3. Reports of the Officers
 4. Reports of Committee
 5. Election of Officers
 6. Old Business
 7. New Business
 8. Adjournment
- B. When a question is before the meeting, no motion shall be entertained except:
 1. To Adjourn
 2. To lay on the table
 3. The previous question
 4. To postpone
 5. To commit
 6. To amend
- C. Except as otherwise provided, all questions shall be determined by majority vote.
- D. The Chair shall have the deciding vote in case of a tie.
- E. All questions of parliamentary practice not herein provided for shall be determined in accordance with Roberts Rule of Order.