

CONSTITUTION OF THE OHIO STATE FIGURE SKATING CLUB

Member Club of
The United States Figure Skating Association

ADOPTED: March 20, 2009

ARTICLE I ORGANIZATION

Section 1. **NAME:** The Organization shall be known as the Ohio State University Figure Skating Club (the "Club" or the "OSUFSC").

Section 2. **INCORPORATION:** The Club will be incorporated under the laws of the State of Ohio and shall have its principal office in The Ohio State University Ice Rink at The Ohio State University Columbus, Ohio.

ARTICLE II PURPOSE

Section 1. **PURPOSE:** The purposes for which the Club is organized are exclusively to foster amateur sports competition and to support and develop amateur athletes for competition in the sport of figure skating within the meaning of section 501(c)(3) and section 501(j) of the IRC or the corresponding provision of any future United States Internal Revenue law. To effectuate its purpose the Club shall: organize and sponsor competitions and exhibitions sanctioned by either United States Figure Skating Association ("USFSA") or other appropriate sanctioning body for the purpose of stimulating the interest in the sport of figure skating and development of amateur athletes for qualifying to compete in amateur sports competitions; provide for the training and development of individual amateur athletes through qualified instructors, private coaches, clinics, training camps or such other activities designed to improve the individual capabilities of amateur figure skaters; to unite those interested in promoting, advancing, and competing in the sport of figure skating through the development and implementation of an organized figure skating program designed to instruct individuals in the skills necessary for competition in the sport of figure skating and the rules governing the amateur sport of figure skating; to do all things necessary and incidental to carrying out the foregoing purposes.

b. To receive contributions and donations of money, other property and services, and to make distributions, grants or contributions of money, other property and services to corporations, and any community chest, fund or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, and to other organizations exempt from taxation under Section 501(c)(3) of the IRC and to which contributions are deductible under Section 170(c)(2) of the IRC (herein referred to collectively as "exempt organization").

c. To invest in, loan funds or other property to, and otherwise engage in activities which support such exempt organizations.

d. To promote and support education and educational research through support of exempt organizations which provide education, engage in education-related research, and/or carry on other associated activities in furtherance of these exempt purposes.

e. To acquire, receive, purchase, own, lease, use, sell, dispose of, mortgage, grant security interests in, operate, manage and otherwise deal in any and all interests in real and personal property, tangible and intangible, including any such property which may be given, devised or bequeathed or otherwise conveyed or transferred to the Club.

f. To do all the things necessary or incidental to carrying out the foregoing purposes.

ARTICLE III BOARD OF DIRECTORS/TRUSTEES

Section 1. **COMPOSITION:** There shall be a Board of Directors/Trustees (hereinafter "Board") consisting of ten (10) members thereof composed of four Officers who shall be the President, the Vice-President, the Secretary, the Treasurer, five (5) additional Officers who shall each chair one of the standing committees. The immediate Past President shall serve as ex officio member of the Board and shall have no vote amongst the Board. No Officer shall hold more than one office. Except as otherwise noted above, each member of the Board shall have one vote.

Section 2. **ELIGIBILITY:** All members of the Board shall be active Club Members in good standing and shall have designated the OSUFSC or another figure skating club as their home club for not less than one year prior to their election to the Board. The foregoing Club designation shall not apply to the initial Directors/Trustees for the initial organization of the Club. No person may hold a position as an Officer for a total of more than four consecutive years unless there are no other candidates for the position.

ARTICLE IV DUTIES OF OFFICERS

Section 1. **DUTIES OF THE PRESIDENT:** It shall be the duty of the President to take charge of the Club and to preside at all meetings of the Club and of the Board. The President shall oversee and be responsible for the entire supervision and management of the Club and its property, subject to the authorization of the Board. The President shall be the official recipient of all correspondence from the Ohio State University Department of Recreational Sports ("OSU Rec Sports") and USFSA. It shall be the duty of the President to attend all monthly Presidents meetings through OSU Rec Sports, or under necessary circumstances, find a substitute from the Board to attend in their place. In addition to the monthly Presidents meetings, the President will maintain compliant status with the OSU Rec Sports, which may include completing assigned forms. It shall also be

the duty of the President to renew USFSA membership for the club and maintain compliant status with USFSA throughout the year. The President will also be responsible for all duties necessary for USFSA intercollegiate competition registration, and may delegate tasks to the competition chair as deemed fit. The President shall, for cause and after proper hearing, have the power to suspend any Club Member for violating the Constitution, By-Laws or Regulations of the Club, pending the approval of the Board; and shall have the authority to call Special Meetings, General Club Meetings, and the General Election Meeting. The President shall sign all agreements and contracts made by the Club, upon approval of the Board, and shall, together with the Treasurer, have authority to sign checks. The President shall be responsible for ensuring that all contracts and the Club's constitution are properly maintained and updated, pending the approval of the Board. The President, together with the Treasurer, shall be responsible for determining the rates for membership dues, ice contracts, and all other club related fees, pending the approval of the Board. It shall be the duty of the President to coordinate membership recruitment, including but not limited to, registration for the involvement fair at the beginning of each academic school year. The President, together with the Treasurer, shall be responsible for securing weekly ice time, pending the approval of the Board. The President will also maintain relationships with the Team Coach. Regarding any additional activities of the club, for instance, Club exhibitions, the President has the power to delegate responsibility to other Officers as they see fit.

Section 2. **DUTIES OF THE VICE-PRESIDENT:** It shall be the duty of the Vice-President to assist the President in the discharge of their duties and, in the absence of the President, to assume the President's duties and officiate in their place. It shall be the duty of the Vice-President to assume the office of the President if the President's office is vacated for any reason. It shall be the duty of the Vice-President to handle all arrangements regarding club apparel and shall place an apparel order no later than October of each year. The Vice-President will also be responsible for any tasks delegated to them by the President regarding USFSA intercollegiate competitions, including but not limited to, the collection and organization of music, the coordination of team meals during the competition, and ensuring that Club members have completed the necessary forms in order to be eligible to compete. The Vice-President shall also serve as Club Safety Officer (Risk Manager) unless another Officer or Club member volunteers to hold this role.

Section 3. **DUTIES OF THE TREASURER:** The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements, and when requested by the President, Board or Club Members, be able to provide information relating to the Club's financial status. The Treasurer will also be responsible for completing annual training through OSU Rec Sports as well as complete the Projected Budget and End of Year Budget as required by OSU Rec Sports. The funds of the Club shall be deposited in the name of the Club in a bank approved by the Board or in securities approved by the Board. All disbursements of Club funds either by check, voucher, or otherwise shall require the signature of the Treasurer or the President of the Club. The Treasurer shall also be responsible for maintaining funds through Venmo. The Treasurer shall guide the President in setting rates for membership, ice time, and walk-ons, and shall assist the President with securing weekly ice time. The Board shall have the power whenever they deem it necessary to appoint an acting Treasurer who shall serve if the Treasurer is temporarily unavailable or needs assistance.

Section 4. **DUTIES OF SECRETARY:** It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board and to supervise, record and file all reports and documents connected with the business of the Club, except as otherwise provided herein. The Secretary shall be responsible for generating a roster of all active Club Members. It shall be the duty of the Secretary to inform all Club Members on where to locate a copy of the Constitution and By-Laws and to furnish copies upon request. It shall be the duty of the Secretary to record attendance for all Club ice and practices. The Secretary shall also supervise the correspondence of the Club through the Club's gmail account. The Secretary will also be responsible for facilitating elections.

Section 5. **DUTIES OF THE FUNDRAISING CHAIRPERSON:** It shall be the duty of the Fundraising Chairperson to organize various fundraisers throughout the academic year, which may include, but are not limited to, open skate fundraisers and restaurant fundraisers. It shall be the responsibility of the Fundraising Chairperson to ensure that 40% of the Club's expenses are paid for through fundraising efforts as required by OSU Rec Sports, and to submit all fundraising events in Do Sports Easy. They shall also lead a fundraising committee as they see fit.

Section 6. **DUTIES OF THE SOCIAL CHAIRPERSON(S):** There shall be two (2) Social Chairpersons, each with their own specific duties. The first Social Chairperson (Social Chairperson #1) shall be responsible for organizing various social events throughout the academic year in order to foster relationships within the Club. They must conduct a minimum 2 social outing events organized for all members of the club per semester. Social Chairperson #1 will also be in charge of the club website, assuring all information is correct and up-to-date. The second Social Chairperson (Social Chairperson #2) shall be responsible for maintaining all of the club's social media pages, including, but not limited to, Instagram, TikTok, and Facebook, which will include posting about upcoming and past events and featuring Club members as required by OSU Rec Sports. They will also be responsible for answering any Direct Messages, but must consult the proper board member if it pertains to their role. Each Social Chairperson will assist the other Social Chairpersons with their duties if need be, at the advice and consultation of the president. Additionally, the two social chairs will work in collaboration on recruitment events. They shall also all lead a social committee as they see fit, with the permission of the president.

Section 7. **DUTIES OF THE VOLUNTEER CHAIRPERSON:** It shall be the duty of the Volunteer Chairperson to organize and lead various volunteer opportunities for club members throughout the academic year in order to satisfy requirements set by OSU Rec Sports (4 hours per active Club Member) They shall submit all volunteer events in Do Sports Easy. They shall also lead a volunteer committee as they see fit, with proper permission of the president.

Section 8. **DUTIES OF THE COMPETITION CHAIRPERSON:** It shall be the duty of the Competition Chairperson to submit an Intercollegiate Competition bid to USFSA by the posted deadline (typically May of the prior academic year). If that bid is awarded, they shall be responsible for organizing and carrying out all duties required to host an intercollegiate competition, which may include, but are not limited to, securing accountants, referees, and judges, and facilitating correspondence with USFSA and

other participating intercollegiate teams. They shall also lead a competition committee as they see fit. If the bid is not awarded, they shall be available to assist other Officers with responsibilities as delegated to them. Additionally, the Competition Chairperson may assist the President and Vice President with competition-related responsibilities as fit.

ARTICLE V ELECTION OF THE BOARD OF DIRECTORS/TRUSTEES

Section 1. **METHOD OF ELECTION:** For the first election only, the Officers shall be elected by the Organizing Committee of the Club. The First Non-Officer Board members shall be elected by the general membership at its first General Election meeting. The first duly elected Officers and Board members shall serve through June 2, 2009. For all subsequent elections, the Secretary will outline the duties of their positions to the Club, and then open the floor to receive nominations from other members or one's self no less than seven (7) days prior to the start of the in-person General Election. Active Club Members are able to run for two positions; however, once they are elected to one position, they will no longer be on the ballot for subsequent positions. The Secretary will then compile all nominations onto an official ballot which will include the candidate's goals and reasoning for running for the position.

Starting with the President position, candidates will give brief speeches describing their qualification for the role, after which all active Club Members present at the General Election meeting (timing determined by the secretary) will have the opportunity to vote for a candidate. Active Club Members who are unable to attend the General Election will receive an online version of the ballot no less than twenty-four (24) hours before the General Election meeting and must return the completed ballot to the Secretary no less than two (2) hours before the General Election meeting. The person receiving the greatest number of votes shall be elected to the respective Board position. The Secretary will announce the officer elected to each position before voting for the next position begins. If an in-person election takes place, the secretary will collect the votes while being overseen by the team coach to ensure integrity. The final Board will be announced to the Club after the final ballot is counted.

Section 2. **TIMING OF ELECTIONS:** Beginning in 2010, all elections shall be by the general membership at a General Election meeting held not later than April 30 of each year. All active Club Members must be notified of the date of the in-person General Election meeting no less than one (1) month in advance. All newly elected Officers and Board members shall take office on June 1 of the year elected.

Section 3. **VACANCIES OF THE BOARD:** If a position on the Board becomes vacant, the Board shall open the floor to all eligible Club Members for nominations from other members or one's self to fill the position. If more than one eligible Club Member is nominated for the role, then an informal election will be held. The person receiving the greatest number of votes shall be elected to the respective Board position for the balance of the term.

ARTICLE VI SERVICE OF TERM

Section 1. **OFFICERS:** For 2008 the Initial Directors/Trustees shall serve as Officers of the Club and shall appoint persons to the remaining positions on the Board all of whom shall serve until the next designated General Election meeting to be held in June 2009 unless it is determined to hold a general Election prior to such date. For 2009 and all subsequent years, the President, Vice-President, Secretary, Treasurer, and all Chairpersons shall be elected annually to a term of one year.

ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS/TRUSTEES

Section 1. **MEETINGS:** The Board shall aim to have one (1) meeting per month during the academic year; however, it may be determined by the Board that meetings need to be held more or less frequently. The date of such meetings shall be stated by the President no less than two (2) weeks in advance or, in their absence, by the Vice-President. Board members must notify the President of any absences no less than forty-eight (48) hours in advance.

Any four (4) members of the Board may call a Special Meeting upon written notice to all members of the Board at least seven (7) days prior to the meeting. The notice shall state the date of the meeting, the specific purpose for which the meeting is called, and the names of the four (4) members requesting the meeting.

Section 2. **ACTIONS OF THE BOARD WITHOUT A MEETING:** The Board shall be permitted to take any action without a meeting with the affirmative vote or approval of a majority of the Board, and in a writing or writings signed by all of the members of the Board and duly filed with the Secretary of the Club.

Section 3. **AUTHORITY:** Subject to the policies of The Ohio State University, The Ohio State University Ice Rink, or their successors, the Board shall have the sole authority in the management of the affairs and finances of the Club and shall have general control of all its property. It may make such rules as it deems proper respecting the use of the Club's finances and property; prescribe rules for the admission of its members; fix penalties for offenses against the rules; and make rules for its own government and for the government of any committees appointed by it.

Section 4. **FINANCES:** All appropriations from the funds of the Club shall be made by the Board. The Treasurer, along with the entirety of the Board, shall maintain thorough records of the Club's income and expenditures. If necessary, the Board has the authority to audit the records of the Treasurer. If requested by a Club Member, the Treasurer and the Board shall provide said Club Member with a financial report.

Section 5. **SUSPEND OR EXPEL:** The Board shall have the power to suspend or expel any member for violations of the Constitution and By-Laws or for conduct which it shall deem improper, but no member shall be expelled or suspended without the right to a hearing as set forth in Article X herein.

Section 6. **STANDING COMMITTEES:** The Board shall approve each Chairperson's selections for additional members of all standing committees with full authority over them

except as herein provided, and shall appoint such other committees as it deems necessary.

Section 7. **BOARD MEMBER LIMITATION:** The office of a Board Member shall be ipso facto vacated if:

1. The Board Member is found to be of unsound mind.
2. The Board Member is convicted of a criminal offense.
3. The Board member is guilty of malfeasance or misfeasance of office as to the Club position he/she holds.
4. The Board Member notifies the Club in writing that he/she resigns the office.
5. The Board Member is no longer an active member of the Club or becomes otherwise ineligible in accordance with the provisions of Article III, Section 2.
6. The Board Member is expelled from the premises by the Ohio State University Ice Rink.
7. The Board member is absent from multiple Board meetings without excuse or prior notification.

ARTICLE VIII MEMBERSHIP

Section 1. **ELIGIBILITY:** General membership of the OSUFSC is limited to current students-of The Ohio State University as required by OSU Rec Sports. This organization does not discriminate on the basis of age, ancestry, color, disability, gender identity or expression, genetic information, HIV/AIDS status, military status, national origin, race, religion, sex, sexual orientation, protected veteran status, or any other bases under the law, in its activities, programs, admission, and employment. Each OSUFSC member is required to maintain current recreational club sports status through Do Sports Easy as defined by the Ohio State Recreational Sports Department. Each member is required to keep current with member dues and other payments to the Club, as well as other Club forms, in order to maintain eligibility. Each member is required to have current USFSA membership as defined by the USFSA in order to compete at USFSA intercollegiate competitions in addition to active OSUFSC membership.

Section 2. **CLASSES FOR MEMBERSHIP:** There shall be one class of membership to the Club which is as follows:

Active Club Member: a member who has registered with the Club via Do Sports Easy, has completed all required Club forms, and has paid their yearly dues. This includes members who have paid dues at a prorate.

Section 3. **APPLICATION FOR MEMBERSHIP:** Individuals interested in joining OSUFSC should complete the membership form sent out by the Secretary as well as complete the online Do Sports Easy registration required by OSU Rec Sports. The membership form will require the individual to provide their name, OSU email address, phone number, OSU BuckID number, USFSA number (if applicable), class rank, major(s)/minor(s), years skating, and skating tests passed.

Section 4. **DUES:** All members shall pay annual dues and assessments in a timely fashion and in the amount specified by the Board. Any payment received after the due date may be subject to a late charge. The annual dues will go towards ice time as well as other expenses of the club, such as for miscellaneous social events. Competing Members shall pay an additional yearly competition dues that will be put towards travel expenses and team maneuver registration. All other expenses are individual expenses and include, but are not limited to, private lessons, apparel, other miscellaneous travel expenses, and competition registration. Dues may be paid via cash, check, or Venmo and shall be collected by the Treasurer. Money collected from members will be deposited into the Figure Skating Club account and all payments for ice time will be paid from the Club account. If a member is unable to put forth the entirety of the dues by the deadline, they have the right to request reasonable accommodations as determined by the Treasurer, for example, a quarterly payment plan. Individuals interested in joining the Club will pay a predetermined hourly ice-time rate as determined by the Treasurer for the first two (2) on-ice practices that they attend, after which, they will be required to pay the entirety of the Club dues. For individuals interested in joining the Club during the second semester, their dues may be pro-rated as determined by the Treasurer. All payments are non-refundable.

Section 5. **MEMBERSHIP TERM:** The membership term shall run annually, corresponding with the OSU academic year.

Section 6. **ARREARS FOR DUES:** Any member in arrears for dues or other indebtedness shall be notified by the Treasurer in writing. If the amount is not paid in full within one (1) month thereafter, the member may be subject to reasonable disciplinary action as determined by the Board until the payment is received. This may include the inability to participate in on-ice practices, voting, exhibitions, or competitions. No member in arrears for dues or other indebtedness will be permitted to hold office or renew membership for the following year until resolved.

Section 7. **RESIGNATION:** All withdrawals from membership should be in writing. Any member must bring any arrearage, dues or other indebtedness current at the time of resignation, or the Board may take any action it deems necessary.

Section 8. **RESPONSIBILITIES FOR GUESTS:** Members shall be responsible for the conduct and indebtedness of all persons admitted to the "Club" sessions as a guest of the member. All guests must be current OSU students, must sign a waiver, and must pay for their ice time. Guests may attend two (2) on-ice practices before they are required to pay yearly dues.

Section 9. **BOARD APPROVAL AND POLICIES FOR COMPETITIONS AND EXHIBITIONS:** No member or members of the Club shall make entry in the name of the Club in any competitions or exhibitions except with the approval of the Board, or someone given this authority by them. Competing Club Members are required to follow all competition-related policies set by the Board, which may include, but are not limited to, traveling and lodging with the group and being present for each competing Club Member's event.

Section 10. **MEMBER RIGHTS:** All active Club Members have the right to skate on the weekly OSUFSC ice and participate in other club activities such as social events and exhibitions. Club Members also have the right to a copy of the current Club Constitution.

Section 11. **MEMBER VOTING RIGHTS:** All active Club Members have the right to vote in the General Election or other issues presented to the club for vote.

Section 12. **MEMBER FUNDRAISING REQUIREMENTS:** The key to success of our Club and to provide opportunities for skating and competitive events is through our fundraising efforts. To that end, each member is expected to actively participate in fundraising activities for the Club, including but not limited to securing sponsorships, grants or other funding mechanisms available to the Club, given its current tax status. Every member is responsible for participating in one fundraiser for the Club per semester. Competing members may have additional fundraising requirements as determined by the Board.

ARTICLE IX CLUB MEETINGS

Section 1. **PRACTICES:** The Club shall hold no less than one (1) on-ice and one (1) off-ice practice per week that is open to all Club Members. On-ice practices will consist of individual practice time, whereas off-ice practices will consist of group flexibility, strength, and condition exercises led by the Team Coach (or Board Member, if unavailable). General announcements will be made during practices.

Section 2. **GENERAL MEETINGS:** There shall be at least two annual General Meetings: a General Membership meeting held at the beginning of the academic year and a General Election meeting held in the Spring. These meetings are to be held at the Ohio State University Ice Rink or at such other location that the Board may establish within reasonable proximity of the Ohio State University Ice Rink if it is unavailable.

Section 3. **SPECIAL MEETINGS:** The Board shall call Special Meetings at the direction of the President, at the request of four (4) Board members, or upon the written request of ten (10) Club Members in good standing. In this event, the specific purpose of the meeting must be made known to all club members through email, along with a meeting date not to be held for at least seven (7) days after the posting thereof.

ARTICLE X DISCIPLINE

Section 1. **PROCEDURE:** Any Club Member or Members having complaint against another Club Member for the infraction of any law or rule or for conduct injurious to the welfare of the Club or a Club Member, may report the same in writing to the Board. Such complaint shall set forth the specific facts of the complaint, together with the names of witnesses, if any. After receiving such complaint, a hearing of the Board shall be held as soon as practicable to investigate the same. The complainant or complainants, and the Club Member complained of, shall receive at least seven (7) days notice of such hearing, and may call witnesses on their behalf and cross examine witnesses who testify against

the Club Member. Upon conclusion of the hearing the Board shall make a written finding of facts and shall rule upon the complaint. The statements, evidence, findings of fact and decision of the Board shall be reduced to writing and filed with the Secretary, who shall mail copies thereof to the complainant or complainants, and to the Club Member complained of. An appeal from the decision of the Board may be taken to the Club within seven (7) days thereafter, by serving upon the Secretary a written notice of such appeal. A Special Meeting shall thereupon be called for the consideration of the case, and a two-thirds vote shall be necessary to reverse the decision of the Board. The Board has the right to remove a Member of active status upon a unanimous vote in the case of a serious infraction, specifically those in which violate the OSU Student Conduct. This may include but is not limited to, hazing, bullying, harassment, and causing intentional physical harm to persons or damage to personal property.

ARTICLE XI CLUB ADVISOR

Section 1. **CLUB ADVISOR:** The Club Advisor must be a faculty member of The Ohio State University. The Club Advisor must have a working knowledge of the sport of figure skating. The Club Advisor must have the ability to meet with and coordinate with the Club officers. The Club Advisor shall be elected by a two-thirds vote of the Board. Each Club Advisor is required to maintain current status as defined by OSU Rec Sports, which may include but is not limited to, signing necessary paperwork and completing any required training.

ARTICLE XII COACHES

Section 1. **TEAM COACH:** The Board is responsible for finding a Team Coach if necessary. The Team Coach must have at least two memberships from the following three organizations – United States Figure Skating, Professional Skaters Association, or the Ice Skating Institute. The Team Coach is also required to complete the annual forms and training required by OSU Rec Sports. The Board shall determine any monetary or other payments to the Team Coach. The Team Coach will be present during on-ice practices and will lead off-ice practices. The Team Coach is expected to not frequently miss practices; absences are excused if the team Team Coach is a volunteer coach (no formal salary provided by the club) and prior notification is given. The Team Coach will also be responsible for advising competing Club Members during competition registration and assigning maneuver team elements, and is expected to be present at all competitions. The Team Coach is to show no bias amongst Club Members and shall divide their time amongst all members of the club.

Section 2. **PRIVATE COACHES:** Private coaches outside of OSUFSC are allowed to coach Club Members during Club ice time, but the club is not responsible for the arrangement or payment of these private coaches. Club members are responsible for contacting, coordinating lesson times, and paying all Private Coaches.

Section 3. **REGISTRATION OF COACHES:** All coaches who desire to provide coaching services to members of the Club on designated Club ice times or at any events held by the Club shall submit to the Board, not less than annually, current insurance

certificates covering their coaching activities and USFSA or ISI Coaches registration certificates.

**ARTICLE XIII
ADOPTION OF CONSTITUTION AND BY-LAWS**

Section 1. **NEW CLUB PROCEDURE:** The Organizing Committee shall vote on the adoption of the embodied Constitution and By-Laws.

**ARTICLE XIV
AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

Section 1. The Constitution and By-Laws may be amended by the Board by a two-thirds vote of the Board, in person or by proxy, at any regularly constituted meeting thereof. Any member in good standing may propose amendments to the Constitution at any Club meeting. Exactly one week after the proposal, a vote will be held by the Board to ratify or dismiss the proposed amendment.