

Bylaws of the Woodbury Figure Skating Club

A Member Club of
United States Figure Skating
Adopted: May 3, 1999
Revised and Approved May 18, 2004

ARTICLE I NAME AND CORPORATION

Section 1. NAME: The Organization shall be known as Woodbury Figure Skating Club (hereinafter "WFSC" or the "Club").

Section 2. INCORPORATION: The Club was incorporated under the Laws of the State of Minnesota March 1, 1999.

Section 3. OFFICERS OF INCORPORATION: The four officers of the club shall be the four officers of Incorporation.

Section 4. This club shall have its headquarters in the Bielenberg Sport Center at **4125 Tower Drive, Woodbury, MN 55125** or other such place as may be designated by the Board of Directors.

ARTICLE II PURPOSE

Section 1. PURPOSE: The purposes of the club are: to encourage the instruction, practice and advancement of the members in any or all of the disciplines of figure skating; to encourage and cultivate a spirit of fraternal spirit among ice skaters; develop each skater's interest and potential within an environment of support with the highest standards of leadership, professionalism, and good sportsmanship; and to carry out the general policies and objectives of the United States Figure Skating Association (USFS).

Section 2. DUTIES OF THE PRESIDENT: It shall be the duty of the president to take charge of the club; to preside at all meetings of the club and of the board of directors. The president shall have the entire supervision and management of the club and its property pending the action of the board of directors; the power to suspend any member for violating the bylaws or regulations of the club, pending the approval of the board; to call special meetings and club meetings.

The president, together with another designated board member, shall sign all agreements, contracts and other required documents made by the club, upon the approval of the board of directors.

Section 3. DUTIES OF VICE-PRESIDENT: It shall be the duty of the vice-president to assist the president in the discharge of their duties and in their absence, to assume their duties and officiate in their stead.

Section 4. DUTIES OF TREASURER: The treasurer shall have charge of the funds of the club, shall keep a record of all receipts and disbursements, and shall render a report to the Board at each regular meeting thereof or when requested by the president or board of directors. Disbursements shall be made by the treasurer and reviewed by the board of directions at the next regularly scheduled meeting. The Board of Directors has the power, whenever they deem it necessary to appoint an acting treasurer. The funds shall be deposited in the name of the club in a bank approved by the Board of Directors, or in securities approved by the Board of Directors. All disbursements by check shall be signed by the treasurer and approved by the board of directions at the regularly scheduled board meeting. The treasurer shall not withdraw from the club's savings account or other investment any funds earned in a prior year, except upon the vote of a majority of directors. The treasurer shall prepare a yearly financial report and budget for presentation at the Annual Meeting and make an annual financial report to the accountant for preparation of all year end filings for all government agencies, where required.

Section 5. DUTIES OF SECRETARY: It shall be the duty of the secretary to keep the "minutes of the meeting" of the club and of the Board of Directors, and to supervise all reports and documents connected with the business of the club. The secretary shall supervise the correspondence of the club and prepare and issue notices of all meetings of the club and Board of Directors.

Section 6. VACANCIES: If any of the foregoing offices become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term.

Section 7. REMOVAL: Any officer or director may be removed from office by the unanimous vote of the Directors voting at a special meeting called for this purpose, except the Director under consideration for removal shall not vote.

ARTICLE III BOARD OF DIRECTORS

Section 1. QUALIFICATION: Directors must be voting members of the corporation who have designated the corporation as their Home Club under the applicable rules of the United States Figure Skating Association (USFS) No more than one coach may serve as an official member of the board.

Section 2. NUMBER OF MEMBERS: There shall be a Board of Directors composed of nine (9) regular members of the club.

Section 3. TERM OF OFFICE: One third of the board shall be elected each year at the regular meeting of membership, and they shall serve for a period of three years. A Director may serve consecutive terms.

Section 4. VACANCIES: In the event of a vacancy on the Board of Directors, it shall be filled by vote of the remaining directors by a senior member in good standing who has been a club member for at least six (6) months. Such appointed Director shall fill the unexpired term of the vacated Director position.

Section 5. QUORUM: Two-thirds of the Board, or six (6) voting Board members, shall constitute a quorum. No official club business shall be conducted by the board without a quorum. A majority vote of all members present shall decide all questions

Section 6. MEETINGS: The Board of Directors shall meet at least once in every month during the skating season, with no less than 9 meetings during the calendar year. The date of such meetings shall be stated by the President or, in his/her absence, by the Vice-President.

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

Section 7. BOARD MEMBER LIMITATION: The office of the board member shall be ipso facto vacated:

- a) If he/she is found to be mentally incapacitated.
- b) If he/she is convicted of a felony.
- c) If by notice in writing to the Club he/she resigns his /her office.

Section 8. OFFICERS: The president, vice-president, secretary and treasurer (which offices may be combined at the board's discretion) shall be elected by the board of directors at their first regular meeting and shall hold offices for one year or until the successors are chosen. The vice president shall be elected from those with two (2) years remaining on their terms and shall serve as the President the following year if they wish. If the vice-president does not wish to serve as president, then the board shall elect another candidate to fulfill this position from those members on the board who have served at least two years. The board may elect members of the board to fill any or all offices, or elect a member who is not on the board, in which case such officer will become a member of the board ex-officio with the right to attend and take part in all board meetings, but with no right to vote. The board may appoint an assistant secretary-treasurer (one office), either from the club membership or outside of the club membership on such terms as the board may consider advisable, to assist the secretary and treasurer in their duties.

Section 9. RESIGNATION: A director may resign by written notice to the president.

Section 10. REMOVAL FOR CAUSE: If any director be declared of unsound mind by an order of court, or convicted of a felony, become ineligible for USFS membership, or shall be absent from three (3) or more meetings in any twelve (12) month period, the board may declare the office of such director vacant.

ARTICLE IV ELECTIONS

Section 1. NOMINATIONS: At the spring meeting of the membership, candidates will be nominated from the floor or from members who have expressed interest in serving on the board. The three candidates receiving the most votes shall serve for three years. Thereafter, three directors will be elected each year to replace those whose terms expire. If a directorship becomes vacant, the board shall appoint a club member as a director for the balance of the year. Voting on this appointment shall be conducted by the board of directors.

Section 2. VOTING TIE: In the event that candidates for any one vacancy shall receive an equal number of votes, a run off vote between the tied candidates shall be taken by the same spring membership meeting to determine a winner.

Section 3. METHOD OF VOTING: Each voting member shall be entitled to cast as many votes as there may be directors to be elected but may not cast more than one vote for any candidate.

ARTICLE V POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. DUTIES & POWERS: The Business and affairs of the corporation shall be managed by the board of directors which shall have all such powers of the corporation and shall do all such lawful acts and things as are permitted by law.

Section 2. AUTHORITY: The board shall have the entire authority in the management of affairs and finances of the club and shall have general control of all its property. All rights and powers connected therein shall be vested in them.

Section 3. RULES: The board shall make such rules as they deem proper respecting the use of the club's

property; prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own government and for the government of the committees appointed by them.

Section 4. APPROPRIATIONS: All appropriations from the funds of the club shall be made by the board of directors.

Section 5. AUDITS: The board shall audit records of the secretary, treasurer, and of the committees. They shall appoint or secure the services of a qualified individual to audit the books and records of the treasurer.

Section 6. INDEBTEDNESS: The board shall have power to limit the indebtedness of a member of the club.

Section 7. CANDIDATES FOR MEMBERSHIP: The board shall accept for membership in the club, as hereinafter provided, such candidates as they consider acceptable. No rejected candidate shall be eligible for membership within six months after rejection. Rejection of membership may not be discriminatory for race, age or religious preference.

Section 8. SUSPEND OR EXPEL: The board shall have the power to suspend or expel any member for violations of the constitution and bylaws or for conduct which they shall deem improper, but no member shall be expelled or suspended without the right to a hearing before the WFSC board of directors.

Section 9. READMIT TO MEMBERSHIP: The board may, at a regular meeting, readmit to membership, without the payment of a second initiation fee, any former member whose resignation has been fully accepted. No rejected candidate shall be again proposed for reinstatement within six months after rejection.

Section 10. DROP AND REINSTATE TO MEMBERSHIP: The board may, as hereinafter provided, drop from membership and may also reinstate such members as hereinafter provided.

Section 11. STANDING COMMITTEE: The board shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as shall seem to them, necessary.

SECTION 12. USFS DELEGATE: The board shall appoint from among its registered members eligible, a number of delegates in proportion to the total number of registered members of such member club during the preceding fiscal year as specified in the USFS Bylaws, Article XV. The delegates shall be representatives between the club and the Association and shall attend the USFS Governing Council meeting, either in person or by proxy. Said club shall file a certificate of such appointment with the Association and the Association shall provide the certificate.

Section 13. CLERICAL ASSISTANCE: The board shall have authority to make, in their discretion, appropriations for clerical assistance to the secretary and/or treasurer.

Section 14. EXPENDITURES AND REVENUE: The board shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet said expenditures.

ARTICLE VI MEMBERSHIP

Section 1. GEOGRAPHICAL SCOPE: Membership is open to anyone and shall not be restricted to residents of the City of Woodbury, MN and its surrounding communities.

Section 2. ELIGIBILITY: Candidates for membership shall be individuals interested in the goals of the club who conform to the definition of eligible or ineligible skaters as specified in the rules and constitution of the United States Figure Skating Association (USFS).

Section 3. CLASSES FOR MEMBERSHIP: The Corporation shall have the following classes of membership:

- a. Senior Members, who shall have attained the age of eighteen years as of the first day of October of the current membership year, who shall have all privileges.
- b. Home Club Members, who are under the age of eighteen years as of the first day of October of the current membership year and shall have all privileges.
- c. Associate Members, who shall not hold office and shall have no other privileges except skating.
- d. Honorary Members, who may be conferred by the unanimous vote of all members of the Board of Directors and who shall be exempt from initiation fees and dues.

Section 4. APPLICATION FOR MEMBERSHIP: Candidates for membership must apply in writing according to club procedures. Dues are payable upon application. Annual memberships run concurrently with USFS annual membership dates and are renewable each year regardless of when the previous year's membership began. Applications shall include an agreement to abide by the constitution, bylaws, and rules of the club.

Applications for membership with appropriate fees shall be submitted to the membership chair. Ineligible persons may be members but cannot be a director or officer of the club.

Section 5. ARREARS FOR DUES: Arrears shall be defined as a failure to pay on or before the due date. Any member in arrears for dues or other indebtedness shall be notified by mail by the secretary at last known address. If the amount is not paid in full within one month thereafter, the name of the delinquent shall be reported by the secretary to the board of directors at their next meeting. The board of directors may drop from membership any name of such delinquent member. A member dropped from membership for non-payment of dues, or other indebtedness, may, upon payment of same, at the discretion of the board of directors, be reinstated to full membership.

Members determined to be not in good standing shall be reported as such to the United States Figure Skating Association (USFS).

Section 6. ARREARS FOR DUES RESTRICTIONS: No member in arrears for dues or other indebtedness, shall be eligible to hold office, or entitled to vote, or to enter in any club tests, exhibitions or competitions in the name of the club.

Section 7. RESIGNATION: Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his/her membership to the secretary, who shall report the same to the board of directors at their next meeting for their action.

Section 8. HONORARY MEMBERS: Honorary members may be elected at any meeting of the club after recommendations by the board of directors by 2/3 majority vote.

An honorary member shall be free from initiation fee, dues and/or assessments. They may represent the club in exhibitions and attend ice skating sessions under the same rules governing active members. They shall not be nominated or elected to office or a member of the board of directors, but may be appointed by the board to fill a vacancy, where, only, they shall have a vote. Honorary members have no vote unless otherwise provided. They shall have no claim on the assets or property of the club. They may represent the club in competitions.

Section 9. RESPONSIBILITIES FOR GUESTS: Members shall be responsible for the conduct and indebtedness of all persons admitted to the club's property at their request.

Section 10. BOARD APPROVAL FOR COMPETITION AND EXHIBITION: No member or members of the club shall make entry in the name of the club in competition except with the approval of the board of directors, or someone given this authority by them.

Section 11. TERMINATION & SUSPENSION OF MEMBERSHIP: Membership may be terminated or suspended by the board of directors for failing to pay dues or other indebtedness to the corporation, or for violating the articles of incorporation, bylaws or rules and regulations of the corporation. Termination and/or suspension of membership do not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise. Involuntary termination and/or suspension of membership shall occur only after following procedures set forth in Article IX, Discipline.

Section 12. VOTING RIGHTS: The board of directors shall determine the classes of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions and conditions applicable to each class or membership. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions. Each voting member or the corporation satisfying the criteria set by the board of directors for voting membership shall be entitled to one vote. Voting by proxy shall not be permitted.

Section 13. CONFLICT RESOLUTION: If any club member(s) has a complaint against another member for an infraction of any of the bylaws or rules other than the skating rules, they may file such a complaint in writing to the board of directors. Such complaints will be investigated according to the adopted conflict resolution guidelines set out by pages 8-11 of the USFS Conflict Management and Resolution Guide" on file with WFSC. The WFSC board of directors will determine the resolution.

ARTICLE VII CLUB MEETINGS

Section 1. TIME: There shall be at least one annual stated club membership meeting each year. An annual stated meeting shall be held in the spring. It is expected that all club members and parent(s)/guardian(s) will attend this meeting.

Section 2. SPECIAL MEETINGS: The secretary shall call special meetings at the direction of the president, or upon the written request of five (5) club members in good standing.

Section 3. QUORUM: Twenty percent (20%) of all members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business.

Section 4. NOTICES: Notices of stated and special meetings shall be posted on the club bulletin board and on the club website. Special meeting notices shall be mailed by the secretary to every member at least ten (10) days in advance thereof, and/or shall be posted by the secretary for the same length of time on the club bulletin board.

Section 5. SPECIAL MEETING LIMITATION: No business shall be transacted at a special meeting except that of which notice was given.

Section 6. MEMBERSHIP LIST: The Secretary or his or her agent shall make available at each regular and special meeting of the membership a complete list of the Voting Members, arranged in alphabetical

order. Such list shall be open at the place where such meeting is held and shall be subject to examination by any voting member in attendance at such meeting.

Section 7. ROBERT'S RULES OF ORDER NEWLY REVISED: All questions of parliamentary practice not herein provided for, shall be determined in accordance with Robert's Rules of Order Newly Revised. Except as otherwise provided, all questions shall be determined by a majority vote.

ARTICLE VIII DISCIPLINE

Section 1. TERMINATION: The board of directors shall have the power to terminate or suspend membership in the corporation in accord with policy and procedures set forth in the bylaws.

Section 2. COMPLAINTS: Any member or members having complaint against another member for the infraction of any law or rule, or for conduct injurious to the club, may report the same, in writing, to the board of directors. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the board of directors shall be held as soon as practicable to investigate the same. All parties involved shall be notified at least seven (7) days prior to a hearing date.

Section 3. HEARING: The board of directors shall set a hearing date and give all parties at least seven (7) days written notice prior to such date. The board of directors shall establish rules of procedure for such hearing, which will be provided to all parties at least five (5) days prior to the hearing. Both the complainant and the person complained against will have the right to present evidence. The board of Directors will vote within 24 hours of such hearing on any action to be taken. The decision of the board shall be reduced to writing and shall provide reasons for the decision. The decision of the board will be final.

Section 4. NOTICE: Any notice required by this section shall be given by any method reasonable calculated to provide actual notice, provided that in the event any notice is given by mail, it is given by first class or registered mail to the last known address of the involved member of the club according to corporate record.

ARTICLE IX FEES, DUES AND ASSESSMENTS

Section 1. FEES: The annual dues payable to the corporation shall be in such amount as determined from time to time by the board of directors.

Section 2. SUBSCRIPTION TO SKATING MAGAZINE: One subscription per family living at the same address is included in the registration fees and increases general interest in the sport if read by all members.

Section 3. PROSPECTIVE MEMBERS: A prospective member may be admitted to three club sessions per season provided they are accompanied in person by a club member who in turn introduces them to the chair of the membership committee, or in the absence of the chair, to one of the committee members, at each session attended.

Section 4. GUESTS: A visiting skater from an out of town USFS member club or a USFS individual member may make arrangements to skate on club ice while visiting.

ARTICLE X ADOPTION OF BY-LAWS

Section 1. NEW CLUB PROCEDURE: An acting chair shall call the club together and request the adoption of the embodied constitution and bylaws. Nominations shall be requested from the floor for board members. Method of voting shall be as herein provided for.

Section 2. EXISTING CLUB PROCEDURES: The president shall call the club together and request the adoption of the embodied constitution and bylaws.

ARTICLE XI DISPOSITION OF ASSETS

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Woodbury Figure Skating Club may be made by the Board of Directors upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, as may be authorized by them, provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets shall be authorized only upon receiving the vote of a majority of the members of the Board of Directors, and further provided that such disposition is not inconsistent with the provisions of Article XIII hereof or the articles of incorporation on the Woodbury Figure Skating Club, as amended from time to time.

ARTICLE XII DISSOLUTION

In the event of the dissolution of the Woodbury Figure Skating Club for any reason, all of its assets and property shall be distributed, or sold and the proceeds thereof distributed, to the organization which shall be a successor to the Woodbury Figure Skating Club, provided that such organization shall first have obtained a ruling exempting it from Federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986, as amended, or under the corresponding provisions of any subsequent federal tax laws (the "Code"), as an organization of the type described in Section 501(c)(3) of the Code, and if such successor organization has not obtained such ruling within a reasonable time following its establishment, or if there shall be no successor to the Woodbury Figure Skating Club, then all of the Woodbury Figure Skating Club's assets and property shall be distributed, or sold and the proceeds thereof distributed, to or among such one or more organizations as may be selected by the Board of Directors as organizations having objects and purposes similar or related to those of the Woodbury Figure Skating Club, provided that no distributions shall be made to an organization which does not have a ruling exempting such organization from Federal income taxation as described above and provided further that in no event shall any part of such assets or property, or the proceeds of sale thereof, be distributed to or insure to the benefit of any member or of any individual.

The procedure for dissolution shall be as provided by and in the Minnesota Nonprofit Corporation Statutes, as hereafter amended from time to time, and the corresponding provisions of any subsequent law.

ARTICLE XIII AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended by a 2/3 vote of the voting members, of the club, in person, at a regularly scheduled meeting of the club.

Amended: 5/13/03
5/18/04

Approved: 5/18/2004