

Bylaws of the Breezy Point Figure Skating Club
Member Club of
United States Figure Skating
Adopted Effective: June 10, 2006

ARTICLE I
NAME AND CORPORATION

Section 1. Name. The organization shall be known as the Breezy Point Figure Skating Club (hereafter “the Club”).

Section 2. Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the State of Minnesota.

Section 3. Seal. This corporation shall not have a seal.

Section 4. Registered Office. This Club shall have its headquarters and registered office in the Breezy Point Ice Arena in Breezy Point, Minnesota or such other place as may be designated by the Board of Directors (hereafter the “Board”).

ARTICLE II
PURPOSE

Section 1. Mission. The purposes of the Club are to: provide high quality instruction in the disciplines of figure skating, develop each skater’s potential in an environment of support with the highest standards of leadership and professionalism, and conduct its affairs in a manner consistent with the policies and procedures of United States Figure Skating.

ARTICLE III
MEMBERS

Section 1. Applicants. Candidates for membership shall be individuals interested in the objectives of the Club.

Section 2. Classes of Membership.

- a. **Home Club Member** – Members of the Club with full skating and voting privileges who have designated a Breezy Point professional figure skating instructor and have specified the Breezy Point Figure Skating Club as their Home Club with U.S. Figure Skating. Annual Home Club membership dues shall include membership in U.S. Figure Skating.

- b. **Associate Member** – Members of the Club for the purpose of skating privileges who have designated a Breezy Point professional figure skating instructor and have specified a club other than Breezy Point as their Home Club with U.S. Figure Skating. Associate Members must be a U.S. Figure Skating member and shall have no voting rights.
- c. **Sustaining Member** - Members of the Club who play a sustaining role in the Club and wish to show support of the mission of the Club. Sustaining Members have full voting privileges but no skating privileges, except for Breezy Point Professionals.

Section 3. Application for Membership. Application for admission, with appropriate fees, shall be submitted to the Board for approval. Applications for Home Club and Associate Members must include: the name of the skater's Breezy Point professional figure skating instructor who is authorized and agrees to teach said proposed member on ice purchased by the Club, appropriate dues and/or fees, and a signed waiver of claims and demands against the Club arising out of accidents or injuries sustained during skating sessions. The Board shall vote on membership applications within sixty (60) days of receipt. No person shall be elected a member if three (3) or more members of the Board shall object to the election of such a person. Rejection may not be discriminatory as to race, age, sex, or religious preference.

Section 4. Voting Rights. Members are entitled to vote and have equal rights and preferences in matters except to the following extent:

- a. Home Club and Sustaining Members at least sixteen (16) years of age will be entitled to one (1) vote per issue or position.
- b. For those Home Club Members less than sixteen (16) years of age, one parent or legal guardian, as designated on the application of such a Member, shall be entitled to one (1) vote.
- c. Associate Members shall have no vote.
- d. No person shall be entitled to more than one vote even though he/she may be a part of more than one membership class, or have rights with respect to more than one member.
- e. No proxy voting shall be allowed.
- f. Voting shall not be on a cumulative basis. Each member with voting rights is entitled to one vote on each issue/nominee/amendment voted on by the members, i.e. one vote for each nominee.

Section 5. Fiscal Year/Term. The term of Membership shall be one year and shall run from July 1 through June 30 or until such time as the Board adopts a different fiscal year.

Section 6. Termination. Membership shall terminate at the end of the stated term of membership or at any other time at the discretion of the Board. However, a member shall not be expelled or suspended, except pursuant to a procedure that is fair and reasonable, and is carried out in good faith. A membership may not be terminated or suspended before the end of the stated term, other than for nonpayment of dues, fees, or assessments, except where the member is given:

- a. Not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons therefore;
- b. An opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the Board, who shall then determine whether or not the proposed expulsion, termination, or suspension shall take place.

Section 7. Fees/Dues/Assessments. The annual dues payable to the Club shall be in such amount as determined from time to time by the Board. Such rates shall be uniform as to each class, except at its discretion, the Board shall have the power to reduce or waive the dues for specific members or classes of members in such cases, and for such periods as it deems advisable. All annual dues, fees, assessments, and regular billings shall be payable at the opening of the skating season, or upon presentation of a statement. A member may be expelled or suspended and a membership may be terminated before the end of the stated fixed term without a hearing where the member has not paid the required dues, fees, or assessments.

ARTICLE IV **CLUB MEETINGS**

Section 1. Quorum Twenty percent (20%) of the total voting membership shall constitute a quorum at all annual and special meetings, including meetings to adopt or amend the Bylaws. The Board shall establish the total number of voting members prior to any annual or special meeting. In the absence of a quorum, the meeting may be adjourned from time to time until a quorum is present. If a quorum is present when a meeting is convened, a discussion of issues and vote of the membership may be held even though withdrawal of voting members leaves less than the number otherwise required for a quorum. (See voting rights in Article III, Section 4.)

Section 2. Annual Meeting. Annual meetings shall be held for the purpose of electing Directors and for the transaction of any other business that may properly come before the meeting. Regular annual meetings of voting members shall be held at or about the close of the Club's fiscal year, at such day and time as the Board shall determine. Written notice of all regular member meetings must be given to members at least ten (10) and not more than thirty (30) days before the meeting. The notice must contain the date, time, and place of the meeting.

Section 3. Annual Meeting Demand by Members.

- a. Who May Call. If a regular annual meeting of voting Members has not been held during the preceding fifteen (15) months, at least twenty percent (20%) of members with voting rights may demand a regular annual meeting of the members by written notice of demand given to the President or the Secretary of the Club
- b. Notice. Within fifteen (15) days after receipt of the demand, the Board shall cause a regular annual meeting of members to be called and held at the expense of the Club, on notice no later than forty-five (45) days after receipt of the demand. If the Board fails to cause a meeting to be called and held as required, the members with voting rights making the demand may call the meeting at the expense of the Club by giving notice to every voting member.
- c. Location. If an annual meeting of members is made by demand, the meeting must be held within twenty-five (25) miles of the Club's registered office.

Section 4. Special Meetings of Voting Membership

- a. Who May Call. The Club shall hold a special meeting of members at the demand of the President, any two (2) or more Board members, or if at least twenty-five (25) members with voting rights or twenty percent (20%) of the members with voting rights, whichever is less, sign, date, and deliver to the President or the Secretary one or more written demands for the meeting describing the purpose(s) for which it is to be held.
- b. Notice. Within fifteen (15) days after receipt of a demand for a special meeting from the voting members, the Board shall cause a special meeting to be called and held, on notice no later than forty-five (45) days after receipt of the demand, at the expense of the Club. If the Board fails to cause a special meeting to be called and held as required by this sub-division, voting members making the demand may call the meeting by giving notice to every voting member at the expense of the Club.
- c. Location. If a special meeting is demanded by the members, the meeting must be held within twenty-five (25) miles of the Club's registered office.
- d. Notice Requirements; Business Limited. The notice of a special meeting must contain a statement of the purposes(s) of the meeting. No business shall be transacted at a special meeting, except that of which notice is given.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Number of Members. The Board of Directors shall initially be composed of seven (7) members. Thereafter, the number of directors may be varied, at the discretion of the Board, between a minimum of seven (7) and a maximum of thirteen (13), provided that there should always be an odd number of directors. Directors must be Home Club and/or Sustaining Members of the Club.

Section 2. Term of Directors. Directors, after the initial terms, as described herein, shall serve a term of two (2) years. At the first meeting of the Club, following the adoption of these Bylaws, classification of the directors shall be made by dividing them into two (2) classes. The term of office of the directors constituting the first class, shall expire at the first annual meeting of the Club held thereafter; the term of office of the directors constituting the second class, shall expire at the second annual meeting thereafter. At each annual meeting thereafter, the numbers of directors equal to the number of the class whose term expires at the time of such meeting shall be elected. Each director shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation, or removal. No director may be elected to serve more than two (2) consecutive terms, but a director may be elected to serve two (2) consecutive terms after being appointed to fill a vacancy in a directorship.

Section 2. Nomination. At a time reasonably in advance of each annual meeting of the Club, the President shall appoint a nominating committee consisting of no less than three (3) of the directors whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine a list of nominees to stand for election as directors to fill the positions of those directors whose terms shall expire at the annual meeting. The number of nominees may be greater than the number of vacancies to be filled and shall include any member recommended to the Nominating Committee in writing by at least two (2) voting members of the Club, provided that such recommendation is received by the Nominating Committee not less than ten (10) days prior to the scheduled mailing of the ballots so described in Article V, Section 5, below. Notwithstanding anything hereinabove to the contrary, any nominee for election as a director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected.

Section 3. Removal. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than ten (10), and not more than thirty (30) days notice of such meeting, stating that the removal of such director is to be on the agenda for such meeting, shall be given to each director.

Section 4. Retirement, Death, Resignation. No member of the Board, retiring after serving the maximum allowed number of consecutive terms, will be eligible for re-election for one (1) year from the date of retirement. A director may resign at any time by giving notice of his or her resignation to the Club. The resignation is effective when received by the Club unless a later date has been specified in the notice. In the event of the death, removal, or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 5. Election of the Board of Directors-Procedure. Upon determining the nominees for position of director of the Club, the nominees' names will be put on the

ballot in alphabetical order during the even years and in reverse alphabetical order during the odd years. The ballots along with the voting instructions shall be mailed to the voting Club members no later than twenty-one (21) days prior to the date of the election. The Club members then may return their ballots by either mailing them to the Club (postmarked no later than five (5) days prior to the meeting) or putting them in the ballot box provided at the annual meeting. In order to insure the secrecy of the ballot, a dual envelope method may be utilized whereby the ballot is placed inside a blank envelope, which is placed inside a second envelope which contains the Club member's signature. The nominating committee, which shall also serve as the election judge, will remove the ballots from the outer envelopes after first checking the member's name off on the Club member list. Write-in candidates will be accepted and counted. The nominees equal to the number of vacancies with the most votes will then be directors for the following two (2) years.

Section 6. Authority. The business of the Club shall be managed by or under the direction of the Board elected by the Club members, which shall have the entire authority in the management of affairs and finances of the Club, and shall have general control of its property. All rights and power connected therein shall be vested in them. The Board shall make such rules as it deems proper respecting the use of the Club's property, i. e., prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for its own government; and for the government of the committees appointed by it.

Section 7. Quorum. At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by law or these Bylaws, the affirmative vote of the majority of directors present at a duly held meeting shall be sufficient for any action.

Section 8. Written Action. Any action required or permitted to be taken at a meeting of the Board may be taken by unanimous written action signed by all of the Board.

Section 9. Meetings. The Board shall meet at least nine (9) times during the fiscal year. The date, time, and location of such meetings shall be set by the President or, in his or her absence, by the ranking Vice-President, who shall cause notice thereof to be communicated to the Board in writing, at least five (5) days prior to a meeting.

Section 10. Special Meetings. Special meetings of the Board may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose(s) of the meeting. The President shall set the date for the special meeting within three (3) working days of receiving such a request and shall cause there to be given to all Board members not less than five (5), nor more than thirty (30) days' written notice of the time, place, and purpose(s) of such special meeting. No business shall be transacted at a special meeting except that of which notice was given.

Section 11. Waiver of Notice. Any director may execute a written waiver of notice of any meeting either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 12. Notice Whenever under the provisions of these Bylaws, notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by U.S. mail addressed to such director or committee member at his or her last known address, and such notice shall be deemed to have been given when mailed.

Section 13. Committees. The Board may establish one or more committees having the authority of the Board in the management of the business of the Club to the extent determined by the Board.

Section 14. Director Compensation. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for authorized expenses incurred on behalf of the Club.

ARTICLE VI **OFFICERS**

Section 1. Titles. The officers shall be the President, Vice-President, Secretary, and Treasurer. All officers must be registered members of U.S. Figure Skating and also either Breezy Point Figure Skating Club Home Club or Sustaining members. More than one person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary.

Section 2. Officers. The officers shall be Members of the Board and shall be elected by the new Board at a meeting held as soon as reasonably possible after the annual election of new Directors.

Section 3. Additional Officers. The Board may at any time also elect or appoint such additional officers as the Board deems advisable to perform such functions and duties and with such powers and discretion as the board may prescribe. All officers shall serve without compensation.

Section 4. Duties of the President. It shall be the duty of the President to be the chief executive of the club, including being responsible for the day-to-day operations of the Club, and to preside at all meetings of the Club and of the Board. In addition, he or she shall perform such other duties as may be determined from time to time by the Board such as calling special meetings and Club meetings. Upon approval of the Board, the

President, together with the Secretary, shall sign all agreements and contracts made by the Club. When necessary, the President shall certify proceedings of the Board and members. The President shall maintain records of the Club for at least six (6) years. Destruction of Club records shall only take place after Board approval.

Section 5. Duties of the Vice-President. It shall be the duty of the Vice-President to assist the President in the discharge of his or her duties. In case of the President's absence, or inability or refusal to act, the Vice-President shall assume the duties and officiate in her of her stead, but only as long as such absence or inability continues.

Section 6. Duties of the Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies, and disbursing Club funds as authorized. Specifically, the Treasurer shall: (1) Prepare an annual budget of estimated income, income expense, and capital expense for presentation to, and approval of, or by the Board; (2) Keep accurate financial records for the Club; (3) Deposit money drafts and checks in the name of and to the credit of the Club; (4) Endorse deposits for notes, checks, and drafts received by the Club, as ordered by the Board; (5) Disburse Club funds and issue checks and drafts in the name of the Club, as ordered by the Board; and (6) Upon request, provide the President and the Board, an account of transactions by the Treasurer and of the financial condition of the Club. The Treasurer shall perform such other duties as may be determined from time to time by the Board.

ARTICLE VII **US FIGURE SKATING DELEGATES**

The Board shall appoint, from among its registered eligible members of the Club, a number of delegates in proportion to the total number of registered members of the Club during the preceding fiscal year as specified in the U.S. Figure Skating Bylaws, Article XV. The delegate(s) shall be representative(s) between the Club and U.S. Figure Skating and shall attend the U.S. Figure Skating Governing Council meeting, either in person or by proxy. U.S. Figure Skating shall provide the certificate, which must be filed by the Club with US Figure Skating.

ARTICLE VIII **CLUB PROFESSIONAL**

The President and Board may contract with a Club Professional Figure Skating consultant. A one (1) year contract may be offered by the Board for professional figure skating consulting services with an experienced member of the Professional Skating Association. Such person may consult with the Board by providing information and recommendations of the needs of the Club for professional figure skating instruction. The professional may also advise the Board of any duties, obligations, or responsibilities of the Club to professional figure skating instructors teaching on Club ice. The Club

professional will be reviewed annually by the Board. A written agreement shall state the reasonable expectations of the parties. The Club professional, or assigned representative, shall be present as a non-voting participant at all regularly scheduled Board meetings.

ARTICLE IX

STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 1. Good Faith. It is the responsibility of each officer and director of this Club to discharge his or her duties in good faith, in a manner the person reasonably believes to be in the best interests of this Club, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. Contracts. A contract or other transaction between this Club and one or more of its directors, or between this Club and an organization in or of which one or more of this Club's directors are directors, officers, or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved, or ratified if:

- a. The contract or transaction was fair and reasonable as to the Club at the time it was authorized, approved, or ratified; or
- b. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorized, approves, or ratifies the contract or transaction in good faith by a majority of the Board or committee. However, the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section: A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE X

CONFLICTS OF INTEREST

Section 1. Definition. Conflicting interest transaction means a contract transaction of other financial relationship between the Club and a Director of the Club or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the club is a director or officer or has a financial interest, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a

Director has a beneficial interest, or an entity in which a party related to a director, officer, or has a financial interest.

Section 2. Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or party related to a Director or an entity in which a Director of the Club is a Director or Officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if (1) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorized, approves or ratifies the conflicting interest transaction by the affirmative vote of a than a quorum; or (2) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (3) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence or a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 3. Loans. The Club shall make no loans to its Directors or Officers. Any Director or Officer who assents to or participates in the making of such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE XI **CONFLICT RESOLUTION**

If any member of the Club has a complaint against any other member of the Club for an infraction of any Bylaw, rule, or policy, or procedure of the Club, they may file such a complaint in writing to the Board of Directors. Such complaints will be investigated according to the Club's adopted conflict resolution policy.

ARTICLE XII **INDEMNIFICATION**

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceedings, by

or in the right of the Club, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the Club, shall be indemnified, subject to receiving the affirmative vote of a majority of the Board upon receipt of the notice. The vote of the Board shall be solely for the purpose of determining whether or not the demand is within the scope of the indemnification provided for under this Section and the Act. Such indemnification shall be granted if the Board determines that the demand is within the scope of this Section and the Act. The indemnification provided by the Article shall inure to the benefit of the heirs, executors, and administrators of such director or officer and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of the provision of the Bylaws.

ARTICLE XIII **AMENDMENT OF BYLAWS**

These Bylaws may be adopted or amended by a majority vote of all voting members of the Club present at any annual meeting or at any special meeting members call for such purpose. A special meeting to adopt or amend a Bylaw may be called by the request of a majority of the Board or upon petition by the majority of the voting membership. The petition must be presented to the Board, who will in turn notify the members of a special meeting. The Board shall present the Bylaw or the amendment of the Bylaws, for consideration by the membership, by Resolution setting forth the proposed Bylaw or amendment. Notice of the meeting of members, stating the purpose, shall be given to each member entitled to vote in the proposed amendment, and to each officer and director, regardless of his or her voting rights.

ARTICLE XIV **CLUB RECORDS**

Section 1. Records. The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings or members, the Board of Directors or any committee. The Club shall also maintain the following records: (1) appropriate accounting records; (2) its records of incorporation and Bylaws; (3) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any; (4) a list of the names and business or home addresses of its current Directors and Officers; (5) a copy of its most recent corporate report delivered to the State; (6) a record of its members which permits preparation of a list of the names and addresses of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (7) all written communications within the past three (3) years to

members; and (8) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 2. Inspection and Copying of Club Records. Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 1 of this Article, a member, their agent or attorney, is entitled to inspect and copy such records during regular business hours at the Club's principal office. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these records must also meet the following requirements: (1) the member must have been member at least three (3) months immediately preceding the demand; (2) the demand must be made in good faith and for a proper purpose; (3) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (4) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by these Bylaws.

Section 3. Limitations on Use of Membership List. Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (1) obtained or used by any person for any purpose unrelated to a member's interest as a member, (2) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election of the Club; (3) used for any commercial purpose; or (4) sold or purchased by any person.