

Amended Bylaws
The Duluth Figure Skating Club, Incorporated

Member Club of
The United States Figure Skating Association

Adopted: November 2020

ARTICLE I
NAME AND CORPORATION

Section 1. NAME: The Organization shall be known as the Duluth Figure Skating Club (hereinafter Club).

Section 2. INCORPORATION: The Club was incorporated under the Laws of the State of Minnesota on June 5, 1941.

Section 3. OFFICERS OF INCORPORATION: The four officers of the Club are the four officers of incorporation.

ARTICLE II
PURPOSE

Section 1. PURPOSE: The purpose of the Club is: to encourage in 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 feeling among ice skaters; and to carry out the general policies and objectives of the United States Figure Skating Association.

Section 2. RELATIONSHIP WITH USFSA: The Club is a permanent member club of the United States Figure Skating Association (hereinafter USFSA). Which is the national governing body in the sport of amateur figure skating on ice and which is itself a charitable, educational and qualified amateur sports organization under Section 501©(3) of the Internal Revenue Code of 1954. The Club shall therefore promoted figure skating on ice on an amateur basis for the good of the sport and shall conduct its affairs in full accord with the bylaws, rules and policies of the USFSA; provided, however, that if any of the bylaws, rules and regulations of the USFSA should be or become inconsistent with, or contrary to, the laws of the United States of the State of Minnesota, as applied to the Club as a not-for-profit tax-exempt organization, then the affairs of the Club shall be conducted in accordance with applicable federal and state law.

ARTICLE III
OFFICERS

Section 1. OFFICERS: The officers shall be president, vice-president, secretary and treasurer. The offices of secretary and treasurer may be combined. All officers must be registered members of the USFSA who have designated the corporation as their home club.

Section 2. TERM OF OFFICE: Each officer shall serve a term of one year.

Section 3. METHOD OF ELECTION: See Article V, Sections 4 and 5.

ARTICLE IV DUTIES OF OFFICERS

Section 1. DUTIES OF 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: with the power to call special meetings and Club meetings. The president shall act as the spokesperson and representative of the Club in all dealings with other persons, firms and organizations unless the president or the board of directors expressly authorizes some other person to act in that capacity. The president, together with another designated board member, shall sign all agreements and contracts made by the Club, upon the approval of the board of directors. The president shall countersign all checks issued by the Club.

Section 2. DUTIES OF VICE-PRESIDENT: The vice president shall assume and perform the duties of the president in his or her absence and shall possess such other powers and perform such other duties as the board of directors may direct.

Section 3. DUTIES OF THE 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 written report when requested by the president or board of directors. Disbursement shall be made only upon vouchers approved by the board of directors. The board of directors has the power, whenever it deems 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 the president or another designated officer or member of the board of directors.

Section 4. DUTIES OF SECRETARY: The secretary shall keep an accurate record of all transactions and activities of the Club, shall prepare and maintain minutes of meetings of the board of directors and the membership, shall safeguard and keep the corporate records and correspondence of the Club, and shall perform such other duties as may be prescribed from time to time by the board of directors. The secretary shall be responsible for the giving of all notices required by these bylaws, and together with the president, shall execute all contracts and other legal documents to which the Club is party.

ARTICLE V 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, except that one director may be an associate member who, in addition to regular director duties, also serves as a liaison between the Club and another figure skating club.

Section 2. NUMBER OF MEMBERS: There shall be a board of directors composed of twelve voting members of the Club. The president shall be elected by the board.

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

Section 4. NOMINATIONS: The candidates for the board shall be nominated by a nominating committee elected by the board of directors and elected by nomination in a regular meeting of the membership. If a directorship becomes vacant, the board shall appoint a Club member as a director for the balance of the year. At the next regular meeting of the membership, a director shall be elected for the un- expired term, if any.

Section 5. ELECTION BY BOARD: The Vice-president, secretary and treasurer (which offices may be combined at the board's discretion) shall be elected by the board of directors by ballot at their first regular meeting and shall hold office for one year or until their successors are chosen. The board may elect members of the board to fill any or all offices or may 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 6. ELECTION AT ANNUAL MEETING: PRESIDENT: The president shall be elected at a board meeting of the Club and shall hold office for one year, following the annual meeting of the Club. BOARD OF DIRECTORS: Four (4) members of the board of directors shall be elected at the annual meeting of the Club and shall hold office for three years, beginning with the next regular board meeting, or until their successors are elected. METHOD OF VOTING: Vote shall be by ballot, and the one receiving the greatest number shall be elected.

Section 7. RESIGNATION: A director may resign by written notice to the president.

Section 8. REMOVAL FOR CAUSE: If any director be declared of unsound mind by a final order of court, be convicted of a felony, or be absent from three (3) or more meetings in any 12-month period, the board may declare the office of the director vacant.

ARTICLE VI
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. BOARD MEETINGS: The board of directors shall meet regularly at such times as may be necessary in order to ensure the orderly transaction of the business of the Club, with no less than nine (9) meetings during the calendar year. The date of such meetings shall be stated by the president or, in the president's absence, by the vice-president. Notice of regular board meetings shall be given to each director at least forty-eight (48) hours prior to the time of the meeting. Any four (4) members of the board may call a special board meeting upon written notice to all the members of the board of directors at least forty-eight (48) hours prior to the meeting. The notice shall state the date of the meeting, the purpose of which the meeting is called, and the names of the four (4) members requesting the meeting.

Section 3. QUORUM: One half of the board shall constitute a quorum.

Section 4. 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 of the Club's property. All rights and powers connected therein shall be vested in the board.

Section 5. RULES: The board shall make such rules as it deems 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 its own government and for the government of the committees appointed by the board.

Section 6. APPROPRIATIONS: All appropriations from the funds of the Club shall be made by the board of directors.

Section 7. AUDITS: The board shall audit records of the secretary and of the committees. It shall appoint or secure the services of a qualified individual to audit the books and records of the treasurer.

Section 8. INDEBTEDNESS: The board shall have power to limit the indebtedness to the Club by a member of the Club.

Section 9. SUSPEND OR EXPEL: The board shall have the power to suspend or expel any member of the Club for violations of the constitution and bylaws or for conduct which the board shall deem improper, but no member shall be expelled or suspended without the right to a hearing.

Section 10. 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. Such readmission must be by ballot, and two negative votes shall reject. No rejected candidate shall be again proposed for reinstatement within six (6) months after rejection.

Section 11. DROP AND REINSTATE TO MEMBERSHIP: The board may, as hereinafter provided, drop from the roll any delinquent member and, also, may reinstate such member as hereinafter provided.

Section 12. STANDING COMMITTEES: The board shall appoint all standing committees with full authority over them, except as hereinafter provided, and shall appoint such other committees as it deems necessary.

Section 13. USFSA DELEGATE: The board shall appoint from among its registered eligible members, 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 USFSA Bylaws, Article XV). The delegates shall be representatives between the Club and the USFSA and shall attend the USFSA Governing Council meeting, either in person or by proxy.

Section 14. CLERICAL ASSISTANCE: The board, in its discretion, shall have authority to make appropriations for clerical assistance to the secretary and/or treasurer.

Section 15. 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 the same.

ARTICLE VII MEMBERSHIP

Section 1. CLASSES FOR MEMBERSHIP: The corporation shall have such classes of membership as are established from time to time by: the board of directors. Classes of membership may include, but not be limited to the following:

a. Individual Memberships: Individual members of the Club shall consist of amateur figure skaters and reinstated amateur figure skaters who actively participate in the on-ice activities of the Club. The board of directors, at its discretion, may create special categories of individual membership for persons who desire to participate in only some of the Club's skating activities or in all activities but on a limited basis. All individual members shall be current members in good standing of the USFSA.

b. Family Memberships: Family members of the Club shall consist of the parents and/or legal guardians and all unmarried children less than 19 years of age, residing at the same residence, at least one of whom is an amateur figure skater or a reinstated amateur figure skater

who actively participates in the on-ice activities of the Club. At least one family member shall be a current member in good standing of the USFSA.

c. Associate Memberships: Associate members of the Club shall consist of persons, 18 years of age or older, or amateur figure skaters who participate actively in the activities of the Club but have not designated the Club as their home club. All associate members shall be current members in good standing of the USFSA. Associate members are not allowed to vote at meetings of the membership.

d. Professional Memberships: Professional members of the Club shall consist of Professionals in Skating, as defined by USFSA Rules. Professional members shall be current members in good standing of the USFSA. Professional members shall have the right to participate in all skating and off-ice activities of the Club to the extent permitted by USFSA Rules, but they shall not be entitled to vote at meetings of the membership and shall not be entitled to serve as an officer or member of the board of directors of the club.

e. Sponsoring Memberships: Sponsoring members of the Club shall consist of persons, firms or corporations which support the objects, purposes and activities of the Club by financial or other means but, which do not participate actively in any of the Club's on-ice or off-ice activities. Sponsoring members shall not have the right to participate actively in any Club activities, to vote at meetings of the membership, or to serve as directors, officers or officials of the Club. Although sponsoring members shall not have a right to any particular recognition, privilege or benefit by virtue of their status, the board of directors may at its sole discretion confer recognition, privileges or benefits upon Sponsoring Members.

f. Precision Memberships: Precision members shall consist of amateur figure skaters who actively participate only in precision skating activities of the Club, who actively promote the purposes of the Club, and who are current members in good standing of the USFSA. Precision members are not entitled to vote at meetings of the membership.

Section 2. ARREARS FOR DUES: any member in arrears for dues or other indebtedness shall be notified by mail at their last known address. If the amount is not paid in full within one month thereafter, the name of the delinquent member shall be reported by the secretary to the board of directors at the board's next meeting. The board of directors may drop from the roll the name of any such delinquent member. A member dropped from the roll for non-payment of dues or other indebtedness may, upon payment of sum and at the discretion of the board of directors, be reinstated to full membership.

Section 3. ARREARS FOR DUES RESTRICTIONS: No member in arrears for dues or other indebtedness shall be eligible to hold office, be entitled to vote, or be permitted to enter in any club tests or competition.

Section 4. RESIGNATION: Any member not in arrears for dues or other indebtedness may tender a written resignation of his or her membership to the secretary, who shall report the same to the board of directors at its next meeting for action by the board.

Section 5. HONORARY MEMBERS: Honorary members may be elected at any meeting of the Club after recommendations by the board of directors by 2/3 majority. An honorary member

shall be free from initiation fees, dues and/or assessments. An honorary member may represent the Club in exhibitions and may attend ice skating sessions under the same rules governing active members. An honorary member shall not be nominated or elected to office or to serve on the board of directors, but may be appointed by the board to fill a vacancy, and in that limited circumstance the honorary member 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 shall not represent the Club in competitions.

Section 6. RESPONSIBILITIES FOR GUESTS: A member shall be responsible for the conduct and indebtedness of all persons admitted to Club activities at the request of the member.

Section 7. BOARD APPROVAL FOR COMPETITION AND EXHIBITION: No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with approval of the board of directors, or someone given this authority by them.

Section 8. TERMINATION AND 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 for violating the articles of incorporation, bylaws or rules and regulations of the Club. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligation to pay dues, fees or any other indebtedness to the Club. Involuntary termination and/or suspension of membership shall occur only after following procedures set forth in Article IX, Discipline.

Section 9. VOTING RIGHTS: The board of directors shall determine the classes of membership, the criteria for voting membership, and the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions or conditions. Voting by proxy shall not be permitted. Home club individual members may cast one vote at meetings of the membership. Home club family members may cast two votes at meetings of the membership. Members under the age of 18 may only vote through a parent or a legal guardian.

ARTICLE VIII CLUB MEETINGS

Section 1. TIME: There shall be at least one annual club membership meeting each year. A stated meeting shall be held in April or May of each year at a time and place selected by the board.

Section 2. SPECIAL MEETINGS: The secretary shall call special meetings at the direction of the president or upon the written request of ten (10) 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 annual and special meetings shall be mailed by the secretary to every member at least ten (ten) 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.

ARTICLE IX DISCIPLINE

Section 1. TERMINATION: The board of directors shall have the power to terminate or suspend membership in the Club 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 a 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. The complainant(s) and the member complained against shall be given copies of any written statements regarding the complaint, and 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 shall vote within twenty-four (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 reasonably calculated to provide actual notice, provided that in the event any notice is given by mail, it is given to the member by first class or registered mail to the last known address of the member of the Club according to corporate records.

ARTICLE X FEES, DUES AND ASSESSMENTS

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

Section 2. PROSPECTIVE MEMBERS: A prospective member may be admitted to three Club sessions per season, provided the skater is accompanied in person by a Club member who introduces the skater to the chair of the membership committee or, in the absence of the chair, to one of the committee members or board members, at each session attended.

Section 3. GUESTS: A visiting skater from an out-of-town USFSA member club or a USFSA individual member may make arrangements to skate on Club ice while visiting.

ARTICLE XI RULES OF ORDER

Section 1. ORDER OF MOTIONS: When a question is before the meeting, no motion shall be entertained except:

- g. To adjourn
- h. To table
- i. To call the previous question
- j. To postpone
- k. To commit
- l. To amend

Motions shall have precedence in the order above given, and the first three shall be decided without debate.

Section 2. YEAS AND NAYS: If any two members shall so request, the yeas and nays shall be called upon any question, whereupon each member present shall vote as his or her name is called, without debate, unless the member abstains from voting. The vote so taken shall be recorded in the minutes.

Section 3. TO RECONSIDER: A motion to reconsider must be made at the same or succeeding meeting by a member who voted with the majority.

Section 4. MAJORITY VOTE: Except as otherwise provided, all questions shall be determined by a majority vote. The chair may vote only in case of a tie or when the yeas and nays are ordered. If the result of the vote is a tie, the motion shall be declared lost.

Section 5. 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.

ARTICLE XII ADOPTION OF CONSTITUTION AND BYLAWS

Section 1. PROCEDURE: The president shall call the Club together and request the adoption of the embodied constitution and bylaws.

ARTICLE XIII AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended by a majority vote of the voting members of the Club, in person, at a regularly called meeting of the Club.

ARTICLE XIV ORDER OF BUSINESS

Section 1. SEQUENCE: At stated and special meetings, the following order of business shall be observed:

- m. Roll Call
- n. Reading of the minutes of previous meetings
- o. Reports of officers
- p. Reports of committees
- q. Election of officers
- r. Unfinished business
- s. New business
- t. Adjournment