

# **ST. PAUL FIGURE SKATING CLUB, INCORPORATED BYLAWS**

As Amended August 1, 2016

## **ARTICLE I Name and Location**

### **Section I**

- A. The name of this club shall be the St. Paul Figure Skating Club, Incorporated (the “Club”).
- B. The address of the Club shall be located in Minnesota, at such address as the Board of Directors shall from time to time determine with consent of a majority of the Board of Directors.
- C. The Club’s fiscal year and skating year may differ.

## **ARTICLE II Members**

**Section I.** Members of this Club shall hold a current United States Figure Skating (“USFS”) membership. Members shall be required to abide by, and to conduct themselves in accordance with, the By Laws and official rules of U.S. Figure Skating, and such other rules, policies and procedures as may be approved, in accordance with the By Laws, by the Board of Directors.

**Section II.** There shall be two (2) classes of membership: Home Club Members and Associate Members (as such terms are defined below, with each class referred to collectively as the “Members” or the “Membership”).

- A. Home Club Members shall be Members who have designated St. Paul Figure Skating Club, Inc. as their “home club” with USFS either through current registration or by change of home club with USFS (“Home Club Members”). All Members 18 years or older will have a vote at any general or special meeting of the general Membership. Members under the age of 18 will have a parent or legal guardian cast their vote. By unanimous vote of all directors, the Board of Directors may admit as Honorary Members, Home Club Members whom the Board of Directors deems worthy of such membership because of their exceptional achievements and/or contributions to St. Paul FSC and to the figure skating community. Honorary Members shall be exempt from annual dues and other assessments, and shall enjoy all the privileges and rights held by Home Club Members.
- B. Associate Members shall be current USFS members who have designated another club as their home club (“Associate Members”). Associate Members may attend Club events including the annual meeting and may buy ice but they will have no voting privileges.

### **Section III. Membership Application**

- A. Method of applying for Membership will be by means of submitting a completed club Membership application form and submitting payment for the Membership dues for the current season. Dues are to be determined by the Board of Directors as deemed reasonable to insure the financial solvency of the Club.
- B. Home Club Membership or renewal is granted after receipt of Membership application, Membership dues, and upon a majority vote of the Board of Directors. Voting privileges will commence upon application approval by Board of Directors.

### **Section IV. Dues**

- A. Dues for each classification of Membership shall be determined by the Board of Directors in accordance with the Club's articles of incorporation (the "Articles"). All dues shall be considered due and payable at the beginning of each skating season.
- B. Refunds shall not be made to Members resigning during the fiscal year.
- C. The Treasurer of the Club shall pay yearly the dues of the Club to USFS.
- D. Arrears: Any members in arrears, including but not limited to, Member dues, ice contract payments, required forms not signed, or other indebtedness shall be notified by mail, phone, or electronic mail by the club treasurer. The Board of Directors may change the status of any member in arrears to "Not in good standing" with USFS. This would result in the member being ineligible to skate on club ice, utilize member privileges, vote, hold office, participate in testing, competitions, exhibitions, or any other activity sanctioned by the club or USFS.

## **ARTICLE III Mission**

**Section I.** The mission of the St. Paul Figure Skating Club is to develop skaters into USFS Gold Medalists and USFS regional, sectional, national and international competitors, to provide excellence in programming and instruction for skaters in every level of the sport, and to further the love of figure skating in our community.

**Section II.** The Club is organized exclusively for charitable and educational purposes.

**Section III.** Inurement of Income: No part of the net earnings of this Club shall inure to the benefit of or be distributed to, its members, officers, directors, or other private persons except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered.

## ARTICLE IV Meetings

**Section I.** A general Membership meeting shall be held each year in either September or October on a date therein determined by the Board of Directors, for the purpose of distribution of USFS and Club information, the orientation of new Members, the election of members to the Board of Directors, and for the transaction of such other business as may come before the Membership (the "General Membership Meeting"). The time, date and place of the General Membership Meeting shall be stated in a resolution of the Board of Directors and sent to the Members by electronic mail at least three (3) weeks prior to the date of the General Membership Meeting.

**Section II.** The awards banquet ("Awards Banquet") shall be held each year in the spring for the purpose of skater recognition, distribution of awards, recognition of skating judges and officials.

**Section III.** Special meetings of the Members may be called by (i) president, (ii) at least two-thirds (2/3rds) of the members of the Board of Directors, or (iii) upon written request of 10% of the Home Club Members (a "Special Member Meeting"). No business shall be transacted at any Special Member Meeting except as is specified in the meeting notice. Written notice to the Membership, giving the time and place of meetings, shall be given by electronic mail at least one (1) week prior to any Special Member Meeting. Except as otherwise set forth in these bylaws, any action of the Membership taken at a Special Member Meeting requires the affirmative vote of at least two-thirds (2/3rds) of the Home Club Members present at such Special Member Meeting.

**Section IV.** No General Membership Meeting or Special Member Meeting may be scheduled to occur during or within five (5) days before or after the Upper Great Lakes Regional Championships, the Midwestern Sectional Championships, or the U.S. Figure Skating Championships.

## ARTICLE V Elections

**Section I.** The election of the Board of Directors shall be held annually at the General Membership Meeting.

**Section II.** No person shall be eligible to be elected to the Board of Directors unless such person is over the age of eighteen (18) and is a current Home Club Member and such person has been a Home Club Member for the preceding twelve (12) month period, or the parent or legal guardian of a Home Club Member under the age of eighteen (18) for the preceding twelve (12) month period. The Board of Directors may with a 2/3 majority vote of the entire Board of

Directors waive the preceding 12 month membership requirement for members who are deemed to have expertise or a special skill set that would benefit the organization. A person who has previously served as a director who has been removed from office is not eligible to serve again as a director unless 36 months following such person's removal as a director has elapsed.

### **Section III.**

- A. Nominations for the Board of Directors shall be made by a Nominating Committee of a minimum of three (3) voting members of the Club which shall be appointed by the Board of Directors at least forty-five (45) days prior to the General Membership Meeting. Except as provided herein, the Board of Directors may establish the composition, qualifications, and procedures of the Nominating Committee. The Nominating Committee may not nominate any member of the Nominating Committee. Additionally, Nominating Committee members who have a conflict of interest as determined by the Nominating Committee Chair, shall be excused from a particular vote.
- B. Additional candidates for election may be added to the ballot by a written and signed petition of twenty (20) or more voting members, provided such petition is placed in the Club locker no later than 21 days prior to the next scheduled election.
- C. Current Directors. A Director whose term is expiring or up for reelection will be placed on the ballot and is not subject to the Nomination Process.
- D. The Nominating Committee shall provide the final candidates to the Board of Directors at least 10 days prior to the General Membership Meeting. Prior to submitting the final candidates to the Board of Directors, the Nominating Committee must seek confirmation from the Honorary Members of the Club.
- E. The Board of Directors shall transmit by electronic mail the slate of candidates and restate the date, time, and location of the election at least one (1) week prior to the General Membership Meeting at which the election will occur, to every Home Club Member at their last known electronic mail (or if unknown US Postage) address.

There shall be no nominations for candidates for director from the floor; all candidates for director must be nominated as provided in this Section III of this Article V.

**Section IV.** Each Home Club Member voting in the election shall register and receive one ballot. Each honorary member shall be granted five (5) ballots. To be counted, the ballot must be placed in the ballot box within one hour from the beginning of ballot distribution. The president shall appoint no fewer than three (3) members as judges and tellers for the general election. Appointed judges and tellers may not be sitting directors or candidates for director being voted upon at such election.

## ARTICLE VI Board of Directors

**Section I.** The Board of Directors shall be composed of nine (9) to twelve (12) Directors. The total number of directors for each membership year will be determined by the Board of Directors based on the recommendation of the Nominating Committee prior to the Election. Directors shall hold office for three (3) consecutive one-year terms or until a director's successor has been elected and qualified. At least one-third three (3) directors shall be elected annually by the Home Club Members at the General Membership Meeting.

### **Section II.** Duties of the Board

- A. All newly elected directors shall take office following the conclusion of the meeting at which they are elected.
- B. The Board of Directors shall have control over the affairs, funds, and properties of the Club.
- C. The Board of Directors may, by the affirmative vote of at least two-thirds (2/3rds) of the entire Board of Directors, remove any officer, or chairperson, or member of a committee. The Board may create a new committee when it is deemed proper.
- D. Except as contemplated under Section V of Article VIII, no material contracts may be entered into on behalf of the Club without the authorization of the Board of Directors or a properly constituted committee of the Board authorized to do so.

### **Section III.** Meetings:

- A. The directors shall meet monthly. Except as otherwise provided in these bylaws, the time and location of all meetings must be posted on the Club's website calendar not less than thirty (30) days prior to the meeting.
- B. Special meetings may be called by the president or must be called upon the written request of three (3) or more directors. Adequate notice of three (3) days of such meeting by electronic mail shall be given to all directors and every Home Club Member at their last known electronic mail address.
- C. A majority of the members of the Board shall constitute a quorum and a majority vote of all members of the Board present shall decide all matters properly brought before the Board unless otherwise specified in these bylaws.
- D. All Board of Director meetings shall be open to Home Club Members.
- E. The Board of Directors may hold an executive session closed to Home Club Members upon the affirmative vote of at least two-thirds (2/3rds) of the directors present at a Board meeting, at which time the Board must announce the purpose of the executive session, to the extent permissible. No official action of the Board may be taken in executive session. Executive sessions must be limited to the following matters:
  - a. To consider personal information for applicants and employees;

- b. Labor negotiations;
- c. To consult on legal matters;
- d. To investigate misconduct or violations of law;
- e. When discussing private donations; and
- f. To protect the personal privacy of individual members.

**Section IV.** Vacancies: The Board of Directors may elect a member to fill any vacancy on the Board until the next election at which time the vacancy will be filled for the unexpired term through election by the membership.

**Section V.** Election of Officers: Within ten days following the election, the new Board of Directors shall meet and elect from their number a president, a vice president, a secretary and a treasurer. These officers shall hold office until their successors are elected and qualified. Such other officers may from time to time be elected as the Board deems proper, and such officers shall have only such powers and duties as the Board specifically designates.

**Section VI.** Eligibility to Hold Office or Directorship: No person shall be eligible to hold office as a director or officer unless such person meets the eligibility requirements set forth in Section II of Article V.

## **ARTICLE VII Officers**

**Section I.** The officers shall consist of those designated and elected according to Section V, Article VI.

**Section II.** Duties of Officers

- A. The President: The president shall preside at the meetings of the Membership and at the meetings of the Board of Directors. The president shall perform the duties usually pertaining to such office.
- B. Vice President: The vice president shall assist the president and perform the duties of the president in his/her absence or disability. In the event there be two vice presidents, the vice presidents in order of their election shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the restrictions upon the president. The vice president shall keep a correct list of the Home Club Members, a correct and current list of PSA coaches teaching on Club contracted ice, and keep and maintain essential records of the Club which shall be transferred to their successor in office. The vice president shall be responsible for providing records requested for examination by a home club member provided that request is reasonable. A date and

time will be decided within 21 business days of the request. Any cost of reproduction will be the responsibility of the home club member who submitted the request.

- C. Secretary: The secretary shall keep the minutes of all meetings of the Members, of the Board, and all committees formed by the Board. The secretary shall post the minutes of all meetings of the Members, of the Board and all committees formed by the Board to the Club website no later than fourteen (14) days following approval of the minutes. The secretary shall (by electronic mail) give one (1) week's notice of all Special Member Meetings, and three (3) weeks' email notice of the General Membership Meeting. The Secretary shall be responsible for such of the above duties as may be delegated to an executive secretary and perform such other duties usually pertaining to the office.
- D. Treasurer: The treasurer shall be the custodian of the funds of the Club and shall collect and receive all dues and other moneys. The treasurer shall make a report at the General Membership Meeting and keep full and accurate accounts. Unless specifically required by the Board, no bond shall be required of the treasurer. The treasurer shall perform such other duties as are usually performed by such officer.

**Section III.** Removal: Any officer elected or appointed by the directors may be removed by the directors or by a majority of Home Club Members present at any official meeting of the Membership whenever in its judgment the best interests of the Club would be served thereby.

**Section IV.** Vacancies: The Board of Directors with 2/3 votes of the Directors present, may fill a vacancy in any office of president, vice president, secretary, or treasurer because of death, resignation, removal, or disqualification.

### **ARTICLE VIII Operations**

**Section I.** Directors and Home Club Members (or the adult parent or guardian if applicable) may be assigned to fulfill committee leadership or representation roles. These assignments may include but are not limited to:

- A. Sanctions Officer
- B. Twin Cities Representatives
- C. Hospitality Coordinator
- D. Special Assignments
- E. Competition LOC
- F. Social Media

**Section II.** Order of Business: The order of business of all meeting as far as practicable shall be as follows:

- A. Reading of the minutes
- B. Member concerns
- C. Reports of the officers
- D. Reports of the chair people
- E. Old business
- F. Elections (as needed)
- G. New business
- H. Adjournment

**Section III.** Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the by-laws of the Club. The Board of Directors shall hire a Professional Registered Parliamentarian to preside over all meetings of the Membership.

**Section IV.** Notice of a meeting shall be given in a form of electronic communication and is effective when directed to the Member in a manner to which the Member has consented.

**Section V.** Director of Skating:

- A. The Club shall have a professional director of skating (“Director of Skating”) to direct all skating operations of the Club.
- B. The Director of Skating shall hold no less than the following qualifications:
  - a. USFS Gold Medalist in Freestyle;
  - b. Credentialed coach at a past US Championships;
  - c. Coach at the Club no less than five (5) years; and
  - d. Compliant with USFS coaching compliance requirements.
- C. In the event of a vacancy in the position of Director of Skating, an executive hiring committee shall be formed to interview candidates and hire a Director of Skating. Save the compensation for the position of Director of Skating which shall be set by the Board, the executive hiring committee will have the sole authority to interview applicants for the position of Director of Skating, to choose the candidate for the position of Director of Skating, to enter into contract negotiations with the candidate chosen to serve as Director of Skating, and to enter into a binding contract on behalf of the Club with the candidate hired to serve as Director of Skating.
- D. All decisions by the executive hiring committee will be made based on 2/3 of the votes of the committee members.
- E. The executive hiring committee shall consist of the following members:
  - a. All fulltime staff coaches at the Club (“fulltime coaches at the club” shall be defined as any coach who coaches at least an average of thirty (30) or more hours per week for the last 12 months, exclusively at the Club’s principal skating



facility or Learn to Skate programs affiliated with the Club) excluding any applicant for the position of Director of Skating;

- b. One parent or guardian, chosen by majority vote of the individuals in Section IV. E. a, c, and d of this Article, of a Home Club Member who contracts for no less than fifteen (15) hours per week of ice and has competed at the U.S. Regional Championships at the Juvenile Well Balanced level or higher;
- c. One honorary member
- d. The president of the Board of Directors; and
- e. The longest serving member of the Board of Directors who shall serve as the chair of the executive hiring committee. If this position is held by the president of the Board of Directors, then the second longest serving member of the Board of Directors shall fill this position.

### **ARTICLE IX Amendments**

**Section I.** The bylaws of this Club shall be subject to alteration, repeal and amendment by the affirmative vote of at least two-thirds (2/3rds) of the Members present and entitled to vote at a General Membership Meeting or at any Special Member Meeting called for the purpose of altering, repealing, or amending the bylaws, or by the two-thirds (2/3rds) vote of the entire Board of Directors at any meeting of the Board of Directors. If the bylaws are altered, repealed, or amended by the Board of Directors, such change shall be reported by the president to the Membership within one (1) week of such change.

**Section II.** These bylaws and any alteration, repeal, or amendment approved by the Members at a General Membership Meeting or Special Member Meeting shall be immediately effective at such Membership meeting upon approval by the Members unless the alteration, repeal, or amendment are specifically worded to take effect at a later date.

### **ARTICLE X Delegates**

The Board of Directors shall appoint delegates to the Governing Council of USFS.

### **ARTICLE XI**

At the discretion of the Board of Directors, part or all of the expenses of competitors from this Club to competitions held under the auspices of USFS may be paid. Any decisions in this regard are to be made by the majority of the Board of Directors.

## **ARTICLE XII Dissolution**

The Club may be dissolved at any time by written consent of at least two-thirds (2/3rds) of the members. In the event of the dissolution of the Club, whether voluntary or involuntary, or by operation of law, none of the property of the Club, not any proceeds thereof nor any assets of the Club shall be distributed to any Member of the Club, but after payment of the debts of the Club, its property and assets shall be given to a non-profit organization benefiting amateur skaters, as selected by the Board of Directors.

## **ARTICLE XIII Membership in USFS**

The Club shall maintain its membership in USFS and conduct its affairs in a manner consistent with the bylaws and rules of USFS. Members shall conduct themselves in a manner consistent with the bylaws and rules of USFS and the United States Olympic Committee.

The Club shall follow the provisions of the U. S. Internal Revenue Code, Sec. 501 (c) (3).

## **Article XIV Conflict Resolution Policy**

If any Club Member(s) has a complaint against another Member(s) for an infraction of any bylaw or rule other than skating rules, they may file a complaint in writing to the Board of Directors. Such complaints will be investigated according to the adopted Club conflict resolution policy.