



# *Roseville Figure Skating Club*

*Roseville, Minnesota*

## **ROSEVILLE FIGURE SKATING CLUB - AMENDED BYLAWS**

### **ARTICLE I**

#### **NAME**

The name of this nonprofit corporation is the Roseville Figure Skating Club (hereinafter referred to by name or as "the Club").

### **ARTICLE II**

#### **PURPOSE**

The purposes of the Club are to advance and promote figure skating for youth 18 years of age and under and to foster national and international amateur figure skating competitions.

### **ARTICLE III**

#### **US FIGURE SKATING MEMBERSHIP**

The Club has been formed to be a member of the United States Figure Skating Association ("USFSA"). The Club and its members shall be subject to and abide by these Bylaws and the Bylaws and Official rules of USFSA, as amended from time-to-time.

### **ARTICLE IV**

#### **MEMBERSHIP**

**Section 4.01. Members.** Persons may be designated as members of the corporation from time to time by a vote of the majority of the Board of Directors in accordance with these Bylaws. Each member shall continue to be a member of the corporation until he or she dies, resigns or is expelled by an affirmative vote of a majority of the Board. The corporation shall maintain a list of members of the corporation.

**Section 4.02. Admission.** The Club is an equal opportunity organization and does not discriminate with respect to admission or privileges granted to its members on the basis of age, race, color, creed, national origin, gender, religion, disability, sexual preference, familial status, or public assistance status. Each candidate for admission to any class of membership shall sign an application for membership in a form approved by the Board, which form shall include a release of claims arising out of accidents or injuries sustained during skating sessions and an agreement to comply with the Club's Code of Conduct and to pay dues upon application and on a timely basis thereafter. Annual membership is effective July 1 through June 30 concurrent with the US Figure Skating calendar, and is renewable on an annual basis.

**Section 4.03. Classifications and Privileges.** The Club recognizes the classes of membership as determined by the Board of Directors, all of which have the rights and privileges

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as defined by the USFSA and as specified in these Bylaws. Each member who has designated the Club as his or her Home Club shall be registered by the Club as a USFSA member. All members in good standing shall be eligible to receive approval to participate in any USFSA sanctioned competition, test session, exhibition or other event. The Board may recognize honorary members and grant them such privileges, other than voting privileges, for such period of time as the Board may determine appropriate. It is recognized that there will be members whose sole purpose is recreational skating.

- a. Home Club members, who have full skating privileges irrespective of age, and if eighteen (18) years or more of age, shall have full voting privileges, as outlined in Section 5.06.
- b. Sustaining members, who have voting privileges but no skating privileges.
- c. Associate members, who have full skating privileges but no voting privileges.
- d. Collegiate members, who have full skating privileges but no voting privileges.
- e. Special members, who have full skating privileges but no voting privileges. This classification may include professionals, team skaters, non-teaching professionals and Home Club or Associate members granted such privileges for such a limited period as the Board may determine in each individual instance.
- f. Adult Skating members, who have full skating privileges and voting privileges.
- g. Professional members, who are US Figure Skating certified to coach, are authorized to coach on Club ice, have full skating privileges, and have voting privileges.
- h. Basic Skills members, who have full skating privileges but no voting privileges.

**Section 4.04. Dues.** The Board may determine the rate of dues or fees to be paid by each class of membership. Such rates shall be uniform as to each class, except that in the case of special members and of honorary members the Board shall have power, as to each individual case, to determine or waive the dues for such individual in such cases and for such periods as it deems advisable.

**Section 4.05.** Delegates to the U.S. Figure Skating Governing Council. Delegates to the USFSA Governing Council must be registered members of the Club and must meet the qualifications set forth in the USFSA Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with the USFSA Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend the meeting in person or by proxy with prior approval by the Club's Board of Directors. The Club will file a certificate of appointment of its delegates with the Secretary of USFSA, duly signed

## **ARTICLE V**

### **MEETINGS OF CORPORATION MEMBERS**

**Section 5.01. Annual Meeting.** The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come

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before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Director.

**Section 5.02. Special Meetings.** Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand of the members stating the purpose or purposes for calling the meeting signed and dated by members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date the first of such demands is received by the Club, whichever is later. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

**Section 5.03. Notice of Meetings.** Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Written notice of each meeting of the members of the corporation stating the date, time and place and, in the case of a special meeting, its purpose, shall be delivered, mailed, e-mailed, faxed or otherwise transmitted, not less than ten (10) nor more than forty-five (45) days prior to the meeting, to each member entitled to vote at the meeting at his or her last contact address, email, posting site, telephone number or other approved mode of contact according to the available records of the corporation. If the date, time and place of a meeting of the corporation have been announced at a previous meeting of the corporation, notice of the meeting is not required.

**Section 5.04. Waiver of Notice.** A member of the corporation may waive notice of any meeting and notice of the business to be transacted at such meeting, before, at or after such meeting. The waiver may be given orally, in writing, or by attendance. Appearance at a meeting is deemed a waiver of notice of that meeting unless the member of the corporation objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

**Section 5.05. Quorum.** Attendance by ten (10) percent of the members of the corporation at the time of the meeting shall constitute a quorum for the transaction of any business of the corporation. If a quorum is present at a meeting, the affirmative vote of a majority of the members present at the meeting shall be the act of the corporation, unless otherwise provided by these Bylaws. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though one or more members withdraw from the meeting leaving less than a quorum.

**Section 5.06. Voting.** At each meeting of the membership, every member with voting privileges shall have one vote. Members may vote in person or by absentee ballot. The affirmative vote of a majority of a quorum of members shall constitute a duly authorized action of the membership unless a different threshold is required under these bylaws. At all annual or special meetings of members, home club members eighteen (18) year of age and over, and all sustaining members shall be entitled to one (1) vote. For each member under eighteen (18) years of age, the parent of such member shall cast one (1) vote, with a maximum of two (2) votes per member family.

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**Section 5.07. Meetings by Remote Communication.** A conference among members of the corporation by means of remote communication through which the members may simultaneously communicate with each other, whether by telephone or video conference or by simultaneous electronic messaging such as a chat board, instant messaging or other electronic capability, is a corporation meeting if the same notice is given of the conference as would be required for a meeting and if the number of members participating is a quorum. Participation in a meeting by remote communication is personal presence at the meeting.

**Section 5.08. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the members of the corporation may be taken by written action signed by the number of members who would be required to take the same action at a meeting of the corporation at which all members were present; provided, however, that all members must be notified immediately of its text and effective date. The written action is effective when signed by the required number of members, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A member who does not sign or consent to the written action is not liable for the action.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 6.01. General Powers.** The general management of the corporation shall be vested in the Board of Directors, which shall determine the activities, programs or projects to be financed or administered by the corporation. The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees of the Board or to Officers.

**Section 6.02 Qualifications.** Directors must be (i) at least eighteen (18) years old, (ii) registered with USFSA; and (iii) home club members of the Club in accordance with provisions of applicable rules of USFSA and (iv) voting members of the Club. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of USFSA; provided, however, that one restricted person, one ineligible person and coaches with eligible status may serve as Directors of the Club so long as they do not collectively constitute a majority of the Board of Directors and, further provided, that eligible coaches may serve as Directors of the Club so long as collectively they do not constitute a majority of the total number of Directors of the Club.

**Section 6.03. Number and Election.** The Board of Directors shall consist of such number of members as the Board of Directors shall from time to time determine by majority vote, thought the general preference shall be to have a Board consisting of not less than seven (7) nor more than eleven (11) members. New positions created by expanding the number of directors shall be filled as vacancies.

**Section 6.04. Term.** Directors shall be elected for three (3) year staggered terms. No Director who has completed a term shall be eligible for reelection to a subsequent term until one year has passed from the date of completion of the prior term, except in extraordinary circumstances and then only by an affirmative vote of the majority of the Board of Directors. Directors shall hold office until their successors have been elected and qualified.

**Section 6.05. Resignation.** Any Director may resign by providing written notice of his or her resignation to the President or other Officer. Such written notice must be delivered in person, by

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mail, electronic mail, facsimile transmission or other electronic media.

**Section 6.06. Removal.** A Director may be removed from office, with or without cause, by an affirmative vote of a majority of all Directors then in office. A successive Director may then and there be elected by the Board to fill the vacancy thus created. Any Director whose removal has been proposed shall be given at least thirty (30) days' notice of the intent to take such action and an opportunity to be heard at this meeting. A Director's missing three or more consecutive Boarding meetings shall be deemed sufficient cause for removal, at the discretion of the Board.

**Section 6.07. Vacancy.** In the event that a vacancy occurs by death, removal, resignation, disqualification or otherwise, such vacancy may be filled by an affirmative vote of a majority of all remaining Directors pursuant to the following process. Any Director may nominate any qualified member to fill a Director vacancy by providing the name of the member to the standing nominations committee at least fourteen (14) days before the next scheduled Board meeting. All nominations must be identified in meeting materials distributed to the Directors for the next scheduled meeting of the Board, at which meeting a vote of the majority of Directors present will elect new members to the Board. Director elected to fill a vacancy on the Board shall be elected to serve for the unexpired term of such Director's predecessor in office. If the unexpired term spans the Annual Meeting, the election shall be re-affirmed by the body therein.

**Section 6.08. Compensation.** Directors shall not receive any compensation for their service as a Director. Nothing in these Bylaws shall be construed to preclude any Director from serving the corporation in another capacity and receiving compensation for such services, provided the corporation determines the provided services to be in the best interests of the corporation and the compensation to be in a reasonable amount. The corporation will reimburse direct expenses incurred by a Director in furtherance of his or her duties as a Director provided the expenses were incurred in the best interests of the corporation and are of a reasonable amount.

## **ARTICLE VII**

### **MEETINGS OF BOARD OF DIRECTORS**

**Section 7.01. Annual Meeting.** The annual meeting of the Board of Directors shall be held at such time and place as established by resolution by an affirmative vote of a majority of the Board of Directors.

**Section 7.02. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such places and times as the Board shall establish by resolution.

**Section 7.03. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or upon written request of any three or more Directors of the corporation and shall be held at such place as the Board of Directors may designate. Notice of a special meeting shall be provided to all Directors at least five (5) days prior to the time fixed for the special meeting, by written notice delivered in person, by overnight mail, by regular mail, by electronic mail, or by facsimile transmission. If such notice is delivered by regular mail, such notice shall be deemed to be delivered when deposited in the United States mail.

**Section 7.04 Notice of Meetings.** Written notice of each meeting of the Board of Directors stating the date, time and place and, in the case of a special meeting, its purpose, shall be delivered, mailed, e-mailed or faxed, not less than twenty-four (24) hours prior to the meeting, to each Director entitled to vote at the meeting at his or her last contact address, email, posting

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site, telephone number or other approved mode of contact according to the available records of the corporation. If the date, time and place of a meeting of the Board have been announced at a previous meeting of the Board, notice of the meeting is not required.

**Section 7.05. Waiver of Notice.** A Director may waive notice of any meeting and notice of the business to be transacted at such meeting, before, at or after such meeting. The waiver may be given orally, in writing, or by attendance. Appearance at a meeting is deemed a waiver of notice of that meeting unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

**Section 7.06. Quorum.** A majority of the Directors then in office shall constitute a quorum for the transaction of any business of the corporation. If a quorum is present at a meeting, the affirmative vote of a majority of the Directors present at the meeting shall be the act of the Board of Directors, unless otherwise provided by these Bylaws. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though one or more Directors withdraws from the meeting leaving less than a quorum.

**Section 7.07. Voting.** Each Director shall have one (1) vote. Except as otherwise provided in the Minnesota Statutes, the Articles of Incorporation of the corporation, or these Bylaws, all questions at a meeting of the Board of Directors at which a quorum is present shall be decided by the affirmative majority vote of the Directors present at the meeting.

**Section 7.08 Meetings by Remote Communication.** A conference among Directors by means of remote communication through which the Directors may simultaneously communicate with each other, whether by telephone or video conference or by simultaneous electronic messaging such as a chat board, instant messaging or other electronic capability, is a Board meeting if the same notice is given of the conference as would be required for a meeting and if the number of Directors participating is a quorum. Participation in a meeting by remote communication is personal presence at the meeting.

**Section 7.09. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors who would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided, however, that all Directors must be notified immediately of its text and effective date. The written action is effective when signed by the required number of Directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

**Section 7.10. Delegation and Proxy Voting.** A Director may not delegate attendance at Board meetings or any other rights or responsibilities of a Director to another, and no voting by proxy shall be permitted in the meetings of the Board of Directors.

**Section 7.11. Rules to Govern.** The Board of Directors may determine at its discretion the rules governing its meetings, except as otherwise provided by statute or these Bylaws.

## **ARTICLE VIII OFFICERS**

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**Section 8.01. Designation and Election.** The Officers of the corporation shall be the President, Vice-President, Secretary, and Treasurer and such other Officers with such powers and duties as may be determined by the Board of Directors. The Officers shall be elected to one year terms; there are no limits on the number of one-year terms to which an Officer can be elected. The Officers shall be elected by the Board of Directors at any meeting of the Board of Directors. Any Officer so elected shall hold office until his or her successor is elected and qualified, provided that each Officer shall serve at the pleasure of the Board of Directors and may be removed with or without cause at any time by the Board of Directors. Officers also serve as members of the Board of Directors.

**Section 8.02. Qualification.** Officers shall be elected from among the Directors of the corporation. The same person shall not at the same time hold the offices of (a) President and Vice-President or (b) President and Secretary, but he or she may hold any other two offices at the same time.

**Section 8.03. Resignation; Removal; Vacancy.** An Officer may resign by giving written notice to the Board of Directors. The resignation is in effect without acceptance when the notice is given to the Board of Directors, unless a later effective date is named in the notice. An Officer may be removed with or without cause by a resolution adopted by the Board of Directors. A vacancy in an office for any reason may, and in the case of a vacancy in the office of President or Treasurer must, be filled for the unexpired part of the terms as determined by the Board of Directors, provided that in the absence of an election or appointment of Officers by the Board of Directors, the persons exercising the principal functions of the President or the Treasurer is considered to have been elected to the office.

**Section 8.04. President.** The President shall be the chief executive officer of the corporation, shall actively manage the business and affairs of the corporation, and shall see to it that all orders and resolutions of the Board of Directors are carried into effect. In addition, the President shall preside at all meetings of the Board of Directors and shall have and exercise general charge and supervision of the affairs of the corporation and do and perform such other duties as may be assigned to him or her by the Board of Directors.

**Section 8.05. Vice-President.** At the request of the President or in the event of his or her absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President and shall have such other powers as the Board of Directors may determine.

**Section 8.06. Secretary.** The Secretary shall have charge of the records of the corporation, shall give or cause to be given proper notice of all meetings of the Board of Directors, shall record or cause to be recorded all proceedings of such meetings in the official records of the corporation and in general shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and do and perform such other duties as may be assigned to him or her by the Board of Directors.

**Section 8.07. Treasurer.** The Treasurer shall be responsible for the keeping of accurate financial records of the corporation. The Treasurer shall be responsible for the depositing of all money, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors may designate. The Treasurer shall have power to endorse for deposit all notes, checks and drafts received by the corporation. The Treasurer shall have the power to issue checks and drafts on the corporation's funds for payroll purposes

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in any amount and for non-payroll purposes in amounts up to Five Hundred Dollars (\$500) without obtaining prior approval from the President; the Treasurer shall receive written or electronic approval from the President for all checks and drafts issued for non-payroll purposes in excess of Five Hundred Dollars (\$500). The Treasurer shall render to the Board of Directors on a monthly basis, and whenever requested, an accounting of all transactions as Treasurer and of the financial condition of the corporation, which the Board of Directors shall approve, amend or disapprove at its monthly meetings by affirmative vote of the majority thereof. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

**Section 8.08. Authority and Duties.** In addition to the foregoing authority and duties, all Officers of the corporation shall respectively have such authority and perform such duties as may be designated from time to time by the Board of Directors.

### **ARTICLE IX COMMITTEES**

**Section 9.01. Executive Committee.** If the Board of Directors so chooses, an executive committee comprised of the President, Vice President, Secretary and Treasurer, plus such other Directors as may be appointed by the Board of Directors may act during intervals between meetings of the Board of Directors. During such intervals and subject to the Board's control and direction, the executive committee shall have and may exercise all of the authority and powers of the Board of Directors subject to such limitations as the Board may impose from time to time. Unless specifically authorized by the Board of Directors by resolution approved by the affirmative vote of a majority of the Directors, the executive committee shall not have the authority and power to elect Officers, to amend the Articles of Incorporation, to adopt a plan of merger or consolidation, to authorize the sale, encumbrance or disposition of all or substantially all of the property and assets of the corporation, to authorize a voluntary dissolution of the corporation or a revocation thereof, or to amend these Bylaws.

**Section 9.02. Ice Committee.** An ice committee consisting of three members including but not limited to at least one Director may be appointed by the Board of Directors. Subject to the general supervision of the Board, the ice committee shall have the power to regulate and supervise the use of the ice time of the Club. The chair of the committee shall be elected by the members thereof.

**Section 9.03. Nominating Committee.** At least one month prior to the annual meeting of members, the Board of Directors shall appoint a nominating committee made up of three (3) members including but not limited to at least one Director. The chair of the committee shall be elected by the members thereof. The nominating committee shall nominate candidates to fill vacant or expiring terms of Directors for the upcoming fiscal year. Notice of the nominations to be presented at the annual meeting shall be included in the notice of the meeting provided to all members. Any six (6) members in good standing may nominate other candidates to serve as Directors by providing the names of such candidates to all serving Directors and filing a list of all identified nominees with the Secretary at least two (2) weeks prior to the annual meeting, who will provide mailed or electronic notice of such filing to all members. No candidate shall be elected as a Director unless she or he shall have been nominated as herein provided and shall have consented to such nomination.

**Section 9.04. Grievance Committee.** A grievance committee consisting of the President, Ice



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Committee Chair, and at least one and not more than three other Directors, as appointed by the vote of the majority of the Board of Directors, will serve to investigate and seek to resolve grievances filed with the Board pursuant to the adopted grievance policy. . The chair of the committee shall be elected by the members thereof.

**Section 9.05. Other Committees.** The Board of Directors may establish one or more committees having authority and required procedures to the extent determined by the Board. . The chair of the committee shall be elected by the members thereof.

**Section 9.06. Rules to Govern.** Subject to these Bylaws and to such regulations as the Board of Directors may determine at its discretion, each committee designated by the Board of Directors may fix its own rules of procedure and may hold meetings at such times and places as it may determine.

**Section 9.07. Minutes.** Committees shall keep reasonable records of all meetings and actions. Minutes of committee meetings must be made available upon request to members of the committee and to all Directors.

## **ARTICLE X**

### **RECEIVING, HOLDING AND INVESTING TRUST PROPERTY**

Within the scope of the corporate purposes and subject to Minnesota Statutes, section 501B.31 (relating to trusts for charitable, educational, religious and other uses), the corporation may take, receive and hold real and personal property, including the principal and interest of any money or other funds, that are given, conveyed, bequeathed, devised to or otherwise vested in the corporation in trust for a purpose consistent with the purposes set forth in its Articles of Incorporation.

## **ARTICLE XI**

### **INDEMNIFICATION**

**Section 11.01. General.** The corporation shall indemnify persons acting in an official capacity on behalf of the corporation in the manner and to the extent set forth in Minnesota Statutes Section 317A.521. In addition, the corporation may, in the sole discretion of the Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the Board reasonably believes such indemnification to be in the best interests of the corporation.

**Section 11.02. Reimbursement of Expenses.** If a person acting in his or her official capacity on behalf of the corporation is made or threatened to be made a party to a legal proceeding by or in the right of the corporation, the person is entitled, upon written request to the corporation, to payment or reimbursement by the corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, upon receipt by the corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 11.01 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation if it is determined that the criteria for indemnification have not been satisfied; and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without

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reference to financial ability to make the repayment.

**Section 11.03. Rights Not Exclusive.** Nothing contained in this article shall affect any rights to indemnification to which the corporation's personnel may be entitled by contract or otherwise under law.

**Section 11.04. Insurance.** The corporation may buy and maintain insurance on behalf of a person in his or her official capacity against liability asserted against the person in (or arising from) that capacity whether or not the corporation would have been required to indemnify the person against the liability.

## **ARTICLE XII FISCAL MANAGEMENT**

**Section 12.1. Fiscal Year.** The fiscal year of the Roseville Figure Skating Club shall begin the first day of July and continue through the last day of June of the next calendar year. If the annual meeting of the members is held prior to the expiration of the current fiscal year, the Treasurer at such annual meeting shall submit an interim financial statement for the fiscal year to date, together with an estimate of the receipts and disbursement which will be made for the balance of the fiscal year and an estimate of the financial status of the club at the end of the fiscal year.

**Section 12.2. Books and Accounts.** Books and accounts of the corporation shall be kept under the direction of the Treasurer and maintained by the Treasurer or his or her designee in accordance with all applicable generally accepted accounting principles.

**Section 12.3. Execution of Instruments.** All deeds, mortgages, bonds, notes, checks, drafts, contract and other instruments may be signed on behalf of the corporation by such persons as may be designated by the Board of Directors. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any legal instrument in the name of and on behalf of the Roseville Figure Skating Club. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these Bylaws.

**Section 12.4. Authority to Borrow or Encumber Assets.** No Director, Officer, agent or employee of the corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

**Section 12.5. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Roseville Figure Skating Club in a bank or banks or other depositories as the Board of Directors may elect.

**Section 12.6. Reserve Funds.** The Board of Directors shall report at the annual meeting how the reserve funds may be used for the following year, and ask for the approval of such usage by the membership. Withdrawals or dispositions of said reserve fund shall be made only pursuant to action of the membership taken at any annual or special meeting.

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**Section 12.6. Examination by Directors and Members.** Every Director and member of the corporation shall have a right to examine, in person or by agent, at any reasonable time or times, and at the place or places where usually kept, all books and records of the Roseville Figure Skating Club.

**Section 12.7. Form 990.** The Board of Directors will review and approve the organization's IRS Form 990 prior to filing as required by state and federal law

**Section 12.8. Audit.** The Board of Directors will ensure that an independent auditor conducts an audit or review of the organization's finances at least once every three years, subject to the discretion of the Board of Directors to change this identified schedule. The Board may establish an independent audit committee to select and oversee the independent auditor.

## **ARTICLE XIII CONFLICT OF INTEREST**

The Board shall not enter into any contract or transaction with (a) one or more of its Directors or a member of the family of a Director; (b) a Director of a related organization or a member of the family of a Director of a related organization; (c) an organization in or of which a Director of the Roseville Figure Skating Club, or a member of the family of its Director(s), is a director, officer or legal representative, or in some other way has a material financial interest unless: (1) That interest is disclosed or known to the Board of Directors; (2) The Board approves, authorizes or ratifies the action in good faith; (3) The approval is by at least a two-thirds majority of Directors (not counting the interested Director); and (4) At a meeting where a quorum is present (not counting the interested Director).

## **ARTICLE XIV ADVISORY BOARD**

At its discretion, the Board of Directors will appoint an advisory board made up of current or past members who have served in leadership positions with the Club and are not current Directors on the Board. The Board will appoint persons to such terms as it deems advisable. Members of the advisory board are welcome at Board meetings but will have no vote at any meeting of the Board of Directors.

## **ARTICLE XV PAYMENT OF DUES**

**Section 15.1. Dues Payable.** All Club membership dues shall be payable at the time of membership application and every renewal period as stated on the membership application form. All fees for ice contracts, ice usage, supplemental education/conditioning classes, seminars, and/or other Club-sponsored events for which there is a charge will be due and payable on the deadline date stated in the individual contract or registration form for specific service or upon presentation of a statement by the Treasurer.

**Section 15.2. Consequences for Nonpayment.** During any period in which a member is in default in payment for the dues, fees, or charges, the Board may restrict or withhold from the member any or all Club privileges. Whenever any member is in default for more than ten (10) days, his or her membership may be forfeited by the Board upon reasonable notice given to

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such member by the Secretary. This may result in the member being classified as a “member not in good standing” with the organization. Whenever any member is in default for more than twenty (20) days in payment for the aforementioned dues, fees, or charges, their membership shall automatically forfeit upon reasonable notice given to such member by the Secretary, unless the Board extends a grace period in its discretion. Such forfeiture shall not of itself prevent such person from thereafter applying for and being considered for membership in the same manner as a new applicant for membership. Failure to cure a default, after reasonable notice given by the Treasurer, may result in the Board filing a report of a “member not in good standing” with the USFSA.

## **ARTICLE XVI GRIEVANCE POLICY**

If any Club member has a complaint against another member for any infraction of any Bylaw or rule other than skating rules, they may file such complaint in writing to the Board. Such complaint will be investigated according to the adopted conflict resolution policy by the standing Grievance Committee comprised of the President, , Ice Committee Chair, and at least one and not more than three other Directors. The Grievance Committee shall seek legal counsel when appropriate and available.

## **ARTICLE XVII MISCELLANEOUS**

**Section 17.01. Principal Office.** The principal office of the corporation, at which the general business of the corporation shall be transacted and at which the general records of the corporation shall be kept, shall be in the metropolitan area of Minneapolis/Saint Paul or at such other place in the State of Minnesota as the Board of Directors may designate.

**Section 17.02. Amendment.** These Bylaws may be amended by members and Directors pursuant to Section 317A.181 of the Minnesota Statutes, as amended.

**Section 17.03. Meeting Procedures.** Roberts Rules of Order shall govern the procedure at all meetings unless other procedures are adopted or allowed by the Board of Directors.

## **ARTICLE XVIII GIFTS**

**Section 18.01. Gifts.** A “gift” includes a contribution, bequest or donation. All gifts are unrestricted unless given expressly for a restricted purpose. The donor’s restrictions shall be in writing. Restricted gifts shall be submitted to the Board of Directors for acceptance or denial. The Board of Directors shall send the donor written confirmation of its decision to accept or decline the donor’s gift. The Treasurer shall keep accurate financial records regarding the corporation’s application or administration of the donor’s gift.

**Section 18.02 Declining a Gift.** The Board of Directors in its sole discretion may decline a gift (1) when there is a question whether the gift is compatible with the corporation’s charitable purposes; (2) when any conditions or limitations governing the gift are deemed unacceptable; or

## ***Roseville Figure Skating Club – Amended Bylaws***

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(3) for any other reason. When a gift is declined, the Treasurer shall promptly return the gift to the donor.

**Section 18.03. Changed Circumstance.** Whenever a restricted gift, because of changed circumstances, conditions, or experience, proves impractical or unreasonable, or impedes the effective fulfillment of the corporation's charitable purposes, the Board of Directors may use the gift for another purpose consistent with the corporation's mission.

# ***Roseville Figure Skating Club – Amended Bylaws***

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## **AMENDMENT HISTORY**

Adopted by Board Resolution: January 3, 2013  
Adopted by Membership: March 14, 2013  
Effective Date: March 14, 2013

Amended by Board Resolution: February 6, 2014  
Amended by Membership: April 6, 2014

Article 18 with sections 18.01, 18.02, and 18.03 were added to the bylaws.

Amended by Board Resolution: November 20, 2014  
Amended by Membership: March 8, 2015

### **Section 6.03. Number and Election.**

Replaced “*Directors shall be elected by a majority vote of all Directors then in office at any meeting of the Board of Directors*” with “*New positions created by expanding the number of directors shall be filled as vacancies.*”

### **Section 6.07. Vacancy.**

Added “*If the unexpired term spans the Annual Meeting, the election shall be re-affirmed by the body therein.*”

### **Section 8.01. Designation and Election.**

Added “*Officers also serve as members of the Board of Directors.*”

## **Body**