

International Falls Figure Skating Club Bylaws

Article I - Organization

Section 1. Name

The organization shall be known as the "International Falls Figure Skating Club" (the "Club").

Section 2. Principal Office

The principal office of the Club shall be located at the Bronco Arena, 11th Street, P.O. Box 1129, International Falls Minnesota, 56649.

Section 3. Incorporation

The International Falls Figure Skating Club was incorporated as a not for profit organization on May 26, 1983.

Article II: Purpose

Section 1. The purpose shall be:

The purposes of the Club are: to encourage the instruction, practice and advancement of its members in all types of ice skating; and to carry out the general policies of the United States Figure Skating Association and Learn to Skate USA.

Article III: Officers

Section 1. Officers

The officers shall be President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and such other Officers as the Board of Directors shall deem necessary or appropriate.

Article IV - Officers of the Board of Directors

Section 1. Method of Election

Officers shall be elected by the Board of Directors at their first regular meeting subsequent to the May membership meeting and shall hold office for one (1) year or until such time as a successor is elected by the Board. Before a Member may hold the office of President, Vice President, Treasurer, or Corresponding Secretary, he/she must have first served as a Board Member for at least one year.

Section 2. Removal/Temporary Appointment of Officers

An Officer may be removed from their position by an affirmative vote of a majority by the Board of Directors taken at a regular membership meeting. Any officer position with a vacancy due to death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Article V - Duties of the Officers

Section 1. Duties of the President

It shall be the duty of the President to take charge of the Club; to preside at all meetings of the general membership and the Board of Directors. He or She shall have the entire supervision and management of the Club and its property pending the approval 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; the power to call special meetings and Club meetings. The President, together with the Corresponding Secretary, shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors. It shall also be the duty of the President to prepare and distribute meeting agendas for regular Board meetings in advance via chosen electronic communication.

Section 2. Duties of the Vice President

It shall be the duty of the Vice President to assist the President in the discharge of his/her duties and in his/her absence assume his/her duties and officiate in his/her stead. He or she shall obtain a meeting place for all meetings and prepare and issue notices of all meetings of the club and Board, review formal correspondence of the Club, and complete the weekly arena schedule. He or she will also be a designated secondary signer on banking accounts for disbursement checks and will monitor banking accounts.

Section 3. Duties of the Treasurer

The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a report when requested by the President of the Board of Directors. The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer and Vice President.

Section 4. Duties of the Recording Secretary

It shall be the duty of the Recording Secretary to keep the minutes of the meetings of the Club and the Board of Directors and to supervise all reports and documents connected with the business of the Club. The Recording Secretary shall furnish new members with a hard copy or email of these bylaws upon request. He or she shall distribute a copy of the minutes of the previous meeting to the Board Members via chosen electronic communication prior to the next meeting.

Section 5. Duties of the Corresponding Secretary

The Corresponding Secretary shall organize the fall registration and assist skaters with all of the proper forms and requirements. He or she shall be responsible to keep a current membership roll, secure sanctions for exhibitions and ice shows, and shall be responsible for the publicity and promotion of the Club via website and social media platforms.

Article VI - Board of Directors

Section 1. Members

There shall be a Board of Directors composed of the Officers and up to ten additional directors.

Section 2. Method of Election of Directors

- a) The candidates for the Board shall be nominated by petition and also from the floor during the May membership meeting.
- b) Election of directors shall be by ballot during the May membership meeting unless the position is uncontested, in which the vote will be by hand. Absentee ballots will be available to members upon request and must be received by the Club prior to the May meeting

Section III. Removal/Replacement of Directors

A Director may be removed from their position by an affirmative vote of a majority by the Board of Directors taken at a regular membership meeting. Any Director position with a vacancy due to death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section IV. Past Board Member

An outgoing board member, who is no longer part of the general membership, may serve as a non-voting advisor to the Board. The Past Board Member may attend and participate in all Board meetings.

Article VII - Power and Duties of the Board of Directors

Section 1. Meetings

The Board of Directors shall meet at least once per month. The date of such meetings shall be set by the President or in his/her absence, the Vice President.

Section 2. Quorum

60% of elected Board members constitute a quorum.

Section 3. Authority

They shall have the entire authority in the management of affairs and finance of the club and shall have general control of all its property. All rights and powers connected therein shall be vested in them.

Section 4. Rules

They shall make such rules as they deem proper respecting the use of the Club's property, prescribe rules for the admission of nonmembers, fix penalties for offenses against the rules and make rules for government of the committees appointed by them.

Section 5. Appropriations

All appropriations from the funds of the Club shall be approved by the Board of Directors.

Section 6. Audits

6.1 The Board of Directors may annually audit records of the Secretary and the Committees, or may have such records audited by an independent professional.

6.2 The Board of Directors will annually audit records of the Treasurer or may have such records audited by an independent professional.

Section 7. Indebtedness

They shall have the power to limit the indebtedness of a member of the Club.

Section 8. Suspend or Expel

The Board of Directors shall have the power to suspend or expel any member for violation of the By-laws or for conduct which it shall deem improper. Rules for conduct shall be contingent upon the Falls Figure Skating Rules of Conduct. No member shall be expelled or suspended for longer than thirty (30) days without a hearing.

Section 9. Readmission to Membership

The Board of Directors may readmit to membership any former member expelled.

Section 10. Standing Committees

At the first regular monthly Board Meeting following the annual elections, the Board of Directors shall appoint all Standing Committees with full authority over them, except as hereinafter provided, and shall appoint such other committees as it shall deem appropriate. Each Standing Committee Chairperson shall be a General Member of the Club appointed by the Board of Directors. The Chairperson shall appoint such other members of the Committee as he/she deems necessary or desirable. Coaches Committee members shall be Board of Directors only.

Section 11. Ice Show Committees

The Board of Directors shall appoint all Ice Show Committees with full authority over them.

Section 12. USFSA Delegate

The Board of Directors shall elect a Delegate or Delegates to the United States Figure Skating Association. The Club Recording Secretary shall inform the Association's Secretary, in writing, of the name and address of the Delegate(s) elected. Said Delegate(s) may attend the Association's meetings, either in person or by proxy.

Section 13. Professional or Clerical Assistance

The Board of Directors shall have authority to make appropriations for professional or clerical assistance as it deems necessary or beneficial to the existence and operation of the Club.

Section 14. Fees, Dues, and Assessments

Shall be set at the discretion of the Board of Directors in accordance to these by-laws.

Section 15. Majority Vote

Except as otherwise provided, all questions shall be determined by a majority vote of the Board of Directors. The President 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 16. E-Voting

On occasion, when timing does not allow for a Board of Directors meeting to be called, the President or Vice-President may call for a vote via the chosen electronic communication. The majority vote of the Board of Directors rule applies to votes polled via electronic communication.

Section 17. 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 VIII: Membership

Section 1: General Membership

Categories of membership are described in the IFFSC Policy Manual. Any club member who falls under the categories is considered a General Member. All categories together make up the General Membership of the International Falls Figure Skating Club.

Section 2: Member in Good Standing

A member in good standing is current with all financial obligations in conjunction with USFSA regulations, is paid current with all USFSA coaches and clubs. Members not in good standing may not be permitted any IFFSC ice time or events in conjunction with International Falls Figure Skating Club.

Section 3: Application for Membership

Each candidate for membership must complete an application/registration and submit the same at the specified registration time. All applications in compliance with the foregoing requirements shall be considered to be accepted upon receipt of appropriate dues. The acceptance of late skater registrations will be considered on a case-by-case basis.

Section 4: Suspend or Expel

The Board of Directors shall have the power to suspend or expel any member for violations of the Policies and/or By-laws of the IFFSC, or for conduct which they shall deem improper, but no member shall be expelled or suspended for longer than 30 days without warning.

Section 5: Readmission to Membership

The Board of Directors may readmit to membership any former member expelled by it.

Article IX: Club Meetings

Section 1: Regular General Membership Meeting

There shall be one (1) Membership Meeting annually during the month of May. The annual meeting shall be for the purpose of election of members to the Board of Directors, and for the transaction of other business as may properly come before the Meeting.

Section 2: Special Meetings

The Secretary shall call Special Meetings at the direction of the President or upon the written request of five (5) General Members, in good standing. No business shall be transacted at a Special Meeting except that of which notice is given.

Section 3: Quorum

Ten percent of all active Members of the Club shall constitute a quorum of business.

Section 4: Notices

Notice of the regular Club Membership Meeting and Special Meetings shall be sent via email or the Members' preferred method of communication to each Member.

Article X – Conflict Resolution

Section 1. Members or Directors

Any member or members having a complaint against another member, professional, or Director for the infraction of any bylaw or rule, may report in writing to the Grievance Committee and the Board of Directors. The Grievance Procedure shall be written in the IFFSC Policies.

Article XI - Amendments

Section 1. Amendments

These by-laws may be amended by an affirmative vote of two-thirds (2/3) of the General Members present at any regular or special meeting of the Members provided such amendment has been given to each General Member of the Club at least ten (10) days prior to the meeting at which the proposed amendment is to be considered.

Section 2. USFSA Notification

Be it resolved that the Club shall notify the USFSA National Headquarters of any changes therein within thirty (30) days after such changes have been adopted.

Section 3. Review of By-laws

A committee shall be formed every three years or as deemed necessary by the Board of Directors to review the By-laws and propose amendments as necessary.

ARTICLE XII - INDEMNIFICATION CLAUSE

The organization shall indemnify each director or officer, or former director or officer, against all expenses, including attorney’s fees, but excluding amounts paid pursuant to a judgment or settlement arrangement, reasonably incurred by them in connection with or arising out of any action, suit or proceeding to which they are a party, by reason of being or having been a director or officer of the corporation, except with respect to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of their duties. The indemnification shall not be exclusive of any other rights to which he may be entitled under any by law, agreement, vote of shareholders or otherwise.

ARTICLE XII - DISSOLUTION

Section 1. Method of Approval Upon the recommendation of a majority of the Board of Directors to dissolve the Club, a special Membership meeting shall be called and a final approval by two-thirds (2/3) of the General Members present shall be required.

Section 2. Liquidation of Assets In the event of the dissolution of the International Falls Figure Skating club, the Board of Directors is empowered to act as trustees and supervise the liquidation of the Club’s assets. These assets should be placed in a trust fund to remain in the International Falls area.

Section 3. Final Report A final report of such liquidation and distribution of assets, as outlined above, shall be made to a special Membership meeting within sixty (60) days of the date of disposal of the assets of the Club.

The undersigned, being the Recording Secretary of the International Falls Figure Skating Club does hereby certify that the foregoing Bylaws of Corporation were adopted by a resolution of the Board of Directors effective May, ,2023.

Recording Secretary Signature: _____

Attest:

_____ signature, printed name, President

_____ signature, printed name, Vice President