



Woodbury Figure Skating Club
PO Box 251146
Woodbury, MN 55125

Bylaws of the Woodbury Figure Skating Club

A Member Club of
United States Figure Skating
Adopted: May 3, 1999
Revised and Approved: May 15, 2016

ARTICLE I NAME AND CORPORATION

Section 1.1 **NAME:** The Organization shall be known as Woodbury Figure Skating Club (hereinafter "WFSC" or the "Club").

Section 1.2 **INCORPORATION:** The Club was incorporated as a nonprofit corporation under the Laws of the State of Minnesota, March 1, 1999 and shall be governed by the nonprofit corporation law of the state ('Nonprofit Law').

Section 1.3 **MEMBERSHIP IN U.S. FIGURE SKATING:** The Club has been formed to be a member of The United States Figure Skating Association ("U.S. Figure Skating"), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 1.4 **OFFICES:** The principal office/headquarters of the Club shall be located at Bielenberg Sports Center located at 4125 Tower Drive, Woodbury, MN 55125. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

Section 1.5 **OFFICERS OF INCORPORATION:** The four officers of the club shall be the four officers of Incorporation.

ARTICLE II PURPOSES

Section 2.1 **PURPOSES:** The purposes of the club are: to encourage 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 spirit among ice skaters; develop each skater's interest and potential within an environment of support with the highest standards of leadership, professionalism, and good sportsmanship; and to carry out the general policies and objectives of the U.S. Figure Skating Association.

ARTICLE III MEMBERS

Section 3.1 **MEMBERS:** The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating, with voting rights and any other

legal rights or privileges in connection with the governance of the Club, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of members established from time-to-time by the Board of Directors. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of WFSC and U.S. Figure Skating.

Section 3.2 DUES: The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof.

Section 3.3 ANNUAL MEETING: The Club shall hold an annual meeting of its members in April or May for the purpose of electing Directors and for the transaction of such other business as required or deemed necessary by the Board of Directors. If no place is stated, the meeting shall be held at the Club's principal office. 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 Directors or Officers of the Club.

Section 3.4 SPECIAL MEETINGS: Special meetings of the members may be called at any time by the Board of Directors, the President or by written request of members stating the purpose(s) for calling the meeting and signed and dated by five (5) 'voting eligible' members in good standing. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal office. 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 3.5 NOTICE OF MEETINGS: Notice may be given as set forth below or by other means when all the circumstances are considered. Notice shall be posted on the Club website (www.skatewoodbury.org) and will be sent by electronic means to all who have registered through the Club website to receive Club updates.

Section 3.6 ELIGIBILITY TO VOTE: Those eligible to vote include all current WFSC 'Home Club' members in good standing that have reached the age of eighteen (18) or older at the time the vote takes place. Additionally, each family with a current 'Home Club' member in good standing under the age of eighteen (18) will be granted one vote.

Section 3.7 VOTING LIST: The Secretary shall make available at each regular and special meeting of the membership a complete list of the voting members, arranged in alphabetical order. Such list shall be open at the place where such meeting is held and shall be subject to examination by any voting member in attendance at such meeting.

Section 3.8 QUORUM: Twenty percent (20%) of the votes entitled to be cast by the members on a matter shall constitute a quorum for action on the matter. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the vote of a greater number of votes is required by law or the Club's Articles of Incorporation.

Section 3.9 TERMINATION, EXPULSION OR SUSPENSION: No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows. The member shall be given not less than thirty (30) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.10 apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

Section 3.10 DELEGATES TO THE U.S. FIGURES SKATING GOVERNING COUNCIL: Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating 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 Article VII, Section 2 of the U.S. Figure Skating 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 said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 GENERAL POWERS AND QUALIFICATIONS:

- (a) **POWERS:** The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.
- (b) **QUALIFICATIONS:** Directors must be (i) WFSC member in good standing and (ii) at least eighteen (18) years old, or (iii) the parent or legal guardian of a WFSC member in good standing. No more than one coach may serve as an official member of the board.

Section 4.2 NUMBER, TERM, AND ELECTION OF DIRECTORS:

- (a) **NUMBER OF DIRECTORS:** The number of Directors of the Club shall be as determined by the Board of Directors from time to time and listed in the Woodbury Figure Skating Club Policies and Procedures.
- (b) **TERM OF OFFICE:** One third of the board shall be elected each year at the regular meeting of membership, and they shall serve for a period of three (3) years. Each Director shall hold office until such Director's term expires and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal. A Director may serve consecutive terms.
- (c) **NOMINATION AND ELECTION OF DIRECTORS:** At the Annual Meeting of the membership, candidates will be nominated from the floor or from members who have expressed interest in serving on the board. The three candidates receiving the most votes shall serve for three years. Thereafter, three directors will be elected each year to replace those whose terms expire. If a directorship becomes vacant, the board shall appoint a club member as a director for the balance of the year. Voting on this appointment shall be conducted by the board of directors.

Section 4.3 RESIGNATION: A Director may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 4.4 REMOVAL: Directors elected by voting members or directors may be removed as follows: (i) The voting members may remove one or more directors elected by them with or without cause, unless the Bylaws provide that directors may be removed only for cause; (ii) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director; (iii) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors; (iv) A director may be removed only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director; (v) An entire Board of Directors may be removed under paragraphs (i)

to (iv) above; and (vi) A director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the Bylaws; except that a director elected by the Board of Directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors.

Section 4.5 **VACANCIES:** Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the members, and a Director so chosen shall hold office for a term of three (3) years and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation, or removal.

Section 4.6 **REGULAR MEETINGS:** The Board of Directors shall meet at least once in every month during the skating season, with no fewer than 9 meetings during the calendar year. The date of such meetings shall be stated by the President or, in his/her absence, by the Vice-President.

Section 4.7 **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each Director by e-mailing such notice at least seven (7) days before the date fixed for the meeting. The notice of special meeting must include the names of the four (4) Directors requesting the meeting but need not specify the purpose of the meeting.

Section 4.8 **QUORUM AND VOTING:** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors.

Section 4.9 **MEETING BY TELEPHONE:** Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.10 **ACTION WITHOUT A MEETING:** Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in e-mail form either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there is an e-mail trail, which describes the action, receives enough affirmative votes and is filed with the minutes. All such actions shall have the same effect as action taken at a meeting.

ARTICLE V OFFICERS

Section 5.1 **NUMBER AND QUALIFICATIONS:** The elected officers of the Club shall be a President (who shall also serve as the Chairman of the Board), a Vice-President, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in Section 4.1(b) of these Bylaws.

Section 5.2 ELECTION AND TERM OF OFFICE: The elected Officers of the Club shall be elected by the Board of Directors at the first Regular Board Meeting following the Annual Membership Meeting which held the election of new board members. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each Officer shall hold office until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal.

Section 5.3 RESIGNATION: An Officer may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 5.4 REMOVAL: Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 5.5 VACANCIES: A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.6 AUTHORITY AND DUTIES OF OFFICERS: The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) **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; to call special meetings and club meetings. The president, together with another designated board member, shall sign all agreements, contracts and other required documents made by the club, upon the approval of the board of directors.
- (b) **VICE-PRESIDENT:** It shall be the duty of the vice-president to assist the President and shall perform such duties as may be assigned to them by the Board of Directors of the President. The Vice-President shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.
- (c) **SECRETARY:** It shall be the duty of the Secretary to (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the Club records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.
- (d) **TREASURER:** The Treasurer shall (i) be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and a quittances for moneys paid in on account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (iii) be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local,

state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

ARTICLE VI STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 6.1 **GENERAL:** Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that maybe subject to restrictions imposed by the donor or transferor of such property.

Section 6.2 **RELIANCE ON CERTAIN INFORMATION AND OTHER MATTERS:** In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 6.3 **LIMITATION OF LIABILITY:** Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a Director or Officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.1 **DEFINITION:** As used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

Section 7.2 **PROCEDURE; ACTION; DISCLOSURE:** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the

conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Club. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 7.3 **LOANS:** No loans shall be made by the Club to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE VIII CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE IX INDEMNIFICATION

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE X MISCELLANEOUS

Section 10.1 **RECORDS:** The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) a list of the names and business or home addresses of its current Directors and Officers; (iv) a copy of its most recent corporate report delivered to the State; (v) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order; and (vi) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 10.2 INSPECTION AND COPYING OF CLUB RECORDS: Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Club records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records at a reasonable location and time specified by the Club. The Club may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Club upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 10.3 LIMITATIONS ON USE OF MEMBERSHIP LIST: Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 10.4 FINANCIAL STATEMENTS: Upon the written request of any member, the Club shall provide to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 10.5 CONVEYANCES AND ENCUMBERANCES: Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by applicable statute.

Section 10.6 FISCAL YEAR: The fiscal year of the Club begins on July 1 and ends on June 30.

Section 10.7 SEVERABILITY: The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 10.8 AMENDMENTS: These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise. (from USFSA)

Amended: 5/13/03
5/18/04
5/15/2016

Approved: 5/18/2004
5/15/2016

CERTIFICATE

The undersigned certifies that he/she is the Secretary of the Woodbury Figure Skating Club and that he/she is authorized to execute this certificate on behalf of WFSC and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: _____

Name: _____