

**BY-LAWS OF ST. CLOUD FIGURE SKATING CLUB**  
**Member Club of the United States Figure Skating Association**  
**Club #M2187 | Accepted, May, 1976**

As Amended November 2023

**ARTICLE 1. NAME AND CORPORATION**

**SECTION 1.** The name of the organization shall be the St. Cloud Figure Skating Club. For all purposes this name may be abbreviated to read "SCFSC".

**SECTION 2.** The club was incorporated under the laws of the State of Minnesota on October 2, 1973.

**SECTION 3.** This club shall have its headquarters at the Municipal Athletic Complex, 5001 North Eighth Street, St. Cloud, Minnesota.

**ARTICLE II. PURPOSE**

The purposes of the Club are; to encourage in the instruction, practice and advancement of the members in any or all the disciplines of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to encourage the sport of figure skating; and to carry out the general policies and objectives of US Figure Skating.

**ARTICLE IV. MEMBERSHIP**

All the members of this Club shall be persons interested in the objectives of the Club. The Club reserves the right to deny membership at any time and for any reason. However, the Club will not discriminate against members or prospective members on the basis of their protected class status under Federal or State law. All memberships are for one year terms unless earlier terminated or suspended pursuant to Section 5 herein. The Club offers Home Club Membership status and Non-Home Club Membership status.

**SECTION 1. HOME CLUB MEMBER**

- A. MEMBER, any person under the age of nineteen years as of the first day of September of the current membership year. Members are eligible to skate but

are not eligible to vote or hold office in the Club. Members are required to pay an annual membership fee and to be registered with US Figure Skating.

- B. COLLEGIATE MEMBER, any college aged person. Collegiate members are eligible to skate and to vote at the Club's Annual meeting in May. Collegiate members are required to pay a membership fee that is good for four years and must be registered with US Figure Skating.
- C. FRIENDS OF FIGURE SKATING MEMBER, any person nineteen years or older who is registered with US Figure Skating. Registration must be received by December 31st of the current skating season. They are eligible to vote at the Club's annual meeting in May but have no skating privileges. Friends of Figure Skating members are required to pay an annual membership fee.

## **SECTION 2. ASSOCIATE CLUB MEMBER**

Any person who is registered with the US Figure Skating and has a designated home club other than the St. Cloud Figure Skating Club. They are eligible to skate but are not eligible to vote and hold office in the Club. Their membership fee will be greater than a Home Club membership fee.

## **SECTION 3. GUEST SKATER**

A visiting skater, who is registered with the US Figure Skating. A Guest Skater is eligible to skate on the Club's ice a maximum of two times per year; thereafter, they must register with the Club and pay Associate Club membership fees or apply to become a Home Club Member.

## **SECTION 4. PAYMENT OF DUES**

The Board shall determine the rate of fees for each class of membership. Such rates shall be uniform as to each class. However, the Board shall not have power to increase the rate of annual fees during any one year for more than fifty percent over the rate of fees for the next preceding year unless such an increase is authorized at a meeting of the members entitled to vote, held after notice of such proposed increase.

All annual fees shall be payable by a specific date to be determined by the Board each year. If any member is in default in payment thereof, the board may restrict or withhold from him/her any or all Club privileges while he/she is in default. Delinquent accounts will be turned over to a collection agency.

If due to injury or a decision to cancel or put a hold on your participation in freestyle skating, an email notice must be sent to the Club President and Club Financial Administrator by the 20<sup>th</sup> of the month preceding the hold or cancellation. A written note from a doctor is required for injury notices.

## **SECTION 5. TERMINATION AND SUSPENSION OF MEMBERSHIP**

Any member acting in a manner found to be contradictory to the purposes of the Club, or acting in any manner that is found to have an adverse affect of the Club, may have their membership terminated or suspended by a majority vote of the board of directors. Notice shall be given to said member by registered mail at his

or her address as it appears on the Club records with ten (10) days of the termination. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charge incurred, services or benefits rendered, dues, assessments, or fees arising from contract or otherwise.

## **ARTICLE V. BOARD OF DIRECTORS**

### **SECTION 1. QUALIFICATION**

Directors must be voting members of the Club in good standing who have designated the Club as their Home Club under the applicable rules of US Figure Skating.

### **SECTION 2. NUMBER OF DIRECTORS**

The Board of Directors shall be composed of up to twelve but no less than ten Collegiate or Friends of Figure Skating members in good standing with the Club. One member of the twelve shall be a professional skating instructor to the extent a professional skating instructor is available and willing to be a Director.

### **SECTION 3. TERM OF OFFICE**

Three directors will be elected each year for a three-year term, to replace those whose terms expire. Only one member of a family may serve on the board at one time.

The one-year professional skating instructor terms may/may not be held by a different representative each year. If no professional is submitted, the position will be waived for that term, leaving only eleven board positions.

#### **SECTION 4. VACANCIES**

If a Director position becomes vacant before the end of the year, the board shall appoint a Collegiate or Supportive Club member to fill the vacancy for the balance of the year. At the next annual meeting of the membership, a Collegiate or Supportive club member in good standing shall be elected for a new term. At the end of each three year term, a board member wishing to continue on the board will need to be elected at the annual meeting. If a board member ends their term at the end of the year, prior to the end of their three year commitment, any remaining year(s) will be voided, and a new board member can be elected.

#### **SECTION 5. QUORUM AND VOTING**

Six Directors shall constitute a quorum at all meetings of the Board  
No Director shall be allowed to vote by proxy, but may vote by absentee ballot, email, or by phone. A Director that has provided an absentee ballot for a meeting, email, or appears by phone for a meeting shall be counted in the calculation of the quorum.

#### **SECTION 6. MEETINGS**

The Board of Directors shall hold regular meetings to be held at a time and place designated by the president.

Special meeting may be called by the president and must be called upon the Request of three or more Directors.

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized via email by all directors.

#### **SECTION 7. AUTHORITY**

The Board shall have the entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be invested in them. The Board shall make such rules as they deem proper respecting the use of the Club's property, prescribe rules for guests: fix penalties for offenses against the rules; and make rules for their own governance and for the governance of the committees appointed by them. The Board shall approve all committee chairs.

## **SECTION 8. FINANCIAL DUTIES**

All appropriations from the funds of the Club shall be made by the Board of Directors. The Board of Directors shall audit records of the secretary, treasurer and committees.

## **SECTION 9. US FIGURE SKATING DELEGATES**

The Board shall appoint from among its registered eligible members the number of delegates specified by US Figure Skating to represent the Club at the US Figure Skating Governing Council meeting, either in person or proxy.

## **SECTION 10. REMOVAL**

Any Director who misses three consecutive Board meetings may be removed by majority action of the other Directors if they are of the opinion such absences were without due cause. A Director may also be removed from the Board at the discretion of majority of the Board for acting in a manner found to be contradictory to the purposes of the Club, or acting in any manner that is found to have an adverse affect on the Club.

## **SECTION 11. CONFLICT OF INTEREST AND DISCLOSURE POLICY**

In their capacity as directors, the members of the Board of Directors of the St. Cloud Figure Skating Club (SCFSC) must act at all times in the best interests of SCFSC. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

### **CONFLICT OF INTEREST POLICY**

- 1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of SCFSC. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of SCFSC. [SEP]*
- 2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to SCFSC and the Board member's personal, business or other interests. [SEP]*

3. *All conflicts of interest are not necessarily prohibited or harmful to SCFSC. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or SCFSC Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.* [SEP]

4. *All actual and potential conflicts of interests must be disclosed by Board members to the SCFSC Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the SCFSC Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The SCFSC Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.*

## **ARTICLE V. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, the Past-President Consultant, the Vice President, the Treasurer, and the Secretary of the Club.

The Executive Committee may make decisions on behalf of and binding upon the Board of Directors when a time deadline necessitates such a decision. All said decisions shall be reported to the Board at the next regular meeting.

## **ARTICLE VI. MEETINGS OF MEMBERS**

An annual meeting of the Club shall be held in the spring of each year for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. All members entitled to vote are to be notified personally or by email not less than five days nor more than thirty days in advance. At the annual meeting of the Club, all voting members will be entitled to one vote.

## **ARTICLE VII. NOMINATING COMMITTEE**

Prior to the annual meeting of members, the President shall appoint a Nominating Committee of three members. This Committee shall nominate the number of persons necessary to be elected to fill the vacancies on the Board for the coming year. Notice of the nominations to be presented at the annual meeting shall be included in the notice of the meeting emailed to all voting

members not less than five nor more than thirty days in advance. Additional nominations may be presented at the annual meeting.

## **ARTICLE VIII. OFFICERS OF THE CLUB**

The officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer. A Past President shall be named when appropriate. Such officers shall be members of the Board and shall be elected by the Directors at the annual meeting. Such officers shall hold office for a period of one year, beginning June 1 but may be reelected for additional terms.

All officers shall serve without compensation and may be removed by a majority Vote of the Board.

The Board shall have the authority to employ a Learn to Skate Director and a Freestyle Program Director. The LTS Director, and FS Program Director have the right to attend and take part in all Board meetings but with no right to vote. The duties and compensation for these positions shall be as designated by the Board. The Board, at any time, may appoint additional persons as necessary to perform functions and duties under their direction.

## **ARTICLE IX. DUTIES OF OFFICERS**

### **SECTION 1. PRESIDENT**

The President shall be the principal executive officer of the Club and shall, in general, supervise and control the business and affairs of the Club. The President shall preside at all meetings of the Board of Directors and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

### **SECTION 2. VICE PRESIDENT**

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President.

### **SECTION 3. TREASURER**

The Treasurer shall monitor the finances of the Club, keeping records of all receipts and disbursements.

The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors or in securities approved by the Board of Directors. All Disbursement by check shall carry the signatures of the Treasurer and an Executive Officer.

The Treasurer will present a monthly operating statement at each Board meeting for Board approval.

#### **SECTION 4. SECRETARY**

It shall be the duty of the Secretary to keep Minutes of the Annual Meeting of the Club and of the Board of Directors.

He/She shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and Board of Directors.

He/She is responsible for keeping records of the Board of Directors terms of service.

#### **ARTICLE XI. COMMITTEES**

The following are standing committees:

*Fall Kick Off Meeting*

*Granite City Classic*

*National Skating Month – January*

*Compete USA Competition*

*Annual Ice Show*

*Annual Meeting/Banquet*

*The Board may appoint other Committees as deemed necessary.*

#### **ARTICLE XII. FISCAL YEAR**

The fiscal year of the club shall run from June 1st of one year through May 30th of the next year.

### **ARTICLE XIII. VOTING-QUORUM**

At the annual meeting of the Club, all voting members will be entitled to one vote. Six Board members shall constitute a quorum at all meetings of the Board.

### **ARTICLE XIV. PROVISION FOR AMENDING BY-LAWS**

Any part of the By-Laws may be amended by two-thirds vote of eligible voting members present at meetings.

Amendments to the By-Laws shall be voted on by the Board of Directors, and thereafter presented to the Membership at the next regular scheduled meeting