

CONSTITUTION OF THE VACATIONLAND FIGURE SKATING CLUB, INC.

Member Club of
U.S. Figure Skating

ARTICLE I NAME AND CORPORATION

Section 1. Name. The Organization shall be known as Vacationland Figure Skating Club, Inc.

Section 2. Incorporation. The Club was incorporated under the Laws of the State of Minnesota on January 13, 1978.

Section 3. Officers of Incorporation. The four officers of the Club shall be the four officers of Incorporation.

Section 4. This Club shall have its physical headquarters at 502 Jackson Street, Brainerd, MN 56401.

ARTICLE II PURPOSE

The purposes of the Club are: to encourage the instruction, practice, and advancement of its members in any or all types 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 U.S. Figure Skating.

ARTICLE III OFFICERS

Section 1. Titles. It will be necessary for the Board of Directors to elect a president. The officers shall be the President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined. All officers must be registered members of the U.S. Figure Skating who have designated the corporation as their home club.

Section 2. 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 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 policies of the Club, pending the approval of the Board; to call special meetings and Club meetings. The President, together with an officer of the board, shall sign all agreements and contracts made by the Club upon the approval of the Board of Directors.

Section 3. 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 the absence of the President, to assume the duties and officiate in his/her stead.

Section 4. Duties of the Treasurer. The Treasurer and or board approved appointee (e.g. book-keeping service) shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report at each Board meeting. Disbursements shall be made only upon vouchers/receipts under direction of the Board of Directors. The Board of Directors has the power, whenever they deem it necessary, to appoint an acting Treasurer. The funds shall be deposited in the name of the Club in a bank, or in securities approved by the Board of Directors. The Treasurer shall not withdraw from the Club's savings account or other investment funds earned in a prior year, except upon the vote of a majority of the board members. All payment expenditures will require dual approval by two board members unless the amount is less than \$200, in which case only one approver will be required. Checks may not be signed by the one whom it is payable. The Treasurer shall present a yearly financial report and budget for presentation of all year-end filings for all government agencies.

Section 5. Duties of the Secretary. It shall be the duty of the Secretary to keep the "minutes of the meeting" of the Club and the Board of Directors, to supervise all reports and documents connected with the business of the Club, and to prepare and issue notice of all meetings of the Club and Board of Directors and shall post the notices on the club website five (5) days prior to all meetings.. The Secretary shall supervise the keeping of a roll of Board of Directors together with the dates of their election and a record of all Club members suspended or expelled. The Secretary shall keep a list of motions passed and include a list with the bylaws at the beginning of each fiscal year. The secretary shall furnish a copy of the Constitution and By-laws to each newly elected Board member.

Section 6. Vacancies. If any of the foregoing offices become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term.

Section 7. Removal. Any officer or board member may be removed from office by a 2/3 majority vote of the Board of Directors voting at a special meeting called for this purpose, except the board member under consideration for removal shall not vote.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Qualification. Board members must be a member in good standing, for a minimum of 6 months, of the corporation who have designated the corporation as their Home Club (ie: Home Club Member) under applicable rules of U.S. Figure Skating. Individuals who receive direct compensation from VFSC are ineligible to serve as board members, with the exception of the Toe Pic Manager.

Section 2. Number of Members. There shall be a Board of Directors composed of a range of not less than five (5) and not more than nine (9) regular members of the club.

Section 3. Term of Office. The term of office for each member of the Board of Directors shall be three (3) years. No member of the Board of Directors may serve more than two (2) consecutive terms. However, a board member may serve additional terms after an absence of at least one (1) year.

Section 4. Vacancies. In the event of a vacancy on the Board of Directors; it may be filled by vote of the remaining board members by a home club member in good standing who has been a club member for at least six (6) months. Such appointed member shall fill the unexpired term of the vacated board member position. Three (3) unexcused absences from board meetings may result in termination from the Board of Directors. Attendance will be noted at all Board meetings.

Section 5. Election. New board members will be elected at the Annual Meeting prior to April 30th each year. Officers shall be elected at the April board meeting, following the Annual Meeting. Current and incoming board members can be considered for officer positions. Current officers shall remain in the positions until election of new officers occurs. New officers must be assigned by April 30th for USFS guidelines. The Board of Directors shall elect one (1) of its members as President of the club, one (1) of the members as Vice-President, one (1) of its members as Secretary, and one (1) of its members as Treasurer. The duties of these officers shall be as hereinafter set out.

Section 6. Quorum. One half ($\frac{1}{2}$) of the Board shall constitute a quorum.

Section 7. Meetings. The Board of Directors shall meet at least once per month. The date of such meetings shall be established by the Board. Any three (3) members of the Board may call a Special Board meeting upon written notice to all the members of the Board of Directors at least three (3) days prior to the meeting. The notice shall state the date of the meeting, the purpose for which the meeting is called, and the names of the three (3) members requesting the meeting.

Section 8. Authority. The Board of Directors 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 vested in them.

The Board shall make such rules as they deem proper respecting the use of the Club's property; fix penalties for offenses against the rules; and make rules for their own government and for the government of committees appointed by them. The board shall appoint a Membership Chair and a Test Chair; and all other committee chairs as the Board may choose to create.

Section 9. Financial Duties. The Board of Directors shall approve all appropriation from funds of the Club; audit such records of the offices as may be necessary, including an independent professional audit on an annual basis if deemed appropriate. The Board shall be responsible for filing federal and state income tax returns yearly and perform any other duties deemed necessary by the Board. The Board

shall have the power to limit the indebtedness of a member of the Club. Upon written request of any member, the club shall provide to such member its most recently published 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 operation.

Section 10. 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, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing.

Section 11. Readmission to Membership. The Board of Directors may readmit to membership any former member expelled by it. Such readmission must be by ballot and a vote of 2/3 of the board members present shall be required for readmission. No rejected candidate shall be again proposed for reinstatement within six (6) months after rejections.

Section 12. Standing Committee. The Board of Directors shall appoint all standing committees and such other committees as it shall deem appropriate with full authority over them.

Section 13. U.S. Figure Skating Delegates. . 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.

Section 14. Board Member Limitation. The office of the board member shall be ipso facto vacated:

- a) If he/she is found to be mentally incapacitated
- b) If he/she is convicted of a felony.
- c) If by notice in writing to the Club he/she resigns his/her office.

Section 15. Removal. Any board member who misses three consecutive Board meetings may be removed by majority action of the other board members if such absences were without due cause. A board member 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 effect on the Club.

Section 16. Removal Procedure. The Board of Directors may remove any board member at a meeting of the Board of Directors called for such purpose. The Board member to be removed shall be provided a copy of the charges against the member at least ten (10) days in advance of such meeting. The Board Member shall be given the opportunity at the meeting to answer charges. A vote by ballot shall be

taken and a vote of two thirds ($\frac{2}{3}$) of the board members present shall be required for the removal of any board member.

ARTICLE V ELECTIONS

Section 1. Nomination and Election. Openings for Board of Directors positions shall be posted for a minimum of ten (10) days prior to the annual election. Those persons interested in running for an open board seat may so indicate in writing to a member of the existing Board of Directors Pursuant to U.S. Figure Skating rules, the Board of Directors shall be elected by the Home Club members in good standing at a membership meeting before the beginning of the fiscal year for which such officers and directors are chosen.

ARTICLE VI MEMBERSHIP

Section 1. Candidates from membership shall be individuals interested in the objectives of the Club who conform to the definition of eligible or ineligible skater as specified in the rules and constitution of U.S. Figure Skating

Section 2. Classes of Membership.

- A. **Home Club Members.** Those persons with current USFS membership or legal guardians of members, designating VFSC as their home club. Members at least 18 years of age shall have the right to vote, hold office, and shall enjoy all privileges of the club. Members under age 18 shall not be eligible to vote or hold office, but shall enjoy all other privileges of the club.
- B. **Associate Members & Associate Members Plus.** Associate Members/Plus shall not vote, hold office, or have other privileges of the club except those relative to the use of ice and testing. Their association is a means of expression of the interest in the Vacationland Figure Skating Club. Associate Members/Plus shall be admitted to the Club upon payment of the dues which shall be equal to no more than 80% of the annual dues charged to the Home Club Members.
- C. **Collegiate Member.** Collegiate members shall not vote, hold office, or have other privileges of the club except those relative to the use of ice and testing. These members should be over 18 years of age and enrolled in a post-secondary education program. Collegiate member shall be admitted to the Club upon payment of the dues which shall be equal to no more than 80% of the annual dues charged to home club members.
- D. **Honorary Members.** Honorary Members may be elected by a two-thirds ($\frac{2}{3}$) vote of the board members present at any meeting of the club. Honorary Members shall be free from initiation fees, dues or assessments. They may represent the Club in exhibitions and attend ice skating sessions under the same rules governing other members. They shall not vote, hold office, or be entitled to other privileges of the Club.

Section 3. Arrears for Dues. Arrears shall be defined as a failure to pay on or before the due date. Any member in arrears for dues, or any other indebtedness, shall be notified by mail at his/her last known

address. If the arrearage is not paid within one (1) month thereafter, the name of such delinquent member shall be reported to the Board of Directors at its next meeting. The Board of Directors may drop from the roll the name of any such delinquent member. A member dropped from the roll for non-payment of dues or any other indebtedness will be reinstated to membership upon payment of any arrearage.

Section 4. Arrears for Dues Restrictions. No members in arrears for dues or other indebtedness shall be eligible to hold office, vote, be tested or compete as a member of the Club.

Section 5. Approval for Competition or Exhibition. No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Test Chair. .

Section 6. Responsibility for Guests. Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club's property at their request.

Section 7. Guest. A visiting skater from an out of town member club of U.S. Figure Skating may skate upon payment of the same rate for ice time as members of the Club are paying at any given session. Skating privileges are contingent upon space available. The new Board at the first meeting of each year shall set the fee for the coming year. Guest skaters who wish to skate more than three (3) sessions need to register as an Associate Member.

ARTICLE VII CLUB MEETINGS

Section 1. Time. There shall be at least one annual stated Club membership meeting each year. A stated meeting shall be held before the new fiscal year begins.

Section 2. Special Meetings. The Secretary shall call special meetings of the Vacationland Figure Skating Club at the directions of the President, or upon the written request of 10% of Home Club Members in good standing.

Section 3. Quorum. Twenty percent (20%) of all members who are entitled to vote and are in good standing shall constitute a quorum for the transaction of business.

Section 4. Notices. Notice of stated and special meetings shall be distributed by the secretary to every member at least ten (10) days in advance thereof. And/or shall be posted by the Secretary for the same length of time on the Club website

Section 5. Special Meeting Limitations. No business shall be transacted at a special meeting except that of which notice was given.

**ARTICLE VIII
CONFLICT RESOLUTION**

Section 1. Complaints. Any member or members having complaints against another member for the infraction of any law or rule, or for conduct injurious to the Club, may report the same, in writing, to the Board of Directors. Such complaints shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such a complaint, a meeting of the appointed Grievance Committee shall be held as soon as practicable to investigate the same. Such complaints will be investigated and resolved according to the Club's conflict resolution policy.

Section 2. Necessity of Grievance Procedure. The grievance procedure is necessary in order to assure that complaints are properly addressed and to further assure that the pros are not distracted from their teaching duties. The following consequences will be applied by the Board of Directors:

- A. For a first time offense, for an infraction of any Bylaw, rule, policy or procedure of the Club, the member who the complaint is concerned will be issued a warning and put on probation for the remainder of the season.

If a member already on probation with VFSC receives a second complaint or is further involved in an infraction of any Bylaw, rule, policy or procedure of the Club, the skater and parent or legal guardian in question, will be suspended from all VFSC programs for two weeks. A third violation of any Bylaw, rule, policy or procedure of the Club, will result in both the skater and parent/legal guardian being removed from the program for the remainder of the skating season.

**ARTICLE IX
FEES, DUES AND ASSESSMENTS**

Fees. The annual dues payable to the corporation shall be in such amount as determined by the Board of Directors.

**ARTICLE X
FISCAL YEAR**

The fiscal year shall run from May 1 through April 30 until such time as the Board of Directors adopts a different fiscal year.

**ARTICLE XI
MEMBERSHIP IN U.S. FIGURE SKATING**

The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the membership bylaws of that association. Members shall conduct themselves in a manner consistent with the codes and ethics as stated by U.S. Figure Skating and the United States Olympic Committee. The Club shall follow the provisions of U.S. Internal Revenue Code. Sec. 501c(3)

**ARTICLE XII
AMENDMENTS TO BYLAWS**

These bylaws may be amended by a two-thirds vote of the Board of Directors at any meeting thereof.

**ARTICLE XIII
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 ($\frac{2}{3}$) of the senior members present shall be required.

Section 2. Liquidation of Assets. In the event of the dissolution of the Vacationland Figure Skating Club, the Board of Directors is empowered to act as trustees and supervise the liquidation of the club's assets.

Section 3. Distribution of Assets. Any and all remaining assets of the club after liquidation shall be donated to the U.S. Figure Skating Memorial Fund.

Section 4. 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.

**ARTICLE XIV
ORDER OF BUSINESS**

Section 1. Sequence. VFSC will conduct its affairs in accordance with generally acceptable parliamentary procedures.

**ARTICLE XV
RULE OF ORDER**

Section 1. Order of Motions.

1. **Motion:** A member rises or raises a hand to signal the chairperson.
2. **Second:** Another member seconds the motion.
3. **Restate motion:** The chairperson restates the motion.
4. **Debate:** The members debate the motion.
5. **Vote:** The chairperson restates the motion, and then first asks for affirmative votes, and then negative votes.
6. **Announce the vote:** The chairperson announces the result of the vote and any instructions.

Section 2. Yeas and Nays. If any two members shall request, the Yeas and Nays shall be called upon into question, whereupon each member present shall vote as his/her name is called, without debate, unless excused from voting by the meeting and the vote so taken shall be recorded in the minutes.

Section 3. To Reconsider. A motion to reconsider must be made by a member who voted on the issue at the same or succeeding meeting.

Section 4. Majority Vote. Except as otherwise provided, all questions shall be determined by a majority vote. The President may vote only in case of a tie, except when the yeas and nays are ordered in which case he/she shall vote when his/her name is called. If the result be then a tie, the motion shall be declared a loss.

Vacationland Figure Skating Club Bylaw Amendment History

Adopted: July 1979

Amended 12/10/1981; Amended 6/1/1991; Amended 5/04/1992; Amended 5/01/2004;
Amended 10/17/2010; Amended 7/12/2012; Amended 6/09/2016; Amended 3/24/2020;
Amended 4/25/2021; Amended 5/9/2024