

Bylaws of the Braemar-City of Lakes Figure Skating Club
Member Club of
The United States Figure Skating Association (USFSA)

Adopted Effective: May 19, 2002

ARTICLE I
NAME AND CORPORATION

Section 1. Name. The organization shall be known as Braemar-City of Lakes Figure Skating club (hereafter “BCLFSC”, or the “Club”).

Section 2. Incorporation. The Club was incorporated under the laws of the State of Minnesota, April 2, 1959.

Section 3. Seal. This corporation shall not have a seal.

Section 4. Registered Office. This Club shall have its headquarters in the Braemar Arena at Edina, Minnesota or such other place as may be designated by the Board of Directors (hereafter the “Board”).

ARTICLE II
PURPOSE

Section 1. Mission. 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; cultivate a spirit of fraternal feeling 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 United States Figure Skating Association.

ARTICLE III
MEMBERS

Section 1. Applicants. Candidates for membership shall be individuals interested in the objectives of the Club.

Section 2. Classes of Membership.

- a. Home Club Member - Members of the Club with full skating privileges who have designated a Braemar Professional, and have specified the Braemar-City of Lakes Figure Skating Club as their Home Club with the USFSA. Annual Home Club membership dues shall include membership in USFSA.

- b. Associate Member - Members of the Club for the purpose of skating privileges who have designated a Braemar Professional, and have specified a club other than BCLFSC as their Home Club with the USFSA. Independent Members of USFSA shall be Associate Members. Associate Members must be a USFSA member and have no voting rights.
- c. Sustaining Member - Members of the Club who play a sustaining role in the Club and wish to show support of the mission of the Club. Sustaining Members have full voting privileges but no skating privileges, except for Braemar Professionals. Board Members shall be Home Club or Sustaining Members.
- d. Alumni/Official/Honorary Member - Members of the Club who are Sustaining Members with voting rights and limited skating privileges at the discretion of the Board.

Section 3. Application for Membership. Applications for admission, with appropriate fees, shall be submitted to the Board for approval. Applications for Home Club and Associate Members must include: the name of the skater's professional figure skating instructor who is authorized and agrees to teach said proposed Member on ice purchased by the Club; appropriate dues and/or fees; and a duly signed waiver of claims or demands against the Club arising out of accidents or injuries sustained during skating sessions. The Board shall vote on membership applications within sixty (60) days of receipt. No person shall be elected a Member if three (3) or more Members of the Board shall object to the election of such person. Rejection may not be discriminatory as to race, age, or religious preference.

Section 4. Voting Rights. Members are entitled to vote and have equal rights and preferences in matters except to the following extent:

- a. Home Club, Sustaining, and Alumni Members at least sixteen (16) years of age will be entitled to one (1) vote per issue or position.
- b. For those Home Club Members less than sixteen (16) years of age, one parent or legal guardian, as designated on the application of such Member, shall be entitled to one (1) vote.
- c. Associate Members have no voting rights.
- d. No person shall be entitled to more than one vote even though he/she may be a part of more than one membership class.
- d. No proxy voting shall be allowed.
- e. Voting shall not be on a cumulative basis. Each Member with voting rights is entitled to one vote on each issue/nominee/amendment voted on by the Members, i.e. one vote for each nominee.

Section 5. Fiscal Year/Term. The term of Membership shall be one year and shall run from June 1 through May 31 or until such time as the Board adopts a different fiscal year.

Section 6. Termination. Membership shall terminate at the end of the stated term of Membership or at any other time at the discretion of the Board. However, a Member shall not be expelled or suspended, except pursuant to a procedure that is fair and reasonable, and is carried out in good faith. A Membership may not be terminated or suspended before the end of the stated term, other than for nonpayment of dues, fees, or assessments, except where the Member is given:

- a. Not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for its; and
- b. An opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the President or Vice President, whom are authorized to decide that the proposed expulsion, termination, or suspension not take place.

Termination and/or suspension of Membership does not relieve the terminated or suspended Member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise.

Section 7. Fees/Dues/Assessments. The annual dues payable to the Club shall be in such amount as determined from time to time by the Board. Such rates shall be uniform as to each class, except at its discretion, the Board shall have power to determine the dues for such individuals or to waive any dues thereon, in such cases, and for such period as it deems advisable. All annual dues, fees, assessments, and regular billings shall be payable at the opening of the skating season, or upon presentation of a statement. A Member may be expelled or suspended and a Membership may be terminated before the end of the stated fixed term without a hearing where the Member has not paid the required dues, fees, or assessments. Before any skater may make application for membership for the following year, all fees/dues/assessments to the Club must be paid in full.

ARTICLE IV **CLUB MEETINGS**

Section 1. Annual Meeting. Regular meetings of voting Members shall be held annually, at or about the close of the skating season, at such day and time as the Board shall determine.

Section 2. Notice. Written notice of all Member meetings must be given to Members at least fifteen (15) and not more than thirty (30) days before the meeting. The notice must contain the date, time, and place of the meeting.

Section 3. Quorum. Twenty percent (20%) of the total voting Membership shall constitute a quorum at all annual and special meetings, including meetings to adopt or amend the Bylaws. The Board shall establish the total number of voting Members prior to any annual or special meetings. In absence of a quorum, the meeting may be adjourned from time to time until a quorum is present. If a quorum is present when a meeting is convened, a discussion of issues and vote of the Membership may be held even though withdrawal of voting Members leaves less than the number otherwise required for a quorum. (See voting rights in Article III, Section 4.)

Section 4. Annual Meeting Demand by Members.

- a. Who May Call. If a regular meeting of voting Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the Club.
- b. Notice. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the Club. If the Board fails to cause a meeting to be called and held as required, the Members with voting rights making the demand may call the meeting at the expense of the Club by giving notice to every voting Member.
- c. Location. If an annual meeting of Members is made by demand, the meeting must be held in the county where the Club's registered office is located.

Section 5. Special Meetings of Voting Membership.

- a. Who May Call. The Club shall hold a special meeting of Members if at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, sign, date, and deliver to the President or the Treasurer one or more written demands for the meeting, describing the purpose for which it is to be held.
- b. Notice. Within thirty (30) days after receipt of a demand for a special meeting from the voting Members, the Board shall cause a special meeting to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the Club. If the Board fails to cause a special meeting to be called and held as required by this sub-division, a voting Members making the demand may call the meeting by giving notice to every voting Member at the expense of the Club.

- c. Location. If a special meeting is demanded by the Members, the meeting must be held in the county where the Club's registered office is located.
- d. Notice Requirements; Business Limited. The notice of a special meeting must contain a statement of the purposes of the meeting. No business shall be transacted at a special meeting, except that of which notice was given.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. Number of Members. The Board of Directors shall be composed of eleven (11) Members and must be Home Club or Sustaining Members of the Club, whom shall be elected as follows: Effectively immediately upon adoption of these Bylaws, and to allow for a transition period in changing directors' terms from a two (2) to a three (3) year term, one Board Members from the 2001/2002 Board will be elected to serve one (1) additional year beyond the initial two (2) year term, three (3) directors holding office on the 2002/2003 Board will be elected to serve a two (2) year term, and three (3) directors will be elected to serve a three (3) year term. Thereafter, all Members of the Board shall be divided into three (3) groups with staggered terms, with each director serving three (3) years: Two (2) groups containing four (4) Members, and one group of three (3) Members.

Section 2. Term of Office. Ultimately, following the transition period mentioned in Section 1 above, directors shall hold office for a three (3) year term for which he or she was elected, until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation, or removal.

Section 3. Removal. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5), and not more than thirty (30) days notice of such meeting, stating the removal of such director is to be on the agenda for such meeting, shall be given to each director.

Section 4. Retirement, Death, Resignation. No retiring Member of the Board will be eligible for re-election for one (1) year from the date of retirement (except as noted above in Article V, Section 1, on a one time basis). This does not apply to a Member appointed to fill the unexpired term of another Board Member. A Director may resign at any time by giving notice of his or her resignation to the Club. The resignation is effective when received by the Club unless a later date has been specified in the notice. In the event of the death, removal, or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 5. Nominating Committee. The Nominating Committee shall consist of the Members of the Board of Directors whose term next expires. The Nominating Committee will subsequently choose nominees for Directors for Membership vote. The number of nominees shall be greater than the number of vacancies to be filled but shall not exceed two (2) times the number of vacancies to be filled.

Section 6. Election of the Board of Directors -Procedure. Upon determining the nominees for position of director of the Club, the nominees names will be put on the ballot on the ballot in alphabetical order during the even years and in reverse alphabetical order during the odd years. The ballots along with the voting instructions shall be mailed to the Club Members no later than twenty-one (21) days prior to the date of the election. The Club Members then may return their ballots by either mailing them to the club post office box (postmarked no later than five (5) days prior to the meeting) or putting them in the ballot box at the annual meeting, which will be located pursuant to the instructions contained in the voting instruction to the Club Members. In order to determine secrecy of the ballot and to maintain control over the election, a dual envelope method may be utilized whereby the ballot is placed inside an envelope, which contains the Club Members' signature. The nominating committee, which shall also serve as the election judge, will remove the ballots from the envelopes after first checking the Member's name off on the Club Member list. Write-in candidates will be accepted and counted. The three (3) or four (4) nominees (depending upon the year) with the most votes will then be Directors for the following three (3) years.

Section 7. Authority. The business of the Club shall be managed by or under the direction of the Board elected by the Club Members, which shall have the entire authority in the management of affairs and finances of the Club, and shall have general control of its property. All rights and powers connected therein shall be vested in them. The Board shall make such rules as it deems proper respecting the use of the Club's property, i.e., prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own government; and for the government of the committees appointed by it.

Section 8. Quorum. At all meetings of the Board of Directors, six (6) directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of six (6) of the directors present at a duly held meeting shall be sufficient for any action.

Section 9. Written Action. Any action required or permitted to be taken at a meeting of the Board may be taken by unanimous written action signed by the all of the Board.

Section 10. Meetings. The Board shall meet at least nine (9) times during the fiscal year, preferably monthly during the skating season. Every effort will be made to hold meetings of the Board in a public facility such as the registered office of the Club. The date of such meetings shall be set by the President or, in his/her absence, by the Vice-President who shall cause notice thereof to be communicated to the Board in writing, at least five (5) days prior to a meeting.

Section 11. Special Meetings. Special meetings of the Board may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of receiving such a request and shall cause there to be given to all Board Members not less than five (5), nor more than thirty (30) days' written notice of the time, place, and purpose of such special meeting. No business shall be transacted at a special meeting except that of which notice was given.

Section 12. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 13. Notice. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a post-paid, sealed wrapper addressed to such director or committee Member at his or her last known address, and such notice shall be deemed to have been given at the time when thus mailed.

Section 14. Committees. The Board may establish one or more committees having the authority of the Board in the management of the business of the Club to the extent determined by the Board.

Section 15. Director Compensation. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for authorized expenses incurred on behalf of the Club.

ARTICLE VI **OFFICERS**

Section 1. Titles. The officers shall be the President, Vice-President, Secretary, and Treasurer. All officers must be registered members of the USFSA who have designated the BCLFSC as their Home Club.

Section 2. Officers. The officers shall be Members of the Board and shall be elected by the new Board at a meeting held as soon as reasonably possible after the annual election of new Directors.

Section 3. Additional Officers. The Board may at any time also elect or appoint such additional officers as the Board deems advisable to perform such functions and duties and with such powers and discretion as the Board may prescribe. All officers shall serve without compensation.

Section 4. Duties of the President. It shall be the duty of the President to be the chief executive of the Club, including being responsible for the day to day operations of the Club, and to preside at all meetings of the Club and of the Board. In addition, he or she shall perform such other duties as may be determined from time to time by the Board such calling special meetings and Club meetings. Upon approval of the Board, the President, together with the Secretary, shall sign all agreements and contracts made by the Club. When necessary, the President shall certify proceedings of the Board and Members. The President shall maintain records of the Club for at least six (6) years. Destruction of Club records shall only take place after Board approval.

Section 5. 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. In case of the President's absence, or inability or refusal to act, the Vice- President shall assume the duties and officiate in his/her stead, but only so long as such absence or inability continues.

Section. 6. Duties of the Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies, and disbursing Club funds as authorized. Specifically, the Treasurer shall: (1) Prepare an annual budget of estimated income, income expense, and capital expense for presentation to, and approval of, or by the Board; (2) Keep accurate financial records for the Club; (3) Deposit money drafts and checks in the name of and to the credit of the Club; (4) Endorse deposits for notes, checks, and drafts received by the Club, as ordered by the Board; (5) Disburse Club funds and issue checks and drafts in the name of the Club, as ordered by the Board; and (6) Upon request, provide the President and the Board, an account of transactions by the Treasurer and of the financial condition of the Club. The Treasurer shall perform such other duties as may be determined from time to time by the Board.

Section 7. Duties of the Secretary. It shall be the duty of the Secretary to maintain the minutes of all Club and Board meetings, to supervise all reports and documents connected with the business of the Club, and to issue notices of all Club and Board meetings. In the event of the absence of both the President and Vice President, the Secretary shall preside at meetings of the Club or Board.

ARTICLE VII **USFSA DELEGATES**

The Board shall appoint, from among its registered eligible Members, a number of delegates in proportion to the total number of registered Members of such member Club during the preceding fiscal year as specified in the USFSA Bylaws, Article XV. The delegate(s) shall be representative(s) between the Club and the Association and shall attend the USFSA Governing Council meeting, either in person or by proxy. The Association shall provide the certificate, which must be filed by the Club with the Association.

ARTICLE VIII **CLUB PROFESSIONAL**

The President and Board may contract with a Club Professional Figure Skating consultant. A one (1) year contract may be offered by the Board for professional figure skating consulting services with an experienced member of the Professional Skaters Association and/or Braemar Professional Association. Such person may consult with the Board by providing information and recommendations of the needs of the Club for professional figure skating instruction. The professional may also advise the Board of any duties, obligations, or responsibilities of the Club to professional figure skating instructors teaching on Club ice. The Club professional will be reviewed annually by the Board. A written agreement shall state the reasonable expectations of the parties. The Club professional, or assigned representative, shall be present at all regularly scheduled Board meetings.

ARTICLE IX **STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS**

Section 1. Good Faith. It is the responsibility of each officer and director of this Club to discharge his/her duties as a director in good faith, in a manner the person reasonably believed to be in the best interests of this Club, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. Contracts. A contract or other transaction between this Club and one or more of its directors, or between this Club and an organization in or of which one or more of this Club's directors are directors, officers, or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- a. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Club at the time it was authorized, approved, or ratified; or
- b. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority of the Board or committee. However, the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section: A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE X **INDEMNIFICATION**

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Club, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the Club, shall be indemnified by an affirmative vote of a majority of the Board upon receipt of notice, so long as the demand is within the scope of the Act. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, and administrators of such director or officer and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE XI
DISCIPLINE

Complaints. Any Member or Members having complaint 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. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board shall be held as soon as practicable to investigate the same. The complainant(s) and the Member complained against shall be given copies of any written statements regarding the complaint and shall be notified at least seven (7) days prior to a hearing date.

ARTICLE XII
AMENDMENT OF BYLAWS

Bylaws may be adopted or amended by a majority vote of all voting Members present at any annual meeting or at any special meeting of Members. A special meeting to adopt or amend a Bylaw may be called upon petition by the majority of the voting Membership. The petition must be presented to the Board, who will in turn notify the Members of a special meeting. The Board shall present the Bylaw or the amendment of the Bylaws, for consideration by the Membership, by Resolution setting forth the proposed Bylaw or amendment. Notice of the meeting of Members, stating the purpose, shall be given to each Member entitled to vote on the proposed amendment, and to each officer and director, regardless of his/her voting rights.

Secretary