

NORTHERN BLADES NSC FIGURE SKATING CLUB
INCORPORATED BYLAWS
As Amended August 26, 2020

ARTICLE I Name and Location

Section I

- A. The name of this club shall be the Northern Blades NSC Figure Skating Club (the “Club”).
- B. The address of the Club shall be located in Minnesota, at such address as the Board of Directors (“Board”) shall from time to time determine with consent of a majority of the Board.
- C. The Club’s fiscal year and skating year may differ.

ARTICLE II Members

Section I. Members of this Club shall hold a current United States Figure Skating (“USFS”) membership. Members shall be required to abide by, and to conduct themselves in accordance with the By Laws and official rules of U.S. Figure Skating, and such other rules, policies and procedures as may be approved, in accordance with the By Laws, by the Directors. All Home Club Members must be given Board approval to skate in special events, including ice shows, to validate participation in the event does not jeopardize their skating status with USFS.

Section II. There shall be seven (7) classes of membership: (as defined below, with each class referred to collectively as the “Members” or the “Membership”).

- A. **Active Member:** A Home Club member skater, a parent of a Home Club member skater, a parent or guardian financially responsible for a Home Club member skater, a Professional member, Alumni member or a U.S. Figure Skating appointed judge. Active members in good standing who are 16 years old and older may vote. Active members in good standing who are 18 years old and older may vote, hold office and serve as a Director. Active Member families may have no more than one vote per Home Club Member.
- B. **Associate Professional Member:** Individuals who are U.S. Figure Skating certified to coach who are home club members of another USFS figure skating club or independent members of USFS may join the Club as Associate Professional members. Associate Professional members are approved to coach on Club ice but shall not vote, hold office or serve as a Director.
- C. **Home Club Member:** A skater member who retains their USFS membership through the Club.
- D. **Professional Member:** Coaches who retain their USFS membership through the Club, are U.S. Figure Skating certified to coach, and are approved to coach on club ice.

- E. Board Member/Chair: An active member that requires a USFS membership, and retains such USFS membership through the Club.
- F. Alumni Member: A previous Home Club member, parent of a previous Home Club member or retired Professional member who still would like to be active in the Club and has voting privileges.
- G. Special Membership: The Board may, at its discretion, establish such other special membership categories, as it deems necessary and proper. These members shall have such rights as are designated by the Board.

Section III. Membership Application

The Club admits members of any age, race, color, gender, and national or ethnic origin. Each candidate for membership must apply in writing in accordance with club procedures. Dues are payable upon application. Annual memberships or each class of membership begins concurrently with the U.S. Figure Skating calendar which is July 1st of one year through June 30th of the next, and are renewable each year. Memberships beginning after July 1st will expire on June 30th. Applications shall include an agreement to abide by the constitution, by-laws and rules of the club, including the Safe Sport Compliance forms.

Section IV. Dues

- A. Dues for each classification of Membership shall be determined by the Board in accordance with the Club's articles of incorporation (the "Articles"). All dues shall be considered due and payable at the beginning of each skating season unless otherwise determined by the Board.
- B. Refunds shall not be made to Members resigning during the fiscal year.
- C. The Treasurer of the Club shall pay yearly the dues of the Club to USFS.
- D. Arrears: Any members in arrears, including but not limited to, Member dues, ice contract payments, required forms not signed, or other indebtedness shall be notified by mail, phone, or electronic mail by the club treasurer. The Executive Committee may decide to change the status of any member in arrears to "Not in good standing" with USFS and direct the membership chair to apply the change. This would result in the member being ineligible to skate on club ice, utilize member privileges, vote, hold office, participate in testing, competitions, exhibitions, or any other activity sanctioned by the club or USFS.

Section V. Prospective Members

A prospective member may be admitted to three (3) club sessions upon payment of random ice charges when accompanied by a Club member or introduced by an active Professional, who in turn introduces him to the Chair of the Membership Committee, or in absence of the Chair, to one of the Committee members or a member of the Board.

ARTICLE III Mission

Section I. Our club's purpose is:

- To promote amateur figure skating.
- To foster a community of figure skaters with positive attitudes and good sportsmanship.
- To carry out the objects and precepts of the United States Figure Skating Association in accordance with the provisions of the United States Figure Skating By-Laws and official rules.

Section II. The Club is organized exclusively for charitable and educational purposes.

Section III. Inurement of Income: No part of the net earnings of this Club shall inure to the benefit of or be distributed to, its members, officers, directors, or other private persons except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IV Meetings

Section I. A general Membership meeting shall be held each year in either September or October on a date therein determined by the Board, for the purpose of distribution of USFS and Club information, the orientation of new Members, and for the transaction of such other business as may come before the Membership (the "General Membership Meeting"). The time, date and place of the General Membership Meeting shall be stated in a resolution of the Board and sent to the Members by electronic mail at least three (3) weeks prior to the date of the General Membership Meeting.

Section II. The Annual Meeting and awards banquet ("Annual Meeting") shall be held each year in the spring for the purpose of skater recognition, distribution of awards, recognition of skating judges and officials, and election of the Board.

Section III. Special meetings of the Members may be called by (i) president, (ii) at least two thirds (2/3rds) of the members of the Board, or (iii) upon written request of 10% of the Active Members (a "Special Member Meeting"). No business shall be transacted at any Special Member Meeting except as is specified in the meeting notice. Written notice to the Membership, giving the time and place of meetings, shall be given by electronic mail at least one (1) week prior to any Special Member Meeting. Except as otherwise set forth in these bylaws, any action of the Membership taken at a Special Member Meeting requires the affirmative vote of at least two-thirds (2/3rds) of the Active Members present at such Special Member Meeting.

Section IV. No General Membership Meeting or Special Member Meeting may be scheduled to occur during or within five (5) days before or after the Upper Great Lakes Regional Championships, the Midwestern Sectional Championships, or the U.S. Figure Skating Championships.

ARTICLE V Elections

Section I. The election of the Board shall be held at the Annual Meeting. In the the event of a cancellation or postponement of the Banquet, election will be held in May each year.

Section II. No person shall be eligible to be elected to the Board unless such person is over the age of eighteen (18) and is a current Home Club Member and such person has been a Home Club Member for the preceding twelve (12) month period, or the parent or legal guardian of a Home Club Member under the age of eighteen (18) for the preceding twelve (12) month period. The Board may with a 2/3 majority vote of the entire Board waive the preceding 12-month membership requirement for members who are deemed to have expertise, or a special skill set that would benefit the organization. A person who has previously served as a director who has been removed from office is not eligible to serve again as a director unless 36 months following such person's removal as a director has elapsed.

Section III.

If there are only enough applicants to fill the required number of open vacancies, no election will be held and those candidates will automatically be appointed to the Board.

If there are more interested candidates than open Director positions, the Board shall transmit by electronic mail the slate of candidates and restate the date, time, and location of the election at least one (1) week prior to the Annual Meeting at which the election will occur, to every Active Member at their last known electronic mail (or if unknown US Postage) address. There shall be no nominations for candidates for Director from the floor.

Section IV. Each Active Member voting in the election shall register and receive one ballot. To be counted, the ballot must be placed in the ballot box within one hour from the beginning of the start of the Annual Meeting. The President shall appoint at least two (2) existing Directors who are not up for re-election as independent overseers of the election including tallying of results. \

ARTICLE VI Board of Directors

Section I. The Board shall be composed of five (5) to nine (9) Directors, where the minimum of five (5) Directors are made up of the "Officers" as defined in Article VII, Section II. A Director shall hold office for a two (2) year terms. Each Director of the Board has a voting right.

Section II. Duties of the Board

- A. All newly elected Directors shall take office following the conclusion of the meeting at which they are elected.
- B. The Board shall have control over the affairs, funds, and properties of the club.
- C. A Director shall be removed for excess unexcused absences from Board meetings. A Director with two (2) unexcused absences from Board meetings in a given year will be issued a warning. A third (3rd) unexcused absence will result in that Director being removed from the Board.

- D. The Board may by the affirmative vote of at least two-thirds (2/3rds) of the entire Board, remove any officer, or chair, or member of a committee.
- E. The Board may create a new committee when it is deemed proper.
- F. Resignation from the Board must be in writing and received by the Secretary.

Section III. Meetings:

- A. The Board shall meet at least 10 times per annual year. The Board members will attend based on a schedule and format agreed upon by a 2/3rds majority of the Board. Except as otherwise provided in these bylaws, the time and location of all meetings must be posted to the club not less than seven (7) days prior to the meeting.
- B. Special meetings may be called by the President or upon the written request of three (3) or more Directors. Adequate notice of seven (7) days of such meeting by electronic mail shall be given to all Directors and every Active Member at their last known electronic mail address.
- C. A majority of the members of the Board shall constitute a quorum and a majority vote of all members of the Board present shall decide all matters properly brought before the Board unless otherwise specified in these bylaws. If less than a quorum is present at a meeting the Executive Committee Members (defined in Article IV) would constitute a quorum with the ability to decide matters brought before the Board.. No Director may vote or act by proxy at a meeting of the Board.
- D. All Board meetings shall be open to Active Members.
- E. The Board may hold an executive session closed to Active Members upon the affirmative vote of at least two-thirds (2/3rds) of the Board members present at a Board meeting, at which time the Board must announce the purpose of the executive session, to the extent permissible. No official action of the Board may be taken in executive session. Executive sessions must be limited to the following matters:
 - a. To consider personal information for applicants and members;
 - b. To consult on legal matters;
 - c. To investigate misconduct or violations of law;
 - d. When discussing private donations; and
 - e. To protect the personal privacy of individual members.

Section IV. Vacancies: The Board may select a member to fill any vacancy on the Board until the next election at which time the vacancy will be filled for the unexpired term through election by the membership.

Section V. Election of Officers: Within ten days following the election, the new Board shall meet to identify their Officer roles. These Officers shall hold office until their successors are elected

and qualified. Such other Officers may from time to time be elected as the Board deems proper, and such Officers shall have only such powers and duties as the Board specifically designates.

Section VI. Eligibility to Hold Office or Directorship: No person shall be eligible to hold office as a director or officer unless such person meets the eligibility requirements set forth in Section II of Article V.

Section VII. Standard of Conduct for Board: 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 may be subject to restrictions imposed by the donor or the transferor of such property.

ARTICLE VII Officers

Section I. The Officers shall consist of those designated and elected according to Article VII, Section II and will serve as the Executive Committee of the Board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board.

Section II. Duties of Officers

- A. The President: The president shall preside at the meetings of the Membership and at the meetings of the Board. The President shall perform the duties usually pertaining to such office.
- B. Vice President: The Vice President shall assist the President and perform the duties of the President in his/her absence or disability.
- C. Secretary: The Secretary shall keep the minutes of all meetings of the Board. The Secretary shall post the minutes to the Club website no later than fourteen (14) days following approval of the minutes. The secretary shall (by electronic mail) give one (1) week's notice of all Special Member Meetings, and three (3) weeks' email notice of the General Membership Meeting. The Secretary shall be responsible for the above duties and others usually pertaining to the office as may be delegated to.
- D. Treasurer: The treasurer shall be the custodian of the funds of the Club and shall collect and receive all dues and other moneys. The treasurer is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget. The treasurer shall make a report at each Board meeting with income, expenditures, and pending income. The financial records of the organization are public

information and shall be made available to the membership, Board members, and the public upon request. Unless specifically required by the Board, no bond shall be required of the treasurer. The treasurer shall perform such other duties as are usually performed by such officer.

- E. A fifth (5th) representative appointed by the Board after the election of Officers, and holding a committee chair role.

Section III. Vacancies: The Board with 2/3 votes of the Directors present, may fill a vacancy in any office of Officer role because of death, resignation, removal, or disqualification.

ARTICLE VIII Operations

Section I. Directors and Home Club Members (or the adult parent or guardian if applicable) may be assigned to fulfill committee leadership (Chair/Co-Chair) position. These committees may include but are not limited to:

- A. Sanctions
- B. Membership
- C. Hospitality
- D. Testing
- E. Competition
- F. Safe Sport
- G. Junior Board Advisor
- H. Fundraising: Silent Auction, Fundraising events
- I. The Blade Newsletter

The President appoints all committee leadership roles.

Section II. Order of Business: The order of business of all meetings as far as practicable shall be as follows:

- A. Call to Order
- B. Review of Previous Meeting Minutes
- C. Roll call of members present.
- D. Officer's Reports
- E. Committee Reports
- F. Special Topics - Important business previously designated for consideration at this meeting
- G. Unfinished Business
- H. New Business or Member Concerns
- I. Announcements

ARTICLE IX Amendments

Section I. The bylaws of this Club shall be subject to alteration, repeal and amendment by the affirmative initial vote of at least two-thirds (2/3rds) of the Board. If the bylaws are altered,

repealed, or amended by the Board, such change shall be reported to the Active Members at least 30 days for review prior to final vote by the Board on the amendments.

Section II. These bylaws and any alteration, repeal, or amendment approved by two-thirds (2/3rds) final vote of the Board of Directors shall be immediately effective.

ARTICLE X Delegates

The Board shall appoint delegates to the Governing Council of USFS. In lieu of attendance, the Board shall give proxy to other attending delegates.

ARTICLE XI

At the discretion of the Board part or all of the expenses of competitors from the Club to competitions held under the auspices of USFS may be paid. Any decisions in this regard are to be made by the majority of the Board.

ARTICLE XII Dissolution

The Club may be dissolved at any time by written consent of at least two-thirds (2/3rds) of the members. In the event of the dissolution of the Club, whether voluntary or involuntary, or by operation of law, none of the property of the Club, not any proceeds thereof nor any assets of the Club shall be distributed to any Member of the Club, until after payment of the debts of the Club, its property and assets shall be given to a non-profit organization benefiting amateur skaters, as selected by the Board.

ARTICLE XIII Membership in USFS

The Club shall maintain its membership in USFS and conduct its affairs in a manner consistent with the bylaws and rules of USFS. Members shall conduct themselves in a manner consistent with the bylaws and rules of USFS and the United States Olympic Committee. The Club shall follow the provisions of the U. S. Internal Revenue Code, Sec. 501 (c) (3).

Article XIV Grievances

Any member having a complaint against another member regarding an infraction of any Club law or rule may file a signed, written complaint with the Board. Emails will not be accepted. The complaint shall give the facts of the complaint and the names of any witnesses. Upon receipt of the complaint, the Board shall schedule a closed meeting as soon as practicable to review the complaint. The complainant and the member complained against shall be given at least seven days' notice of such meeting. The Board may hear the parties and their witnesses, and the case will be reduced to writing and filed with the Secretary. The Secretary will mail copies of the Board's findings and decision to the complainant and the member complained against. An appeal of the decision from the Board may be made within seven days of receipt of the decision by filing with the Secretary written notice of such appeal. The Board will then call a special closed meeting to consider the appeal, and a two-thirds vote of all Board members shall be required to reverse or change the decision of the Board.