



BYLAWS

of the

Eagan Ice Crystal Figure Skating Club

Last Updated 07/14/12

Article I
NAME: EXISTENCE: OFFICES

Section 1.1 **Name.** The name of this organization is the Eagan Ice Crystal Figure Skating Club (referred to in these Bylaws as the “Club”).

Section 1.2 **Incorporation.** The Club is incorporated as a nonprofit corporation under the laws of the state of Minnesota (the “State”) and shall be governed by the nonprofit corporation law of the State (the “Nonprofit Law”).

Section 1.3 **Membership in U.S. Figure Skating.** The Club has been formed to be a member of United States Figure Skating (“U.S. Figure Skating”), to exist for the purpose 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 the Eagan Civic Arena. 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.

Article II
PURPOSE

Section 2.1 **Purpose.** The purpose of the Club is to encourage the instruction, practice and advancement of the members in any and all of the disciplines of figure skating and to encourage and cultivate a spirit of fraternal feelings among the youth of the community. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

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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 which shall be established from time to time by the Board of Directors. All candidates for membership shall be submitted to the Board of Directors for their approval. 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 this Club 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 **Classes of Membership and Voting Rights.**

- a. Home Club Members shall have all privileges. If 18 years of age or more they shall have full voting privileges. A parent must cast their vote if under 18.
- b. Associate Skating Members shall have skating privileges only.
- c. Sustaining Home Club Members shall have voting privileges only.
- d. Sustaining Associate Members shall have coaching privileges only and have no voting privileges.

Section 3.4 **Termination.** Membership in the Club may be terminated by a majority vote of the Board of Directors. The member shall be given not less than fourteen (14) days prior written notice of termination and the reasons therefore. 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. If said member requests a hearing to dispute the termination, the member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than seven (7) days before the effective date of termination. Any terminated member shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to termination. The provisions of this Section apply to a member's membership in the Club and not to the 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 termination of membership privileges in U.S. Figure Skating.

Section 3.5 **Annual Meeting.** The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. 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 3.6 **Special Meetings.** The Secretary shall call special meetings at the direction of the President, or upon the written request of ten percent (10%) of the Club members in good standing. No business shall be transacted at a special meeting except that of which notice was given.

Section 3.7 **Notices.** Notices of stated and special meetings shall be mailed or emailed by the Secretary to every member at least ten (10) days in advance thereof.

Section 3.8 **Voting List.** After a date is fixed for a membership meeting the Secretary shall make a complete list of members entitled to be given notice of such meeting or any adjournment thereof. The list shall consist of those members entitled to vote as determined 30 days prior to the meeting date and shall be arranged in alphabetical order and shall show the name, and address of each member and number of votes to which each member is entitled. Such list shall be available for inspection on written demand submitted to the Secretary or President by any member or the member's agent or attorney.

Section 3.9 **Proxies.** At all meetings of members, a member may assign their vote by submitting a proxy via e-mail or by signing an appointment form or similar writing, which shall be filed with the Secretary of the Club before or at the time of the meeting.

Section 3.10 **Quorum.** Thirty percent (30%) of all members who are entitled to vote as determined 30 days prior to the meeting date and are in good standing, shall constitute a quorum for the transaction of business.

Article IV BOARD OF DIRECTORS

Section 4.1 **Authority and Qualifications.**

- a. Authority.** The Board shall have the entire authority in the management of the affairs and finances of the Club and shall have general control of all its property, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation, or these Bylaws. The Board shall make such rules as they deem proper respecting the use of the Club's property; 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 them.

- b. Qualifications.** Directors must be (i) at least eighteen (18) years old, (ii) members of U.S. Figure Skating and (iii) home club members of the Club in accordance with the provisions of applicable rules of U.S. Figure Skating and (iv) voting members of the Club.

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, but shall not be less than seven (7).
- b. **Term of Directors.** Directors shall serve a term of three (3) years. At the first annual meeting of the Board of Directors after adoption of these Bylaws, classification of the directors may be made by dividing them into three (3) classes. The term of office of the Directors constituting the first class, shall expire at the first annual meeting of the Board of Directors held after such classification; the term of office of the Directors constituting the second class, shall expire at the second annual meeting thereafter; and the term of office of the Directors constituting the third class, shall expire at the third annual meeting thereafter. At each annual meeting after such classification, the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth. 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.
- c. **Nomination and Election of Directors.** At a time reasonably in advance of each annual meeting of the Club, the President shall appoint a nominating committee consisting of no less than three (3) of the Director's whose terms are not scheduled to expire at the upcoming annual meeting. The nominating committee shall determine and present to the members, at a time reasonably in advance of the annual meeting, a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the annual meeting. Additional nominations for Directors to be elected may be made by any voting member at the time of the annual meeting. Any nominee for election as a Director must evidence in writing in advance of or at the annual meeting, or in person at the annual meeting, such person's willingness to serve if elected. The members shall, by the affirmative vote as required by the provisions of Section 3.10 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

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

Section 4.4 **Removal.** Directors may be removed only by unanimous vote of the Board of Directors, except the Director being considered for removal. A Director shall be ipso facto removed from office if found to be mentally incompetent or convicted of any felony.

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 majority of the Directors, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen 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.** A regular annual meeting of the Board of Directors shall be held the month following the regular annual meeting of the Club, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and the place for the holding of additional regular meetings.

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 three (3) 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 mail, phone, email or personally a reasonable period of time before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

Section 4.8 **Quorum and Voting.** A majority of 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.

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. One person may hold more than one office at a time, except that no person may simultaneously hold the office of the 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 Officers of the Club shall be elected by the Directors at each regular annual meeting of the Board of Directors. 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 **Compensation.** Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 5.4 **Resignation.** An Officer may resign at any time by giving written notice of resignation to the President. The resignation is effective when the notice is received by the President unless the notice specifies a later effective date.

Section 5.5 **Removal.** Any Officer may be removed by the Board of Directors whenever in its judgment the best interest 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 5.6 **Vacancies.** A Vacancy in any office, however occurring, may be filled by the Board of Directors for the un-expired portion of the term.

Section 5.7 **Authority and Duties of Officers.** The Officers of the Club shall have the authority and shall exercise the power 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 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 the Secretary, shall sign all agreements and contracts made by the Club upon the approval of the Board of Directors.
- b. Vice-President.** The Vice-President shall assist the President and shall perform such duties as may be assigned by the Board of Directors or 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.** The Secretary shall (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 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 when due; (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 accounts, 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 by written report at each board meeting; and (iv) perform all duties incident to the office of the 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 interest of the Club, (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 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 person 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 on Liability.** A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer take or omits to take as 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 transaction" 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 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 of any 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

Section 8.1 **Discipline.** Any member or members having complaint against another member for the infraction of any Bylaws or rule, or conduct injurious to the Club, may report the same, in writing, to the Board of Directors. 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 of Directors shall be held as soon as practicable to investigate the same. The complaint 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 IX INDEMNIFICATION

Section 9.1 **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 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 **Limitation 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 10.2 **Fiscal Year.** The fiscal year of the Club shall begin on July 1 and end on June 30, until such time as the Board of Directors adopts a different fiscal year.

Section 10.3 **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 10.4 **Amendments.** These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-third (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise.