

BYLAWS  
BLACK RIVER FALLS FIGURE SKATING CLUB, INC.

ARTICLE I. Organization

Section 1. Name: The Organization shall be known as the Black River Falls Figure Skating Club, Inc. (referred to in these Bylaws as the “Club”).

Section 2. Incorporation: The Club was incorporated under the laws of the State of Wisconsin. Month: 12 Date: 14 Year: 1987

Section 3. Registered Agent and Office: The initial registered agent of the Corporation shall be Robert A. Olsher, Attorney at Law, 104 Main Street, P.O. Box 487, Black River Falls, Jackson County, Wisconsin 54615. The Board of Directors shall have authority to change the registered agent and/or officers as deemed appropriate by said Board. Effective with the 2007-08 skating season, the Board of Director whose duties are that of the Treasurer, shall be named the registered agent of the corporation.

Section 4. Corporate Seal: The Corporation shall not have a corporate seal at this time, but should a corporate seal be adopted by the Board of Directors at a future date, the Board of Directors may choose the official logo as the insignia.

Section 5. Headquarters: This Club shall have its headquarters at the Milt Lunda Memorial Arena, Jackson County Fair Park, Black River Falls, Jackson County, Wisconsin 54615.

ARTICLE II. Purpose

The purpose shall be:

Section 1. To encourage the instruction, practice and advancement of the members in moves, free skating, dancing, and all types of figure skating;

Section 2. To foster and promote local, regional, national and international amateur figure skating skills and competition in conjunction with such organizations as the United States Figure Skating Association and the International Skating Union;

Section 3. To generally do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objective and purposes of this organization;

Section 4. To organize and operate exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 ( c ) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

### ARTICLE III. Officers

Section 1. Officers: The officers shall be President, Vice President, Secretary, and Treasurer.

### ARTICLE IV. Election of Officers

Section 1. Method of Election: The officers shall be elected by majority vote of the Board of Directors from their membership on an annual basis at the first meeting of the Board of Directors following the regular Spring meeting of the general membership. The officers shall hold office for one year or until their successors are chosen.

### ARTICLE V. Duties of Officers

Section 1. 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 the Board of Directors. The President shall have entire supervision and management of the Club and its property pending approval 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 another officer, shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

Section 2: Duties of Vice President: It shall be the duty of the Vice President to assist the President in the discharge of the President's duties and in the President's absence assume the President's duties and officiate in the President's stead.

Section 3. Duties of Secretary: The Secretary shall keep the minutes of the proceedings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the Club records, and 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.

Section 4. Duties of the Treasurer: The Treasurer 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 when requested by the President or Board of Directors. The Board of Directors shall have 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 approved by the Board of Directors or in securities approved by the Board of Directors. All Disbursements by check shall be signed by the Treasurer or the President or another designated officer or member of the Board of Directors.

Section 5. Removal/Temporary Appointment of Officers: Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the

organization will be served thereby. Election or appointment of an officer shall not in itself constitute contract rights. A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE VI. Board of Directors

Section 1. Members: There shall be a Board of Directors composed of nine (9) regular members. Board members are required to be members of the Club.

Section 2. Method of Election: Candidates for the Board of Directors shall be nominated by a Nomination Committee appointed by the Board of Directors and may also be nominated at the Spring meeting of the membership. There shall be an annual election of Board members as provided for herein held at the annual Spring meeting of the general membership.

Alternate Method of Election: Should quorum not be met at the Annual Spring meeting of the general membership (Article X, section 1), the Board of Directors shall be empowered to appoint member(s) of the Board of Directors for full terms, up to three-years, and only in the event quorum is not met per Article X, section 3. This alternate method of election shall not conflict with Section 6 – Vacancy. Members of the Board of Directors appointed in this manner shall be considered duly elected.

Section 3. Term of Board Members: members of the Board of Directors shall be elected annually for a three-year term. Each term shall commence upon election at the Spring meeting of the general membership or upon appointment by the Board of Directors as provided in Section 2.

Section 4. Successive Terms: A Board member can succeed himself/herself if elected to a full term. A board member appointed to a partial term as outlined in Section 6 in this Article may succeed themselves.

Section 5. Removal of Directors: A Director may be removed from office by an affirmative vote of a majority of members taken at a meeting of the membership called for that purpose. Should a member of the Board of Directors be absent from three (3) regularly scheduled meetings of the Board, without good cause, during a one-year period (calendar year), the remaining members of the Board may declare that position vacant and a successor shall be appointed as provided for in Section 6.

Section 6. Vacancy: A vacancy in the Board of Directors caused by death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors until the next regular Spring meeting of the general membership. The general membership shall then elect a candidate to complete the term of the vacant position on the Board.

Section 7. Past President: The Past President shall serve as a member of the Board for the year following his/her presidency. If the Past President's elected term as a Board

member has expired, the Past President shall serve in a nonvoting position. The Past President shall attend and participate in all Board meetings, and shall serve as the Club Historian.

## ARTICLE VII. Powers and Duties of Board Directors

Section 1. Meetings: The Board of Directors shall meet at least 9 times during the year. The date of such meetings shall be stated by the President, or in his/her absence, the Vice President. Any four members of the Board may call a Board meeting upon written notice to all members of the Board of Directors at least three days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the four members requesting the meeting.

Section 2. Quorum: A simple majority of current Board members shall constitute a quorum.

Section 3. Authority: They shall have entire authority in the management of affairs and finance of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them.

Section 4. Rules: They shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of visitors; fix penalties for offenses against the rules; and make rules for their own government and for the government of the committees appointed by them.

Section 5. Appropriations: any expenditure in excess of \$250 shall require advance approval by the Board of Directors. The Treasurer, after consultation with the President, is authorized to expend a sum not exceeding \$250 without advance approval by the Board of Directors. Upon such expenditure by the Treasurer, with approval of the President, the expenditure shall be brought to the attention of the Board of Directors at the next regularly scheduled Board of Directors meeting.

Section 6. Audits: They shall audit records of Secretary, Treasurer and of the Committees annually.

Section 7. Indebtedness: They shall have power to limit the indebtedness of a member of the Club.

Section 8. Standing Committees: They shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as shall seem to them necessary.

Section 9. USFSA Delegate: They shall elect a delegate or delegates to the United States Figure Skating Association. The Club Secretary shall inform the Association's Secretary, in writing, of the name and address of the delegate selected. Said delegate shall be the sole representative between the Club and the Association and shall attend the Association's meeting, either in person or by proxy. The Board may, as it sees fit, pay the

traveling expenses of the delegate to the Association's meetings. (In the event of joining the USFSA, Section 9 will apply).

Section 10. Expenditures and Revenue: They shall prepare and submit to a summer Board of Director meeting a program of anticipated expenditures for the coming year, together with proposals of sources of revenue.

## ARTICLE VIII. Committees

Section 1. Names: The standing committees shall be (1) Membership Committee, (2) Fund Raising Committee, (3) Competition/Exhibition Committee, (4) Rules and Ice Committee, (5) Ice Show Committee.

Section 2. Membership Committee: The Committee shall promote the growth of the Club; prepare recommendations to the Club regarding admission of new members; organize an annual membership drive; orient new members on purpose of the Club, membership responsibilities, dues and membership fees; and coordinate skating time with the Rules and Ice Committee.

Section 3. Fund Raising Committee: The Committee shall coordinate and be responsible for all fund raising activities.

Section 4. Competition/Exhibition Committee: The Committee shall be in complete charge of giving USFSA tests, of setting dates and obtaining approved USFSA judges for the test. They shall have complete charge of Club and Inner Club competition. The decision shall rest with the Chair of this committee as to persons eligible to enter such tests and competition. The Committee shall have complete charge of all dance periods scheduled during the Club sessions. They will arrange for time with the Rules and Ice Committee. They shall make up a complete program of dances to fit in the time allotted for dancing by the Rules and Ice Committee.

Section 5. Rules & Ice Committees: The Committee shall make rules and arrangements for the conduct of the Club members during the regular skating sessions and divide the ice into sections corresponding to the requirements of the Club. These rules and regulations shall be approved by the Board of Directors and then posted on the Club bulletin board.

Section 6. Ice Show Committee: The Board Shall elect an Ice Show Co-Chair on an annual basis. The Ice show Co-Chair may be a member of the Board of Directors but is not required to be. The Committee shall be responsible for organizing an Annual Ice Show which is to be open to the general public. In the event the Board of Directors determines that an Annual Ice Show is not appropriate for a particular season, the Ice Show Committee shall make such recommendations to the Board of Directors as they deem appropriate regarding an alternate production by the Club.

Section 7. Committee Membership: The President, with the approval of the Board of Directors, shall appoint four of the non-officer members of the Board of Directors to

serve as the Chairs of the standing committees on Membership, Fund Raising, Competition/Exhibition, and Rules and Ice. The President, with the approval of the Board of Directors, shall appoint the remaining Board member to serve as Co-Chair of the Ice show committee with the Co-Chair elected by the Board of Directors as provided for in Section 6. If the Ice show Co-chair elected as provided for in Section 6 is a member of the Board, this provision for appointment of a Co-chair from the Board shall not apply. The Chairs, and in the case of the Ice Show Committee, Co-Chairs, shall select as many members of the general membership as they desire to serve with them on the respective committees, subject to approval of the Board of Directors. The President shall make the appointments as provided herein at the first meeting of the Board of Directors following the election of the officers. The committee Chairs so appointed shall select committee members to serve with them and present their names for approval by the Board of Directors at the next regularly scheduled meeting of the Board of Directors following the appointment of the Chairs to the respective committees.

## ARTICLE IX. Membership

Section 1.     Geographical Scope: Open.

Section 2.     Application for Membership: Applications for membership must be in writing, subscribed by the candidate, must state his/her name, the name of the person exercising the right to vote in the case of a junior membership, address, telephone, and include an agreement to comply with the Bylaws. All applications must be sent to the Club. A list of all new applicants and continuing members will be prepared and sent to the Board of Directors on or before September 15 of each year. Professionals may be active members, but cannot hold office.

Section 3.     Arrears for Dues: Any member in arrears for dues or other indebtedness shall be notified by mail and/or email by the Treasurer at his/her last known address. If the amount is not paid in full by the end of the fiscal year (June 30<sup>th</sup>), the name of the delinquent shall be reported by the Treasurer to the Board of Directors at their next meeting. The Board of Directors may drop from the roll the name of such delinquent member. A member dropped from the roll for nonpayment of dues, or other indebtedness, may, upon payment of same, at the discretion of the Board, be herein reinstated to full membership.

Section 4.     Restrictions for Members in Arrears: No member in arrears for dues or other indebtedness shall be eligible to hold office, or entitled to vote, or to enter in any club test or competition.

Section 5.     Resignation: Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his/her membership to the Secretary who shall report the same to the Board at their next meeting for their action.

Section 6.     Suspend or Expel: The Board of Directors shall have power to suspend or expel any member for violations of the Bylaws, or for conduct which they shall deem

improper, but no member shall be expelled or suspended for longer than 30 day without a warning.

Section 7. Readmit to Membership: The Board of Directors may at a regular meeting readmit to membership, without payment of a second initiation fee, any former member whose resignation has been fully accepted.

Section 8. Drop and Reinstate to Membership: The Board of Directors, may as herein provided, drop from the roll any delinquent member and may also reinstate such member as hereinafter provided. Readmission shall be by majority vote of the Board.

Section 9. Responsibilities for Guests: Members shall be responsible for the conduct and indebtedness of all persons using the Club's property or facilities at their request.

Section 10. Board Approval for Competition and 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 Board of Directors, or someone given this authority by them.

Section 11. Non Discrimination: No individual shall be denied membership in the club because of that individual's race, sex, color, creed, national origin, age or handicap.

Section 12. Classes of Membership and Privileges:

- A. Term of Membership: Upon payment of the appropriate fees as determined from time to time by the Board of Directors, a member shall be entitled to membership privileges as provided for herein from July 1, until June 30 of the following year, if such fees are paid prior to July 1 of the skating season for which membership is desired. In the event fees are paid after July 1 of the skating season in which membership is desired, the member shall be entitled to privileges from the date of payment until the next succeeding June 30.
- B. Classes of Membership: There shall be five classes of membership:
  - (1) Regular Membership, i.e. members who have paid full Club fees and dues as determined by the Board of Directors;
  - (2) Associate Membership, i.e. members who have paid associate Club fees and dues as determined by the Board of Directors;
  - (3) Guest Membership, i.e. members who have paid full Club fees and dues to another US Figure Skating Club;
  - (4) Alumni Membership, i.e. members who have paid full Club fees and dues for the four Senior High School years as determined by the Board of Directors;
  - (5) Synchro Membership, i.e. members who have paid synchro fees and dues as determined by the Board of Directors.

- C. Privileges of Members:
- (1) **Regular Membership:** A regular member is entitled to vote at all meetings of the general membership of the Club, is entitled to participate in skating sessions and instruction as scheduled by the Club and has the right to contract with the instructors for private or semi-private lessons. If the member is under the age of 18 years old, then the vote shall be cast by the underage member's parent, guardian or legal custodian.
  - (2) **Associate Membership:** An associate skating member is entitled to vote at all meetings of the general membership of the Club, is entitled to participate in skating sessions and instruction as scheduled by the Club and has the right to contract with instructors for private or semi-private lessons.
  - (3) **Guest Membership:** a guest member does not have the right to vote at meetings of the general membership of the Club, nor does a guest member have the right to instruction, but the guest member does have the right to contract with instructors for private or semi-private lessons.
  - (4) **Alumni Membership:** an alumni member does not have the right to vote at meetings of the general membership of the Club, nor does an alumni member have the right to instruction, but the alumni member does have the right to contract with instructors for private or semi-private lessons.
  - (5) **Synchro Membership:** a synchro member does not have the right to vote at meetings of the general membership of the Club, nor does a synchro member have the right to instruction, nor does a synchro member have the right to contract with instructors for private or semi-private lessons. The synchro membership allows membership on a synchro team only.
- D. Resolution of Dispute in Exercise of Junior Member's Vote: If a guardian of legal custodian has been appointed by a court order for a junior member, that guardian of legal custodian shall be entitled to exercise the junior member's vote and be the person entitled to receive the notices of the general membership meetings and other club notices and information on behalf of the junior member. In the event no guardian or legal custodian has been designated by a court order for the junior member, of the parents, joint guardians of joint custodians cannot agree as to which person shall exercise the junior member's vote, the right to exercise the vote shall be determined by lot. One ballot shall be placed in a container with the word "vote" on it and sufficient blank persons requesting the right to exercise the junior member's vote. The ballots shall be drawn from the container and the individual drawing the ballot with the word "vote" on it shall be entitled to exercise the junior member's vote during the year of the junior membership. The person exercising the junior membership vote shall be the person entitled to receive notices of the general membership meetings and other club notices and information. In the event a dispute



still exists during the next skating season, the procedure described herein shall be repeated for that season, and each year that a dispute exists and the junior is a member of the Club.

## ARTICLE X. Club Meetings

Section 1.            Time: There shall be one annual Club membership meeting each year. The annual meeting shall be held within two months of the close of the skating season in the spring (Spring Meeting). The Spring Meeting shall be considered the annual meeting as required by Ch. 181 of the Wisconsin Statutes. The regular meeting shall be held at the principle place of business, or at such location as chosen by the Board of Directors. The notice provided for herein in Section 4 shall include the place of the meeting.

Section 2.            Special Meetings: The Secretary shall call special meetings at the direction of the President, or upon written request of ten (10) Club members in good standing.

Section 3.            Quorum: Twenty-five (25) percent of all active members of the Club with voting rights shall constitute a quorum for the transaction of business.

Section 4.            Notices: Notices of regular and special meetings shall be personally given, or emailed or mailed by the Secretary to every adult regular member and person authorized to exercise the minor membership vote at least five days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Club bulletin board. If email, or mail or personal notice is not given to members as provided for herein at least five (5) days in advance of the meeting, the Secretary shall cause notice of the meeting to be published in the Banner Journal as a Class II notice under Ch. 985 of the Wisconsin Statutes.

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

Section 6.            Conduct of Meetings:

a. Order of Business:

Sequence: At regular and special meetings, the following order of business shall be observed:

1. Roll call;
2. Reading the Minutes of the previous meeting;
3. Reports of Officers;
4. Reports of Committees;
5. Election of Officers;
6. Old Business;
7. New Business;

8. Adjournment.

b. Rules of Order:

Order of Motions: When a question is before the meeting, no motion shall be entertained except:

1. To adjourn;
2. To lay on the table;
3. The previous question;
4. To postpone;
5. To commit;
6. To amend.

- c. Several Motions: When there are several motions on the floor, they shall have precedence in the order above given, and the first three shall be decided without debate.
- d. Yeas and Nays: If any two voting members shall request, the yeas and nays shall be called upon any question, whereupon each voting member present shall vote as his/her name is called, without debate, unless excused from voting. The voting, the meetings and the vote so taken shall be recorded in the minutes.
- e. To Reconsider: A motion to reconsider must be made by a voting member who voted with the majority, and at the same or succeeding meeting.
- f. Tie Votes: The President shall have the casting vote 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 lost.
- g. Robert's Rules of Order: All questions of parliamentary practice not herein provided for shall be determined in accordance with the most recent revision of Robert's Rules of Order.

ARTICLE XI. Fees, Dues and Assessments

Section 1. Skating Magazine: A yearly subscription to "Skating" magazine will be included in the yearly dues. (pending USFSA membership).

ARTICLE XII. Inurnment of Income

Section 1. Prohibition of Income to Members, etc.: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

#### ARTICLE XIII. Legislative/Political Activities

Section 1. Prohibited: No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

#### ARTICLE XIV. Operation Limitations

Section 1. Prohibitions: Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on: (a) By a corporation exempt from the federal income tax under sec. 501 (c) (3) of the Internal Revenue Code of 1954 ( or corresponding provision of any future United States Internal Revenue Law); or (b) By a corporation, contributions, to which are deductible under sec. 170 (c) (2) of the Internal revenue Code of 1954, (or corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XV. Dissolution Clause

Section 1. Event of Dissolution: Upon the dissolution of the corporation, the Board of Directors or Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, of scientific purposes as shall at the time qualify as an exempt organization or organizations under sec. 501 © (3) of the Internal Revenue Code of 1954, (or Corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operating exclusively for such purposes.

#### ARTICLE XVI. Amendments

Section 1. Procedure: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by affirmative vote of not less than a majority of the members at any regular or special meeting of the membership at which a quorum is in attendance and

which there has been a previous notice to all members setting forth the proposed changes to the Bylaws.

Section 2. Alternative Procedure: As an alternative to amendment of these Bylaws by the general membership, the Board of Directors may amend these Bylaws by affirmative vote of not less than a four-fifths majority of the Board of Directors, but no Bylaw adopted by the members shall be amended or repealed by the Board of Directors. This alternative procedure shall not apply to amendments to ARTICLE II. Purpose; ARTICLE XII. Inurement of Income; ARTICLE XIII. Legislative/Political Activities; ARTICLE XIV. Operation limitations; ARTICLE XV. Dissolution Clause and amended or repealed by affirmative vote of not less than a majority of the members at any regular or special meeting of the membership at which a quorum is in attendance and for which there has been a previous notice to all members setting forth the proposed changes to the Bylaws.

#### ARTICLE XVII: Conflicts of Interest

Section 1. Definition. As used in this Section 7.1: (i) “conflicting interest transactions” 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 2. Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be 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 or an 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 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 XVIII. Conflict Resolution.

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy, or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club’s conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

#### RECORD OF AMENDMENTS TO BYLAWS

<u>Date</u>	<u>Art. No.</u>	<u>Sec. No.</u>	<u>Adopted by Gen. Membership or Board of Directors</u>
10-07-2007	I	3	General Membership
10-07-2007	VI	4	General Membership
10-07-2007	X	4	General Membership
10-05-2008	VII	2	Powers and Duties of Board of Directors
10-04-2009	I	1	Name
10-04-2009	I	5	Headquarters
10-04-2009	VII	1	Meetings
10-04-2009	VII	2	Quorum
10-04-2009	VII	5	Appropriations
10-04-2009	VIII	1	Names
10-04-2009	VIII	4	Test/Competition/Dance/Patch Committee
10-04-2009	VIII	7	Committee Membership
10-04-2009	XVII		added Article: Conflicts of Interest
10-04-2009	XVIII		added Article: Conflict Resolution
11-14-2010	IX	12	Terms, Classes, & Privileges of Membership

11-13-2011	VI	4	Successive Terms
04-22-2012	II	1	Purpose
	III	1	Officers
	V	1, 2, 3	Duties of Officers
	VII	1, 10	Powers and Duties of Board of Directors
	IX	2, 3	Membership
	X	1	Club Meetings
08-01-2021	VI	2, 3, 4	Election of Board+Terms+Succession

## Appendix A

**Black River Falls Figure Skating Club  
Approved By-Law Revisions  
October 7, 2007  
General Membership Meeting**

Section 3. Registered Agent and Office: The initial registered agent of the corporation shall be Robert A. Olsher, attorney at law, 104 Main Street, P.O. Box 487, Black River Falls, Jackson County, Wisconsin 54615. The Board of Directors shall have authority to change the registered agent and/or officers as deemed appropriate by said Board.

*Effective with the 2007-08 skating season and each year thereafter, the Board of Director whose duties are that of the Treasurer, shall be named the registered agent of the corporation.*

Section 4. Successive Terms: A Board member cannot succeed himself/herself if elected to a full term, *but for no more than two consecutive full terms*. This provision does not apply to those elected to the one-year and two-year terms provided for at the time of the initial election of the Board of Directors, nor does this provision apply to Board members appointed to fill a vacancy on the Board until the next election, nor to Board members elected by the membership to complete a term of a Board member vacated by death, resignation, removal, disqualification or otherwise.

Section 4. Notices: Notices of regular and special meetings shall be personally given, *or emailed* or mailed by the Secretary to every adult regular member and person authorized to exercise the minor membership vote at least five days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Club bulleting board. If *email, or* mail or personal notice is not given to members as provided for herein at least five (5) days in advance of the meeting, the Secretary shall cause notice of the meeting to be published in the Banner Journal as a Class II notice under Ch. 985 of the Wisconsin Statutes.

**Black River Falls Figure Skating Club  
Approved By-Law Revisions  
October 5, 2008  
General Membership Meeting**

Article VII. Powers and Duties of Board of Directors

Section 2. Quorum: ~~Six~~ **Five** members shall constitute a quorum.

**Black River Falls Figure Skating Club  
Approved Bylaw Revisions**

**October 4, 2009**  
**General Membership Meeting**

ARTICLE I. Organization

Section 1. Name: The Organization shall be known as the Black River Falls Figure Skating Club, Inc. (*referred to in these Bylaws as the "Club"*).

Section 5. Headquarters: This Club shall have its headquarters at the ~~Jackson County Arena, Milt Lunda Memorial Arena, Jackson County Fairgrounds, Jackson County Fair Park~~, Black River Falls, Jackson County, Wisconsin 54615.

ARTICLE VII. Powers and Duties of Board Directors

Section 1. Meetings: The Board of Directors shall meet ~~as needed and at least once in every month during the skating season~~ *at least 9 times during the year*. The date of such meetings shall be stated by the President, or in his/her absence, the President-Elect. Any four members of the Board may call a Board meeting upon written notice to all members of the Board of Directors at least three days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the four members requesting the meeting.

Section 2. Quorum: ~~Five members~~ *A simple majority of current Board members* shall constitute a quorum.

Section 5. Appropriations: any expenditure in excess of ~~\$100~~ *\$250* shall require advance approval by the Board of Directors. The Treasurer, after consultation with the President, is authorized to expend a sum not exceeding ~~\$100~~ *\$250* without advance approval by the Board of Directors. Upon such expenditure by the Treasurer, with approval of the President, the expenditure shall be brought to the attention of the Board of Directors at the next regularly scheduled Board of Directors meeting.

ARTICLE VIII. Committees

Section 1. Names: The standing committees shall be (1) Membership Committee, (2) Fund Raising Committee, (3) ~~Fest Competition/Dance/Patch~~ *Exhibition* Committee, (4) Rules and Ice Committee, (5) Ice Show Committee.

Section 4. ~~Fest Competition/Dance/Patch~~ *Exhibition* Committee: The Committee shall be in complete charge of giving USFSA tests, of setting dates and obtaining approved USFSA judges for the test. They shall have complete charge of Club and Inner Club competition. The decision shall rest with the Chair of this committee as to persons eligible to enter such tests and competition. The Committee shall have complete charge of all dance periods scheduled during the Club sessions. They will arrange for time with the Rules and Ice Committee. They shall make up a complete program of dances to fit in the time allotted for dancing by the Rules and Ice Committee.



Section 7. Committee Membership: The President, with the approval of the Board of Directors, shall appoint four of the non-officer members of the Board of Directors to serve as the Chairs of the standing committees on Membership, Fund Raising, ~~Test Competition/Dance/Patch~~ **Exhibition**, and Rules and Ice. The President, with the approval of the Board of Directors, shall appoint the remaining Board member to serve as Co-Chair of the Ice show committee with the Co-Chair elected by the Board of Directors as provided for in Section 6. If the Ice show Co-chair elected as provided for in Section 6 is a member of the Board, this provision for appointment of a Co-chair from the Board shall not apply. The Chairs, and in the case of the Ice Show Committee, Co-Chairs, shall select as many members of the general membership as they desire to serve with them on the respective committees, subject to approval of the Board of Directors. The President shall make the appointments as provided herein at the first meeting of the Board of Directors following the election of the officers. The committee Chairs so appointed shall select committee members to serve with them and present their names for approval by the Board of Directors at the next regularly scheduled meeting of the Board of Directors following the appointment of the Chairs to the respective committees.

#### ***ARTICLE XVII: Conflicts of Interest***

***Section 1. Definition. As used in this Section 7.1: (i) “conflicting interest transactions” 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 2. Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be 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 or an 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 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 XVIII. Conflict Resolution.**

*If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy, or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.*

**Black River Falls Figure Skating Club  
Approved Bylaw Revisions  
November 14, 2010  
General Membership Meeting**

**Section 12. Classes of Membership and Privileges:**

- D. Term of Membership: Upon payment of the appropriate fees as determined from time to time by the Board of Directors, a member shall be entitled to membership privileges as provided for herein from October 1, until September 30 (**July 1 until June 30**) of the following year, if such fees are paid prior to October 1 (**July 1**) of the skating season for which membership is desired. In the event fees are paid after October 1 (**July 1**) of the skating season in which membership is desired, the member shall be entitled to privileges from the date of payment until the next succeeding September 30. (**June 30**)
- E. Classes of Membership: There shall be three classes of membership:
- (1) Adult Regular Membership, i.e. members over the age of 18 years who have paid full Club fees and dues as determined by the Board of Directors;
  - (2) Junior Membership, i.e. members under the age of 18 years who have paid full Club fees and dues as determined by the Board of Directors; and
  - (3) Adult Associate Skating Membership, i.e. adult members of the immediate family of a junior Club member who shall be entitled to the privileges set forth herein upon payment of the fees and dues as determined by the Board of Directors.

- (C. **Classes of Membership:** There shall be five classes of membership:
- (1) **Regular Membership, i.e. members who have paid full Club fees and dues as determined by the Board of Directors;**
  - (2) **Associate Membership, i.e. members who have paid associate Club fees and dues as determined by the Board of Directors;**
  - (3) **Guest Membership, i.e. members who have paid full Club fees and dues to another US Figure Skating Club;**
  - (4) **Alumni Membership, i.e. members who have paid full Club fees and dues for the four Senior High School years as determined by the Board of Directors;**
  - (5) **Synchro Membership, i.e. members who have paid synchro fees and dues as determined by the Board of Directors;**

F. **Privileges of Members:**

- (1) **Adult Regular Membership:** An adult regular member is entitled to vote at all meetings of the general membership of the Club, is entitled to participate in skating sessions and instruction as scheduled by the Club and has the right to contract with the instructors for private or semi-private lessons.
- (2) **Junior Membership:** A junior member is entitled to vote at all meetings of the general membership of the Club, but provided that such vote shall be cast by the junior member's parent, guardian or legal custodian, is entitled to participate in skating sessions and instruction as scheduled by the Club and has the right to contract with the instructors for private or semi-private lessons.
- (3) **Adult Associate Skating Membership:** An adult associate skating member does not have the right to vote at meetings of the general membership of the Club, nor does an adult associate skating member have the right to instruction, nor the right to contract with instructors for private or semi-private lessons, but an adult associate skating member is entitled to participate in such skating sessions as designated by the Club.

(D. **Privileges of Members:**

- (1) **Regular Membership:** A regular member is entitled to vote at all meetings of the general membership of the Club, is entitled to participate in skating sessions and instruction as scheduled by the Club and has the right to contract with the instructors for private or semi-private lessons. If the member is under the age of 18 years old, then the vote shall be cast by the underage member's parent, guardian or legal custodian.
- (2) **Associate Membership:** An associate skating member is entitled to vote at all meetings of the general membership of the Club, is entitled to participate in skating sessions and instruction as scheduled by the Club and has the right to contract with instructors for private or semi-private lessons.

- (3) **Guest Membership:** a guest member does not have the right to vote at meetings of the general membership of the Club, nor does a guest member have the right to instruction, but the guest member does have the right to contract with instructors for private or semi-private lessons.
- (4) **Alumni Membership:** an alumni member does not have the right to vote at meetings of the general membership of the Club, nor does an alumni member have the right to instruction, but the alumni member does have the right to contract with instructors for private or semi-private lessons.
- (5) **Synchro Membership:** a synchro member does not have the right to vote at meetings of the general membership of the Club, nor does a synchro member have the right to instruction, nor does a synchro member have the right to contract with instructors for private or semi-private lessons. The synchro membership allows membership on a synchro team only.

**(E.)** Resolution of Dispute in Exercise of Junior Member's Vote: If a guardian of legal custodian has been appointed by a court order for a junior member, that guardian of legal custodian shall be entitled to exercise the junior member's vote and be the person entitled to receive the notices of the general membership meetings and other club notices and information on behalf of the junior member. In the event no guardian or legal custodian has been designated by a court order for the junior member, of the parents, joint guardians of joint custodians cannot agree as to which person shall exercise the junior member's vote, the right to exercise the vote shall be determined by lot. One ballot shall be placed in a container with the word "vote" on it and sufficient blank persons requesting the right to exercise the junior member's vote. The ballots shall be drawn from the container and the individual drawing the ballot with the word "vote" on it shall be entitled to exercise the junior member's vote during the year of the junior membership. The person exercising the junior membership vote shall be the person entitled to receive notices of the general membership meetings and other club notices and information. In the event a dispute still exists during the next skating season, the procedure described herein shall be repeated for that season, and each year that a dispute exists and the junior is a member of the Club.

**Black River Falls Figure Skating Club  
Approved Bylaw Revisions  
November 13, 2011  
General Membership Meeting**

Section 4. Successive Terms: A Board member can succeed himself/herself if elected to a full term, ~~but for no more than two consecutive full terms.~~ This provision does not apply to those elected to the one-year and two-year terms provided for at the time of the initial election of the Board of Directors, nor does this provision apply to Board members appointed to fill a vacancy on the Board until the next election, nor to Board members elected by the membership to complete a term of a Board member vacated by death, resignation, removal, disqualification or otherwise.

## **Black River Falls Figure Skating Club, Inc. Proposed Bylaw Revisions April 22, 2012**

### ARTICLE II. Purpose

The purpose shall be:

Section 1. To encourage the instruction, practice and advancement of the members in ~~school figures~~ **(moves)**, free skating, dancing, and all types of figure skating;

### ARTICLE III. Officers

Section 1. Officers: The officers shall be President, ~~President-Elect~~ **(Vice President)**, Secretary and Treasurer. ~~The President-Elect shall be considered the Vice President for the purposes of sec. 181.25 of the Wisconsin Statutes.~~

### ARTICLE V. Duties of Officers

Section 1. 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 the Board of Directors. The President shall have entire supervision and management of the Club and its property pending approval 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~~ **(another officer)**, shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

Section 2: Duties of ~~President-Elect~~ **(Vice President)**: It shall be the duty of the ~~President-Elect~~ **(Vice President)** to assist the President in the discharge of the President's duties and in the President's absence assume the President's duties and officiate in the President's stead. ~~The President-Elect shall become the President the following skating year.~~

~~Section 3. Duties of Secretary: It shall be the duty of the Secretary to keep the minutes of the meetings of the club and the Board and to supervise all the reports and documents connected with the business of the Club; to supervise keeping a roll of membership together with dates of their admission and a record of all members admitted, deceased, suspended or expelled. The Secretary shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and Board of Directors.~~

**Section 3: Duties of Secretary: The Secretary shall keep the minutes of the proceedings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the Club records, and 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.**

#### ARTICLE VII. Powers and Duties of Board Directors

Section 1. Meetings: The Board of Directors shall meet at least 9 times during the year. The date of such meetings shall be stated by the President, or in his/her absence, the ~~President Elect~~ **(Vice President)**. Any four members of the Board may call a Board meeting upon written notice to all members of the Board of Directors at least three days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the four members requesting the meeting.

Section 10. Expenditures and Revenue: They shall prepare and submit to ~~the Fall~~ **(a summer Board of Director)** meeting a program of anticipated expenditures for the coming year, together with proposals of sources of revenue.

#### ARTICLE IX. Membership

Section 1. Geographical Scope: Open.

Section 2. Application for Membership: Applications for membership must be in writing, subscribed by the candidate, must state his/her name, the name of the person exercising the right to vote in the case of a junior membership, address, telephone, and include an agreement to comply with the Bylaws. All applications must be sent to the ~~Membership Committee Chair~~ **(Club)**. ~~The Chair shall prepare a~~ **(A)** list of all new applicants and continuing members ~~and shall forward this list to the Secretary~~ **(will be prepared and sent to the Board of Directors)** on or before ~~December~~ **(September)** 15 of each year. Professionals may be active members, but cannot hold office.

Section 3. Arrears for Dues: Any member in arrears for dues or other indebtedness shall be notified by mail **(and/or email)** by the Secretary **(Treasurer)** at his/her last known address. If the amount is not paid in full ~~within one month~~ **(by the end of the fiscal year (June 30<sup>th</sup>))**, the name of the delinquent shall be reported by the Secretary **(Treasurer)** to the Board of Directors at their next meeting. The Board of Directors may drop from the roll the name of such delinquent member. A member dropped from the roll

for nonpayment of dues, or other indebtedness, may, upon payment of same, at the discretion of the Board, be herein reinstated to full membership.

## ARTICLE X. Club Meetings

Section 1. Time: There shall be ~~two regular~~ **one** annual Club membership meetings **(just delete "s")** each year. ~~A regular~~ **(The annual)** meeting shall be held ~~within one month of the beginning of the skating season in the fall (Fall meeting), and~~ within two months of the close of the skating season in the spring (Spring meeting). The Spring meeting shall be considered the annual meeting as required by Ch. 181 of the Wisconsin Statutes. The regular meetings **(just delete "s")** shall be held at the principal place of business, or at such location as chosen by the Board of Directors. The notice provided for herein in Section 4 shall include the place of the meeting.

### **Black River Falls Figure Skating Club Bylaws Revision 08.01.2021 Adopted 08.01.2021**

Section 2. Method of Election: Candidates for the Board of Directors shall be nominated by a Nomination Committee appointed by the Board of Directors and may also be nominated at the Spring meeting of the membership. There shall be an annual election of Board members as provided for herein held at the annual Spring meeting of the general membership.

Alternate Method of Election: Should quorum not be met at the Annual Spring meeting of the general membership (Article X, section 1), the Board of Directors shall be empowered to appoint member(s) of the Board of Directors for full terms, up to three years, and only in the event quorum is not met per Article X, section 3. This alternate method of election shall not conflict with Section 6 – Vacancy. Members of the Board of Directors appointed in this manner shall be considered duly elected.

Section 3. Term of Board Members: ~~Upon adoption of these Bylaws, an election of the Board of Directors shall be held at the next regular Spring meeting of the general membership immediately following the adoption of these Bylaws. During the interim between the adoption of these Bylaws and the next regular Spring meeting of the general membership, the Board of Directors from the predecessor organization, the Black River Falls Figure Skating Club, shall serve as the Board of Directors of the Corporation. The terms of the Board of Directors of the predecessor organization shall terminate upon the initial election of the Board of Directors for this Corporation as provided for herein. The officers of the predecessor organization shall likewise remain as officers of this Corporation until the initial election of officers by the Board of Directors. At the initial election of the Board of Directors, three members shall be elected for a one year term,~~

~~three members elected for a two-year term and three members for a three-year term. There after, after the initial election, t~~Three members of the Board of Directors shall be elected annually for a three-year term. Each term shall commence upon election at the Spring meeting of the general membership ~~or upon appointment by the Board of Directors as provided in Section 2.~~

Section 4. Successive Terms: A Board member can succeed himself/herself if elected to a full term. A board member appointed to a partial term as outlined in Section 6 in this Article may succeed themselves. ~~This provision does not apply to those elected to the one-year and two-year terms provided for at the time of the initial election of the Board of Directors, nor does this provision apply to Board members appointed to fill a vacancy on the Board until the next election, nor to Board members elected by the membership to complete a term of a Board member vacated by death, resignation, removal, disqualification or otherwise.~~