

# **Bylaws of Tri-State Toe Picks Figure Skating Club**

## **ARTICLE I – NAME, EXISTENCE, OFFICES**

### **Section 1: Name**

The name of this Corporation shall be the **Tri-State Toe Picks Figure Skating Club** (referred to in these Bylaws as the “Club”).

### **Section 2: Logo**

The logo for the Club shall be presented in three options. The full logo of the Club shall be the bottom portion of the skate blade with the wording Tri-State Toe Picks FSC above the blade. The left pocket logo contains a crest and banner with a single skate. The Club's name is above and inside the banner of the crest. It is also deemed appropriate to use the third logo that contains only the words **The Toe Picks** in purple lettering. Approval from the Club is necessary to utilize the Club logo.

### **Section 3: Motto**

“Growing and sharing our passion for figure skating!”

### **Section 4: Incorporation**

The Club is incorporated as a nonprofit corporation under the laws of the State of Wisconsin and complies with the provision of the Wisconsin Nonprofit Corporation Act. The corporation exists as a club of its Incorporators and Members. The Articles of Incorporation shall govern in the event there is any conflict between these Bylaws, as from time to time amended, and the Article of Incorporation of the Club.

### **Section 5: Offices**

The address of the registered office of the corporation is 1303 Ridgeway Avenue, Onalaska, Wisconsin, 54650. The name of the registered agent at such address at the time of the adoption of these Articles of Incorporation is Colleen Flatten.

## **ARTICLE II – Purpose**

The Club is organized and operated exclusively to support skaters and families that are devoted to the development of recreational and competitive figure skating. The Club shall work under the direction and regulations of The United States Figure Skating Association (“US Figure Skating”) in accordance with the provisions of the US Figure Skating Bylaws and Official Rules. The Club shall conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of US Figure Skating.

## **ARTICLE III - Membership**

### **Section 1: Classes of Membership**

**A. Adult Member:** Members who are 18 years of age or over as of July 1 of each skating year. In addition to the privileges authorized by the US Figure Skating Bylaws, they shall enjoy the privileges of the Club. Adult Members must be annual Home Club Members of the Club and be in good standing in order to vote, hold office and serve on the Board of Directors.

**B. Junior Member:** Members who are under 18 years of age as of July 1 of each skating year. They shall have full membership privileges except they may not vote or hold elective office. They shall be annual Home Club Members of the Club.

**C. Basic Skills Member:** Beginning skaters who are registered in the US Figure Skating Basic Skills Program or its equivalent. They are eligible to compete in Basic Skills Competitions hosted by US Figure Skating Basic Skills clubs. They are not eligible to vote or hold elective office, in accordance with US Figure Skating Bylaws.

**D. Associate Member:** Associate members shall not vote, hold office, or have other privileges of the Club except those relative to the use of ice. They are home club members of another club other than the Tri-State Toe Picks F.S.C.

### **Section 2: Code of Conduct**

Members shall be registered with US Figure Skating and adhere to the Code of Conduct rules and guidelines set forth by the current US Figure Skating Rule Book.

### **Section 3: Application for Membership**

Each candidate for membership must make an application with the Membership Chair. All applications in compliance with the foregoing requirements shall be considered to be accepted upon receipt of appropriate dues.

### **Section 4: Arrears for Dues**

Arrears shall be defined as a failure to pay on or before the due date. Any member in arrears for dues or any other indebtedness shall be notified by the Treasurer. The Board may drop from the roll, the name of any such delinquent member. A member dropped from the roll for non-payment of dues or other indebtedness will be reinstated to membership upon payment of any arrearage.

### **Section 5: Arrears for Dues Restrictions**

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

### **Section 6: Refunds**

The Club will not refund dues except, in extraordinary circumstances and upon the approval of the Board of Directors.

### **Section 7: Board Approval for Competition or Exhibition**

No member or members of the Club shall make entry in the name of the Club in competitions or exhibitions except with the approval of the Board of Directors.

## **ARTICLE IV – Club Meetings**

### **Section 1: Annual Meeting**

There shall be an Annual Meeting once a year for the general membership to attend. The date of the regular Annual Meeting shall be set by the Board of Directors who shall also set the time and location. The meeting shall be held for the purpose of electing Directors.

### **Section 2: Special Meetings**

Additional meetings of the general membership may be called at the discretion of the President or upon the written request of three (3) Adult members, in good standing. No business shall be transacted at a Special meeting except that of which notice is given.

### **Section 3: Notice**

Notice of each meeting shall be given to each voting member, by email and announced on the Club's website, not less than five (5) days before the meeting.

### **Section 4: Quorum**

Fifty (50%) percent of Adult Membership set forth by the voting list shall constitute a quorum for the transaction of business.

## **ARTICLE V – Board of Directors**

### **Section 1: Number of Directors**

There shall be a Board of Directors composed of five (5) Adult Members.

### **Section 2: Terms of Officers/Directors**

Officers shall be elected at the Annual meeting and said Officers shall serve for a period of three (3) years. At the end of a three (3) year term, the Board of Directors may reappoint the officer for an additional term, if it so chooses. The election for President and Treasurer are to be held on the opposite year of the Vice President and Secretary.

The Directors shall be elected or reappointed by the Board of Directors at the Annual Meeting for a one (1) year term.

### **Section 3: Qualifications**

Any candidate for the Board of Directors must be an Adult Member in good standing in accordance with the provisions of these Bylaws. Which includes that they are to be (i) at least eighteen (18) years old, (ii) registered with US Figure Skating and (iii) home club member of the Club and (iv) voting member of the Club. In addition, coaches with eligible status may serve as Directors of the Club so long as they do not collectively constitute a majority of the total numbers of the Board of Directors.

### **Section 4: Election of Directors:**

The Board of Directors shall be nominated and elected by the Adult Members who are in good standings and eligible to vote. Only those persons, who have given their consent to serve, shall be nominated for or elected to such office. Simple majority rules.

### **Section 5: Resignation**

Any Director may resign at any time by giving written notice of resignation to the Secretary and/or Board of Directors. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

### **Section 6: Withdrawal and/or Removal**

Any Director who shall absent themselves from three (3) consecutive regular meetings or an accumulation of five (5) regular meetings in a twelve (12) month time frame of the regular meetings of the Board of Directors, without obtaining previous permission from the Board of Directors, will cease to hold office. In addition, any Director may be removed by the Board of Directors whenever, in its judgment, the best interests of the Club would be served thereby, but such removal shall be without prejudice to coaching/membership rights, if any, of the officer so removed.

### **Section 7: Appointment of Replacement**

If a Directorship shall become vacant due to a resignation, withdrawal, removal or death, the Board of Directors may appoint an Adult Member to fill such vacancy for the unexpired portion of the term.

### **Section 8: Compensation**

Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

### **Section 9: Regular Meetings**

The Board of Directors shall meet at least once a month. The dates of the monthly board meetings shall be determined prior to the Annual Meeting and published for the Board of Directors and all Membership.

### **Section 10: Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. Notice stating the place, day and hour of a special meeting of the Board of Directors shall be given to each director by email no less than five (5) days before the meeting.

### **Section 11: Quorum and Voting**

A majority of the 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. No Director may vote or act by proxy at any meeting of Directors.

### **Section 12: Authority**

The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation or these Bylaws.

## ARTICLE VI – Officers

### Section 1: Officers

The Officers of the Club shall consist of the President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors shall deem necessary or appropriate.

**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: the entire supervision and management of Directors; the power to suspend any member for violating the Bylaws or rules of the Club, subject to approval of the Board of Directors; the power to call special meetings and Club meetings.

**B. Vice President** – It shall be the duty of the Vice President to assist the President in the discharge of his/her duties and in his/her absence to assume the duties and officiate in his/her place.

**C. Secretary** – It shall be the duty of the Secretary to keep the Minutes of the Meetings of the Club and of the Board of Directors and to supervise all reports and documents connected with the business of the Club, to supervise keeping a current membership roll. The Secretary shall furnish new members with a copy of these Bylaws. The Secretary shall supervise the correspondence of the Club, oversee all printed documents and forms for the Club for proper use of the Club logo and the US Figure Skating logo; and prepare and issue notices of all meetings of the Club and Board of Directors. Perform additional duties as assigned by the President or Board of Directors.

**D. Treasurer** – She/he shall have custody of all funds of the Club. Keep accurate accounts of all monies that are received and disbursed of the Club. Deposit such funds in the name of, and to the credit of, the Club in such banks or depositories as a majority of the Board of Directors may from time to time, designate. Be authorized to sign and countersign all checks and drafts of the Club. Under the direction of the Board of Directors, disburse the funds of the Club, after verifying charges and expenditures. Render to the President and/or the Board of Directors, whenever required, an account of all additional duties as assigned by the President or Board of Directors.

### Section 2: Directors

Each director shall perform duties as assigned by the President or the Board of Directors.

## ARTICLE VII – 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 US Figure Skating.

## **ARTICLE VIII - Miscellaneous**

### **Section 1: Inspection of Records**

The Club shall keep correct, complete books and records of account and shall also keep minutes of the proceedings of its members, Directors, and committees having any of the authority of the Directors; and shall keep a record of the names and addresses of the members entitled to vote. Upon written request of any member, the Club shall make these records available within ten (10) days of written request.

### **Section 2: Parliamentary Procedure**

The Robert's Rules of Order shall govern the parliamentary procedure at Regular and Special meetings of the General Membership and of the Board of Directors.

### **Section 3: Amendments**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting.

### **Section 4: Fiscal Year**

The fiscal year of the Club should, but is not required to, correspond with the fiscal year of US Figure Skating (i.e. beginning on July 1 and ending on June 30).

## **BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Secretary and he/she is the President of the Tri-State Toe Picks Figure Skating Club and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: June 4, 2009

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Tina Theisen

President

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Ellen C. Sendelbach Harrison

Secretary