

TRAVERSE CITY FIGURE SKATING CLUB
1600 CHARTWELL DR., Suite E
TRAVERSE CITY, MI 49686

Bylaws of the Traverse City Figure Skating Club

Originally Adopted: September 18, 1975

Amended: 5/5/93, 6/1/93, 9/26/96, 5/31/00, 1/13/04, 12/8/2009, 2014, and Restated 11/21/2019

Article I
Names and Offices

Section 1. Name. The name of this organization is the Traverse City Figure Skating Club (referred to in these bylaws as the "Club"). The Club shall have its principal office (headquarters) at Centre Ice, 1600 Chartwell Dr., Traverse City, Michigan. The registered Office of the Club may be the same as the principal office of the Club, but in any event must be located in the State of Michigan, and be the business office of the registered agent.

Section 2. Membership in U.S. Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association ("U.S. Figure Skating"), to exist for the purposes 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.

Article II
Purpose

Section 1. Purpose. The purpose of the Club is: to provide instruction, practice and advancement of the members in free skating, pair skating, ice dancing and all types of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, to produce or cooperate in the production of amateur exhibitions, competitions and shows; and, generally to do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objectives and purposes of this organization; and to carry out the general policies of U.S. Figure Skating.

Article III
Membership

Section 1. Classes of membership. Classes of membership shall include Individual Memberships, Family Memberships, Associate Memberships and Honorary Memberships.

Every adult and child wishing to participate in Club skating programs and/or instruction shall be required at the time of registration to pay the appropriate dues which will include annual fees for Club membership and U.S. Figure Skating membership. Each membership, individual or family, is allowed one vote at annual and other general membership meetings. All members are expected to comply with the Bylaws of the Club as well as its policies, rules, procedures, and ice etiquette. 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 U.S. Figure Skating.

The classes of membership are as follows:

- A. Individual Membership. Each adult and child participating in Club programs, and having paid the current year's Club and US Figure Skating dues, and also current and past club obligations, will be considered a member in good standing. All individual members who are at least 18 years of age shall have the right to vote, to hold office if elected or appointed to the board of directors, and shall enjoy all the privileges of the Club. However, individual members residing in a family

shall collectively have one vote. All members who are minors under the age of 18 shall enjoy the privileges of the Club but shall not vote in membership meetings or board meetings or hold office. Minor members may, however, serve on appropriate committees where they shall have an equal vote with other committee members. Minor members may be represented by a parent or adult guardian, who shall have the right to vote. In accordance with the USFS Bylaws, ineligible persons in skating shall have the right to vote but not hold office.

- B. Family Membership. In the case where more than one family member, adult or minor child, participates in Club programs, a Family Membership will be available to include all participating members. All family members shall enjoy the privileges of the Club with adults and parents or adult guardians allowed to hold office if elected or appointed to the board of directors, and vote. Each Family Membership is allowed one vote at annual and general membership meetings. The fee for the family membership is dependent upon the number of family members participating in club activities.
- C. Associate Membership. Non- Traverse City residents who wish to skate less than five (5) months per year may purchase an associate membership in the Club. Associate members may register for skating sessions at the regular registration rates. Associate members shall not vote or hold office.
- D. Honorary Membership. Honorary members may be elected by a majority vote at any general membership meeting upon recommendation by the Board of Directors. An honorary member shall be free from initiation fees, dues and/or assessments. He or she may represent the Club in exhibitions and attend ice skating sessions under the same rules governing active members. He or she shall not be nominated or elected to an office or the Board of Directors, but may be appointed by the Board to serve on a committee. Honorary members have no vote at membership meetings.. They shall have no claim on the assets or property of the Club. He or she shall not represent the Club in competitions.

Section 2. The Board of Directors shall be nominated and elected at the annual membership meeting by voting members of the Traverse City Figure Skating Club. As noted in Article III, Section 1, each family is allowed one vote, which must be cast by an adult.

Section 3. Arrears for Dues. Any member in arrears for dues, registration or Club fees, or other indebtedness shall be notified by email by the Treasurer at his or her last known email address. If the amount in arrears is not paid in full within one month thereafter, the name of the delinquent shall be reported by the Treasurer to the Board of Directors at its next meeting. The Board of Directors may drop from the roll any name of such delinquent member. A member dropped from the roll for non-payment of dues, or other indebtedness, may, upon payment of same and at the discretion of the Board of Directors, be reinstated to full membership. The Board of Directors retains the right to pursue collection of seriously overdue accounts through collection services or small claims court.

Section 4. Arrears for Dues Restrictions. No member in arrears for dues, or other indebtedness to the Club or to U.S. Figure Skating, shall be eligible to hold office, or entitled to vote, to participate in USFS testing or compete as a member of Traverse City Figure Skating Club.

Section 5. Resignations. Any member not in arrears for dues or other indebtedness may tender a written resignation of his or her membership to the Board of Directors. The resignation shall be effective upon receipt. A member who resigns shall not be entitled to the refund of any dues, and shall remain liable for any dues or other amounts owing to the Club that are unpaid at the time of the resignation.

Section 6. Board Approval for Competition, Exhibition and Testing. No member or members of the Club shall make entry in the name of the Club in competitions, exhibitions or test sessions except with the approval of the Board of Directors or its designee.

Section 7. Responsibilities for Guests. Club members and/or professionals shall be responsible for the conduct and costs owing to the Club by all persons admitted to the Club's property and/or ice time at their request.

Section 8. Affiliate Club Skaters. Any visiting USFS or Skate Canada club skater may utilize the facilities of the club upon approval by the Board of Directors or its designee. Availability of ice for guests may be dependent upon space, skill levels and regularly scheduled activities. Visiting skaters may be charged a reasonable fee for such use. Frequency of such use by guest skaters may be restricted per year at the discretion of the Board and in accordance with each year's ice rules and policies.

Article IV Club Meetings – General Membership

Section 1. Annual Meeting. The annual meeting of the members shall be held in the Spring of each year on a date and time determined by the board of directors. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

Section 2. Special Meetings. The Secretary shall call special meetings of the members at the direction of the President, the Board, or upon the written request of five Club members in good standing.

Section 3. Quorum. A quorum shall consist of the number of members whose eligible votes total at least 15 votes or 10 percent of the total membership votes, whichever is less.

Section 4. Notices. Notices of annual and special meetings of the members shall either be given by the Secretary to every member personally, by mail, or by electronic transmission, or posted in the Club Newsletter and/or be posted on the Club bulletin board. Notices must be given not less than 10 nor more than 60 days before the date of the meeting to each member of record who is entitled to vote at the meeting.

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

Section 6. Voting List. The Secretary or designee shall make available, at each regular and special meeting of the membership, a complete list of individual and family members, arranged in alphabetical order. Such list shall be open at the place where such meeting is held and shall be subject to examination by any adult member or parent in attendance at such meeting.

Article V Board of Directors – Qualification and Election

Section 1. Number of Directors. There shall be a Board of Directors composed of nine regular members, or parents or guardians of minor members, of the Club.

Section 2. Term of Office. Board members shall be elected each year at the regular annual meeting of the membership. Directors shall be elected to serve a period of three years or until their successors are elected or appointed as hereinafter provided.

Section 3. Qualification. Any candidate for the Board of Directors must be an adult and a member, or parent or legal guardian of a member, in good standing.

Section 4. Method of Nomination. The candidates for the Board may be self-nominated or nominated from the floor in regular meetings of the membership.

Section 5. Method of Voting. The Elections Committee shall prepare a ballot which includes the names of all nominated Board members and provides for write-in candidates. Each adult member or

family representative shall be entitled to cast as many votes as there may be directors to be elected but may not cast more than one vote for any candidate. Votes shall be by secret ballot and shall be tabulated by the Election Committee or designee. The candidates receiving the greatest number of votes shall be declared elected and the Election Committee shall publish and certify the result of the election.

Section 6. Absentee Ballots. Adult members or member parents who cannot attend the annual meeting where voting takes place, shall be entitled to vote for Directors by absentee ballot. Requests for absentee ballots shall be complied with immediately upon receipt thereof. Procedures for the return of absentee ballots shall be determined by the Elections Committee prior to the ballots being counted at the annual meeting.

Section 7. Appointment of Replacement. If a Directorship shall become vacant due to a resignation, withdrawal or death, the Board of Directors may appoint a member or parent of a member to fill such vacancy until the next annual membership meeting, at which time a director shall be elected to fill the unexpired term. Withdrawal is defined as missing three consecutive Board meetings without the approval of the Board of Directors. A member or parent appointed to the board of directors has an equal vote with other board members.

Article VI Power and Duties of the Board of Directors

Section 1. Meetings. The Board of Directors shall meet at least once in every month. The date of such meetings shall be stated by the President or in his or her absence by the Vice President.

The President, the Secretary, or any four members of the Board may call a special Board meeting upon notice given personally, by mail, by telephone, or by electronic transmission to all the 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 individual(s) requesting the meeting.

In general, board meetings shall be open to members. However, the Board shall meet in closed session to discuss sensitive personal or personnel matters and may meet as a working group in executive session to consider exigent matters which cannot be delayed until the next regularly scheduled meeting.

Section 2. Quorum. A quorum shall consist of a majority of the board members then in office.

Section 3. Authority. The Board shall have the entire authority in the management of affairs and finances 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 and Procedures. The Board shall make such rules and promulgate such procedures as it deems proper respecting the use of the Club's property and leased ice time; prescribe rules for the admission of non-members; fix penalties for offenses against the rules; and make rules for their own governance and for the government of the committees appointed by them.

Section 5. Appropriations. All appropriations from the funds of the Club shall be made by the Board of Directors.

Section 6. Officers. The Board shall have the power to elect and remove the Officers of the Club.

Section 7. Audits. The Board shall direct the audit of records of the Secretary, Treasurer and, as needed, of the committees as it deems prudent.

Section 8. Indebtedness. The Board shall have power to limit the indebtedness of a member of the Club.

Section 9. Suspend or Expel. The Board shall have the power to suspend or expel any member for violations of the Bylaws, Club rules, U.S. Figure Skating rules, including but not limited to SafeSport requirements, or for conduct which the Board shall deem improper, but no member shall be expelled or suspended for longer than 30 days without a hearing by the Board.

Section 10. Readmission to Membership. The Board may readmit to membership any former member expelled by it or any former member whose resignation has been fully accepted, without payment of a second annual membership fee.

Section 11. Standing Committees. The Board 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 12. Delegates to the U.S. Figure Skating Governing Council. Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club. The Board may, at its discretion, pay the traveling expenses of the delegate to the association meetings.

Section 13. Professional or Clerical Assistance. The Board of Directors shall have authority to make appropriations for professional or clerical assistance as it deems to be necessary or beneficial to the existence and operations of the Club.

Section 14. Fees, Dues and Assessments. Fees, dues, and assessments shall be set at the discretion of the Board of Directors in accordance with these Bylaws. Annual skating fees will be set and be based on prevailing ice and related costs. Dues shall reflect the annual Traverse City Figure Skating Club membership dues and the appropriate USFS dues (Basic Skill/Full membership). Assessments may include Ice Show fees, and other fees as designated by the Board of Directors.

Section 15. Meeting by Telephone or Similar Equipment. Members of the board of directors or any committee thereof may participate in a meeting by conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 16. Consent to Corporate Actions. Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

Section 17. Compensation. Directors shall not receive compensation for their services as such. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Article VII
Officers

Section 1. Officers. The Officers shall be President, Vice-President, Secretary and Treasurer and such other Officers as the Board of Directors shall deem necessary or appropriate. The office of Secretary and Treasurer may be combined.

Section 2. 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 of the Board of Directors. He or she shall have the entire supervision of the 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 rules and policies of the Club, pending the approval of the Board; to call special meetings and Club meetings. To prepare and issue notices of all meetings of the Club and Board of Directors; to publish an agenda of all meetings in a timely manner before such meetings; to supervise professional and/or clerical office staff; to supervise all reports and documents connected with the business of the Club; to supervise the keeping of a roll of membership; and to supervise the correspondence of the Club.

The President together with the Secretary shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

The President will serve as the Traverse City Figure Skating Club user group representative on the Board of Directors for "Involved Citizens Enterprise," also known as I.C.E., and function as an advocate and liaison between the two entities. The President may, as needs dictate, appoint additional Club Board members and/or general members to serve as I.C.E. rep and/or to participate in I.C.E. endeavors including ice negotiations, facility planning and fundraising.

The President shall serve as an ex-officio member of Club standing committees.

Section 3. Duties of the Vice-President. It shall be the duty of the Vice-President to assist the President in the discharge of his or her duties and in his or her absence to assume the duties and officiate in his or her stead. The Vice-President shall monitor the work and functions of all standing and appointed committees.

Section 4. Duties of the Secretary. It shall be the duty of the Secretary to keep minutes of the meeting(s) of the Club and of the Board of Directors; to publish the minutes of all such meetings after approval by the Board of Directors.

Section 5. Duties of the Treasurer. The Treasurer shall prepare an annual budget for approval by the Board at its annual meeting and shall administer the approved budget. 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 regular written report to the Board of Directors. The Board of Directors shall have the power whenever 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.

Article VIII
Election of Officers

Section 1. Officers. The President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors at the first regular meeting after the Club's annual meeting and shall hold office until their successors are chosen. The Board may appoint members of the Board to fill any or all offices.

Article IX
Committees

Section 1. Committee Structure. The Board of Directors may establish standing Committees, special Committees and/or task forces as it deems necessary. Unless otherwise provided in these bylaws.

The President shall appoint Committee chairs. Unless otherwise provided in these bylaws, committee membership shall be selected by the committee chair, shall consist of one or more Directors and may include individuals who are not members of the Board of Directors. All committee members shall serve at the pleasure of the Board. The Board of Directors shall determine the charge and/or the focus of work for each committee and task force. However, no committee shall have the power to:

- A. amend the articles of incorporation;
- B. adopt an agreement of merger or consolidation;
- C. amend the bylaws of the corporation;
- D. fill vacancies on the board;
- E. recommend to members the sale, lease, or exchange of all or substantially all of the Club's property and assets;
- F. recommend to members the dissolution of the corporation or a revocation of a dissolution; or
- G. terminate memberships.

Section 2. Executive Committee. The Executive Committee shall consist of the elected officers. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from the direction established by the Board of Directors, or which represents a major change in the affairs, business or policy of the Corporation. Serving without vote, the Executive Director is a member of the Executive Committee.

Section 3. Finance Committee. This committee shall consist of one or more members, shall be chaired by the Treasurer, and shall be is responsible for assisting the board in ensuring the organization is in good fiscal health. The work of the committee revolves around six major areas, including: 1) ensuring that accurate and complete financial records are maintained; 2) ensuring that accurate, timely, and meaning financial statements are prepared and presented to the board; 3) overseeing budget preparation and financial planning; 4) safeguarding the organization's assets; 5) helping the full board understand the Club's financial affairs; and 6) ensuring compliance with federal, state, and other requirements related to the Club's finances..

Section 4. Governance Committee. This committee shall have a minimum of three voting members, which shall include the President. The Executive Director shall serve as a non-voting, ex officio member of the Governance Committee. This Committee is responsible for overseeing nominations and conducting elections of members to the board of directors; recommending persons to serves as officers, annually reviewing the Club's organizational documents, make recommendations to the board for the system of governance of the Club, and conduct such other activities as designated by the board.

Article X Amendments

Section 1. These Bylaws may be amended by an affirmative vote of two-thirds of the members or parent representatives present at any regular or special meeting of the members provided notice of such amendment(s) shall have been posted or otherwise communicated to each member, and posted for review in a stated public area at least ten days prior to the meeting at which said proposed amendment(s) is to be considered.

Article XI
Dissolution

Section 1. Method of Approval. Upon the recommendation of a majority of the Board of Directors to dissolve the Club, a special membership meeting shall be called and a final approval by two-thirds of the members present shall be required.

Section 2. Liquidation of Assets. In the event of the dissolution of the Club, the Board of Directors is empowered to act as Trustees and supervise the liquidation of the Club's assets. On dissolution of the Club, after paying or providing for the payment of all of the liabilities of the corporation, the Club's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

Section 3. A final report of such liquidation and distribution of assets, as outlined above, shall be made to a special membership meeting within sixty days of the date of final disposition of the assets of the Club.

Article XII
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.

Article XIII
Indemnification

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Michigan Nonprofit Corporations Act and any other applicable laws of the State of Michigan 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 liable 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 XIV
Conflicts of Interest

Section 1. Definition. As used in this Article, "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. All matters involving conflicting interest transactions shall be disclosed and handled in accordance with the Club's Conflict of Interest Policy. 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 XV
Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Club shall end on August 31, unless otherwise determined by resolution of the Board of Directors.