

**BYLAWS OF THE NEW ULM FIGURE SKATING CLUB
REVISED — MAY 2021**

**ARTICLE I
NAME AND CORPORATION**

Section 1. Name. The organization shall be known as New Ulm Figure Skating Club (hereafter “NUFSC”, or the “Club”).

Section 2. Incorporation. The Club was incorporated under the laws of the State of Minnesota, March 10, 1988.

Section 3. Seal. This corporation shall not have a seal.

Section 4. Registered Office. This Club shall have its headquarters at 1212 N. Franklin Street, New Ulm, Minnesota, or such other place as may be designated by the Board of Directors (hereafter the “Board”).

Section 5. Mailing Address. The mailing address of the Club is NUFSC, PO Box 2, New Ulm, MN 56073.

**ARTICLE II.
MISSION / PURPOSE**

It is the mission of the New Ulm Figure Skating Club to provide instruction, practice and advancement of each member of the club in all aspects of the sport of figure skating; to encourage and cultivate a feeling of sportsmanship and friendship among all ice skaters; and to carry out the policies and objectives of the International Skating Institute (ISI) and the United States Figure Skating Association (USFS).

NUFSC shall promote and organize the sport of figure skating for the community of New Ulm and the surrounding area by:

- Operating the Club according to the guidelines of the USFS and the ISI.
- Providing Ice Skating Lessons for the purpose of teaching recreational and competitive skating for individuals of all ages.
- Providing access to facilities and coaching staff for skaters interested in private lessons.
- Providing opportunities for skaters to meet competitive and performance testing goals.

**ARTICLE III
CLUB ORGANIZATIONAL STRUCTURE / MEMBERSHIP**

NUFSC is a non profit, tax exempt organization. Its members shall consist of figure skaters, parents of figure skaters and skating enthusiasts. Membership fees will be evaluated and assessed

annually by the Board. Membership is subject to approval by the Board. Continued membership and participation in NUFSC activities is subject to a member's compliance with all NUFSC policies and rules, including behavioral guidelines and financial obligations. The Board may limit participation or terminate membership of any member who does not comply with all NUFSC policies and rules.

Club members 18 years of age or older are eligible voters. Club members younger than 18 years of age will be represented by their designated guardian. Each family unit will be entitled to one vote based upon the membership roster of the previous fall. A family unit consists of one or more members under the age of 18 who are related to each other.

Club members are required to complete a number of volunteer hours at various activities and fundraisers throughout the year. The required number of hours will be determined annually by the Board.

ARTICLE IV CLUB MEETINGS

Section 1. Annual Meeting. Regular meetings of voting Members shall be held annually, in the spring, at such day and time as the Board shall determine.

Section 2. Notice. Written notice of all Member meetings must be given to Members at least fifteen (15) and not more than thirty (30) days before the meeting. The notice must contain the date, time, and place of the meeting. Written notice will be provided in the Monthly Newsletter and will be posted on the NUFSC bulletin board at the New Ulm Civic Center.

Section 3. Quorum. Twenty percent (20%) of the total number of eligible voting members shall constitute a quorum at all annual and special meetings, including meetings to adopt or amend the Bylaws. The Board shall establish the total number of voting Members prior to any annual or special meetings. In absence of a quorum, the meeting may be adjourned from time to time until a quorum is present. If a quorum is present when a meeting is convened, a discussion of issues and vote of the Membership may be held even though withdrawal of voting Members leaves less than the number otherwise required for a quorum.

Section 4. Annual Meeting Demand by Members.

- a. Who May Call. If a regular meeting of voting Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the Club.
- b. Notice. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the Club. If the Board fails to cause a meeting to be called and held as required, the Members with voting rights

making the demand may call the meeting at the expense of the club by giving notice to every voting Member.

- c. Location. If an annual meeting of Members is made by demand, the meeting must be held in the county where the club's registered office is located.

Section 5. Special Meetings of Voting Membership.

- a. Who May Call. The Club shall hold a special meeting of Members if at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, sign, date, and deliver to the President or the Treasurer one or more written demands for the meeting, describing the purpose for which it is to be held.
- b. Notice. Within thirty (30) days after receipt of a demand for a special meeting from the voting Members, the Board shall cause a special meeting to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the Club. If the Board fails to cause a special meeting to be called and held as required by this sub-division, a voting Member making the demand may call the meeting by giving notice to every voting Member at the expense of the Club.
- c. Location. If a special meeting is demanded by the Members, the meeting must be held in the county where the club's registered office is located.
- d. Notice Requirements; Business Limited. The notice of a special meeting must contain a statement of the purposes of the meeting. No business shall be transacted at a special meeting, except that of which notice was given.

**ARTICLE V
BOARD OF DIRECTORS**

NUFSC shall be represented by a Board of Directors (hereafter Board Members) elected by the Club Members at the annual meeting. The Board Members shall have the authority set forth below.

Section 1. Number of Members. The Board of Directors shall be composed of seven (7) Club Members. The Board Members elected pursuant to the New Ulm Figure Skating Club Constitution Approved May, 2004 shall remain in office until the expiration of their terms pursuant to the terms of that document.

Section 2. Term of Office. Board Members shall hold office for a two (2) or three (3) year term for which he or she was elected, until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the Board Member's prior death, resignation, or removal. There will three 3-year terms and four 2-year terms based on vacancy that will be chosen prior to the time of election by the Board candidate. Board Members shall have a maximum of two consecutive terms. After a one year break, a Board Member can be reelected.

Section 3. Removal. A Board Member may be removed from office, with or without cause, by the affirmative vote of a majority of the Board Members present at a duly held meeting; provided that not less than five (5), and not more than thirty (30) days notice of such meeting, stating that proposed removal of such Board Member is on the agenda for such meeting, shall be given to each Board Member.

Section 4. Retirement, Death, Resignation. No retiring member of the Board will be eligible for re-election for one (1) year from the date of retirement (except to fulfill the minimum number of Board Members as per Article V, Section 1). This does not apply to a Board Member appointed to fill the unexpired term of another Board Member. A Board Member may resign at any time by giving notice of his or her resignation to the Board. The resignation is effective when received by the Board unless a later date has been specified in the notice. In the event of the death, removal, or resignation of a Board Member, a successor to fill the unexpired term must be elected by the affirmative vote of a majority of the Board Members present at a duly held meeting.

Section 5. Nominating Committee. The Nominating Committee shall consist of the members of the Board whose term next expires. The Nominating Committee will subsequently choose nominees for Board Member for membership vote.

Section 6. Election of the Board of Directors – Procedure. Upon determining the nominees for position of Board Member of the Club, the nominees names will be put on a written ballot in alphabetical order during the even years and in reverse alphabetical order during the odd years. Ballots will be distributed to all voting members at the Annual Meeting or by electronic means and collected by the nominating committee which shall also serve as the election judge. Absentee ballots may be requested of the nominating committee by any voting member unable to attend the Annual Meeting. All absentee ballots must be returned to the nominating committee no later than the third calendar day before the Annual Meeting. Ballots will be kept confidential. The nominating committee shall ensure that each voting member casts only one ballot. Write-in candidates will be accepted and counted. The nominees with the most votes will then be Board Members for the following three (3) years.

Section 7. Authority. The business of the Club shall be managed by or under the direction of the Board elected by the Club Members, which shall have the entire authority in the management of affairs and finances of the Club, and shall have general control of its property. All rights and powers connected therein shall be vested in them. The Board shall make such rules as it deems proper respecting the use of the Club's property, i.e., prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own government; and for the government of the committees appointed by it.

Section 8. Quorum. At all meetings of the Board, five (5) directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of five (5) of the Board Members then in office shall be sufficient for any action.

Section 9. Written Action. Any action required or permitted to be taken at a meeting of the Board may be taken by unanimous written action signed by all of the Board if action is required before the next scheduled meeting. Actions taken in this manner shall be recorded by the Secretary in the minutes of the next scheduled Board meeting.

Section 10. Meetings. The Board shall meet monthly Club Members wishing to submit a topic for Board discussion must do so to a current Board Member by the 1st of the month

Section 11. Special Meetings. Special meetings of the Board may be called at any time upon request of the President or any two (2) Board Members, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of receiving such a request and shall cause there to be given to all Board members not less than two (2), nor more than fifteen (15) days written notice of the time, place, and purpose of such special meeting. No business shall be transacted at a special meeting except that of which notice was given.

Section 12. Waiver of Notice. Any Board Member may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 13. Notice. Whenever, under the provisions of these Bylaws, notice is required to be given to any Board Member, it shall be construed to require personal notice, but such notice may be given electronically or in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a post-paid, sealed wrapper addressed to such Board Member or committee member at his or her last known address, and such notice shall be deemed to have been given at the time when thus mailed.

Section 14. Committees. In addition to the standing committees identified in Article VII, the Board may establish one or more committees ***to make recommendations to the Board or manage the business of the Club***. Committees shall have the authority granted to them by the Board so long as that authority is consistent with these Bylaws, including Article VII.

Section 15. Board Member Compensation. Board Members shall not be compensated for their duties as Board Members, except that a Board Member may receive a salary for his or her services as an employee, and Board Members may be reimbursed for authorized expenses incurred on behalf of the Club.

ARTICLE VI OFFICERS

Section 1. Titles. The officers shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. Officers. The officers shall be members of the Board and shall be elected by the new Board at the first Board meeting after the annual election of new directors.

Section 3. Additional Officers. The board may at any time also elect or appoint such additional officers as the Board deems advisable to perform such functions and duties and with such powers and discretion as the Board may prescribe. All officers shall serve without compensation.

Section 4. Duties of the President. It shall be the duty of the President to be the chief executive of the Club, including being responsible for the day to day operations of the Club, and to preside at all meetings of the Club and of the Board. In addition, he or she shall perform such other duties as may be determined from time to time by the Board, such as calling special Board meetings and Club meetings. Upon approval of the Board, the President, together with the Secretary, shall sign all agreements and contracts made by the Club. When necessary, the President shall certify proceedings of the Board and Members. The President shall maintain records of the Club for at least six (6) years. Destruction of Club records shall only take place after Board approval.

Section 5. Duties of the Vice-President. It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties. In case of the President's absence, or inability or refusal to act, the Vice-President shall assume the duties and officiate in his/her stead, but only so long as such absence or inability continues.

Section 6. Duties of the Treasurer. The Treasurer with the assistance of the Finance Committee shall manage the Board's review of, and actions related to the Board's financial responsibilities. He/she will ensure that appropriate financial reports are made available to the board at the regular scheduled board meetings or upon special request from the President. He/she will have custody of all funds of the club and have authority to sign all check disbursements. An internal audit shall be conducted annually and a report prepared and presented to the Board. An outside audit may be conducted upon recommendation of the Treasurer and/or request of the Board.

Section 7. Duties of the Secretary. It shall be the duty of the Secretary to maintain the minutes of all club and Board meetings, to supervise all reports and documents connected with the business of the Club, and to issue notices of all Club and Board meetings. In the event of the absence of both the President and Vice-President, the Secretary shall preside at meetings of the Club or Board. The Secretary shall publish the minutes of the Board to the members in a manner deemed appropriate by the Secretary. The Secretary shall maintain the club's official files to include the Articles of Incorporations, By-Laws and other official policy files and important correspondence.

ARTICLE VII STANDING COMMITTEES

The Club shall have the following standing committees which will advise the Board concerning the business of the Club as set forth below. The Board shall direct the committees. The Committees shall have such power to act as the Board grants to conduct the business of the Club.

The Board shall coordinate the activities of the committees to avoid overlap of responsibilities. Membership on each standing committee shall consist of Club Members and at least one (1) Board member.

Finance Committee: The purpose of the Finance Committee will be to assist the Treasurer of the Board with all duties pertaining to the finances of the NUFSC. Responsibilities of this committee shall include: development of an annual budget and other miscellaneous duties pertaining to the finances of the club, as assigned by the Board of Directors.

The committee should meet on a semi-annually basis and may be expected to have more frequent meetings during times of budgeting, planning and/or auditing. It should consist of a minimum of 3 people, with one of those being that of the Treasurer.

Record of the meetings of the committee should be documented and maintained by the Treasurer. These minutes should be made available to the board, upon request.

Personnel Committee: The purpose of the Personnel Committee shall be to assist the Board with ensuring adequate and professional staffing levels for the club and that all coaches/professionals, club members, parents, and directors/committee members are treated in a fair and consistent manner. The committee should meet at a minimum of twice a year, but will be expected to meet more frequently should vacancies, interviews, issues, etc. arise. It should consist of a minimum of 3 individuals with at least of those being a Board Member.

Record of the meetings of the committee should be documented and maintained by the Board committee member. These minutes should be presented to the board at the regularly scheduled Board meetings.

Fundraising Committee: The purpose of the Fundraising Committee will be to oversee all fundraising opportunities for the club. Record of the meetings of the committee should be documented and maintained by the Board committee member. These minutes should be presented to the board at the regularly scheduled Board meetings.

ARTICLE VIII STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 1. Good Faith. It is the responsibility of each officer and director of this Club to discharge his/her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of the Club, and with the care of an ordinary prudent person in a like position would exercise under similar circumstances.

ARTICLE IX INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Club, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the Club, shall be indemnified by an affirmative vote of a majority of the Board upon receipt of notice, so long as the demand is within the scope of the Act. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, and administrators of such director or officer and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE X AMENDMENT OF BYLAWS

Bylaws may be adopted or amended by a majority vote of all voting *Members present at any annual meeting or at any special meeting of Members subject to the Minnesota Nonprofit Corporation Act*. A special meeting to adopt or amend a Bylaw may be called upon petition by the majority of the voting Membership. The petition must be presented to the Board, who will in turn notify the Members of a special meeting pursuant to Article IV. Section 5 above. The Board shall present the Bylaw or the amendment of the Bylaws, for consideration by the Membership, by Resolution setting forth the proposed Bylaw or amendment.

These Bylaws were approved by membership at the annual Meeting on May 1, 2021.