

Timberline Figure Skating Club Bylaws  
Approved June 28, 2021

**ARTICLE I – GENERAL**

Section 1. Name

The organization shall be known as Timberline Figure Skating Club (also referred to as “TFSC” or “Club”).

Section 2. Incorporation

The Club is incorporated under the laws of the State of Wisconsin.

Section 3. Office

The primary office of the Club shall be at PO Box 2082, Wausau, WI 54402-2082, and the Club may conduct business at such other places as the Board of Directors (the “Board”) shall from time to time determine.

Section 4. Seal

The Club shall have no corporate seal.

**ARTICLE II – PURPOSES**

The purposes of the Club shall be educational. The Club’s primary goals are to encourage the instruction, practice, and advancement of all types of figure skating; to encourage the development of good sportsmanship; to sponsor, produce or cooperate in the production of amateur ice shows; to pursue other educational goals; and to carry out the general policies of the United States Figure Skating Association (“USFSA”).

**ARTICLE III – OFFICERS**

Section 1. Officers

The officers shall be President, Vice President, Treasurer and Secretary. There may also be co-officers, although this does not eliminate any of the other officer positions.

Section 2. Duties of Officers

The officers shall have the duties set forth below:

**DUTIES OF PRESIDENT**

It shall be the duty of the President to provide general active management of the business of the Club; when present, to preside at all meetings of the Club and of the Board; to see that the Board’s orders and resolutions are carried into effect; to maintain records of (when not delegated to the Secretary) of the Club; when necessary, certify proceedings of the Board and the members; and to perform other duties as prescribed by the Board.

The Board will approve all agreements and contracts to be entered into by the Club. The President shall have authority to sign all agreements and contracts, and a second officer signature is required only if directed by the Board.

The President also coordinates all aspects of grievance procedures, including assembling the grievance committee and running the grievance hearings.

#### DUTIES OF 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 his/her duties and officiate in his/her stead. The Vice President is considered to be President-elect, but it is not a requirement that the Vice President succeed to the position of President, and the Board may nominate another individual as President if the Vice President chooses not to assume that position.

#### DUTIES OF TREASURER

The Treasurer shall have charge of the funds of the Club, keep a record of all receipts and disbursements, and render a written report when requested by the President or Board. The funds shall be deposited in the name of the Club in a bank approved by the Board or in other accounts or securities approved by the Board. Specific duties include but are not limited to:

- Pay reimbursements and disbursements and coordinate any cash needed by the Club (e.g. ice show cash boxes)
- Keep accurate banking and financial records
- Report to Board on finances
- Be responsible for handling tax issues of the Club or for finding a resource to address these issues
- Handle insurance issues for the Club
- Help in the budgeting process for the Club
- Provide a check and balance system for the Club's finances
- Make bank deposits, and do all bank dealings
- Attend board meetings and report monthly
- File the annual corporate registration for the Club with the Wisconsin Department of Revenue and/or Financial Institutions.

All checks, drafts or other orders of payment of money, notes, or other evidence of indebtedness issued in the name of the Club, shall be signed by one signer from among the Treasurer, President, and Vice President for the amounts under \$1,000.00 and by two (2) signers from among the Treasurer, President and Vice President for payments over \$1,000.00. Two (2) signers shall, in all cases, sign checks, drafts or other orders of the amount of money made payable to the Treasurer, President or Vice President.

#### DUTIES OF SECRETARY

It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and of the Board and oversee all Board reports and documents.

Other specific duties of the Secretary include but are not limited to:

- Contribute correspondence of the club, including agenda, meeting minutes, and notices of meetings
- Reserve room or setup virtually for all Club and Board meetings
- Make calls or emails to board members for meetings when necessary
- Track approvals of Board votes

### Section 3. Election of Officers

It is the responsibility of the Board to elect and/or appoint the Officers of the Club, and the Officers shall then also serve as members of the Board.

### Section 4. Term of Office

The officers shall hold office for one year. Elections/re-elections of officers shall be held each year by the board of directors.

## **ARTICLE IV – BOARD OF DIRECTORS**

### Section 1. Number of Directors

There shall be a Board which shall be composed of not less than five (5) nor more than fifteen (15) Primary members of the Club (who maintain a current USFSA membership) and no more than one (1) person per family (family defined as related and/or same household). The Ice Coordinator, Safe Sport Chair, Show Chair and Learn to Skate Chair shall be included as members of the Board.

### Section 2. Term of Office

A term of office begins immediately following the annual election of directors. One-third of the Board shall be elected each year by a vote of the membership eligible to vote, and they shall serve for a period of three years. A member of the Board of Directors may serve a maximum of two (2) consecutive terms. Immediately upon finishing their term, they are to turn over all Club files in their possession to the Secretary.

## **ARTICLE V – POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

### Section 1. Meetings

The Board shall meet at least nine (9) times per year.

Any two (2) members of the Board may call a special Board meeting upon written notice to all the members of the Board at least seven (7) days prior to the meeting; provided, however, a shorter notice period may be allowed in the case of extenuating circumstances. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the two (2) members requesting the meeting.

### Section 2. Quorum

A simple majority (50% or more of the Directors) shall constitute a quorum.

### Section 3. Authority

The Board has 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 the Board.

### Section 4. Rules

The Board shall: make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of guest skaters or professionals; administer penalties for offenses against the rules; make rules for the Board's government and for the government of the committees appointed by the Board; and determine and enforce such other rules as otherwise determined by the Board.

### Section 5. Audits

The Board shall audit records of Secretary, Treasurer, and of the committees, if needed.

### Section 6. Suspend or Expel

The Board shall have the power to issue disciplinary based action in accordance with the grievance policy approved by the Board.

### Section 7. Expenditures and Revenue

The Board shall prepare and submit at the annual meeting a program of anticipated expenditures for the upcoming financial year together with proposals of sources of revenue to meet same.

### Section 8. Board Member Limitation

The office of a Board member shall be ipso facto vacated:

- (a) If by notice in writing to the Club he/she resigns his/her office.
- (b) If he/she is no longer a member of the Club.
- (c) If two-thirds of the board vote calling for his/her removal.

### Section 9. Board Committees

The Board shall appoint any committees as the Board deems necessary. The Board shall retain full authority over such Committees except as hereinafter provided. Any committees and members thereof shall be determined by the Board on an annual basis, and committee responsibilities shall be periodically reviewed and confirmed by the Board.

### Section 10. Passwords

All passwords for Club accounts shall be changed after Board Officers/Directors are no longer holding the position or as the Board deems necessary.

### Section 11. Compensation

Board of Directors shall not be compensated for their duties as directors. Directors may be reimbursed for authorized expenses incurred on behalf of the Club.

#### Section 12. Contracts

The majority of the Board of Directors may authorize the president and secretary to sign any contract in the name of and on behalf of the Club. Such authority must be confined to specific instances.

#### Section 13. Loan

No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a majority of the Board. Such authority must be confined to specific instances. No loans shall be made by the Club to any of 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 it is repaid.

#### Section 14. Conflict of Interest

If any person who is a director or officer of the Club is aware that the Club is about to enter into any business transaction directly or indirectly with himself/herself, any member of his/her family, or any entity in which the person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall, (a) immediately inform those in charge with approving the transaction on behalf of the Club of his/her interest or position, (b) aid the person charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of the Club, and (c) not be entitled to vote on the decision to enter into such transaction.

### **ARTICLE VI – BOARD COMMITTEES**

The Committees appointed by the Board may, but are not required to, include:

- (a) Membership
- (b) Website and EntryEzee Club Management System
- (c) Communications/Publicity
- (d) Social Media
- (e) Test Chair
- (f) Junior Skating Program
- (g) Special Ice
- (h) Ice Show
- (i) Fundraising
- (j) Learn to Skate
- (k) High School Team
- (l) Promotions/Marketing
- (m) Pro-Board Representative
- (o) Camps and Test Sessions

and such other committees as the Board may deem necessary. They shall be appointed annually by the Board at their regular meeting after the annual election. Whether a particular Committee shall be active or inactive shall be determined by the Board at said time and its sole discretion. The functions attributed to inactive Committees may be performed by the Board.

## ARTICLE VII – MEMBERSHIP

### Section 1. Geographical Scope

Membership shall not be restricted on a geographical basis.

### Section 2. Candidates for Membership

Membership for the TFSC is based on the level of the skater and the choice of a professional approved to teach on Club ice. Any skater who signs up for sessions must also have an approved professional in accordance with the TFSC pro guidelines.

### Section 3. Classes for Membership

The following classes of membership shall exist:

- (a) Primary Member;
- (b) First Year (Introductory) Member;
- (c) Associate Member;
- (d) Additional Family Member;
- (d) Collegiate Member;
- (e) Non-Skater Member; and
- (f) Learn to Skate Member

and any other classes of membership that may be added by the Board.

### Section 4. Application for Membership

Memberships shall run on an annual basis concurrently with the membership year determined by the Club, and membership applications must be submitted by all new and existing members on an annual basis. On an annual basis, Club members must also sign the Expectations sheet for skaters, and the skater's parent(s) (if the skater is under 18 years of age) must also sign the Expectation sheet for parents (such signatures may be submitted electronically), in order to maintain a current membership with the Club. Professionals may be members, but cannot vote or hold office unless he/she also serves as the Pro Board Representative.

### Section 5. Membership Fee

An annual membership fee shall be assessed and be concurrent with the membership year determined by the Club, e.g., July through June.

### Section 6. Arrears for Amounts Owing

Any member in arrears for dues, contract ice or buy-ins, fundraising obligations, or other indebtedness shall be notified by the Board at his/her last known email address or mailing address. The Board shall periodically discuss any current and former members in arrears for amounts owing and determine an appropriate course of action. The Board may drop from the membership roll for non-payment of dues, or other indebtedness, may, upon payment of same, be reinstated to full membership at the board's discretion.

### Section 7. Arrears for Dues Restrictions

No member in arrears for dues or other indebtedness shall be eligible to hold office, or entitled to vote, or enter any tests or competitions.

#### Section 8. Resignation

Any member not in arrears for any indebtedness may tender a written resignation of his/her membership to the Board.

#### Section 9. Readmit to Membership

The Board may, at a regular meeting, readmit to membership, under conditions determined by the Board, any former member whose resignation had been fully accepted. No rejected candidate shall be again proposed for reinstatement within six months after rejection.

#### Section 10. Responsibilities for Guests

Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club's property at their request.

#### Section 11. Board Approval for Competition and Exhibition

No member or members of the Club shall make an entry in the name of the Club in competition or exhibition except with the board's approval, or they give someone authority.

#### Section 12. Guests

Members may introduce guests and entitle them to the ice privileges upon payment of the guest fee, which the Board of Directors shall determine. Such guests will be entitled to ice privileges only. Guests shall be subject to all rules, regulations, etc., as shall be in force. Members introducing guests shall be responsible for the conduct of their guests. Prospective members brought in as a guest shall be entitled to skate in not more than two club session in a lifetime.

### **ARTICLE VIII – CLUB MEETINGS**

#### Section 1. Time

There shall be one annual Club Membership meetings each year. The meetings of the members shall be held in the Spring.

#### Section 2. Special Meetings

The Secretary shall notify the membership of special meetings at the direction of the President, or upon the request of at least five Club members in good standing.

#### Section 3. Quorum

Twenty percent (20%) of all members in good standing shall constitute a quorum for the transaction of business.

#### Section 4. Notices

Notices of Meetings shall be communicated by the Secretary to every member at least ten (10) days in advance thereof.

#### Section 5. Special Meeting Limitations

No business shall be transacted at a special meeting except that of which notice was given.

#### Section 6. Voting

Each Club member shall be entitled to one vote, who has attained the age of 14, on each matter submitted to a vote of the members. Voting by proxy or absentee ballot shall not be permitted.

### **ARTICLE IX – INDEMNIFICATION**

To the fullest extent permitted by applicable law, 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 proceedings, 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, subject to receiving the affirmative vote of a majority of the Board upon receipt of the notice. The vote of the Board shall be solely for the purpose of determining whether or not the demand is within the scope of the indemnification provided for under this Section and the Act. Such indemnification shall be granted if the Board determines that the demand is within the scope of this Section and the Act. The indemnification provided by the 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 the provision of the Bylaws.

### **ARTICLE IX – GRIEVANCES**

It is the expectation of the Board that every effort will be made to resolve any conflict occurring between member(s), professionals, parents and/or others by informal means. In the event that appropriate informal means have been used and exhausted without resolution, then the member may report the grievance to the Board. The Board will address the grievance in accordance with the grievance policy that has been adopted by the Board.

### **ARTICLE X – AMENDMENTS TO BYLAWS**

#### Section 1. Amendment by Members

The members may, by a majority vote of the members voting at a meeting duly called for the purpose, authorize the Board, subject to the requirements set forth herein, to exercise from time to time the power of amendment of these Bylaws. When the members have so authorized the Board, the Board, by a two-thirds vote, of the Directors who are present and entitled to vote on the proposed amendment, may amend these Bylaws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given. The members, by a majority vote of the members voting at a meeting duly called for the purpose, may prospectively revoke the authority of the Board to exercise the power of the members to amend these Bylaws.

## Section 2. Amendment by Board

The Board shall propose the amendment to these Bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. Notice of such meeting of members, stating the purpose, shall be given to each member entitled to vote on the proposed amendment. If said notice has been given, the proposed amendment may be adopted at any meeting of the members by a two-thirds vote of the members who are present and entitled to vote on the proposed amendment. A non-vote by a member shall be deemed a vote in favor of the amendment.