

## **BYLAWS**

of

### **TIMBERLINE FIGURE SKATING CLUB**

#### **ARTICLE I - NAME; EXISTENCE; OFFICES**

Section 1 Name. The name of this organization is the Timberline Figure Skating Club (referred to in these Bylaws as the "TFSC" or "Club").

Section 2 Incorporation. TFSC is incorporated as a nonprofit corporation under the laws of the state of Wisconsin and is governed by the nonprofit corporation law of the state.

Section 3 Membership in U.S. Figure Skating. TFSC 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, TFSC 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.

Section 4 Offices. The principal office/headquarters of the Club shall be located at Greenheck Fieldhouse. The mailing address of the TFSC is P.O. Box 2082, Wausau, WI 54402-2082. The address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

#### **ARTICLE II - PURPOSES**

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

TFSC's primary goal is to encourage 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.

## ARTICLE III - MEMBERS

Section 3.1 Members. The Club shall have members who are interested in the objects and purposes of the Club as demonstrated by purchase of membership with TFSC. Members will abide by, and 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 following memberships 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 3.2 Dues. An annual membership is required and will be concurrent with the membership year determined by USFSA, e.g., July through June.

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 3.3 Annual Meeting. There shall be one annual Club Membership meetings each year. The meetings of the members shall be held in the Spring. If the annual meeting is not held it does not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 3.4 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 3.5 Notice of Meetings. Notice of meetings will be communicated by the Secretary to members at least ten (10) days in advance of the meeting date. Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Notice of an annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Incorporation or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange, or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or (vi) the dissolution and liquidation of the Club.

Section 3.6 Methods of Notice. Notice shall be given personally or by mail, facsimile or other form of wire or wireless communication by or at the direction of the President, or the Secretary to each member entitled to vote at such meeting. A newsletter regularly sent to members shall constitute as a written notice.

Section 3.7 Voting. Each member who has attained the age of 18 and holds a primary, introductory, additional family member, collegiate, or Learn to Skate membership is entitled to one vote.

Section 3.8 Proxies. At all meetings of members, a member may vote by proxy. If the member is less than 18 years of age a parent may vote for the member (only one vote per family in those instances). Members over 18 years of age may elect a proxy, not to exceed one vote per family.

Section 3.9 Quorum. Twenty percent (20%) of voting members will constitute a quorum for the transaction of business.

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

##### **Section 4.1 General Powers and Qualifications.**

(a) Powers. 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.

(b) Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of TFSC with at a minimum a non-skater membership who has a primary member skater.

##### **Section 4.2 Number, Term, and Election of Directors.**

(a) Number of Directors. The Board will be composed of not less than five (5) nor more than fifteen (15) members and no more than one (1) person per family (family defined as related and/or same household). Board committee chairs may be included as members of the Board, as deemed by the Board.

(b) Term of Directors. Directors shall serve a term of three (3) years. The term will begin the first meeting of the new skating year (July meeting). Each Director shall hold office until such Director's term expires, resignation, or removal. No Director may be elected to serve more than two (2) consecutive terms.

(c) Nomination and Election of Directors. At a time reasonably in advance of each annual meeting of the Club, the President will send a request to the qualified voting members of TFSC for Board nominations.

Section 4.3 Resignation. A Director may resign at any time by giving written notice of resignation to the President. The resignation is effective when the notice is received unless the notice specifies a later effective date. Any director who resigns from the board prior to the end of their term will not be able to run for a board position until one year after their original term would have ended.

Section 4.4 Removal. A director may be removed if no longer a member of TFSC or two-thirds of the board vote calling for the Board Member's removal. Any director removed from the board will not be able to run for another board position.

Section 4.5 Vacancies. Any vacancy occurring among the Directors may be filled by an affirmative majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation, or removal.

Section 4.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the month of June to elect Officers and for the transaction of such other business as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 4.7 Quorum and Voting. A simple majority (50% or more of the Directors) shall constitute a quorum.

Section 4.8 Compensation. Directors shall not receive compensation for their services as Board Members. Directors may be reimbursed for authorized expenses incurred on behalf of the TFSC. If a director receives compensations for services rendered to the club in any other capacity, they may be disqualified to be on the Board of Directors.

Section 4.9 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.

## **ARTICLE V OFFICERS**

Section 5.1 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 5.2 Election and Term of Office. The elected Officers of the Club shall be elected annually by the Board of Directors at the latest the July regular meeting.

Section 5.3 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by the Club.

Section 5.4 Resignation. An Officer may resign at any time by giving written notice

of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 5.5 Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 5.6 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.7 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) 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.

(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 his/her duties and officiate in his/her stead. The Vice President is 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.

(c) 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.

(d) 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.

Section 5.8 Surety Bonds. The Board of Directors may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Club.

## **ARTICLE VI STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

Section 6.1 General. Each Director will perform their duties:

- in good faith,
- in a manner the Director reasonably believes to be in the best interests of the Club and
- with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

A Director regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club.

Section 6.2 Reliance on Certain Information and Other Matters. In the performance of their duties, a Director will be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data as presented. A Director would not be acting in good faith if they have knowledge concerning the matter that would cause harm or hardship to TFSC.

Section 6.3 Limitation on Liability. A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

## **ARTICLE VII CONFLICTS OF INTEREST**

Section 7.1 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 7.2 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 7.3 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 such loan until the repayment thereof.

## **ARTICLE VIII 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 IX INDEMNIFICATION**

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State 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 X MISCELLANEOUS**

Section 10.1 Records. The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.



Section 10.2 Limitations on Use of Membership List. Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

Section 10.3 Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 10.6 Fiscal Year. The fiscal year of the Club will correspond with the calendar year (January-December).

Section 10.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 10.8 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted with a majority vote of the members present at any meeting of the members.

**BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the President of Timberline 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 27, 2023.

Name: Shelly Hinzman