

**BYLAWS
of the
BURNSVILLE-MINNESOTA VALLEY FIGURE SKATING CLUB, INC.
(the "Corporation")**

**ARTICLE I
NAME AND CORPORATION**

- Section 1. **NAME:** The Organization shall be known as the Burnsville-Minnesota Valley Figure Skating Club, Inc., also referred to as "the Club".
- Section 2. **INCORPORATION:** The Club was incorporated under the Laws of the State of Minnesota, September 22, 1977.
- Section 3. **CORPORATE SEAL:** The Corporation shall have no corporate seal.
- Section 4. **REGISTERED OFFICE:** The city, town, or other community in which the registered office of the Articles of Incorporation of the Corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of the Corporation changing the registered office.
- Section 5: **OTHER OFFICES:** The Corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

**ARTICLE II
PURPOSES**

- Section 1. **PURPOSES:** The purposes of the Corporation are to encourage the instruction, practice, and advancement of the members in any or all of the disciplines 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 ice carnivals and shows; and generally to do and perform such other sets as may be necessary, advisable, proper or incidental in the realization of the objects and purposes of this organization; and to carry out the general policies and objectives of the United States Figure Skating Association .
- Section 2. **MEMBERSHIP:** Membership shall be restricted to those individuals who are dedicated to the promotion and the advancement of any or all of the disciplines of figure skating. This Club is to be considered primarily, but not exclusively, a youth organization.

ARTICLE III OFFICERS

Section 1. NUMBER AND NAMES: The officers shall be president, vice-president, secretary, treasurer, and/or secretary-treasurer, or such other officers as may be appointed by the Board of Directors. The offices of secretary and treasurer may be combined. The offices of president can be shared by two people and referred to as co-presidents. The officers of the Board make up the Executive Committee.

Section 2: EXECUTIVE COMMITTEE: Officers of the Board of Directors make up the Executive Committee. The Executive Committee meets upon the request of the President or the majority vote of the Board. This Committee can make decisions on behalf of the Board of Directors between meetings in case of emergency or time constraints. Decisions of the Executive Committee must be unanimous to be implemented. The Executive Committee cannot modify any action taken by the Board. The Executive Committee reports to the Board at its next meeting or by mail, and its actions are reviewed and included in the minutes of the Board.

The Executive Committee can meet in executive session, if necessary, meaning a meeting whose proceedings are closed to the general membership.

Section 3. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS:

3.00: Election: All officers shall be elected annually by a majority vote of the Board of Directors at the first meeting after the annual membership meeting. In the event of a vacancy due to death, resignation, removal, or any other cause, the Board shall appoint a Board member to fill the unexpired term by majority vote at a regular or special meeting.

3.01: Term: Except in the case of officers appointed in accordance with the provisions of Section 3.03 hereof, each shall hold office until the next annual election of officers or until his/her successor shall have been duly elected and qualified, or until his/her death, or until he/she shall resign, or until he/she shall have been removed in the manner hereinafter provided.

3.02: Qualifications: All officers shall be elected from among the Directors of the Corporation as outlined above in Section 3.00. Any Board member elected to the office of President or Co-President must have been a member of the Board for one year prior to his/her election.

3.03: Other Officers, Agents, and Employees: This Corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4. RESIGNATIONS: Any officer may resign at any time by giving written notice of his/her resignation to the Board of Directors, to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, President, or Secretary of the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: REMOVAL: Any officer may be removed, either with or without cause, by a two-thirds vote of the total number of Directors, at any regular or special meeting of the Board called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors of the Corporation shall be present thereat.

Section 6: VACANCIES: A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term as outlined in Section 3.00.

Section 7: DUTIES:

President: It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club and of the Board of Directors. The President shall have the entire supervision and management of the Club and its' property pending the action of the Board of Directors and the power to call special meetings and Club meetings.

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

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.

Treasurer: 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 written report as requested by the President or Board of Directors. Disbursements shall be made only upon vouchers approved by the Board of Directors. The Board of Directors has the power, whenever they deem it 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. All disbursements by check shall be signed by the Treasurer and the President or another designated officer or member of the Board of Directors.

Secretary: It shall be the duty of the Secretary to keep the "minutes of the meetings" of the Club and of the Board of Directors, and to supervise and keep on file all reports and documents connected with the business of the Club. The Secretary shall supervise the correspondence of the Club and prepare and issue notices of all meetings of the Club and the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1: QUALIFICATIONS: Directors must be voting members of the Corporation who have designated the Corporation as their Home Club under the applicable rules of the USFSA.

Section 2: NUMBER: The number of Directors of the Corporation shall be not less than six (6) and not more than 15 members.

- Section 3: TERM OF OFFICE: Each Director shall hold office for a term of three (3) years or until his successor shall have been elected and qualified. Terms of Directors shall be staggered with one-third (1/3) of the Directors elected each year at the annual meeting of members. The Board of Directors may appoint additional Directors without voting privileges (ex-officio). The term limits of a Director are two consecutive terms as elected by the membership. A Director who has reached his/her term limits can only become a candidate for a Director position in the future after a lapse of a minimum of one (1) year.
- Section 4: ELECTION: Prior to the annual meeting of the membership, the Board shall appoint a nominating committee consisting of six (6) members. Three (3) members shall be existing members of the Board of Directors, and three (3) members shall be non-Board members of the Corporation. The President shall not serve as a member of the nominating committee. The nominating committee shall nominate at least the number of candidates as there are open positions for the Board of Directors for the coming year. The committee shall receive all recommendations submitted to them and shall submit to the membership all persons requesting nomination reciting their qualifications and their job preference. Report of the nominating committee shall be published at least thirty (30) days prior to the annual meeting of the members by notice in the organization's newsletter. Additional candidates may not be nominated from the floor or written in on the official ballot at the annual meeting. The nominating committee will report to the annual meeting of the membership recommendations contained in their report and previously published. No candidate shall be elected to any office unless they shall have been nominated as herein provided and shall have consented to such nomination.
- Section 5: METHOD OF VOTING: Vote shall be by secret written ballot. The candidates receiving the greatest number of votes for the seats available shall be elected. If there be equal or lesser number of openings and candidates, the written ballot can be eliminated and a motion may be made to elect all candidates by unanimous voice acclamation.
- Section 6: RESIGNATION: Any Director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. The resignation of any Director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the officer of the Corporation to who such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 7: VACANCY: Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of Directors, or any other cause, shall be filled by a majority vote of the remaining Directors after input from membership as a result of posting vacancy (though less than a quorum), and each Director so chosen shall hold office for the balance of the year, at which annual meeting, the membership will elect a Director to the unexpired term, if any.
- Section 8: REMOVAL: Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, a Director may be removed only by the Board of Directors at a meeting called for such purpose and only upon a two-thirds (2/3) vote of the Board of Directors.

ARTICLE V POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1: GENERAL POWERS: The property, affairs and business of the Corporation shall be managed by the Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these Bylaws or the laws of this State.
- Section 2: MEETINGS:
- 2.00: PLACE: The Board of Directors may hold its' meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.
- 2.01: KIND: All meetings of the Board of Directors are considered open to the voting membership, with time, place, and agenda posted for the membership no less than 7 days prior to the meeting. The Board may meet in executive session, meaning open to Board members only, on matters of sensitive or confidential concern.
- 2.01A: Regular Meeting: Regular monthly meetings of the Board of Directors shall be held at a time and place to be designated by the Board and the Board shall, in any event, not meet less than nine (9) times per year.
- 2.01B: Annual Meeting: An annual meeting of the Board of Directors shall be held following the annual meeting of the membership each year for the purpose of electing the officers of the Corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided hereof for special meetings of the Board of Directors, unless excused in accordance with Section 2.01D hereof.
- 2.01C: Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each Director by mailing such notice at least two (2) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.
- 2.01D: Notices Excused: Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the Directors of the Corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.
- Section 3: QUORUM AND MANNER OF ACTING: Except as otherwise provided by statute or by these Bylaws, not less than fifty percent (50%) of the total number of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

- Section 4: PROXIES/RULES: Proxies shall not be allowed or used. Robert's Rules of Order Newly Revised shall apply to all meetings of the Board of Directors.
- Section 5: ORGANIZATION: At each meeting of the Board of Directors, the President/Co-President of the Corporation or, in their absence, a chairman chosen by a majority of the Directors present, shall preside. The Secretary of the Corporation or, in his/her absence, any person whom the chairman shall appoint, shall act as Secretary of the meeting.
- Section 6: APPOINTMENTS: The Board shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as necessary. They shall elect a Delegate or Delegates to the USFSA from its' registered members eligible, a number of delegates in proportion to the total number of registered members of such member club during the preceding fiscal year as specified in the USFSA Bylaws, Article XV. The delegate(s) shall be representative(s) between the Club and the Association and shall attend the USFSA Governing Council meeting, either in person or by proxy. Said Club shall file a certificate of such appointment with the Association and the certificate shall be provided by the Association. The Board may, as it sees fit, pay the traveling expenses of the Delegate to the Association meetings.
- Section 7: FINANCIAL MATTERS
- 7.00: Appropriations: All appropriations from the funds of the Club shall be made by the Board of Directors. All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees of the Corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.
- 7.01: Indebtedness: The Board shall have power to limit the indebtedness of a member of the Club.
- 7.02: Expenditures and Revenue: The Board shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same.
- 7.03: Compensation: The Board of Directors of the Corporation may at any time and from time to time, by resolution adopted by a simple majority of the total number of Directors, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any Director, officer, agent, or employee of the Corporation for personal services rendered to the Corporation by, any such Director, officer, agent, or employee, but only if and to the extent that the performance of such service or the occurrence of such expenses is directly in furtherance of the charitable purposes of the Corporation and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.
- 7.04: Bond: The Board of Directors of the Corporation shall from time to time determine which, if any, officers of the Corporation shall be bonded and the amount of each bond.
- 7.05: Fiscal Year: The fiscal year of the Corporation shall begin July 1 of each year, or such other fiscal year as may be determined by the Board of Directors.

- 7.06: Books and Records: The Board of Directors of the Corporation shall cause to be kept:
- 7.06A: Records of all proceedings of the Board of Directors; and
 - 7.06B: Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.
- 7.07: Documents Kept at Registered Office: The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:
- 7.07A: Records of all proceedings of the Board of Directors, if any;
 - 7.07B: All financial statements of the Corporation; and
 - 7.07C: Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.
- 7.08: Accounting System: The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles or other comprehensive basis of accounting, an appropriate accounting system for the Corporation. The Board of Directors shall cause the records and books of account of the Corporation to be reviewed at least once each fiscal year and at such other times as it may deem necessary or appropriate and may retain a member or person for this purpose as it may deem appropriate.
- 7.09: Compliance with State Laws Governing Charities: The Board of Directors shall cause the business and affairs of the Corporation to be reviewed not less often than annually to assure compliance with the registration, annual reporting and other requirements of the Minnesota Charitable Solicitation Act (Minn. Stat. #309.50 et seq.) and the Minnesota Supervision of Charitable Trusts and Trustees Act (Minn. Stat. #501.71 et seq.), as now in force and as may be amended from time to time.
- Section 8: CANDIDATES FOR MEMBERSHIP: The Board shall elect to membership in the Club, as hereinafter provided, such candidates as they consider acceptable. Such elections must be by majority vote at a regular meeting of the Board. No rejected candidate shall be eligible to membership within six months after rejection. Rejection may not be discriminatory as to race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, disability, or age.
- Section 9: SUSPEND OR EXPEL: The Board shall have the power to suspend or expel any member for violations of the constitution and bylaws or for conduct which they shall deem improper, but no member shall be expelled or suspended without the right to a hearing.
- Section 10: READMIT TO MEMBERSHIP: The Board may, at a regular meeting, readmit to membership, without the payment of a second initiation fee, any former member whose resignation has been fully accepted. Such readmission must be by ballot and two negative votes shall reject. No rejected candidate shall be again proposed for reinstatement within six months after rejection.
- Section 11: DROP AND REINSTATE TO MEMBERSHIP: The Board may, as hereinafter provided, drop from the roll, any member and also may reinstate such members as hereinafter provided.

Section 12: 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 opinions, money or property; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

ARTICLE VI MEMBERSHIP

Section 1: DEFINITIONS
The following definitions control whenever necessary to construe a particular category or type of membership.

"The Corporation":

The Burnsville-Minnesota Valley Figure Skating Club, Inc., also referred to as "the Club".

Member:

A person who is accepted by majority vote of the Board as a voting or non-voting participant of the organization and who agrees to the terms of membership.

Membership:

A process whereby a person completes an application, is accepted by majority vote of the Board, and accepts and fulfills the terms of membership. A membership is valid for the current membership year, whose start date may depend on the membership category and as defined by U.S. Figure Skating.

Voting Member:

Any USFSA Official, individual adult skating member or parent or legal guardian of a youth skating member who is not in default in payment of dues and/or fees and follows membership guidelines as currently defined by the Club. A voting member is fiscally responsible for any fees, and is the designated person who signs all contracts and agreements. A voting member may hold leadership positions in the Club after the first six months of membership, or as designated by the Board.

Non-voting Member:

Any youth skating member, sustaining member, honorary member, or any member who is either in default in payment of dues and/or fees, and /or does not follow membership guidelines as currently defined by the Club, and/or does not have voting rights as part of his/her membership. Unless otherwise stated in these Bylaws, a non-voting member cannot sign contracts or agreements and cannot hold leadership positions in the Club.

Section 2: MEMBERSHIP CATEGORIES:

Senior Club Member: A youth or adult skating member who identifies BMVFSC as their Home Club, takes lessons from a Club Professional as outlined by the club, and skates the minimum number of Club sessions as defined by the Club. This membership category carries voting rights. During the first six months of membership,

a senior club member shall not vote or hold leadership positions in the Club, unless designated by the Board.

Junior Club/Basic Skills Member: A youth or adult skating member who identifies BMVFSC as their Home Club and fulfills entrance criteria as defined by the Club. This membership category does not carry voting rights or leadership positions, unless otherwise designated by the Board. Junior Club/Basic Skills members are allowed to participate in USFSA Basic Skill sanctioned competitions.

Youth Skating Member: Any skating individual who is seventeen (17) years of age or younger at the time of registration may be a youth skating member. Each youth skating member carries one vote in a family, which can only be exercised by the parent or legal guardian (voting member).

Adult Skating Member: Any skating individual who is eighteen (18) years of age or older at the time of registration may be an adult skating member. Each adult skating member has one vote and carries the privileges of a voting member.

Associate Member: A youth or adult skating member who identifies another club as their Home Club and can contract or buy-in for ice time at the BMVFSC. This membership category does not carry voting rights.

Collegiate Member: An adult skating member who identifies BMVFSC as their home club and is enrolled as a full-time student at a college/technical school. Membership fees are paid once at the beginning of the four-year period.

Supporting Member: A parent or legal guardian of a former BMVFSC home club member or a former BMVFSC member who remains interested in the sport; and loyal to BMVFSC.

Additional Members: The Board of Directors may admit other members as additional non-voting members, including, but not limited to the following:

Home Club Professional Skating Member: An adult instructor of skating in the BMVFSC who has been granted this status by the Board after completing an application process and being accepted by majority vote of the Board. A one-year probationary period is required and the BMVFSC is considered his/her only Home Club. This member pays USFSA dues only and is a non-voting member. See Home Club Professional Staff Qualifications and Professional Staff Expectations.

Associate Professional Skating Member: An adult instructor of skating in the BMVFSC who has been granted this status by the Board after completing an application process and being accepted by majority vote of the Board. This person identifies another club as their Home Club. This member pays USFSA dues only and is a non-voting member. See Associate Professional Staff Qualifications and Professional Staff Expectations.

Sustaining Member: A non-voting member who pays annual dues only as designated by the Board because of their sustained interest and support of the Club.

Honorary Member: Honorary members may be elected at any meeting of the Club after recommendations by the Board of Directors by a 2/3 majority. An

Honorary Member shall be free from membership fees, dues, and/or assessments. They may represent the Club in exhibitions and attend ice skating sessions under the same rules governing active members. They shall not be nominated or elected to office or a member of the Board of Directors, but may be appointed by the Board to fill a vacancy, where, only, they shall have a vote. Honorary members have no vote unless otherwise provided. They shall have no claim on the assets or property of the Club. They shall not represent the Club in competitions.

Section 3: APPLICATION FOR MEMBERSHIP: A candidate for any membership category must complete a membership application and submit same to the membership committee chairperson. Memberships are only accepted quarterly, namely November 15, February 15, May 15, and August 15 or as otherwise directed by the Board of Directors. Candidates for membership will be brought to a regular Board meeting for action. A majority vote of the Board of Directors is necessary for a candidate to become a member of the Club.

Section 4: DUES:

4.00: Membership dues shall be assessed in such amount and according to such formula as the Board of Directors may from time to time determine. Such dues shall be payable by the 15th of the month preceding the month of the contract.

4.01: Additional fees shall be assessed in such amount and according to such formula as the Board of Directors may from time to time determine.

Section 5: ARREARS FOR DUES: Any member in arrears for dues, or other indebtedness for more than thirty (30) days shall be notified by mail by the secretary at their last known address. If the amount is not paid in full within one month thereafter, the name of the delinquent shall be reported by the Secretary to the Board of Directors at their 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, at the discretion of the Board of Directors, be reinstated to full membership. No member in arrears for dues, or other indebtedness, shall be eligible to hold office, entitled to vote, or to enter in any tests or competitions.

Section 6: VOTING RIGHTS: The Board of Directors shall determine the categories of membership and the criteria for voting membership, and the rights, privileges, preferences, restrictions, and conditions applicable to each category of membership. There is no requirement that each category of membership have the same rights, privileges, preferences, restrictions and conditions. Each voting member of the Corporation satisfying the criteria set by the Board of Directors for voting membership shall be entitled to one vote. Memberships may not be transferred. Proxies shall not be allowed or used. The affirmative vote of the majority of members with voting rights, present and entitled to vote, is required for actions of the members.

Section 7: TERMINATION AND SUSPENSION OF MEMBERSHIP: Membership may be terminated or suspended by the Board of Directors for failing to pay dues or other indebtedness to the Corporation, or, for violating the articles of incorporation, bylaws or rules and regulations of the Corporation. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues,

assessments, or fees arising from contract or otherwise. Involuntary termination and/or suspension of membership shall occur only after following procedures set forth in Article VIII, DISCIPLINE.

- Section 8: RESIGNATION: Any member NOT in arrears for dues, or other indebtedness, may tender a written resignation of his/her membership to the Secretary, who shall report the same to the Board of Directors at their next meeting for their action.
- Section 9: RESPONSIBILITY FOR GUESTS: Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club's property at their request.
- Section 10: BOARD APPROVAL FOR COMPETITION AND EXHIBITION: No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of an officer of the Board of Directors, or someone given this authority by them.
- Section 11: PROSPECTIVE MEMBERS: A prospective member may be admitted to three Club sessions per calendar year provided they are accompanied in person by a Club member who, in turn, introduces them to the Ice Monitor. The prospective member must have written permission of the membership chairperson to attend each session.
- Section 12: GUESTS: A visiting skater from an out of town USFSA member club or a USFSA individual member may make arrangements to skate on Club ice while visiting by contacting a Board member for action.
- Section 13: RULES: Roberts' Rules of Order Newly Revised shall apply to all meetings of the members.

ARTICLE VII MEMBERSHIP MEETINGS

- Section 1: ANNUAL MEETING: A regular meeting of the voting members of the Corporation shall be held no later than ninety (90) days following the end of the fiscal year for the purpose of electing Directors and such other business as shall come before the meeting.
- Section 2: SPECIAL MEETINGS: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by a majority of the Directors, and shall be called by the President at the request of not less than 10% of all the members entitled to vote at the meeting. No business shall be transacted at a special meeting except that of which notice was given.
- Section 3: QUORUM: At any meeting of members, 20% of the members entitled to vote, represented in person, shall constitute a quorum. If less than said number present at a meeting, a majority of those present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
- Section 4: NOTICES: Notices of the annual and any special meetings shall be mailed by the

Secretary to every member at least fifteen (15) days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Club bulletin board. Notice shall include the date, time, place, and purpose or agenda of the meeting. Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

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 complaint 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 STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

- Section 1 General. Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, 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 including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.
- Section 2 Reliance on Certain Information and Other Matters. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 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 X CONFLICTS OF INTEREST

Section 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 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 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 XI RULES OF ORDER

Section 1: ORDER OF BUSINESS: At stated and special meetings, the following order of business shall be observed:

- a. Roll call
- b. Reading of the minutes of previous meeting
- c. Reports of officers
- d. Reports of committees
- e. Election of officers
- f. Unfinished business
- g. New business
- h. Adjournment

Section 2: YEAS AND NAYS: If any two members shall request, the yeas and nays shall be called upon any question, whereupon each member present shall vote as his/her name is called, without debate, unless excused from voting by the meetings, and the vote so taken shall be recorded in the minutes.

Section 3: TO RECONSIDER: A motion to reconsider must be made by a member who voted with the majority, and at the same or succeeding meeting.

Section 4: MAJORITY VOTE: Except as otherwise provided, all questions shall be determined by a majority vote. The Chair may vote only in case of a tie, except when the yeas and nays are ordered in which case he/she shall vote when his/her name is called. If the result be then a tie, the motion shall be declared lost.

Section 5: ROBERT'S RULES OF ORDER NEWLY REVISED: All questions of parliamentary practice not herein provided for, shall be determined in accordance with Robert's Rules of Order Newly Revised.

ARTICLE XII TRANSFER OF ASSETS, MERGER, AND DISSOLUTION

The Board of Directors may authorize (1) the sale, lease, exchange, mortgage, encumbrance or other transfer of all or substantially all of the property and assets of the Corporation, (2) the merger or consolidation of the Corporation with another non-profit corporation organized under the laws of the State of Minnesota or of any other State of the United States or of the District of Columbia, and (3) the dissolution of the Corporation. Such actions may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the

affirmative vote of not less than two-thirds (2/3) of the total number of Directors of the Corporation. Provided, if at any time it should occur that there are no persons serving as Directors of the Corporation, the officers of the Corporation shall promptly apply to the courts of appropriate jurisdiction for dissolution of the Corporation as provided by law.

ARTICLE XIII AMENDMENTS, REVISIONS, RESTATEMENTS

The membership may amend the Corporation's Articles of Incorporation, as from time to time amended or restated, and these Bylaws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments may be submitted and voted upon at a single meeting of the Corporation and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the voting members present. A revision or restatement of the Articles of Incorporation or Bylaws requires an affirmative vote of a majority of the voting members present, representing a quorum.

The undersigned, being the Secretary of the BURNSVILLE-MINNESOTA VALLEY FIGURE SKATING CLUB, INC. does hereby certify that the foregoing Bylaws of the Corporation were adopted by a resolution of the Board of Directors effective _____.

Dated: _____

Brenda Krueger, Secretary

Attest:

Paula Nelson, Co-President

Nancy Zimmer, Co-President