



## **Bylaws of the Magic City Figure Skating Club**

As Amended May 25, 2022

### **ARTICLE I. CLUB NAME, PURPOSE, AND SCOPE**

#### **SECTION 1. Name and Incorporation**

The Corporation name shall be known as the Magic City Figure Skating Club. The Corporation shall operate as a not-for-profit corporation 501(c)(3) under the laws of the state of North Dakota. Throughout these bylaws, the corporation may sometimes be referred to as the 'Club' or 'MCFSC'.

#### **SECTION 2. Membership in US Figure Skating**

The Club has been formed to be a member of the United States Figure Skating Association ("USFSA"). As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of USFSA, as in existence and amended from time-to-time by USFSA. The Club shall maintain its membership in USFSA and conduct its affairs in a manner consistent with the policies and procedures of USFSA.

#### **SECTION 3. Principal Skating Headquarters**

The Club's principal headquarters shall be located at the MAYSA Arena, 2501 Burdick Expressway West, Minot, ND.

#### **SECTION 4. Fiscal Year**

The Club's fiscal year runs July 1st through June 30th, until such time as the Board of Directors shall adopt a different fiscal year.

#### **SECTION 6. Mission**

To provide a fun and committed environment that allows figure skaters of all ages and skill levels with opportunities to pursue recreational and competitive figure skating.

#### **SECTION 7. Purpose**

The Corporation is organized exclusively for charitable and educational purposes, and

- 1) to function as an amateur athletic association to foster international, national, regional, and sectional competition in the sport of figure skating
- 2) to encourage and give guidance and help for the full participation in the sport of figure skating by all persons, regardless of age, race, religious creed, color, national origin, gender, ancestry, or any other discriminatory practice
- 3) to improve and advance amateur skating on ice in all its forms
- 4) to encourage the practice, instruction, and advancement of amateur skating on ice in all its forms, including all United States Figure Skating Association-supported (hereafter referred to as USFSA) qualifying and non-qualifying disciplines and basic skills
- 5) to educate and inform the public regarding figure skating, with emphasis on its pleasure and healthful and other benefits
- 6) to publish and disseminate information concerning figure skating through all effective media and communications methods available
- 7) to sponsor or co-sponsor, produce or co-produce, or to host or co-host, or cooperate in the sponsorship, production, or hosting of ice shows, amateur figure skating competitions, or other sanctioned ice events
- 8) and generally, to do and perform such other acts as may be necessary, advisable, proper, or incidental in the realization of the objects and purposes of this organization, including the raising of money to support the activities by dues, fees, contributions, carnivals, and other lawful means, and to carry out the general policies of USFSA.

#### **SECTION 8. Books and Records**

The Club shall keep correct and complete books and records of accounts; keep minutes of the meetings of the members, the board of directors and the committees having any of the authority of the board of directors; and shall keep at its principal office a record of the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member in good standing within seven (7) business days of the member's request.

## **ARTICLE II. MEMBERSHIP**

### **SECTION 1. Club Membership and Term**

During the period of the Club's financial year (July 1st-June 30th), the membership of the Club shall consist of:

- a) adult members (18 years of age or older) who are parents or guardians of an active MCFSC skater under the age of 18;
- b) adult members (18 years of age or older) who are active coaches; or
- c) current MCFSC skaters who have celebrated their 18th birthday, thereby emancipating the skater to their own membership

who have designated Magic City Figure Skating Club as their home club, have paid USFSA Basic or Advanced Membership through Magic City Figure Skating Club, and are in good standing with the Club. Members of the Club shall be required to abide by and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of USFSA.

All memberships shall terminate on June 30th of each year and must be renewed annually.

### **SECTION 2. Membership Standing**

The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues, other assessments and procedures for the manner of payment and collection thereof. Membership privileges, including those to hold office and vote, shall cease whenever the member is no longer in good standing by virtue of any of the following conditions:

- 1) The member is in arrears for current or past Club dues or fees due USFSA, or has not paid when due any other financial obligation due to the Club. All bills must be paid in full at the first of each month. This includes all disciplines of figure skating and club activities, as well as any auxiliary fees. Any members with an outstanding balance will not be allowed to continue skating, testing, competing, performing, or representing the club in any way, on or off the ice. Members in arrears will be notified by the club treasurer via phone and email notification to the contact information recorded in their Entryeze profile. When all financial obligations are fulfilled and brought current, the member(s) may participate in all club activities immediately. All members must also be in good standing and up-to-date with USFSA annual membership dues.
- 2) The member is suspended from Club membership for failure to abide by these bylaws or any other authoritative policy, rule or condition prescribed by the Club's Board of Directors, or any Committee decision approved by the Board, or any USFSA rule or regulation, provided any such suspension of a member shall have been in accordance with the provisions of these Bylaws governing the same.

### **SECTION 3. Member Responsibility for Club Communication**

Upon MCFSC membership application or renewal, it shall be the member's responsibility to

- a) provide the names of the adult member(s) in a family who should be listed in club records,
- b) identify the person(s) with financial responsibility for the family's account, and
- c) register all pertinent contact information (including phone number, mailing address and email address) for all adult members who should be receiving Club communications into the skater's Entryeze profile, accessible from the MCFSC website homepage.

Furthermore, updates to this information during a skater's tenure are also the responsibility of the member. Once registered in the application or renewal process, MCFSC will not be accountable for determining appropriate member contact, monitoring supplied information for appropriate updates, or providing communications to persons not included in the skater's Entryeze contact information.

### **SECTION 4. Annual Meeting**

A regular meeting of members shall be held annually between May 1st and June 15th, on a date to be set by the Board of Directors and announced to each member in writing, including but not limited to electronic means, postal mail, or printed notice, at least ten (10) days prior to the meeting. The purpose of the annual meeting is the election of officers and directors and any other pertinent business in the club. Members entitled to vote may vote in person.

Failure to hold an annual meeting shall 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 5. Special Meetings**

Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand of the members stating the purpose or purposes for calling the meeting signed and dated by members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date the first of such demands is received by the Club, whichever is later. If notice is not given

within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. If no place is stated, special meetings shall be held at the Club's principal office. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

## **SECTION 6. Frequency and Nature of Regular Meetings**

All meetings of the membership and of the Board of Directors shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*.

Unless the President determines otherwise, meetings of the Board of Directors shall be held monthly at the principal skating headquarters of the Club or at such other place as the Board of Directors may agree.

Directors must be present at monthly and special meetings in order to vote on agenda items. Agenda motions, seconds, and voting results shall be recorded in the meeting minutes.

All meetings of the Board of Directors are open to and may be attended by any Club member, unless a majority of the Board of Directors present at the meeting votes to close the meeting, in whole or in part, for the purpose of discussion which may be detrimental to anyone's name or reputation or in which confidential information may be discussed.

Non-director MCFSC members attending a meeting of the Board of Directors may enter into discussions when recognized by the Chair in accordance with *Robert's Rules of Order*, but may not vote.

## **SECTION 7. Notice of Meetings**

Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice may be given by any means of communication designated by information registered in members' Entryeeze profiles when all the circumstances are considered. Notice of any annual, regular or special meeting stating the place, date and hour of the meeting shall be given not less than seven (7) nor more than sixty (60) days before the date of the meeting. 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. When giving notice of an annual, regular, or special meeting, the Club shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

By attending a meeting either in person or by proxy, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting because of lack of notice or defective notice. By attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

## **SECTION 8. Voting, Voting List, and Proxies**

Members, in good standing and as defined in Article II, Sections 1 and 2 shall be allowed to vote on each matter submitted to a vote of the membership. For voting purposes, each family shall have one (1) vote on each matter submitted for a club vote. All voting shall be conducted in-person at the designated location, time and date of the vote.

No member under the age of 18 shall be entitled to vote.

The Club secretary, upon advisement from the Club treasurer, shall maintain and provide a list of eligible voters to be given at the earlier of seven (7) days before a meeting or two (2) business days after the notice of an annual meeting or special meeting. The list shall be arranged in alphabetical order and shall show the name and address of each member and the number of votes to which each member is entitled. For the period beginning the earlier of seven (7) days prior to the meeting or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, this list shall be kept on file at the principal office of the Club, or at a place identified in the notice. Such list shall be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.

At all meetings of members, a member may vote by proxy by signing an appointment form or similar writing, either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by transmitting or authorizing the transmission of an electronic transmission providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Club. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the

appointment. The proxy appointment form or similar writing shall be filed with the secretary of the Club before or at the time of the meeting. The appointment of a proxy is effective when receiving by the Club and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

### **SECTION 9. Termination, Suspension or Expulsion**

The Board of Directors shall have the power, upon its own motion or upon the complaint of another member as described in Article II, Section 6, to suspend or expel any member for violations of the Articles of Incorporation or Bylaws, for violations of rules of this Club, or for violation of the Code of Conduct set forth in the rules of USFSA. The procedure by which a member may be expelled or suspended or a membership revoked must be fair and reasonable and carried out in good faith as provided by applicable standards.

The member shall be given not less than ten (10) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than three (3) days before the effective date of the expulsion, suspension or termination. Written notice must be given by first-class or certified mail, sent to the address of the member shown on their Entryeeze profile. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to expulsion, and they are not eligible to recoup any dues, fees or donations paid to the club. The provisions of this section apply to a member's membership in the Club and not to membership in USFSA, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of USFSA pertaining to expulsion or suspension of membership privileges in USFSA.

Reinstatement of an expelled member may be considered after the passing of one full year from the date of the original expulsion.

### **SECTION 10. Resignation**

Any member not in arrears for dues or other indebtedness may tender a written resignation of his/her membership at any time to the secretary, who shall report the same to the Board of Directors at their next meeting.

### **SECTION 11. Transfer of Membership**

Membership in the Club is not transferrable. Members shall have no ownership rights or beneficial interests of any kind in the property of the Club.

### **SECTION 12. Guests of the Club**

Non-members (Guests) of MCFSC, whether skater or coach, are permitted to have limited skating rights on Club ice according to MCFSC Ice Rules.

### **SECTION 13. Delegates to the U.S. Figure Skating Governing Council**

Delegates to the USFSA Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the USFSA Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the USFSA Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the USFSA Secretary, duly signed by an authorized officer of the Club.

## **ARTICLE III. GOVERNANCE BY BOARD OF DIRECTORS**

### **SECTION 1. General Powers**

The authority for managing the affairs, finances, property and assets of the Club shall be vested in the Board of Directors, which shall be comprised of up to nine (9), but not less than seven (7) directors. Eligibility to serve on the Board of Directors shall be in accordance with the provisions of Article II, Sections 1 and 2, and with applicable provisions of this article. All members of the Board of Directors shall pay to register with USFSA as required by the rules of USFSA. All directors must be in and remain in good standing as outlined in Article II, Sections 1 and 2.

### **SECTION 2. Change in the Number of Directors**

Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws effecting such increase or decrease, and, therefore, shall require approval of the members.

### **SECTION 3. Elections**

Elections to the Board of Directors will take place at the annual meeting.

- 1) A nominating committee will be selected by the Board of Directors to collect the names of candidates eligible for the ballot. The list of candidates must be finalized within seven (7) business days before the published date of the annual meeting. Nominations from the floor of the annual meeting or write-in candidates will not be recognized.
- 2) The Chair of the nominating committee shall determine any questions concerning eligibility for candidacy or voting at the annual meeting. All voting will be conducted in-person with one vote per member or family (for skaters under the age of 18).
- 3) Ballots must be counted by the nominating committee plus a member of the board not up for election and a member of the public not affiliated with MCFSC. A list of candidates and number of votes must be recorded in the MCFSC secretary notes.

### **SECTION 4. Terms of Office**

Each member elected the Board of Directors shall serve a term of three (3) years. Each director shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. Each director may be elected to two consecutive terms and must take leave for one year from the board before running for a third term. A director may be elected to serve consecutive terms after being appointed to fill a vacancy in a directorship.

### **SECTION 5. Club Officers**

The Club offices of president, vice president, secretary and treasurer will be appointed by the new board at an executive meeting following the annual meeting. No member shall be eligible to be an officer or director of the Club if that person has designated another figure skating club as the person's "home club" with USFSA. All officers and directors shall register with USFSA as required by the rules of USFSA. Members identified as "ineligible" by USFSA shall not be elected as an officer of the Club, and all directors must be members in good standing, maintaining this status at all times in accordance with Article II, Sections 1 and 2.

### **SECTION 6. Resignation, Removal, and Vacancies**

A director 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.

An officer or director may be removed by a 2/3-majority vote of the voting members of the Club at a meeting called in the manner outlined in Article II, Section 5 of these bylaws.

The office of a director shall be deemed vacated when any one of the following occurs:

- 1) a director resigns his/her office by notice in writing to the Club;
- 2) a director is no longer a member of the Club;
- 3) a director is absent from three (3) Board meetings within one year and had not, prior to those meetings, advised an officer that he/she would be unable to attend the meeting;
- 4) a director is absent from one-half (1/2) of the meetings of the Board of Directors within one year, regardless of the reason, provided that however a majority of the Board of Directors may vote to waive this provision;
- 5) a director is convicted of a felony;
- 5) a director dies or is physically or mentally incapable of carrying out the remainder of their term; or
- 6) a director ceases to be a member in good standing.

Positions that are vacated will remain open until the next annual meeting election. In the case of an election with full terms and vacancies on the ballot, incumbent directors have the right of first refusal in taking a full-term directorship, regardless of pro-ballot totals. Newly elected directors with the most votes would take any remaining full terms, followed by those elected with lesser votes fulfilling any vacancy terms.

If the number of board members falls below seven (7), an immediate special meeting will be called for the membership to vote on new directors to fill the board to capacity (nine). The unexpired terms of the absentee directors will be filled at this meeting.

### **SECTION 7. Compensation**

Directors shall not receive compensation for their services as such. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity. Any expenses accrued by board members over \$50 dollars must be approved by the board prior to compensation.

## **SECTION 8. Quorum**

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors. Though counted as one director comprising a quorum, the President shall vote only if necessary to break a tie, except as otherwise provided in these bylaws.

## **SECTION 9. Notices, Agenda Submissions and Minutes**

Notice stating the place, day, and hour of a meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be published and delivered to each member at least seven (7) days prior to the date of the meeting, by electronic means including email to members, club website and social media. No business may be transacted at a special meeting of the Club except that for which notice was given.

Proposed agenda items must be submitted to the Club secretary via the means published in the meeting notice 48 hours prior to the meeting. The final agenda must be posted on the club website 24 hours before the meeting.

Minutes from monthly club meetings will be made available for review on the club website within one (1) week of their approval at the following month's meeting.

## **SECTION 10. Action Without a Meeting**

Any action required or permitted to be taken by the Board of Directors at a regular meeting, except removal of a member, director, or officer, or approval of major expenditures, may be taken without a meeting if a quorum of the Board of Directors, one of whom must be the President, consents by trackable vote to the action taken, in which case the report of such action shall be incorporated in the minutes of the next meeting of the Board of Directors and acknowledged by the Board at that time. Action taken without a meeting must be approved by majority vote. The report in such minutes shall indicate the names of the Directors who acted on the matter.

## **SECTION 11. Policies**

All Club policies will be approved by the Board of Directors. These policies must be in compliance with Club bylaws. As such, they will be followed as written and subject to change as needed for the functioning and betterment of the Club.

## **SECTION 12. Rules**

The board shall make such rules as the directors deem proper and necessary, respecting the use of the Club's ice time and other Club property; prescribe rules for the admission of visiting skaters; determine penalties for offenses against the rules, and make rules for their own government and for government of the committees appointed by them.

## **SECTION 13. Appropriations**

All appropriations from the funds of the Club shall be made by the Board of Directors, except for such routine expenditures as are authorized for the offices of Secretary and Treasurer.

## **SECTION 14. Audits**

The Board shall oversee an audit of the accounts and the records of the Club and its committees when triggering events deem it so. Such events may include: an audit request from the IRS (or other governing body), a written request from the majority of the Board, or a request from thirty (30%) percent of the membership at large. The audit shall be completed with consultation from an appropriate auditing firm appointed by the Board of Directors.

## **SECTION 15. Indebtedness**

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

## **SECTION 16. Clerical Assistance**

The Board shall have the authority to make, in their discretion, appropriations for clerical assistance to the Secretary and accounting assistance to the Treasurer.

## **SECTION 17. Financial Reporting**

The Board shall prepare and submit to the membership at the Annual Meeting a financial report for the preceding year.

## **SECTION 18. 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 the Board of Directors, or someone given this authority. Unless otherwise required by USFSA or a sponsoring club, the MCFSC President, Vice President, Secretary, Treasurer, or Test Chairman may sign competition or test entry forms certifying that the member is in good standing and may compete and/or test as a member in good standing for the Club.

## **SECTION 19. Liability to Corporation or its Members**

A director or officer shall not be liable as such to the corporation or its members for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with these bylaws.

## **SECTION 20. Executive and Other Committees**

By one or more resolutions adopted by the Board of Directors, the Board may designate from among its Directors an executive committee of the Board, as well as one or more other committees of the Club, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the Nonprofit Law. Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

# **ARTICLE IV. OFFICERS AND STANDING COMMITTEES**

## **SECTION 1. Officers**

The Board of Directors shall, at its first meeting following the election of new directors, elect from within its ranks the following officers: President, Vice President, Secretary, and Treasurer, each of whom shall hold office for two years or until their successors are chosen. Directors may hold more than one office at any time, but are only allowed a single vote per issue or proposition. If holding two positions, they shall not be in such a combination as to direct action and fund the same action as one (such as President/Treasurer, or Vice President/Treasurer in the event of a vacated Presidential position). Officers are permitted to resign from an office on the Executive Committee and still maintain their standing on the Board of Directors as either another officer (if elected), or as a director.

## **SECTION 2. 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**

The president shall be the principal executive officer of the Club. It shall be the duty of the President to take charge of the Club, to call regular and special meetings of the Club membership and Board of Directors, and to preside at all meetings of the Club and of the Board of Directors. They shall have the entire supervision and management of the Club and its property, pending the action of the Board of Directors. The President together with the Secretary shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

### **b) Vice President**

It shall be the duty of the Vice President to assist the President in the discharge of duties, and in the President's absence, assume their duties and officiate in their stead.

### **c) Treasurer**

The Treasurer shall have charge of the funds of the Club and keep record of all receipts and disbursements, rendering a written report when requested by the President or by the Board of Directors. Disbursements shall be made only upon vouchers approved by the Board of Directors. The Board of Directors shall have the power whenever it deems necessary to appoint an acting Treasurer. All funds shall be deposited in the name of the Club in a bank approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer or President and another designated officer of the Board of Directors. All authorizations must be trackable. The treasurer will be charged with determining all questions of financial good standing of the membership monthly and as needed.

### **d) Secretary**

It shall be the duty of the Secretary to keep the minutes of the meetings of the Club and the Board of Directors; to supervise all reports and documents connected with the business of the Club; and to make available the minutes of the board meetings to the members of the Club within one (1) week of their approval; to supervise keeping a roll of membership, membership dates, and a record of all members elected, deceased, suspended or expelled. They shall supervise the correspondence of the Club, preparing and issuing notices of all Club meetings.

### **SECTION 3. Compensation**

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

### **SECTION 4. Resignation, Removal, and Vacancies**

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.

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.

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

### **SECTION 5. Standing and Special Committees**

The Board shall appoint all standing committees with full authority over them, except as hereinafter provided, and shall appoint such other committees as shall seem to them to be necessary. The committee Chair must be a Club member in good standing as illustrated in Article II, Sections 1 and 2, unless otherwise specified by the Board. All committees shall have a separation of power to assure representation of the committee. Rules governing procedures for meetings of any such committee shall be the same as those set forth in these bylaws unless the committee itself determines otherwise.

The committees, to the extent provided in the resolution and except as prohibited by law, shall have and exercise the authority of the Board of Directors in management of the Club by providing recommendations to the Board. The Board will have final vote on any issue. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Any committee that has an annual intake or spending of over seven hundred fifty (\$750) dollars must submit a budget to the Board of Directors prior to spending. Additionally, the committee head may be required to report to the Board of Directors on a periodic basis to support the business transactions and apprise the Board of changes made or needed. All monthly transactions shall be reported to the Treasurer of the Board by the Committee Treasurer.

The Chairmen of Standing or Special Committees may be requested by the President to attend regular or special meetings of the Board of Directors. Unless a Committee Chairperson is a Board member, they may enter into and take part in Board discussions but may not vote on Board decisions.

## **ARTICLE V. ETHICS AND CODE OF CONDUCT**

The Club is committed to creating a safe and positive environment for members' physical, emotional and social development and ensuring that it promotes an environment free of misconduct. In such, each member is to acknowledge and sign a Code of Conduct (Ethics, Standards and Conduct in regards to Professionals) agreement as part of their acceptance and/or renewal to the Magic City Figure Skating Club. Violation of these standards may be cause for immediate action, up to removal, from the Club. If removed or suspended due to violation, no refund, either partial or whole, will be provided. The Code of Conduct will be distributed for review and signature acknowledgement as part of the membership application or renewal process, and it will be published on the club website with membership information.

## **ARTICLE VI. 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 procedure that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating. This procedure is outlined in the MCFSC Policies and Procedures document, available on our website.



## **ARTICLE VII. SAFESPORT**

MCFSC and USFSA strive to provide a safe environment for their members that is free of misconduct and harassment. The association will not tolerate or condone any form of harassment or misconduct of any of its members including athletes, coaches, officials, directors, employees, parents, volunteers or any other persons while they are participating in or preparing for a figure skating activity or event conducted under the auspices of USFSA. All forms of misconduct are unacceptable and in direct conflict with USFSA rules.

The USFSA SafeSport Program addresses the following types of misconduct:

- Sexual misconduct
- Physical misconduct
- Emotional misconduct
- Bullying, threats and harassment
- Hazing
- Willfully tolerating misconduct

All individuals, regardless of membership with USFSA, are encouraged to report suspected violations of SafeSport guidelines.

## **ARTICLE VIII. INDEMNIFICATION**

The Club shall indemnify any director, officer or agent to the fullest extent permitted by non-profit law and any other applicable laws of the state of North Dakota 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 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, where quorum shall consist of directors not parties to the subject proceeding or by such other person or body as permitted by law.

## **ARTICLE VIII. AMENDMENTS**

Club bylaws may be amended by a two-part process which first includes an affirmative vote by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board, provided that such amendment has been listed as an agenda item, and the amendment has been discussed at a prior meeting of the Board. Additionally, the amendment must be presented to, and voted upon, by the membership at large, and subsequently ratified by a two-thirds (2/3) majority of all member votes received. An amendment may also be initiated by any five (5) members in good standing, who shall direct any such proposed amendment to the Executive Committee for consideration.

## **BYLAWS CERTIFICATE**

As the MCFSC Club secretary, the undersigned certifies authorization to execute this certificate on behalf of Magic City Figure Skating, and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated: \_\_\_\_\_

Name: \_\_\_\_\_