

## **BYLAWS**

of the

### **STARLIGHT ICE DANCE CLUB of the Twin Cities**

Member Club of  
United States Figure Skating (USFS)

ADOPTED: January 15, 1995

AMENDED: May 24, 2012

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#### **ARTICLE I**

##### **NAME**

###### **Section 1: NAME**

The Organization shall be known as **Starlight Ice Dance Club of the Twin Cities** (referred to in these Bylaws as the "Club").

###### **Section 2: Incorporation**

The Club is incorporated as a nonprofit corporation under the laws of the state of Minnesota (the "State") and shall be governed by the nonprofit corporation law of the state (the "Nonprofit Law"). The Club address shall be the same as the current Club Secretary's address.

#### **ARTICLE II**

##### **PURPOSE**

###### **Section 1: PURPOSE**

The purpose of the Starlight Ice Dance Club of the Twin Cities (the Club) is: to encourage the instruction, practice and advancement of the members in ice dancing, and to promote ice dancing to the public; to provide social ice dancing sessions to all ice dancers, and to provide a communication network for all ice dancers in the Twin Cities; to encourage and cultivate a spirit of fraternal feeling among ice skaters and between skating clubs; to sponsor, produce or cooperate in the production of amateur ice carnivals and shows; to provide a link between skaters and the United States Figure Skating (US Figure Skating) for the purposes of testing and competition; and generally to do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objectives and purposes of this organization; and to carry out the general policies and objectives of the US Figure Skating.

#### **ARTICLE III**

##### **DUTIES OF OFFICERS**

The officers shall be President, Vice-President, Secretary, and Treasurer. No person shall hold more than one office at the same time. The Board has the power, whenever they deem it necessary, to appoint an acting officer and/or assistant, chair, or committee.

###### **Section 1: DUTIES OF PRESIDENT**

It shall be the duty of the President, unless this authority is delegated by the Board to another officer or agent of the Club, to take charge of the Club; to preside at all meetings of the Club and of the Board. The President shall have general active management of the business of the Club; the responsibility to see that the orders and resolutions of the Board are carried into effect; the authority to sign and deliver in the name of the Club contracts or other instruments pertaining to the business of the Club, pending approval of the

Board; the power to suspend any member for violation of the Bylaws, or other rules of the Club, pending approval of the Board; and the authority to call special meetings and club meetings.

**Section 2: DUTIES OF VICE-PRESIDENT**

It shall be the duty of the Vice-President, unless this authority is delegated by the Board to another officer or agent of the Club, to assist the President in the discharge of their duties and in their absence to assume their duties and officiate in their stead. The Vice-President shall be presented as a candidate for President for the following year, if this remains acceptable to the Vice-President and the membership.

**Section 3: DUTIES OF SECRETARY**

It shall be the duty of the Secretary, unless this authority is delegated by the Board to another officer or agent of the Club, to keep the minutes of the meetings of the Club and the Board, and to supervise all reports and documents connected with the business of the Club; to supervise keeping of a roll of membership together with dates of their enrollment and a record of all members elected, deceased, suspended or expelled; to receive all applications for membership, to notify the applicant of their acceptance and to make available the Bylaws and rules of the Club. The Secretary shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and the Board. The Secretary shall maintain an archive of club documents including the meeting minutes of the Board and general membership, current copies of the Bylaws and amendments, voting records, accounting records and the articles of incorporation. It is also the duty of the Secretary to send notices (as needed) to skating-related publications and/or other social media venues regarding the Club's activities.

**Section 4: DUTIES OF TREASURER**

The Treasurer, unless this authority is delegated by the Board to another officer or agent of the Club, 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 annually and when requested by the President or Board. The Treasurer shall collect fees from skaters who contract for club ice and from drop-in skaters who attend single skating sessions on an irregular basis. The Treasurer also receives membership dues directly or from the Secretary or Membership Chair and submits payment to the US Figure Skating of that organization's portion.

Funds shall be deposited in the name of the Club in a bank approved by the Board or in securities approved by the Board. All disbursements by check shall be signed by the Treasurer or the President or a designated officer or member of the Board. In addition to the Treasurer, at least one additional club officer or designee shall be authorized to access the Club bank account electronically, for the means of carrying out electronic disbursements and to monitor online account statements.

**ARTICLE IV  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

There shall be a Board of Directors composed of three (3) regular adult members (18 years of age or older) of the Club and the four elected officers (18 years of age or older). No fewer than four of the seven Board members must be members who skate and contract with the Club at least once per year for social dance sessions.

**Section 1: MEETINGS**

The Board shall meet generally once per month, with no fewer than eight (8) meetings during the calendar year. The date of such meetings shall be stated by the President, or in their absence, by the Vice-President.

Any four (4) members of the board may call a board meeting upon written notice to all the members of the Board at least three (3) days prior to the meeting. The notice shall state

the date of the meeting, purpose for which the meeting is called, and the names of the four (4) members requesting the meeting.

Officers and board members may attend the meeting in-person or via teleconference or an online web meeting. Attendees will be counted as "present" so long as they can hear and interact (virtually or otherwise) with other attendees at all times, as determined by a majority of those officers and board members physically present at the meeting.

If decisions are made outside of a regularly scheduled board meeting, or take place via electronic means of communication, decisions must be recorded in writing and made available in the subsequent scheduled board meeting minutes.

**Section 2: QUORUM**

Four (4) members of the Board shall constitute a quorum.

**Section 3: AUTHORITY**

The Board shall have final authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them.

However, board officers and members are not paid for their services to the Club and are not, therefore, individually liable for damages occasioned solely by reason of membership on or participation in board activities.

**Section 4: RULES**

The Board shall make such rules as they deem proper regarding the use of the Club's property; prescribe rules for the admission of non-members; set the amount of membership dues; limit the indebtedness of a club member; fix penalties for offenses against the rules; and make rules for their own government and for the government of the committees appointed by them.

**Section 5: APPROPRIATIONS**

All appropriations from the funds of the Club shall be made by the Board.

**Section 6: AUDITS**

The Board shall audit records of Secretary, Treasurer, and of any committees.

**Section 7: SUSPEND OR EXPEL**

The Board shall have the power to suspend or expel any member for violations of the Bylaws or for conduct which they shall deem improper, but no member shall be expelled or suspended without the right to a hearing.

**Section 8: READMIT TO MEMBERSHIP**

The Board may at a regular meeting readmit to membership, without the payment of 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 9: DROP AND REINSTATE TO MEMBERSHIP**

The Board may as hereinafter provided drop from the roll any delinquent member and also may reinstate such members as hereinafter provided.

**Section 10: COMMITTEES**

The Board and the officers of the Club may appoint committees for the accomplishment of specific tasks if the need arises.

**Section 11: US FIGURE SKATING DELEGATE**

The Board shall appoint from among 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 US Figure Skating Bylaws. The Delegate or Delegates shall be the representative(s) between the Club and the US Figure Skating and shall attend the Governing Council meeting, either in person or by proxy. Said club shall file a certificate of such appointment with US Figure Skating and the certificate shall be provided by US Figure Skating.

**Section 12: CLERICAL ASSISTANCE**

The Board shall have the authority to make, at their discretion, appropriations for clerical assistance to the Secretary and/or Treasurer.

**Section 13: BOARD MEMBER LIMITATIONS**

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

- 1) If the member is found to be of unsound mind.
- 2) If they are convicted of a criminal offense.
- 3) If they are guilty of malfeasance or misfeasance of office as to their club position.
- 4) If by notice in writing to the Club they resign their office.
- 5) If they are no longer a member of the Club.

**Section 14: DISTRIBUTION OF CLUB ASSETS UPON DISBANDMENT**

Within six months of the date the club disbands, all remaining club funds will be used to purchase private club ice time.

**Section 15: COMPENSATION**

Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

**ARTICLE V  
NOMINATION AND ELECTION PROCESS  
FOR OFFICERS AND BOARD OF DIRECTORS**

**Section 1: QUALIFICATIONS OF CANDIDATES**

Generally, all adult members of the Club have an equal right to run for and hold office. A majority of the Board (4) must be members who skate and contract with the Club at least once per year for social dance sessions. In order to hold office a member must be at 18 years of age or older. One and only one ineligible member (defined in Article VIII), at any given time, may serve as a *board* member. Ineligible members are not allowed to serve as an *officer* of the Club.

**Section 2: NOMINATIONS TO AN OFFICE OR TO THE BOARD**

Members can nominate themselves, or may decline nominations. Nominations may be made in three (3) ways:

- 1) By members submitting written petitions containing nominations to the Secretary or President.
- 2) By members submitting via email or other electronic means nominations to the Secretary or President.
- 3) By a nominating committee of no more than three (3) members appointed by the President to solicit interested members to run for club offices.

**Section 3: ELECTIONS**

Elections occur as follows:

- 1) **OFFICERS:** The President, Vice-President, Secretary, and Treasurer shall be elected at the stated annual membership meeting of the Club and shall hold office for a one year term, beginning immediately after election results have been confirmed, and end when their successors are elected.
- 2) **BOARD OF DIRECTORS:** Three (3) members of the Board shall be elected at the stated annual membership meeting of the Club and shall hold office for a one year term, beginning immediately after election results have been confirmed, and end when

their successors are elected.

**Section 4: METHOD OF VOTING**

All members shall receive a ballot and may vote in person at the annual membership meeting, by postal mail, email, or other electronic means. Junior members under the age of eighteen shall have a parent or guardian vote for them. No household shall have more than two votes. Except as provided above, all adult members shall have the right to vote. Vote shall be by ballot and the one receiving the greatest number shall be elected.

**Section 5: CLUB'S ACCEPTANCE OF VOTES**

If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of a member, the Club, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment, or proxy revocation and give it effect as the act of the member. If the name signed on a vote, consent, waiver, proxy appointment, or proxy appointment revocation does not correspond to the name of a member, the Club, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment, or proxy appointment revocation if to do so is proper under the rules established by the corporation that are not inconsistent with this Section. No member under the age of 18 shall be entitled to vote.

**Section 6: VACANCIES**

Vacancies in board positions and offices of the Club held by an elected representative and occurring during that individual's term of office will be filled by a vote among the remaining officers and board members.

**Section 7: RECALL FROM OFFICE**

At any time, a proposal may be introduced to recall or remove an officer from office. Any member may introduce such a motion in one of the following ways: by a petition signed by 30% of the current members of the club; or by a resolution from the floor at a meeting of the membership which is voted for by 30% of the current members. A vote of the full membership will be held if the resolution to remove an officer is thus accepted. Two-thirds of the voting members must vote to recall an officer or board member before that office or board position is taken from the person holding it.

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

**Section 1: GENERAL**

Each Director and Officer shall perform their duties as 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.

**Section 2: 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 1: DEFINITION**

As used in this Section: (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 a 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 VIII CLUB MEMBERSHIP**

## **Section 1: GEOGRAPHICAL SCOPE**

Membership shall not be restricted geographically.

## **Section 2: CANDIDATES FOR MEMBERSHIP**

Membership in the Club shall be open to any person interested in participating in figure skating, especially ice dancing, if that person meets the eligibility requirements for membership in the US Figure Skating. No candidate for membership shall be excluded from the Club on the basis of gender, race, religion, age, or affectional preference.

## **Section 3: APPLICATION FOR MEMBERSHIP**

Applications for membership must be subscribed by the candidate, must state their name, address and phone number(s), must include the applicable registration fee, and must include an agreement to comply with the Bylaws of the Club. Membership is not restricted on the basis of gender, race, religion, age, or affectional preference.

## **Section 4: TYPES OF MEMBERSHIPS**

**Full Member:** The member receives one year of US Figure Skating membership through the Club; each full member is allowed full voting rights and is allowed to serve as an officer or board member of the Club.

**Associate Member:** The member receives one year of US Figure Skating membership through another club; each associate member is allowed full voting rights, but is not allowed to serve as an officer or board member of the Club.

**Collegiate Member:** The member receives four years of US Figure Skating membership through the Club; each collegiate member is allowed full voting rights and is allowed to serve as an officer or board member of the Club. This membership is only available to US Figure Skating members once during their entire skating career.

**Introductory Member:** The member receives one year of US Figure Skating membership through the Club; each introductory member is allowed full voting rights and is allowed to serve as an officer or board member of the Club. This membership is only available to prospective members during their first year of US Figure Skating membership.

**Ineligible Member:** (As defined by US Figure Skating) The member receives one year of USFS membership through the Club; each ineligible member is allowed full voting rights.

The Club and its officers and directors reserve the right to update Membership Types according to changes and updates set forth by US Figure Skating, with a simple two-thirds majority vote of the board.

#### Section 5: **ARREARS FOR DUES**

Any member in arrears for dues, or other indebtedness shall be notified in writing by the Secretary or Membership Chair in person or at their last known address. If the amount is not paid in full within one month thereafter, the name of the delinquent member shall be reported by the Secretary or Membership Chair to the Board at their next meeting. The Board may drop from the roll the name of any such delinquent member. A member dropped from the roll for non-payment of dues, or other indebtedness, may, upon payment of same and at the discretion of the Board, be reinstated to full membership.

#### Section 6: **ARREARS FOR DUES RESTRICTIONS**

No member in arrears for dues, or other indebtedness to the club shall be permitted to hold office, or be entitled to vote, or shall be permitted to apply for US Figure Skating tests or competitions.

#### Section 7: **RESIGNATION**

Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his membership to the Secretary, who shall report the same to the Board at their next meeting for their action.

#### Section 8: **HONORARY MEMBERS**

The Board, by a 2/3 majority, may elect honorary members at any meeting of the Club after recommendations. An honorary member shall be free from initiation 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 to the Board, 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 9: **RESPONSIBILITIES FOR GUESTS**

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

#### Section 10: **BOARD APPROVAL FOR EXHIBITION, TESTING AND COMPETITION**

No member or members of the Club shall make entry in the name of the Club in exhibition, testing or competition unless they are in good-standing.

The Club has been created to promote, encourage and provide opportunities for ice dance. However, we also wish to aid and encourage our members who want to develop

in other branches of the sport as well. Any member of the Club in good-standing, who wishes to test or compete in another discipline will be permitted to do so as a member of the Club, providing that this is acceptable to US Figure Skating.

## **ARTICLE IX MEETINGS OF CLUB MEMBERS**

### **Section 1: Annual Meeting**

There shall be at least one annual stated Club Membership meeting each year.

### **Section 2: SPECIAL MEETINGS**

The Secretary shall call special meetings at the direction of the President, or upon the written request of five club members in good standing. Meeting notifications may be sent via postal mail, email, announcements posted on the Club website, or other electronic means.

### **Section 3: SPECIAL MEETING LIMITATION**

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

### **Section 4: QUORUM**

Twenty percent (20%) of all members in good-standing, in attendance or by proxy, shall constitute a quorum for the transaction of business.

### **Section 5: NOTICES**

Notices of stated and special meetings shall be mailed, emailed, posted on the Club website, or distributed by the Secretary to every member at least ten (10) days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the Club website.

### **Section 6: WAIVER OF NOTICE**

A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the Club for filing with the Club records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, 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 7: ORDER OF BUSINESS**

At stated and special meetings, the following order of business shall be observed:

- 1) Roll Call
- 2) Reading of the Minutes from the Previous Meeting
- 3) Reports of Officers
- 4) Reports of Committees
- 5) Election of Officers
- 6) Unfinished Business
- 7) New Business
- 8) Adjournment

### **Section 8: 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 name is called, without debate, unless excused from voting at the meetings, and the vote so taken shall be recorded in the minutes.

**Section 9: TO RECONSIDER**

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

**Section 10: MAJORITY VOTE**

Except as otherwise provided, all questions shall be determined by a majority vote.

**Section 11: ROBERT'S RULES OF ORDER (LATEST REVISION)**

All questions of parliamentary practice, not herein provided for shall be determined in accordance with Robert's Rules of Order.

**ARTICLE X  
CONFLICT RESOLUTION**

**Section 1: METHOD OF PROCEDURE**

Any member or members having complaint against another member for the infraction of any law or rule, for other than skating rules, or for conduct injurious to the welfare of the Club, may report the same in writing to the Board. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any.

After receiving such complaint, a meeting of the Board shall be held as soon as practicable to investigate same. The complainant(s) and the member complained of shall receive at least seven (7) days notice of such meeting, and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary, who shall in turn mail copies thereof to the complainant(s) and the member complained of.

An appeal from the decision of the Board may be taken to the Club within seven (7) days thereafter, by serving upon the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case, and a two-thirds vote shall be necessary to reverse the decision of the Board.

**ARTICLE XI  
MISCELLANEOUS**

**Section 1: 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 members 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 2: 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.

**ARTICLE XII  
ADOPTION OR AMENDMENT OF BYLAWS**

**Section 1: AMENDMENT PROCEDURE**

The Bylaws may be amended by vote of the general membership. Voting shall take place via postal mail, email, or other electronic means. A two-thirds majority of the returned votes will be required to adopt changes.