



WISCONSIN FIGURE SKATING CLUB, INC.

ARTICLE I – NAME

Section 1.

The name of the club shall be the Wisconsin Figure Skating Club, Inc. (WFSC, Inc.)

Section 2.

The principal office of the Wisconsin Figure Skating Club, Inc. shall be in the location designated by the Board of Directors.

ARTICLE II – OBJECTIVES AND PURPOSES

Section 1.

The WFSC, Inc. is organized exclusively for educational, charitable and scientific purposes as meant and within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1954, which includes the following specific purpose:

The purpose of WFSC, Inc. is to promote, encourage and advance figure skating in all its branches; to encourage and cultivate a spirit of fraternalism among ice skaters; and to carry out the general policies and objectives of the United States Figure Skating Association.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

- a. Any person entitled to the status of an amateur figure skater, according to the standards established by the United States Figure Skating Association, shall be eligible for election to membership in the Wisconsin Figure Skating Club, Inc.
- b. Applicants for membership shall complete membership applications online and forward the same to the Membership Director who shall either approve the application or present the application to the Board of Directors, which shall vote on the application at its next meeting. The approved application shall be forwarded by the Membership Committee to USFS within 15 days of approval.
- c. All applicants who otherwise qualify for membership in the United States Figure Skating Association shall be presumptively qualified for membership in the Wisconsin Figure Skating Club, subject to the provisions of Article III, Section 2 of these bylaws.

d. The Membership Committee shall forward completed registration forms to the United States Figure Skating Association (USFS) according to USFS requirements.

e. Membership takes effect when application is approved and all fees are paid.

Section 2. Classifications

Active membership shall have such skating and social privileges as the Board of Directors may from time to time establish. The Board of Directors may determine from time to time various subclasses of active members and may specify different skating privileges for the subclasses. A member in good standing may, with the approval of the Board of Directors, be transferred to any class or subclass of membership for which the member is eligible and qualified, upon filing a request online or in writing for the transfer with the Secretary, and upon meeting the financial and other requirements of the class or subclass of membership to which the member requests to be transferred.

HONORARY members shall receive paid Club and USFS membership for life. Honorary Members shall be recognized and entitled to be subject to all By-Laws, rules and regulations of WFSC.

Honorary members shall have full privileges of membership. The Voting Members, at an annual meeting or any special meeting, may, upon recommendation of the Board of Directors of the Wisconsin Figure Skating Club, recognize with such membership, any continuous long-standing home club member, who has rendered distinguished services and commitment to the club, along with volunteer services to the extended community of skating for 25 years or more of such service.

Section 3. Termination and Suspension

Any membership may be terminated or suspended by a majority vote of the Board of Directors in accordance with USFS policies, procedures and Code of Ethics. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligation for charges incurred, services or benefits actually rendered, dues assessments, or fees arising from contract or otherwise.

Section 4. Conflict Resolution

If any club member(s) has a complaint against another member(s) for an infraction of any bylaw or rule other than skating rules, they may file such a complaint in writing to a club's board of directors, delivered to a club officer. Such complaints will be investigated according to the club's conflict resolution policy as required by US Figure Skating. In the absence of a club policy, US Figure Skating Associations' Conflict Management and Conflict Resolution Guide will serve as the club's policy.

ARTICLE IV – MEETINGS OF THE CLUB

Section 1. Annual Meeting

a. Before each annual meeting the President shall, with the advice and approval of the Board of Directors, appoint a Nominating Committee of five (5) members that shall consist of four (4) non-board members. A member of the Board of Directors shall serve as the chair of the Nominating Committee. The Nominating Committee shall, not less than twenty-one (21) days before the annual meeting, file its report with the Secretary, nominating a candidate(s) for each elective position to be

filled at the annual meeting. The Elective positions are President, Vice-President, Secretary, Treasurer and five (5) directors. The Secretary shall give notice of the report of the Nominating Committee to all active members by email or in writing not less than ten (10) days before the date of the annual meeting. Other Candidates for office may be nominated from the floor by nominations duly seconded. Qualifications may be given for each candidate.

b. The annual meeting of the WFSC, Inc. shall be held between April 1 and May 31 in each year, unless the Board of Directors by resolution shall specify a different date for holding the annual meeting. The Board of Directors shall by resolution designate the time and place for holding each annual meeting. The Secretary shall give notice thereof to all active members by email or in writing not less than ten (10) days before the date of the meeting.

c. Action may be taken at the annual meeting upon all matters that are appropriate for membership action.

d. Any member voting at an annual or special meeting shall be entitled to vote his/her vote and not more than two (2) proxy votes. All proxies shall be in writing, signed by the person giving the proxy and presented to the Secretary by the person casting the proxy vote. Legitimate proxies include handwritten, facsimile or email with a legal signature.

Section 2. Special Meetings

Special meetings of the members may be called at any time by the President in accordance with a resolution of the Board of Directors, specifying the time, place and purpose of such meeting. In addition, special meetings of the members shall be called by the President whenever there is filed with the Secretary a petition for such a meeting signed by not less than ten percent (10%) of the members having the right to vote and setting forth the purpose of such meeting. The Secretary shall give written notice of the time, place and purpose of special meetings of the members by emailing or mailing notices of it to each member not less than five (5) days before the date of such meeting.

ARTICLE V – DIRECTORS

Section 1. Board of Directors

a. The property, affairs and business of the corporation shall be under the care of and be managed by the Board of Directors who shall be elected by the members. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and five (5) elected directors. The President, Vice President, Secretary and Treasurer shall be elected for two-year terms. The term shall commence on June 1 and shall end on May 31. The directors shall be elected for two-year terms. An elected director shall not be limited in length of service. The non-officer director positions shall consist of the following:

1. Membership
2. Public Relations
3. Rink Operations
4. Synchronized Skating
5. Tests and Sanctions

b. Each year a President, Vice-President, Secretary, treasurer and three or two (3 or 2) directors shall be elected at the annual meeting. When two or more persons are nominated for a position on the Board of directors, a vote shall be taken. If one candidate receives more than fifty percent (50%) of the

total vote cast, he/she shall be declared elected. In the event no nominee receives more than fifty percent (50%) of the total votes cast, the two nominees receiving the highest number of votes shall then be voted upon by separate ballot and the candidate receiving the highest number of votes shall be declared elected.

President, Treasurer, Membership, Rink Operations and Tests and Sanctions are elected on EVEN years. (ex. 2020)

Secretary, Vice President, Public Relations and Synchronized Skating are elected on ODD years. (ex. 2021) Unless those positions are vacated prior to their term ending.

c. Qualifications for nomination of a director shall be as follows:

1. Officers must hold USFS registration through WFSC, Inc. and have a minimum of one (1) membership year prior to running for election
2. Directors must hold USFS registration through WFSC, Inc. for a minimum of two months prior to the election.
3. Any member of the Board of Directors shall not hold office, chair a position or similar position in another USFS Club.
4. Only one member of a family shall serve on the Board of Directors at any one time.

d. The immediate past-president shall serve in an ex-officio and advisory capacity without a vote unless duly elected to the Board of Directors.

Section 2. Vacancies and Meetings

a. In the event a vacancy occurs on the Board of Directors, a director to fill the vacancy may be appointed by a majority vote of the remaining directors if the unexpired term is one year or less. If the unexpired term is more than one year, the Board shall not appoint a replacement but shall call a Special Meeting of the Membership within thirty (30) days of the vacancy for the purpose of electing a director to complete the unexpired term.

b. Regular meetings of the Board of Directors shall be held at such times as the directors may from time to time determine, but in no event fewer than eight (8) times each calendar year. c. Special meetings of the Board of Directors may be called from time to time by the President. The Secretary shall give notice by email or in writing to each director of the time and place of any special meeting.

Section 3. Quorum

Two-thirds (2/3) elected directors present at any regular or special meeting of the Board of Directors shall constitute a quorum. In the event of a lack of quorum at any regular or special meeting of the Board of Directors, a motion may be raised to the members of the board, discussed and voted on via conference call or email. If a vote is taken by conference call or email, each board member must receive a vote.

Section 4. Absences

Absence from two (2) consecutive regular meetings without good reason deemed valid by the Board of Directors may be construed as a resignation to be determined by majority vote of the directors present at the following regular meeting.

Section 5. Conflict of Interest Policy

a. Definition. As used in this Section, "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.

b. 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 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.

c. 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 VI – FEES AND DUES

Section 1.

The Board of Directors shall determine from time to time the amount of the fees and dues for members of each class or subclass and may fix different amounts to be paid as fees and dues by members of each class or subclass.

ARTICLE VII – MISCELLANEOUS

Section 1. Public appearances

No skater shall appear in any public exhibition that required sanction, as provided by the USFS, without having obtained a sanction for the person's appearance from the Sanctions Chair of the WFSC, Inc.

Section 2. Notices

All notices and other communications from the WFSC, Inc. or its officers to members shall be mailed to the member's address or emailed to the member's email address as shown by the records of the Secretary and each member shall be responsible for recording his/her address with the Secretary and may use the online membership system to do so.

Section 3. Records

The WFSC, Inc. shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at its principal office or at the office of its Membership Director a record giving the names and addresses of members entitled to vote. Books, records or minutes shall be in written or electronic form. All relevant books and records of the WFSC, Inc. may be inspected by any member or his/her agent or attorney, for any proper purpose at any reasonable time. Any request by a member for such inspection shall be presumed to be for a proper purpose.

ARTICLE VIII – FISCAL YEAR

Section 1.

The fiscal year shall commence on June 1 and shall end on May 31 each year.

ARTICLE IX – AMENDMENTS

Section 1.

These By-Laws may be amended at any annual meeting or at any special meeting of the members duly called for such purpose by a two-thirds (2/3) majority of those voting in present or by proxy.

ARTICLE X – AUTHORITY

Section 1.

Robert's Rules of Order, Revised, shall be the rule of procedure at all meetings and shall govern all matters not herein covered and not contrary to the USFS.

Section 2.

On all questions as to the interpretation or meaning of the By-Laws, the decisions of the Board of Directors shall be final until clarified or amended by the WFSC, Inc., at any annual meeting or special meeting called for the purpose. When any question of interpretation or meaning is not resolved at such a meeting, the USFS interpretation or meaning shall take precedence.

ARTICLE XI – INDEMNIFICATION

Section 1.

The WFSC, Inc. may, by resolution of the board of Directors, indemnify any current or former director, officer or member of a standing committee (as defined herein) of the WFSC, Inc. against actual and necessary expenses incurred in defense of any action, suit or proceeding in which they are made a party by reason of their position with the WFSC, Inc. except in relation to matters in which said individual shall be adjudged to be liable for gross negligence or willful misconduct, or such matters as shall be settled by agreement based on the existence of such liability.