

**RESTATED
CONSTITUTION AND BY-LAWS
OF THE
MAPLEWOOD FIGURE SKATING CLUB**

Member Club of U.S. Figure Skating.

ARTICLE 1. Incorporation

Section 1. NAME. The Organization shall be known as Maplewood Figure Skating Club.

Section 2. DATE. The Club was incorporated under the Laws of the State of Minnesota, November 17, 1971.

Section 3. OFFICERS OF CORPORATION. The four officers of the Club shall be the four officers of Incorporation.

Section 4. CORPORATE SEAL. The corporate seal shall be: none.

Section 5. FISCAL YEAR. The fiscal year for the Club shall be June 1 through May 31.

ARTICLE 2. Purpose

Section 1. PURPOSE. The purpose of the Club is to foster, promote, improve and encourage the sport of figure skating on ice for youth 18 years of age and under and to carry out the precepts of U.S. Figure Skating. Maplewood Figure Skating Club does not discriminate on the basis of race, color, creed, religion, ancestry, age, gender, sexual orientation or national origin.

ARTICLE 3. Officers

Section 1. OFFICERS. The officers of the Club shall be president, vice president, secretary, and treasurer. The office of vice president may be changed to co president if the current board of governors so choose. The offices of secretary and treasurer may be combined.

Section 2. QUALIFICATIONS. Each officer shall be a senior club member in good standing and an elected regular (three-year term) member of the board of governors.

Section 3. ELECTION. Officers shall be elected by major vote of the board of governors at the first board meeting following the annual spring general membership meeting and election.

Section 4. TERM OF OFFICE. Each officer shall hold office for one year. Individuals may be reelected without limitation. If an office is vacated prematurely, the board of governors shall appoint a replacement to serve the remainder of the one-year term.

ARTICLE 4. Duties of Officers

Section 1. PRESIDENT. The president shall take charge of the Club, call all meetings of the Club and the board of governors and preside at all such meetings. The president shall supervise the Club and its property under authority of the board of governors. The president shall sign all agreements, contracts and other obligations made by the Club upon the approval of the board of governors, or the president may delegate the signing of certain agreements, contracts and obligations to the president's designee. The president shall be the official representative of the Club. If two members of the board of governors are voted in to serve as co-presidents, they shall have the option to:

- A. Each serve for six months as the presiding president of the meetings, and while the presiding president, shall have no vote on issues unless needed to break a tie and shall sign above mentioned agreements, contracts and other obligations. The officiating president is given a vote when needed to break a tie.

- B. Work in unison for the entire year splitting the duties of the position. Each shall be an official representative of the club and shall consult with each other before signing above mentioned agreements, contracts and other obligations. The co-president presiding at the meeting shall only vote in case of a tie.

When co-presidents have been elected, there shall be no vice president.

Section 2. VICE PRESIDENT. The vice president shall assist the president in the discharge of duties. In any temporary absence of the president, the co president or, the vice president shall assume all duties and authority of the president.

Section 3. TREASURER. The treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements. The treasurer shall provide a monthly financial report in writing at each regular meeting of the board of governors. Upon request of the board of governors, the treasurer shall provide certain financial forecasts. Club funds shall be deposited in the name of the Club in banks or securities approved by the board of governors. All disbursements shall be by check and shall be signed by the treasurer, or the treasurer may delegate signing of certain checks to other Club officers. All disbursements shall be approved in advance by the board of governors. In any temporary absence of the treasurer, the board of governors may appoint an acting treasurer.

Section 4. SECRETARY. The secretary shall keep minutes of the meetings of the club and the board of governors, supervise all official correspondence of the Club and issue notices of all meetings of the Club and the board of governors.

ARTICLE 5. Board of Governors

Section 1. MEMBERS. The board of governors shall consist of no greater than 12 regular members, and no less than 7 regular members, and up to four special members. Regular and special members of the board must be senior Club members in good standing. All regular members, except the officiating president have a vote. The officiating president is given a vote when needed to break a tie.

Section 2. TERM OF MEMBERSHIP. The term of membership for a regular board member shall be three years, with up to four positions expiring each year. The term of membership for a special board member shall be one year. Members may be reelected without limitation. If a special board position is vacated prematurely, the board of governors may appoint a qualified Club member to serve the remainder of the term. If a regular board position is vacated prematurely, the board of governors may appoint a qualified Club member to serve until the next annual spring membership meeting and board of governor's election at which time a new board member shall be elected to serve the remainder of the original three-year term. A board member at the conclusion of a three-year term who desires to continue to serve but not be committed to a full three years may be elected to serve an additional one-year or two-year term.

Section 3. ELECTION OF REGULAR MEMBERS. Regular members shall be elected at the annual spring meeting of the Club membership. Voting shall be by ballot, and the candidates receiving the largest number of votes shall be elected to the vacant positions. Voting may be completed by proxy vote as long as the nominating committee chair is notified in advance. Senior Club members may go to the annual spring meeting location, vote and leave. Regular memberships for partial terms less than three years may be nominated and elected separately from the three regular three-year term memberships. The board of governors shall appoint a nominating committee which will present a slate of candidates for membership. At least one candidate will be nominated for each vacancy. Nominations may also be made by any senior Club member.

Section 4. ELECTION OF SPECIAL MEMBERS. Special members shall be elected by a majority vote of the regular members of the board of governors at the first board meeting following the annual spring general membership meeting and board of governor's election. At least one special member shall be elected to represent the synchronized skating teams and a special member shall be elected to represent the basic skills program. The term will be one year, but the special member can be reelected without limitation.

ARTICLE 6. Powers and Duties of the Board of Governors

Section 1. REGULAR MEETINGS. The board of governors shall meet at least ten times per year. The dates of such regular meetings shall be determined at least one month in advance by the President. Official notice of regular, open board meetings shall be posted in a conspicuous spot for all members to see.

Section 2. SPECIAL MEETINGS. Special meetings of the board may be called by any four regular (three-year term) members of the Board upon written notice to all members of the board at least three days prior to the meeting. The notice shall state the date, time, place and purpose of the meeting and the names of the four members calling the meeting.

Section 3. QUORUM. A majority of regular members shall constitute a quorum. No official Club business shall be conducted by the board without a quorum. A majority vote of all members present shall decide all questions.

Section 4. AUTHORITY. The board of governors shall have entire authority in the management and finances of the Club and shall have control of all Club property. No contracts may be entered into on the part of the Club without the authorization of the board of governors. At the discretion of the board and as provided in this constitution, the board may delegate authority for management, finances and property to individual board members, officers and Club members with the requirement that a formal accounting be made to the board.

Section 5. RULES. The board of governors may make rules for the use of the Club property and contract ice, for the admission of non-members and for the governing of committees appointed by the board. The board may establish penalties for offenses against the rules.

Section 6. APPROPRIATIONS. All appropriations from the funds of the Club shall be made by the board of governors.

Section 7. REVIEW OF FINANCIAL RECORDS. The board of governors shall have a professional review of the financial records conducted once every three years, the records of the treasurer, secretary and committees, as the board deems necessary. A committee consisting of three board of governor members will review the records of the organization annually.

Section 8. INDEBTEDNESS. The board shall have power to limit the indebtedness of any Club member.

Section 9. COMMITTEES. The board shall appoint all committees and have full authority over them. The board may appoint permanent and temporary committees to facilitate conducting Club activities.

Section 10. U.S. FIGURE SKATING DELEGATE. The board may appoint one or more senior Club members in good standing to represent the Club to U.S. Figure Skating. The secretary shall inform U.S. Figure Skating in writing of the names and addresses of the delegates. Said delegates shall be the sole representatives between the Club and U.S. Figure Skating and shall attend the U.S. Figure Skating meetings in person or by proxy. The board may pay traveling expenses of the delegates to U.S. Figure Skating meetings. If a delegate is not appointed, the Club president shall represent the Club to U.S. Figure Skating.

Section 11. T.C.F.S.A. DELEGATE(S). The board may appoint an authorized number of senior Club members in good standing to represent the Club to the Twin City Figure Skating Association (TCFSA). The secretary shall inform the TCFSA in writing of the names and addresses of the delegates. Said delegates shall be the sole representatives of the Club to the TCFSA and shall attend the meetings of the TCFSA in person or by proxy. If a delegate is not appointed, the Club president shall represent the Club to the TCFSA.

Section 12. BOARD MEETING ATTENDANCE. It is the responsibility of each member of the Board of Governors to take an active role in the governance of the club, and each member is responsible for ensuring they are up to date with matters discussed during regular board meetings. In the event a board member is absent for three consecutive meetings of the board of governors, the board may move to remove the board member by exercising Article 6, Section 13 below.

Section 13. REMOVAL. The board of governors may, by a majority vote of the whole board, remove any officer or chairman or member of a committee. The board may create, when it is deemed proper, a new committee.

Section 14. ABUSE OF PRIVILEGE. Any board member who defrauds, conspires to defraud, or is suspected of defrauding the club through advantage obtained by their position as a member of the board of governors or as a Committee Chair, or uses said position for personal financial gain will be immediately removed from the board of governors and/or the Committee(s) on which they serve. Further action, including but not limited to removal from the membership roster, legal action, or police investigation may be undertaken at the discretion of the officers of the board of governors.

Section 15. CONFLICT OF INTEREST. For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the Maplewood Figure skating club shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

The foregoing procedures shall not be required if the interests of the affected governor, officer or employee consists of direct or indirect ownership of 1% or less of public traded securities of the concern, or if the transaction is de minimis in relation to the organization's assets or revenues. Governors, officers and employees are required to disclose their interest that could give rise to conflicts of interest at least annually.

ARTICLE 7. Membership

Section 1. CLASSES.

A. Senior Member. A skater over 17 years old, a parent or guardian of a junior member, a parent or guardian financially responsible for a skater over 17 years old, a non-skating U.S. Figure Skating member 18 years or older, or a U.S. Figure Skating appointed judge. These members must be annual home club members of the Club to be classified as senior members of the Club. Senior members in good standing may vote (except as limited in Paragraph G below), hold office and serve on the board of governors.

B. Junior Member. A skater under 18 years old and who is an annual home club member of the Club. A junior member may not vote, hold office or serve on the board of governors.

C. Associate Member. Skating instructors and other non-skating individuals may join the Club as associate members. Associate members also include annual members who are home club members of another U.S. Figure Skating club and are, therefore, non home club members of the Club. They shall not vote, hold office or serve on the board of governors.

D. Honorary Member. Honorary members may be appointed by the board of governors. No dues will be assessed to honorary members. They may not serve on the board of governors, hold office, vote or make claim on any Club asset. Membership shall continue until terminated by the board.

E. Charter Member. Any member who has paid annual dues continuously since the formation of the Club is a charter member. Charter members in good standing may vote (except as limited in Paragraph G below), hold office and serve on the board of governors.

F. Annual Family Membership. Annual members in the same family may join the Club as a family. Each family shall be entitled to one Club newsletter subscription and one copy of each Club mailing.

G. Annual Home Club Membership. Annual home club members shall mean any member, family or individual who has designated the Club as their home club for purposes of registration with U.S. Figure Skating and has paid the annual membership fee to the Club. Each annual home club family membership shall be entitled to only one vote and one "Skating" magazine subscription.

H. Special Membership. The board of governors may, in its discretion, establish such other special membership categories as it deems necessary and proper. These members shall have such rights as are designated by the board of governors.

Section 2. APPLICATION FOR MEMBERSHIP. Each candidate for membership must apply in writing according to Club procedures. Dues are payable upon application. Annual memberships run concurrently with the U.S. Figure Skating annual membership dates and are renewable regardless of when the previous year's membership began. Applications shall include an agreement to abide by the constitution, by-laws and rules of the Club.

Section 3. DUES. Membership dues shall be established by the board of governors for each class of membership. Dues may be periodically reviewed and changed to reflect current costs. Special dues rates may be established for charter members, associate members and for membership terms less than a full year.

Section 4. ARREARS FOR DUES. Any member in arrears for dues or other indebtedness to the Club shall be notified by the treasurer, financial secretary or other club officer. Arrears for contract ice and/or synchro payments is: 30 days. Member will then be notified. If no resolution after 60 days this member will be considered "not in good standing". A member "not in good standing" may be dropped from the membership role. A member dropped from the role for indebtedness shall be ineligible to hold office, vote, participate in Club competitions, test sessions, exhibitions or other events, or utilize any other membership privileges. A member "not in good standing" will be denied Club authority to participate in any competition, test session, exhibition or other event sanctioned by U.S. Figure Skating. A Member who clears indebtedness may, upon payment of debts, be reinstated to membership by the board of governors and be able to participate in all club privileges.

Section 5. RESIGNATION. Any member not in arrears for dues or other indebtedness may resign membership by writing to the secretary, who shall inform the board of governors for action at the next regular board meeting. Refunds of dues shall not be made to members resigning during the skating year.

Section 6. MEMBER PRIVILEGES. The board of governors shall determine all membership privileges and limitations for each membership category, except for those provided herein. Each amateur figure skating member who has designated the Club as home club shall be registered by the Club as a U.S. Figure Skating member and shall be eligible to receive Club approval to participate in any U.S. Figure Skating-sanctioned competition, test session, exhibition or other event.

Section 7. MEMBER OBLIGATIONS. The board of governors shall establish the obligations and responsibilities for each membership category, except for those provided herein. Each member shall abide by the rules, by-laws and constitution of the Club and the rules, by-laws of U.S. Figure Skating. No home club member or group of members shall make entry in any U.S. Figure Skating-sanctioned competition, test session or other event without authorization of the Club.

Section 8. GUESTS. Any US Figure Skating member may be a guest skater. Guest skaters may skate on any MFSC Contract Ice, and may purchase contracts at a price established for Guest skaters. Guest skaters must be U.S. Figure Skating Members in good standing, must complete a “Guest Skater Information Form, a Guest Skater Emergency form, sign the Skater Rules and Responsibilities form, and complete the MFSC Safety Contract.

ARTICLE 8. Club Meetings

Section 1. REGULAR MEETINGS. There shall be one annual regular Club membership meeting each year, in the spring.

Section 2. SPECIAL MEETINGS. The secretary shall call special meetings at the direction of the president or upon the petition of not less than ten percent (10%) of the Club members having the right to vote, or in the event the membership of the Club is less than fifty members, of not less than five of the Club members having the right to vote.

Section 3. QUORUM. Twenty percent of all voting memberships shall constitute a quorum for the transaction of all business.

Section 4. NOTICES. Notices of regular and special meetings shall be posted on MFSC website and emailed to every member at least ten days in advance of the meeting date, or shall be posted by the secretary on the Club bulletin board for ten days prior to the meeting date. Notices or postings shall include the date, time and place of the meeting and an agenda of the business to be conducted.

Section 5. SPECIAL MEETING LIMITATION. No business shall be transacted at a special meeting except that included -in the notice or posting.

ARTICLE 9. Conflict Resolution

Section 1. MEMBER PROCEDURE 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 complaint in writing to the board. Such complaint will be investigated according to the adopted conflict resolution policy.

ARTICLE 10. Constitution and By-laws Revision

Section 1. PROCEDURE. The board of governors shall periodically appoint a committee to review the Club constitution and by-laws. The committee shall report to the board any changes they propose, and the board shall present the proposed changes to the membership at the next regular Club meeting or at a special Club meeting. A two-thirds vote of all voting members present at such meeting shall be required to change the constitution or by-laws.

ARTICLE 11. Rules of Order

Section 1. ROBERTS RULES OF ORDER. Unless otherwise provided in the constitution and by-laws, all Club business will be conducted according to Roberts Rules of Order Newly Revised.

Adopted: May 30, 1972
Revised: March 14, 1976
Revised: May 24, 1983
Revised: November 19, 1990
Revised: June 3, 1993
Revised: June 1, 1994
Revised: May 25, 1999
Revised: April 25, 2002
Revised: April 24, 2003
Revised: April 22, 2004
Revised: April 20, 2006
Revised: May 1, 2008

Revised: May 5, 2011
Revised: May 1, 2014
Revised: April 30, 2015
Revised: May 5, 2016