

# Twin City Figure Skating Association

## By-Laws

**BY-LAWS OF THE TWIN CITY FIGURE SKATING ASSOCIATION**

**As Amended October 9, 2006**

## **Article I. Offices**

The principal office of the Corporation in the State of Minnesota shall be located in the City of Minneapolis, County of Hennepin. The Corporation may have such other offices, either within or outside of the State of Minnesota, as the Directors may determine or as the affairs of the Corporation may require from time to time.

## **Article II. Purpose**

The Twin City Figure Skating Association (hereinafter referred to as "TCFSA") consists of elected representatives of member clubs of the United States Figure Skating Association within the State of Minnesota.

The purpose of this association is to foster, promote, improve, and encourage the sport of figure skating among youth under 18 years of age in the State of Minnesota, to promote cooperation between the member clubs and to encourage and facilitate participation in regional, sectional, national, and international figure skating competitions. The TCFSA does not discriminate on the basis of race, color, religion, sex, age, gender, or national origin.

## **Article III. Members**

**Section 1. Member Clubs.** Member clubs of this association shall be any permanent member club of the USFSA within the State of Minnesota and who desires to join the association and is recommended and voted to be a member by 2/3 vote of the Directors of the association present at a regular meeting. Member clubs shall reaffirm their desire to be a member at each annual meeting

**Section 2. Class of Members.** There shall be three (3) classes of members: Members, At-Large Members and Sustaining Members.

**Members** shall be the two (2) delegates appointed by member clubs, particularly those from the seven county metro Twin City (Minneapolis/St. Paul) area. The two (2) delegates appointed by member clubs must be an eligible person or reinstated eligible person in good standing as defined in ER 1.00 of the Rules of the United States Figure Skating Association and must be 18 years of age or older. The Members shall be Directors of the association.

**At-Large Members** shall be members of a member club and shall be elected by a 2/3 vote of the Directors present at a regular meeting, however, they shall not also be the appointed Delegates (Members). At-Large Members shall be elected based on their knowledge and support of figure skating, and shall regularly contribute their perspective and guidance to the association. At-Large Members shall be Directors of the association. Past-Presidents will automatically be made At-Large Members if they so desire. Present At-Large Members will be grandfathered in.

**Sustaining Members** shall be members of a member club who offer their support of figure skating through participation on special committees. Sustaining Members are not Directors of the association. Sustaining members do not have voting privileges.

**Section 3. Voting Rights.** Each Member and At-Large Member (Director) shall be entitled to one vote on each matter submitted to a vote.

**Section 4. Number and Tenure.** The number of Directors shall be not less than five. It is requested that each of the clubs appoint their delegates for a period of three years. It is preferred that the appointments not be for the same period so there is delegate continuity for the club and for the association. At the end of a three year term, a club may reappoint the delegate for additional terms if it so chooses. At-Large Members shall be elected for a period of one year and may be re elected for additional terms.

**Section 5. Vacancies.** Any vacancy occurring in the Member or At-Large Directors' terms is to be filled by the club appointing a new Member delegate to fill the remainder of the term or by election of the Directors for the At-Large Member for the remainder of the term. If a Director changes home club affiliation, he or she will be considered as not being a member in good standing of the club which originally appointed him or her and the club making the original appointment will have to appoint a new delegate for the remainder of the term.

**Section 6. Termination of Membership.** The member clubs by affirmative 2/3 vote of the Directors may suspend or expel a member club for cause after an appropriate hearing.

**Section 7. Resignation.** Any member club may resign by filing a written resignation with the Secretary.

**Section 8. Reinstatement.** Upon written request signed by a former club and filed with the Secretary, the Directors, by an affirmative 2/3 vote, may reinstate such former member club to membership upon such terms as the Directors may deem appropriate.

**Section 9. Transfer of Membership.** Membership in the Corporation is not transferable or assignable.

#### **Article IV. Meetings of the Directors**

**Section 1. Annual Meeting.** An annual meeting of the association shall be held prior to June 30 each year for the purpose of electing Officers and for the transaction of such other business as may come before the meeting.

**Section 2. Place of Meeting.** The Directors may designate any place, either within or outside the State of Minnesota, as the place of meeting for any annual meeting or for any special meeting called by the Directors.

**Section 3. Notice of Meetings.** Written or printed notice stating the place, day +and hour of any meeting of member clubs and Directors shall be delivered either personally or by mail, to each member club entitled to vote at such meeting, not less than five days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting.

**Section 4. Special Meeting.** Special meetings of the Directors may be called by or at the request of the President or any five Directors. The person or persons authorized to call special meetings of the Directors may fix any place, within the Twin City area, as the place for holding any special meeting of the Directors. Notice of any special meeting of the Directors shall be given at least three days prior to the scheduled meeting date by written notice delivered personally or sent by mail or telegram to each Director at the address as shown by the records of the Corporation. Any

Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

**Section 5. Quorum.** A meeting may be called to order and business may be conducted if at least ten voting members (Directors) are present. A meeting may be adjourned by a majority vote of the Directors present without regard to the number (10) of voting members requirement.

**Section 6. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors, unless the act of a greater number is required by law or by these By-Laws.

## **Article V. Officers**

**Section 1. Officers.** All officers must be members or parents of members of member clubs in this association and may not be skating professionals. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Directors), a Secretary, a Treasurer, and such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be elected by the Directors at the regular annual meeting of the Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

The terms of office for the officers of the Corporation are as follows:

The term of office of the President shall be two years to be elected in the even-numbered years.

The term of office of the Vice President shall be two years to be elected in the odd- numbered years.

The term of office of the Secretary will be two years to be elected in the even- numbered years.

The term of office of the Treasurer shall be two years to be elected in the odd numbered years.

The term of office of any additional officer position(s) created under Section 1 of Article V shall be one year.

**Section 3. Removal.** Any officer elected or appointed by the Directors may be removed by the Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Directors and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

**Section 6. Vice President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

**Section 7. Treasurer.** The Treasurer and any co-signors on accounts of the association shall be bonded for the faithful discharge of the Treasurer's duties in such sums and with such surety or sureties as the Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipt for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Directors.

**Section 8. Secretary.** The Secretary shall be responsible for keeping the minutes of the meetings of the Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Directors.

**Section 9. Assistant Secretary/Treasurer.** The Assistant Secretary/Treasurer, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Directors.

## Article VI. Committees

**Section 1. Executive Committee.** The Executive Committee shall consist of the President, the First Vice President, the Second Vice President, the Treasurer, the Secretary, the Assistant Secretary/Treasurer, and the immediate past-President of the association.

**Section 2. Committees.** Committees may be appointed by the President from time to time to carry out special programs or functions of the association. These committees shall submit to the President or the Directors their suggestions and recommendations on such matters and/or problems as they see fit.

**Section 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4. Chairperson.** One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## Article VII. Contracts, Checks, Deposits and Funds

**Section 1. Contracts.** The Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation and in such banks, trust companies, or other depositories as the Directors may select.

**Section 4. Gifts.** The Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

#### **Article VIII. Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Directors, and committees having any of the authority of the Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

#### **Article IX. Amendments to By-Laws**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five days' written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.

**IN WITNESS WHEREOF**, we have hereunto subscribed our names this 9th day of October, 2006.

Lynda Lubratt, President

Michelle Schmidt, Secretary

