

TWIN CITY FIGURE SKATING ASSOCIATION BYLAWS

AMENDED NOVEMBER 2022

Article I. Offices

The principal office of the Association in the State of Minnesota shall be located in the seven county Minneapolis/St Paul metropolitan area. The Association 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 Association may require from time to time.

Article II. Purpose

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

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

Article III. Members

Section 1. Member Clubs. Member clubs of this association must be permanent member clubs of the USFSA within the State of Minnesota. Any club desiring to join the association must apply for membership and receive a two-thirds (2/3) majority of the voting members (Directors) of the association present at a regular meeting. Member clubs shall reaffirm their desire to be a TCFSA member annually.

Section 2. Class of Members. There shall be two (2) classes of members: Members and At-Large Members.

Members include the delegates appointed by each member club. The delegates must be eligible persons or reinstated eligible persons in good standing as defined in ER 1.02 of the Rules of the United Figure Skating Association and must be at least 18 years of age or older. Each member club may appoint up to two (2) delegates.

At-Large Members must be members of a TCFSA member club and shall be elected by a two-thirds (2/3) majority of the voting members 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. Past-Presidents will automatically be made At-Large Members if they so desire. The total number of At-Large members shall not exceed ten (10).

Section 3. Voting Rights. Each Member club and At-Large Member shall be entitled to one vote on each matter submitted to a vote. Voting members are considered Directors.

Section 4. Number and Tenure. The number of Directors shall be not less than five. It is recommended that each of the clubs appoint their delegates for a period of three years. It is also recommended that the appointments be staggered 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 three years and may be reelected for additional terms.

Section 5. Vacancies. Any vacancy occurring in a club's Member delegates is to be filled by the club by appointing a new Member delegate. Any At-Large Member vacancy shall be filled by TCFSA voting members for the remainder of the term. If a Member 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.

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 TCFSA Secretary. The resignation must be signed by the club President.

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. The request must be signed by the club President.

Section 9. Transfer of Membership. Membership in the Association 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 of 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 electronic notice stating the place, day, and time of any meeting of member clubs and Directors shall be delivered by mail or by email, to each TCFSA 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. It is the responsibility of each member of TCFSA to ensure that the Secretary has an up-to-date contact address and email on file.

Section 4. Special Meetings. 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 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 via email to each Director at the email address as shown by the records of the Association. Any Director may waive notice of any such 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 of the Directors may be called to order and business conducted if at least one-third (1/3rd) of the voting members are present when the meeting is convened. The voting members present at such a meeting may continue to transact business until adjournment, even though member departures during that meeting result in less than a quorum. A meeting may be adjourned by a majority vote of the Directors present without regard to the 1/3rd voting members requirement.

Section 6. Manner of Acting. The act of a majority of the voting members (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 of USFSA and may not be skating professionals. The officers of the Association 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 Terms of Office. The officers of the Association 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 Association are as follows:

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

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

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

The term of office of the Treasurer shall be two years to be elected in 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 judgement the best interests of the Association 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 Association and shall, in general, supervise and control all of the business and affairs of the Association. 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. See Appendix A for a more detailed job description.

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 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. See Appendix A for a more detailed job description.

Section 7. Treasurer. The Treasurer and any co-signers 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 Association, receive and give receipt for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association 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. See Appendix A for a more detailed job description.

Section 8. Secretary. The Secretary shall be responsible for keeping the minutes of the meetings of the Association in an acceptable electronic format; 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 Association; 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. See Appendix A for a more detailed job description.

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.

Article VI. Committees

Section 1. Executive Committee. The Executive Committee shall consist of the President, the 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 with the exception of the Finance Committee shall continue as such until the next annual meeting of the members of the Association 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. The terms of office for members of the Finance Committee are stated in the Finance Committee charter.

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 Association, 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 Association, 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 Association, shall be signed by such officer or other officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Directors.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association 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 Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Article VIII. Books and Records

The Association 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 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 14th day of November 2022.

Lisa Anne Venne, President

Christine Hills, Secretary

APPENDIX A

Board Job Descriptions

TCFSA President

The TCFSA Board President shall ensure that all meetings are facilitated by a member of the Board of Directors and perform all duties customary to the office of the Board President.

The TCFSA President responsibilities:

- Ensure facilitation of board and member club meetings after developing the agenda with the Vice President.
- Ensures transparent communication between all Board members.
- Actively recruits new board members and helps to retain current board members.
- Helps guide and mediate Board actions with respect to organizational policies.
- Ensures that timelines are met and that parties are accountable to their responsibilities.
- Discusses issues affecting the organization with the Executive Board and any other relevant parties.
- Monitors financial planning and financial reports.

TCFSA Vice President

The TCFSA Board Vice President shall serve in the Board President's place in the event the Board President is unable to perform duties delegated to the President. The Vice President may have such additional duties as delegated to him/her by the Board of Directors or the President.

The TCFSA Vice President responsibilities:

- In absence of the President, coordinates facilitation of board and member meetings and ensures agendas and minutes are distributed.
- Performs other responsibilities as assigned by the board.
- Ensures transparent communication between all Board members.
- Actively recruits new board members and helps to retain current board members.

TCFSA Secretary

The TCFSA Board Secretary is primarily responsible for coordinating the recording of board meeting minutes and maintaining organizational documents and records.

The TCFSA Secretary is responsible for:

- Maintaining board records and ensuring effective management of the organization's records.
- Managing board meeting minutes: Send a draft of the minutes to the executive committee for review and approval. Minutes should reflect the activities of meetings in an objective manner, without unnecessary commentary. They should include the following:
 - Who is present & absent
 - Agenda
 - Items discussed
 - Key Issues raised
 - Votes and action items
 - Any other relevant information
- Ensuring minutes are distributed to member clubs shortly after approval by the Board.
- Maintaining sufficient familiarity with legal documents (articles, by-laws, etc.) to reference when necessary in board meetings.
- Maintaining a chart of starting and ending dates for each Board member and Members-at-Large.

TCFSA Board Treasurer

The Board Treasurer is primarily responsible for overseeing the finances of the Twin City Figure Skating Association (TCFSA),

The Board Treasurer has the following responsibilities:

- Oversees all revenues and expenses and creates financial statements which are communicated to the Board and the TCFSA member clubs at each meeting and at fiscal year-end.
- Works with the Board to prepare an annual budget.
- Ensures development and board review of sound fiscal policies and procedures.
- Acts as an official signer on TCFSA bank and investment accounts.
- Responsible for managing cashflow.
- Oversees any financial arrangements.
- Serves as the Chair of the Finance Committee.
- Accepts responsibility for working with the tax accountant to file annual tax forms as required by the State of Minnesota and the IRS.

