



**Fraser Figure Skating Club**

**By – Laws**

**Adopted June 7, 2016**

# FRASER FIGURE SKATING CLUB

## BY-LAWS

### ARTICLE I ORDER OF BUSINESS

SECTION 1 SEQUENCE: At stated and special meetings, the following order of business shall be observed:

1. Roll Call
2. Reading of the Minutes of previous meetings
3. Reports of Officers
4. Reports of Committees
5. Election of Officers
6. Unfinished Business
7. New Business
8. Adjournment

### ARTICLE II RULES OF ORDER

SECTION 1 ORDER O MOTIONS: When a question is before the meeting, no motion shall be entertained except:

1. To adjourn
2. To lay on the table
3. The previous question
4. To postpone
5. To commit
6. To amend

Which several motions shall have precedence in the order given, and the first three shall be decided without debates.

SECTION 2 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/her name is called, without debate, unless excused from voting by the meetings and the vote so taken shall be recorded in the minutes.

SECTION 3 TO RECONSIDER: A motion to reconsider must be made by a member who voted with the majority, and at the same or succeeding meeting.

SECTION 4 MAJORITY VOTE: except as otherwise provided, all questions shall be determined by majority vote.

SECTION 5 ROBERT'S RULE OF ORDER: All questions of parliamentary practice not herein provided for shall be determined in accordance with Robert's Rule of Order.

**ARTICLE III  
NAME AND LOCATION**

SECTION 1           The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan, is  
FRASER FIGURE SKATING CLUB (hereinafter "Club").

SECTION 2           The principal office of the Club shall be situated in the southeast portion of the State of Michigan at such specific location as the Board of Directors shall determine from time to time. The Club may also have such other offices as the Board of Directors determines from time to time.

**ARTICLE IV  
PURPOSE**

SECTION 1           GENERAL PURPOSE: The Club is organized and operated for the following general purposes.

1. Exclusively for charitable and educational purposes and to foster national or international amateur athletic competition within the meaning of # 501 (c) (3) of the Internal Revenue Code of 1986 (as amended). Including for such purposes, the making of distribution of organization which are recognized at exempt from tax under such # 501 (c) (3).
2. To exercise all of the rights, powers, duties under authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan.

SECTION 2           SPECIFIC PURPOSES: The specific purposes of the Club include, without limitation the following.

1. To promote, foster and encourage full participation in the growth and development of figure skating in Southeast Michigan.
2. To encourage and assist amateur figure skating and participation in local, regional, national and international competitions.
3. To educate and inform the public of all aspects of the benefits to be derived from figure skating.
4. To encourage the instruction, practice and advancement of skaters in free skating, pair skating, dancing, synchronized team skating and all types of figure skating.
5. To sponsor, produce and cooperate in the production and hosting of skating competitions and amateur ice carnivals and shows.
6. To represent Fraser Figure Skating Club skating members and their parent(s)/guardian(s) within the rules and By-Laws of the United States Figure skating Association ("USFS), A #501 (c) (3) organization.

**ARTICLE V  
MEMBERSHIP**

- SECTION 1                    QUALIFICATIONS FOR MEMBERSHIP: The Members of the Club shall consist of such persons as:
1. Apply for membership on a form approved by the Board of Directors.
  2. Subscribe to the purposes and goals of the Club.
  3. Agree to abide by the Bylaws of the Club as amended from time to time.
  4. Agree to abide by the rules applicable to the number.

The Board of Directors hold overall jurisdiction to deny or approve an application for membership for any reason, with or without cause with an affirmed majority vote.

SECTION 2                    CLASSES OF MEMBERSHIP

FIRST CLUB MEMBERS

RESIDENT MEMBERSHIP

- |              |                                                                                                                                                                                                         |
|--------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Eligibility: | a. Current member Skater under 18 years of age and parent(s)/guardian(2)                                                                                                                                |
|              | b. Current member Skater 18 years or older.<br>For the purpose of "Home Club", FFSC must be the Skaters 'Home Club'.                                                                                    |
| Privileges:  | a. Contracting of Club Ice, Testing & Skating Magazine<br>Club Awards Banquet (Skater only)<br>Club Vote (1 parent/guardian of skater under 18 years or 1 skater 18 years older.<br>Holding Club office |
|              | b. Adult skater 18 years or older.<br>Club Award Banquet (Skater only)<br>Club Vote.                                                                                                                    |

INITIATION MEMBERSHIP (First year only)

- |              |                                                                                                                                                    |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| Eligibility: | Any 1 <sup>st</sup> year skater under 18 years of age and parent(s)/guardian(s)<br>Any 1 <sup>st</sup> year skater 18 years or older               |
| Privileges:  | Contracting of Club Ice, Testing & Skating Magazine.<br>Club Vote (1 Parent/guardian of Skater under 18 years old) or (1 Skater 18 years or older) |

## SYNCHRONIZED TEAM SKATING MEMBERSHIP

### SYNCHRONIZED TEAM MEMBERSHIP

Eligibility: Current member or new member to the "Fraser Eclipse" Synchronized Skating Team(s).

Privileges: Skating Magazine

The Club's Synchronized Skating Team(s) will represent the Fraser Figure Skating Club And all team members will be 1<sup>st</sup> or 2<sup>nd</sup> Club members.

### ALUMNI MEMBERSHIP

Eligibility: Must have been Resident Member for 6 years or longer and be 18 years of age or older.

Privileges: Skating Magazine, Club Awards Banquet, Club Vote  
(1 vote per household)  
Holding Club Office (1 per household)

### SECOND CLUB MEMBERSHIP

#### 2<sup>nd</sup> CLUB MEMBERS

Eligibility: Skater(s) who is/are a member at another USFS or Skate Canada Club.

Privileges: Contracting of Club Ice  
Testing

### OTHER MEMBERSHIPS:

#### PROFESSIONAL MEMBERSHIP:

Eligibility: Professional on Staff at Fraser Figure Skating Club.

Privileges: Skating Magazine, Club Awards Banquet.

#### ADDITIONAL FAMILY MEMBER MEMBERSHIPS:

If one family member holds a First Club Resident, First Club Initiation or Second Club membership, additional family members are eligible to hold a First Club Resident, First Club Initiation or Second Club membership at a reduced cost with all the same eligibility requirements and privileges. However, where club vote/and or holding office privileges are concerned parent(s)/guardian(s) will only receive the privilege for the first family member.

## SECTION 3

**HONORARY MEMBERS:** Honorary members may be elected at any meeting of the Club after recommendations by the Board of Directors, but three negative votes shall reject.

An Honorary Member shall be free from initiation fees, dues and/or assessments. He/she may represent the Club in Exhibitions and attend ice skating sessions under the same rules governing active members. He/she shall not be nominated or elected to the Board of Directors. Honorary members have no vote and shall not represent the Club in competition.

- SECTION 4      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 5      BOARD APPROVAL FOR COMPETITION AND EXHIBITION: No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board of Directors, or someone given this authority them.
- SECTION 6      VOTING RIGHTS: With the exception of Second Club membership. Professional Membership, Support Membership and Honorary Members and Synchronized membership only, each member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy and voting members must be present to cast their vote. Votes may be taken by voice, by show of hands or by written ballot. Voting members shall have no right to cumulate their votes. Voting members may request absentee ballots for Board of Directors elections only. Absentee ballots will only be made available for distribution during club office hours and will be limited to 1 ballot per qualifying member. Absentee ballots must be turned in during club office hours prior to Board of Directors election meeting. Absentee ballots must be sealed, authenticated and complete to be valid.
- SECTION 7      MEMBERSHIP DUES: All members shall pay annual membership dues to the Club in such amounts and in such manner as the Board of Directors determines from time to time. Dues may vary according to Membership.
- SECTION 8      Professionals or individuals and/or their spouse having direct financial dealings with the Club may be members, but cannot vote, be on the Board of Directors, or hold Office. That individual who is an Adult Member or the parent/guardian of a First Club Member Skater may vote, but may not be on the Board of Directors or hold office.
- SECTION 9      TERMINATION OF MEMBERSHIP: The membership of each member of the Club shall automatically terminate upon the happening of any of the following events:
1. The member's death
  2. The member's resignation
  3. The member is expelled as provided in these By-Laws.
  4. The member fails to pay membership dues within (30) days after such member's dues were payable.
  5. The member's membership in the USFS is terminated for any reason.

Members terminated as a result of expulsion may not renew their membership in the Club without obtaining the affirmative vote of a least two-thirds (2/3) of all directors. Members terminated as a result of resignation or for non-payment of dues may renew their membership only be re-applying for membership in the Club.

SECTION 10 DISCIPLINARY PROCEDURE: The coach(es) and or team manager (s) of synchronized skating teams shall have general authority over skating member discipline for violation of Club and/or team rules. In general, ice monitors shall have authority over skating members on Club contracted Ice. However, the Board of Directors has jurisdiction over all disciplinary matters.

Any member having complaint against another member for conduct which is violative on any policy of the Club or which is injurious to the welfare of the Club and/or its members may report the same in writing to the Board of Directors. Such complaints shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of Board of Directors shall be as soon as practicable to investigate same. The complainant(s) and the accused shall receive at least seven (7) days notice of such meeting, and each shall have an opportunity to be heard, to present evidence, and to call witnesses. A written record of the proceedings shall be filed with the Secretary, and who shall mail copies thereof to the parties.

SECTION 11 DISCIPLINE AND EXPULSION: Following the disciplinary procedure described in the preceding paragraph, any member of the Club may be disciplined or expelled from membership in the Club with or without cause upon the affirmative vote of at least three-fourths (3/4) of all the directors if, in the discretion of the Board as indicated by such vote, such discipline or expulsion would be in the best interests of the Club. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Club.

## **ARTICLE VI CLUB MEETINGS**

SECTION 1 STATED MEETINGS: There shall be two stated Club membership meetings each year. A stated meeting shall be held within one month after the skating season opens in the Fall, and one meeting within one month after skating season closes in the Spring. A mid-year meeting will be held if necessary.

SECTION 2 SPECIAL MEETINGS: The Secretary shall call special meetings at the direction of the Chairperson or upon the written request of five Club Members in good standing.

SECTION 3 NOTICE OF MEETINGS OF MEMBERS: Notice of each regular and special meeting shall be given to each member entitled to vote thereat in writing, either personally or by prepaid mail, or by facsimile transmission, addressed to each member at the address appearing on the books of the Club. Such notices shall be sent not less than ten (10) and not more than thirty (30) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the meeting shall designate if as such.

SECTION 4 SPECIAL MEETING LIMITATION: No business shall be transacted at a special meeting except that of which notice was given.

SECTION 5 QUORUM: Ten percent (10%) of all voting members in good standing (excluding Board of Directors) shall constitute a quorum for the transaction of business. A majority vote of all voting members present shall be needed for adoption of business (Excluding By-Law Changes).

**ARTICLE VII  
DIRECTORS**

**SECTION 1**      **POWERS:** Subject to any limitations of the Article of Incorporation, the Michigan Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority, of, and the business and affairs of the Club shall be controlled by the Board of Directors. For the purposes of these Bylaws, the Articles of Incorporation and Michigan Nonprofit Corporation Act, the members of the Board of Directors are, and shall be known as the “Directors” of the Club. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

1. To appoint and remove all officers of the Club subject to such limitations as may appear in the By-Laws, and to prescribe such powers and duties for officers as may not be inconsistent with law, or with the Articles of Incorporation or the By-Laws.
2. To conduct, manage and control the affairs of the Club, and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws at they may deem best.
3. To designate any place for the holding of any Membership meeting or Board of Directors meetings to change the principal office of the Club for the transaction of its business from one location to another, to adopt make and use a corporate seal and to alter the form of such seal from time to time, as in their judgement they may deem best, provided such seal shall at all times comply with the provision of law.
4. Subject to Membership approval, to borrow money and incur indebtedness for the purpose of the Club and to cause to be executed and delivered therefor, in the Club’s name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities thereof.
5. Subject to Membership approval, to manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Club, and to distribute or dispense the same or the income of profits therefrom.
6. Subject to Membership approval, to create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors or other governing official of such legal entities.

**SECTION 2**      **NUMBER OF DIRECTORS:** The number of directors constituting the entire Board shall be seven (7). The directors shall be elected by voting members of the Club. The number of directors may be determined from time to time by action of the voting members to amend the provisions of this paragraph. However, no decrease in the number of directors shall shorten the term of any director then in office.

**SECTION 3**      **QUALIFICATIONS FOR OFFICE:** Each Director must be a U.S. Citizen or have current resident alien status and must be at least eighteen (18) years of age. Any candidate for the Board of Directors must be a First Club member in good standing for a minimum of one full Fiscal year (July 1 to June 30) to become a candidate for the following years. Professionals, active skating members or individuals and/or their



spouses, having direct financial dealings with the Club are excluded from serving on the Board of Directors or holding office. This does not include financial dealings between individual Club members.

**SECTION 4**      **TERM OF OFFICE:** Directors shall be elected to three (3) year terms at the regular Spring Meeting of the Membership. The term of each director upon being elected to office shall begin within two weeks after election.

Directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior death, incapacity, resignation or removal as hereinafter provided.

**SECTION 5**      **NOMINATION OF DIRECTORS:** At least two (2) months prior to the year-end meeting of voting members, the Board of Directors shall select a committee to present a list to the Board of Directors containing the names of eligible nominees as directors to be elected by the members for the ensuing year. Said list shall contain the names of a least one eligible nominee to each vacancy. In case the Board of Directors fails, for any reason, to elect such a committee within the time specified, then it shall be the duty of the Chairperson to appoint such a committee.

Nominations made by the committee for directors must be delivered to the Secretary at least thirty (30) days before the annual meeting of the voting members. The Secretary shall attach a list of nominees to the notification of the annual meeting of the voting members. Nominations for directors may also be received from the floor during any meeting of the voting members at which directors are to be elected.

**SECTION 6**      **REMOVAL, RESIGNATION:** Any director may resign from office at any time by giving written notice thereof to an officer of the Club. Any director may be removed for cause by the affirmative vote of a majority of all of the other directors than in office. Cause for removal exists (without limiting other causes for removal) whenever a director:

1. Fails to attend three (3) consecutive regular meetings, without reasonable cause of the Board of Directors, notwithstanding that he or she otherwise qualifies for office.
2. Is found to have acted in a manner detrimental to the interests of the Club and/or its members.
3. Ceases to be a member in good standing of the Club while in office as director.

**SECTION 7**      **EXISTENCE OF VACANCIES:** A vacancy in the Board of Directors exists in case of the happenings of any of the following events:

1. The death, incapacity, resignation, or removal of any director.
2. The authorized number of directors increased.
3. At any meeting of the voting members at which a director is to be elected, but the voting members fail to elect the full authorized number of directors to be voted for at that meeting.

**SECTION 8**      **FILLING OF VACANCIES:** Any vacancy occurring on the Board of Directors shall require a special election to be held within 30 days. The elected member (s) shall then serve the remainder of the unexpected term.

- SECTION 9 PLACE AND NUMBER OF MEETINGS: Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. In the absence of such designation, meetings shall be held at the principal office of the Club. The Board shall hold at least 12 meetings each calendar year, not to exceed 2 months between meetings. Notice of said meetings shall be posted 3 days prior on the Club's bulletin board.
- SECTION 10 SPECIAL MEETINGS: Within ten (10) days, following the meeting of voting members, the Board of Directors shall hold a meeting for the purpose of electing its officers. Other business may be transacted at the meeting if proper notice thereof is given.
- SECTION 11 NOTICE OF MEETINGS: Meetings of the Board of Directors for any purpose(s) may be called at any time by the Chairperson, or if the Chairperson is absent, or unable or refuses to act, by one-third (1/3) of the directors than in office.
- The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of four (4) members requesting the meeting. Board meeting will be closed; however, any member with specific business may request to meet with the Board. At such time the business shall be conducted in the first half hour of the regular meeting.
- SECTION 12 QUORUM AND VOTING: A majority of the elected and qualified directors shall be necessary to constitute a quorum for the transaction of business. Every act of decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.
- A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.
- The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- SECTION 13 PRESUMPTION OF ASSENT: A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Club within a reasonable time (no more than 7 days) after obtaining knowledge of the action.
- SECTION 14 ACTION BY UNANIMOUS WRITTEN CONSENT: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

SECTION 15 NOTICE OF ADJOURNMENT: Notice of the time and place of the holding and adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

SECTION 16 EX OFFICIO BOARD ADVISORS: All current officers of the Club who are not current directors of the Club shall be ex officio advisors to the Board of Directors so long as they are officers of the Club. Ex officio advisors are entitled to attend and participate in meeting of the Board of Directors, but not to vote in their ex officio capacity.

### **ARTICLE VIII OFFICERS**

SECTION 1 RESPONSIBILITY: All officers are subordinate and responsible to the Board of Directors.

SECTION 2: NUMBER AND SELECTION: The Board of Directors shall appoint a Chairperson, a Vice Chairperson, a Secretary and a Treasurer and may appoint Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and/or Assistant Treasurers may attend and participate at all meetings but shall have not voting privileges. Each officer shall hold office for one year or until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms. No more than one office may be held at the same time by any given Member of the Board.

SECTION 3 RESIGNATION AND REMOVAL: The resignation of any officers shall be tendered in writing to any other officer and shall be effective as the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgement removal would serve in the best interests of the Club. Such removal shall terminate all authority of the officer, except that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

SECTION 4 CHAIRPERSON: It shall be the duty of the Chairperson to take charge of the Club; to preside at all meetings of the Club, and of the Board of Directors. He/she shall have the entire supervision and management of the Club and its property pending the action of the Board of Directors; the power to suspend any member for violating the By-Laws or Regulation of the Club, pending the approval of the Board: to call special meetings and Club meetings. Subject to approval of the Board of Directors he/she shall appoint yearly Board Members to all Standing Committees and shall be an ex-officio member of the same. The Chairperson, together with one other officer, shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

SECTION 5 VICE CHAIRPERSON: At the request of the Chairperson, or in the Chairperson's absence or disability, the Vice Chairperson shall perform all the duties of the Chairperson. When so acting, the Vice Chairperson shall have all of the powers of, and be subject to all restrictions upon the Chairperson. The Vice Chairperson shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the Chairperson or the Board of Directors or as may be provided in these Bylaws.

- SECTION 6      TREASURER: The Treasurer shall maintain all financial records of the Club. The Treasurer shall make all deposits into the Club's Fund and shall make all disbursements from the Funds by proper vouchers. Such vouchers shall be approved by the Board of Directors. The Treasurer shall report to the Board of Directors any delinquent members at the regular schedule Board Meeting. Such statements shall be approved and be attached to the minutes. The Treasurer shall render a financial statement to the Board of Directors at the regular scheduled Board Meeting. The Treasurer shall prepare all statements and reports required by law, by the Chairperson and by the Board of Directors. The Board of Directors may delegate all or part of the authority and duties of the Treasurer to one or more Assistant Treasurers, subject to the approval of the Treasurer. Such assistant (s) shall be responsible for collecting all fees and assessments, and submit them to the Treasurer for deposit into the Club's Fund. Further, the Treasurer in conjunction with the Finance Committee shall be responsible for preparation of the yearly budget of anticipated expenditures and revenues at the beginning of the season and in preparing a financial statement at the end of the season.
- Copies of all Bank Statements shall be presented for review to the Board of Directors at their regular monthly Board meeting.
- SECTION 7      SECRETARY: The Secretary shall cause to be kept at the principal office of the Club, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Club (if any), the membership book and the book of minutes of all meetings of the Directors and Members. The Board of Directors may delegate all or part of the authority and duties of the Secretary to one or more Assistant Secretaries, subject to the approval of the Secretary. The Secretary in conjunction with the Membership Committee shall keep a membership book containing names and addresses of each member, and the date upon which the membership ceased. The Secretary shall give the notices of any meetings of the members or the Board as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the Club. The Secretary shall perform such other and further duties as may be prescribed or required from time to time by the Board of Directors or the Bylaws
- SECTION 8      AUTHORITY: The Board of Directors shall have entire authority in the management of affairs and finances. Expenditures exceeding \$ 3,500.00 per item, excluding operating cost of the Fraser FFSC, shall be approved by the General Membership. All rights and powers connected therein shall be vested in them.
- The Board of Directors shall have the authority to disapprove the appointment of any person to any of the committees. Such disapproval shall need a two-third (2/3) majority to pass.
- The Board of Directors shall have the authority and duty to deal directly with the Professional Staff. The Board of Directors can prescribe discipline, suspension and withdrawal of privileges of using Club Ice, if in the opinion of the Board of Directors it is warranted. The records if the disciplinary action shall be retained in Club files.
- SECTION 9      POLICIES: They shall make such written policies as they deem proper respecting the use of the Club's and or Members' property, prescribe policies for the admission of new members; policies for allocation of ice; policies pertaining to Professional Staff and fix penalties for offenses against the policies. The up to date policies and revisions shall be distributed to the Membership.
- SECTION 10     SALARIES: The officers and the Board of Directors of the Club shall serve without compensation.
- SECTION 11     ANNUAL TRANSITION: To maintain club continuity, officers whose term of office have expired shall assure the orderly transition of authority to their successors before being relieved of their

responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successor on all the Club's financial accounts and signature cards.

**ARTICLE IX  
ADMINISTRATION OF DONATIONS**

- SECTION 1      DONATIONS: All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors deems necessary. Donations include bequests and devises of deceased persons. At the discretion of the Board of Directors, the Club may raise revenues through fund-raising activities and donations. The Board of Directors has the right to refuse any donation made or offered to the Club with or without cause in its sole discretion.
- SECTION 2      ALL DONATIONS SUBJECT TO THESE BY-LAWS: Donors may make donations to or for the use of the Club by naming or otherwise identifying the Club in the gift transfer instrument. Each donor by making a donation to or for the use of the Club accepts and agrees to all the terms of these Bylaws. Further, each donor specifically provides that any funds created as a result of such donation shall be subject to the provision in these Bylaws relating to the presumption of donor's intent, the variance from donor's directions, for amendments and dissolution, and to all other terms of these Bylaws as amended from time to time.
- SECTION 3      SEGREGATION OF FUNDS: No donation shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Board may segregate any fund whenever convenient or useful as determined by the Board in its sole discretion. Directions for naming a fund as memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.
- SECTION 4      IMPROPER DONOR DIRECTIONS: If any direction by the donor, however expressed, would, if followed, the result in the use of any donation or fund contrary to the charitable purposes of the Club, or if the Board is advised by counsel that there is a substantial risk of such result, the direction shall not be followed, but shall be varied by the Board so far as necessary to avoid such results, except that if a donor has clearly stated that compliance with the direction is condition of such donation, then the donation shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceeding shall be proper expenses of administration.
- SECTION 5      CHANGED CIRCUMSTANCES: Whenever the Board of Directors decides that conditions or circumstances are such or have so changed since a direction by the donor as to purpose, or as to manner of distribution or use, that literal compliance with the direction is unnecessary, undesirable, impractical or impossible, or the direction is not consistent with the Club's charitable purposes, it may, by affirmative vote of two-thirds (2/3) of the directors, order such variances from the direction and such application of the whole or any part of the principal or income of the fund to other charitable purposes, as in its judgement will then more effectively serve such needs. Similarity whenever the Board decides that a donor's direction as to investment or administration have because of changed circumstances or conditions or experience proved impractical or unreasonable onerous and impedes effectual service of such needs, the Board may likewise order a variance from such directions to the extent in its judgment is necessary.

- SECTION 6 CHARITABLE TRUSTS: If a donation is made to the Club by means of any charitable trust or charitable trust investment, the payments to or for the use of the Club shall be regarded as Club funds only when the Club becomes entitled to their use, but the Board may take such action as it from time to time deems necessary to protect the Club's rights to receive such payments.
- SECTION 7 MAKING OF DISTRIBUTIONS: The Board may, in furtherance of the Club's charitable purposes, when needs therefor have been determined, and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments or governmental agencies as in the opinion of the Board can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.
- SECTION 8 DISTRIBUTION OF PRINCIPAL: Determination may be made to distribute all or part of the principal from funds donated without directions as to principal or income, as well as pursuant to directions expressly permitting the use of principal. The Board shall in such circumstance inform the investment manager of the Club, if any, as far in advance as the Board deems practicable so as to permit the investment manager to adjust its investment policies accordingly and may, upon being advised as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distribution accordingly.

## **ARTICLE X PROHIBITED ACTIVITIES**

- SECTION 1 ACTIONS JEOPARDIZING TAX STATUS: This Club shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under #501 (c) (3) of the Internal Revenue Code of 1986 and its regulations as amended, or by an organization, contributions to which are deductible under # 170 (c) (2) of such Code and its regulations as amended.
- SECTION 2 LOBBYING AND POLITICAL ACTIVITIES:
1. The Club shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.
  2. The Club shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.
- SECTION 3 PRIVATE INUREMENT: No part of the net income or net assets of the Club shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Club is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.
- SECTION 4 PROHIBITED ACTS: At any time during which the Club is deemed a private foundation, the Club shall not engage in any act of self-dealing as defined in Internal Revenue Code #4941 (d) the Club shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code #4942; the Club shall not own any excess business holdings that would subject it to tax under Code #4943; the Club shall not make any investment in such manner as to subject the Club to the tax imposed by Code #4944; and the Club shall not make any taxable expenditures as defined in Code #4945 (d).

- SECTION 5 CONFLICTS OF INTEREST: A conflict of interest occurs when a person under a duty to promote the interest of the Club (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Club employees, directors or officers, and members of any Club committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to in the best interest of the Club and work to detriment of the Club.
- SECTION 6 TYPICAL CONFLICT SITUATIONS: Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in vendor of goods or services to the Club; b) Club employees are loaned to other organizations, or the employees of another organization are loaned to this Club; c) Club fund raisers give financial advice to donors; or d) project funding requests are submitted by a potential or actual grant recipient with which a fiduciary is connected.
- SECTION 7 DISCHARGING CONFLICTS OF INTEREST: All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.
- SECTION 8 PREVENTING CONFLICT SITUATIONS: The Club, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.
1. Fiduciaries should refuse to enter into self-dealing relationships with the Club as a vendor.
  2. Fiduciaries should not accept anything but gifts of insubstantial value from vendors.
  3. The lending of employees to or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and condition of employment is required.
  4. Fundraisers should be advised not to recommend that making any donation to the Club is in the best interest of the donor.
  5. Financial, tax, and legal aspects of giving to the Club should be discussed with a donor only when the donor has independent financial, tax or legal counsel present.
  6. Donors who plan to make a sizeable gift in response to a personal solicitation should be encouraged to act only with the advice of independent counsel.
  7. A fiduciary should not participate in any way to submit, review, process or make a recommendation concerning a funding proposal on behalf of any potential or actual grant recipient which employs him or her or with which the fiduciary is affiliated or related, or concerning a funding proposal for a project in which the fiduciary will participate.
  8. Litigation - The Club shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

**ARTICLE XI  
OTHER FINANCIAL MATTERS**

- SECTION 1      PROPERTY OF THE CLUB: The title to all property of the Club, both real and personal, shall be vested in the Club.
- SECTION 2      DEDICATION OF ASSETS: This Club does not contemplate pecuniary gain or profit to the members thereof except as provided by law under 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The property of this Club is irrevocably dedicated to tax exempt purposes under said 501(c)(3) as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.
- SECTION 3      DISPOSITION UPON DISSOLUTION: Upon the dissolution or winding up of the Club, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Club remaining after payment, or provision for payment, of all debts and liabilities of this Club, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Club, as may be determined by the Board of Directors of this Club in its sole discretion, and which has established its tax exempt status under #501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this Club, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.
- SECTION 4      CONTRACTS: The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Club by any contract or engagement, or to pledge its credit, or render it pecuniary liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the Chairman, together with any other officer, may execute the same in the name of, and on behalf of, the Club, and any such officer may affix the corporate seal (if any) of the Club thereto.
- SECTION 5      VOTING STOCK OWNED BY THE CLUB: The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Club to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Club may hold voting stock or other securities, and may further provide that at any such meeting such person may possess and exercise all of the rights and power incident to the ownership of such voting securities which, as the owner thereof, this Club might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.
- SECTION 6      FINANCIAL ACCOUNTS: The Club may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Club purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer(s) or agent(s) of the Club, and in such manner, as is determined by the Board of Directors from time to time. However, expenditures exceeding \$1,000.00 shall require the signature of the Treasurer along with one other officer of the Club.



- SECTION 7 APPOINTMENT AND EMPLOYEEMENT OF ADVISORS: The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Club's purposes. The Board is authorized to employ such persons, including attorneys, accountants, agents and assistance as in its opinion are needed for the administration of the Club and to pay reasonable compensation for services and expenses thereof.
- SECTION 8 LIMITATIONS ON DEBT: No debt shall be incurred by the Club beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Club unless authorized by the Board of Directors.
- SECTION 9 LIMITATIONS ON LOANS: The Club shall not make or extend a loan to any director, officer or employee thereof for any purpose whatever.
- SECTION 10 LIABILITY OF DIRECTORS AND OFFICERS: No director or officer of the Club shall be personally liable to its creditors for any indebtedness or liability and any and all creditors shall look only to the Club's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of any employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith : errors of judgement, acts done or committed on advice of counsel, or any mistake of fact or law.
- SECTION 11 LIABILITY OF MEMBERS: No member of the Club shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Club's assets for payment.
- SECTION 12 PROPERTY INTERESTS UPON TERMINATION OF MEMBERS: Members have no interest in the property, assets or privileges of the Club. Cessation of membership shall operate as a release and assignment to the Club of all right, title and interest of any member, but shall not affect any.
- SECTION 13 FISCAL YEAR: The fiscal year of the Club shall be from July 1 to June 30.

## **ARTICLE XII COMMITTEES**

- SECTION 1 COMMITTEE POWERS: Committees of the Club shall be standing or special. The Board of Directors or the Chairperson may refer to the proper committee any matter affecting the Club or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under paragraph 528 of the Michigan Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors; Committees shall be established no later than 30 Days after the Spring Meeting.
- SECTION 2 LIMITATIONS: Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Club

or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Club.

SECTION 3 COMMITTEE MEMBERSHIP: The Board, acting upon the recommendation of the Chairperson, shall appoint the members of such Committees, and also select a Committee Chair. Persons other than directors may be appointed to such committees. The Chairperson shall be an ex-officio member of every committee other than the Executive Committee. Every committee shall consist of at least three (3) members exclusive of the Chairperson. Committee members shall be appointed for one-year terms.

SECTION 4 STANDING COMMITTEES: In addition to other committees the Board may establish from time to time, the following will be standing committees of the Club.

1. FINANCE COMMITTEE: The Treasurer shall serve as Chair of the Finance Committee. The Committee shall in general be responsible to oversee the preparation of all statements, reports, returns and audits of the Club's finances, and to oversee the investment of the various funds of the Club. The Finance Committee shall also submit recommendations to the Board for the selection of auditors, accountants and investment managers.
2. NOMINATIONS COMMITTEE: The Nominations Committee shall inform the membership that candidates are being sought for vacancies on the Board of Directors. The Committee shall try to insure at least two nominees for each vacancy. The names of candidates shall be forwarded to the Secretary for mailing. The Nominations Committee shall be responsible for submitting and recommending to the Board of Directors the names of persons with appropriate skills and good reputation to serve as directors and officers of the Club.
3. MEMBERSHIP COMMITTEE: The Club Secretary shall be a Committee member. The Membership Committee shall greet new members, furnish adequate descriptions of member categories and associated ice programs to the prospective members, and keep current membership lists. The committee shall also prepare and distribute membership application forms for yearly renewal of membership and for new members. Collect membership fees for deposit by the Treasurer into the Club's Fund and distribute copies of the By-Laws and other important information to new members.
4. RULES AND ICE COMMITTEE: The Committee shall formulate rules for the conduct of members during the Club skating sessions, supervise and direct conduct on the ice. The rules shall be approved by the Board of Directors and distributed to Club members. The Committee shall have the authority to enforce the rules and regulations, or delegate authority. The Committee shall work with the Board of Directors on scheduling Ice. The committee shall also inform monitors as to the use and care of equipment during Club skating session.
5. PROFESSIONAL COMMITTEE: The Professional Committee shall consist of three (3) Board Members appointed by the Chairperson. The committee shall be the liaison between the Board and the Professional staff. They shall interview prospective Professionals and make recommendations for hiring to the Board of Directors. They shall also review the Professional Staff yearly and make their recommendations to the Board of Directors. The yearly reviews shall be completed before the next fall season. They are responsible for communication and rules.
6. ICE SHOW COMMITTEE: Ice Show Committee shall have one Board Member acting as Chair, the Skating Director, the appointed Ice Show Director(s), as well as any additional members needed.

1. It shall be the responsibility of the Ice Show Committee to set up and review criteria bi-annually and present it to the Board of Directors and at a General Membership meeting to the membership for a vote.
  2. They are responsible, according to the criteria for assigning skaters into solos and/or groups and present their recommendations to the Board of Directors.
  3. They shall be responsible for all facets of the Ice Show preparation, subject to approval from the Board of Directors.
7. **PUBLICITY AND PUBLIC RELATIONS COMMITTEE:** The Publicity and Public Relations Committee shall be responsible for contact with other organizations with similar purposes and for the distribution of news of the Club and its activities to the public. The Skating Director shall be part of this committee.
8. **HOSPITALITY COMMITTEE:** The Hospitality Committee is responsible to provide food for Judges during Test sessions. This committee shall also be responsible to provide refreshments for other Club sponsored functions upon the Board's discretion.
9. **USFS TEST COMMITTEE:** The Test committee shall:
1. Schedule and conduct USFS tests, obtain necessary Judges, determine skaters' eligibility, collect applications and fees, establish test rules and guidelines for Test Sessions, and supervise Test Sessions.
  2. Prepare all required papers, report to various USFS officials as required, keep appropriate records of members' tests, order and distribute awards.
  3. Encourage Club members to train as Judges.
10. **BY-LAW COMMITTEE:** The By-Law committee shall periodically review the By-Laws. Upon receiving proposed By-Law changes from First Club Members in Good Standing, they shall review the proposed changes, make recommendations and present them to the Board of Directors within 60 days. Proposed Bylaw changes not recommended by the Board of Directors shall still be presented at either a Special Meeting or at the Spring or Fall General Membership Meeting to the Membership. A two third (2/3) majority vote of First Club Members present shall be needed to adopt by-law changes.
11. **SYNCHRONIZED SKATING COMMITTEE:** The Committee shall consist of the Treasurer of the Fraser Figure Skating Club, the acting General Manager of the Synchronized Team(s), and one Board Member and as many members as needed..

It shall be the responsibility of the Fraser Figure Skating Club Treasurer to oversee all funds from the Synchronized Skating teams, assist the General Manager(s) of the teams in preparing an annual budget, submit financial reports to the Board of Directors at the regular monthly meeting of the Board of Directors and submit a final Financial Report at the end of the season (May ) but no later than April to be included in the Financial Report (s) of the Fraser Figure Skating Club.

The duties of the General Manager(s) may include the day to day management of the Synchronized Skating activities, team accounting matters (Deposits, check writing, payroll) interacting with the team managers, Director and coaches, oversight of teams, team equipment, coordinate travel, and other duties as needed. The General Manager(s) shall meet with the Board of Directors from time to time and/or meet as requested by either party.

Bank Statements shall be reviewed by the Treasurer of the Fraser Figure Skating Club or in his/her absence by a member of the Finance Committee.

12. **COMPETITIVE COMMITTEE:** The Committee shall consist of the Competitive Skating Chairperson, the Skating Director and as many members as deemed necessary by the Chair. It shall be the responsibility of the Committee to work with the Rules and Ice Committee to secure adequate ice for the Program and manage the Competitive Program in its entirety.

13. **USFS DELEGATE:** The Board of Directors shall appoint the Delegate (s) to represent the Fraser Figure Skating Club's interests at the annual United States Figure Skating Association Governing Council Meeting and the Club secretary and/or the Chairperson shall inform the Association's Secretary, in writing, of the name and address of the Delegate (s) appointed.

Said Delegate (s) shall be representative (s) between the Club and Association and shall attend the Association's Meetings, either in person or by proxy. They shall also represent the Club in all other organizations the Fraser Figure Skating Club is a member of.

Expenditures for attending the USFS Governing Council Meeting such as travel and meals shall be reimbursed by the Club in accordance to the USFS Guidelines as stated in the Rule Book. Lodging at the designated hotel shall also be reimbursed by the Club for the duration of the meeting. Such expenditures in total shall not exceed \$3,500.00 per fiscal year. Anticipated expenditures exceeding \$3,500.00 shall need prior Membership approval. Mileage reimbursement and food allowance for other local meetings shall be reimbursed according to the USFS Guidelines as stated in Rule Book.

14. **COMPETITION COMMITTEE:** The Committee shall consist of 1 Board Member acting as chair and as many other Members as needed.

It shall be the responsibility of the committee to prepare bids for competitions the Club would like to host. The committee will be responsible to secure Ice for an awarded competition and to oversee all aspects of the competition (s).

**SECTION 5:** **SPECIAL COMMITTEES:** The Board may establish such special committees, as it deems appropriate from time to time. Special committees shall have the duties and responsibilities, as the Board shall designate from time to time.

**SECTION 6** **FRASER FIGURE SKATING CLUB** is a Volunteer Organization and only normal and necessary business expenses incurred by Committee members shall be reimbursed upon approval of the Board of Directors.

### **ARTICLE XIII INDEMNIFICATION**

**SECTION 1** **NONDERIVATIVE ACTIONS:** Subject to all of the other provisions of the Article, the Club shall indemnify any person who was or is a party to or is threatened to by made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the Club), by reason of the fact that the person is or was a director, officer, or nondirector volunteer of the Club, or while serving as a director, officer or nondirector volunteer of the Club, is or was serving at the request of the Club as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or

domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club or its members, and with respect to any criminal action or proceeding, if the person has no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Club or its members and, with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was unlawful.

SECTION 2 DERIVATIVE ACTIONS: Subject to all of the provisions of this Article, the Club shall indemnify any person who was or is party to or is threatened to be made a party to any threatened, pending, or completed action or suit by in the right of the Club to procure a judgment in its favor by reason of the fact that the person is or was a director, officer or nondirector volunteer of the Club or, while serving as a director, officer or nondirector volunteer of the Club, is or was serving at the request of the Club as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Club unless and only to the extent that the court in which the action or suit was brought has determined on application that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

SECTION 3 EXPENSES OF SUCCESSFUL DEFENSE: To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against actual and reasonable expenses (including attorney fees) incurred by the person in connection with the action, suit, or proceeding and any action, suit, or proceeding brought to enforce the mandatory indemnification provided by this Section.

SECTION 4 DEFINITION: For the purposes of this Article, "other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Club" shall include any service as a director, officer or nondirector volunteer of the Club that imposes duties on, or involves services by, the director, officer or nondirector volunteer with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner the person reasonable believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the Club or its members."

SECTION 5 CONTRACT RIGHT; LIMITATION ON INDEMNITY: The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director, officer, or nondirector volunteer as an employee or agent of the Club as well as in the person's capacity as a director, officer, or nondirector volunteer. Except as provided in Section 3 of this Article, the Club shall have no obligations under this

Article to indemnify any person in connection with any proceeding, or part thereof, initiated by the person without authorization by the Board of Directors.

SECTION 6

**DETERMINATION THAT INDEMNIFICATION IS PROPER:** Any indemnification under this Article (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2 of this Article, whichever is applicable, and upon an evaluation of the reasonableness of expense and amounts paid in settlement. The determination and evaluation shall be made in any of the following ways:

1. By a majority vote of a quorum of the Board consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
2. If the quorum described in clause (1) above is not obtainable, then by majority vote of a committee of two or more directors who are not at the time parties or threatened to be made parties to the action, suit, or proceeding.
3. By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways: (i) by the board or its committee in the manner prescribed in subparagraph (1) or (2); or (ii) if a quorum of the board cannot be obtained under subparagraph (1) and a committee cannot be designated under subparagraph (2), by the board.
4. By the members, except for members who are also directors, officers, employees, nondirector, volunteers or agents who are parties or threatened to be made parties to the action, suit, or proceeding.

SECTION 7

**PROPORTIONATE INDEMNITY:** If a person is entitled to indemnification under this Article for a portion of expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount, the Club shall indemnify the person for the portion of the expenses, judgments, penalties, fines, on amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 8

**EXPENSE ADVANCE:** The Club may pay or reimburse the reasonable expenses incurred by a person referred to in Section 1 or 2 of this Article who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if all of the following apply: (a) the person furnished the Club a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article; (b) the person furnishes the Club a written undertaking executed personally, or on his or her belief, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Section 1 or 2 of this Article. The authorization of payment must be made in the manner specified in Section 6 of this Article.

SECTION 9

**NON-EXCLUSIVITY OF RIGHTS:** The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Club. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

- SECTION 10 INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE CLUB: The Club may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Club to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of any director, officer or nondirector volunteer of the Club.
- SECTION 11 FORMER DIRECTORS AND OFFICERS: The indemnification provided in this Article continues for a person who has ceased to be a director, officer, employee, nondirector volunteer, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.
- SECTION 12 INSURANCE: The Club may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer or agent of the Club, or is or was serving at the request of the Club as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Club would have power to indemnify the person against the liability under these bylaws or the laws of the State of Michigan.
- SECTION 13 CHANGES IN MICHIGAN LAWS: If there is any change of the Michigan statutory provisions applicable to the Club relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Club to provide broader indemnification rights than the provisions permitted the Club to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.
- SECTION 14 AMENDMENT OR REPEAL OF ARTICLE: No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, nondirector volunteer, or agent of the Club for or with respect to any acts or omissions of the director, officer, employee, nondirector volunteer, or agent occurring before the amendment or repeal.
- SECTION 15 IMPACT OF TAX EXEMPT STATUS: The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Club's status as a tax exempt organization described in #501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE XIV  
THE PROFESSIONAL STAFF**

- SECTION 1 The Professional Staff shall be considered self-employed and are required to carry liability insurance. They shall be considered independent contractors for the Club (Board of Directors) for such purposes as Ice Show, Stroking or at any time where their services are directly paid for by the Club. They shall be reviewed yearly by the Professional Committee. Professionals may teach on Club contracted ice only with and for so long as they have written permission from the Board of Directors.
- SECTION 2 The Board of Directors shall employ a Skating Director (if applicable) and such Director shall have a one year contract with the Fraser Figure Skating Club to be reviewed yearly by the Pro Committee and shall have a negotiated salary mutually agreed upon. The Director is responsible for the smooth operation of the Fraser Figure Skating Club as outlined in his/her respective contract. He/she shall be present at the regular scheduled board meeting if requested by either parties and shall report on the activities of the Club. The Director is required to be a member of the PSA and shall carry liability insurance.

The Skating Director may make recommendations to the Board of Directors but shall have no say in governing the Fraser Figure Skating Club and its Subsidiaries.

SECTION 3 The Professional Staff may approach and bring forth to the Board of Directors or the Professional Committee, his or her concern and/or complaint of indebtedness from a Club Member for services rendered and the Board will attempt to amicably resolve the indebtedness with the member and the professional in order to keep said member in good standing with the Club and its Subsidiaries. The Board will request that all professionals of the Club, not take on a new student previously being instructed by another professional if she or he knows or reasonably should have known, that an indebtedness is still due and owing to the prior professional.

#### **ARTICLE XV FEES, DUES, AND ASSESSMENTS**

SECTION 1 To be set at the discretion of the Board of Directors.

SECTION 2 PROSPECTIVE MEMBERS: A prospective member may be admitted to three Club sessions per skating year provided he/she is accompanied in person by a Club member who in turn introduces him/her to the Chairperson of the Membership Committee, or, in the absence of the Chairperson, to one of the Committee Members or Board Members, at each session attended. The prospective member is to pay a fee designated for that particular session. Access to any skating session may be denied if said session appears to be hazardous and/or overcrowded.

SECTION 3 GUESTS: Any visiting skater from out of town who is a member of a USFS Skating Club or a CFSC may skate on Club ice providing a designated fee is paid for said session. Guest skaters may be denied access to any skating session if said session appears hazardous and/or overcrowded.

#### **ARTICLE XVI CONFLICT RESOLUTION**

SECTION 1 DEFINITION: Conflict between two or more parties can often arise and cause disruption to club activities and create an unhealthy environment for not only those involved in the conflict, but also for those not involved in the conflict. Conflicts can arise between any member, parent, coach, staff member, professional and/or director for many reasons. Below is a sample list of common causes of conflicts.

- Differences of Opinion
- Disagreements on how to handle issues
- Complaints about performance or direction
- Financial Disagreements
- Criticisms on performance or behaviors
- Disregard for position and/or role
- Abuse of position and/or role outside stated missions or directives
- Communication breakdown

NOTE: In the absence of a Program Director, the Board of Directors would serve in that role, in place of the Program Director throughout.



- SECTION 2 ADDRESSING CONFLICT: It is the club's expectation that great effort be exerted by the parties involved to self-resolve any conflict whenever conflict occurs by way of courteous understanding and compromise. If after multiple attempts the conflict cannot be resolved by the parties themselves, then the conflict must be documented by the complainant and escalated to the Program Director. The Program Director is unsuccessful in resolving the conflicts, then the documented issue must then be escalated further to a member of the Board of Directors. The Board of Directors must then review the conflict as a governing committee and attempt to resolve the conflict between the parties involved. An attempt at conflict resolution by either the Program Director and/or the Board of Directors will include investigation and proposed resolution.
- SECTION 3 INVESTIGATION: Whether it be the Program Director or the Board of Directors, unbiased investigation must be performed with each of the parties involved in the conflict. During the investigation process the Program Director or the Board of Directors must remind the parties involved that courteous understanding and compromise must be exercised by all involved. The investigating entity will gather as many facts as possible as they relate to the conflict at hand.
- SECTION 4 PROPOSED RESOLUTION: The investigating entity must review and consider all facts gathered during the investigation process. A best faith, fair and unbiased compromised must then be presented to the parties involved. Parties are expected to, in good faith; work with the Program Director and Board of Directors in all conflict resolution matters.
- SECTION 5 OVERRIDING AUTHORITY: If the Program Director and Board of Directors are unsuccessful in resolving the conflict with all parties involved, the Board of Directors will then have the authority to mandated a solution to the conflict at hand using any and all options available to the Board of Directors up to and including expulsion from the club (for members, parents, guardians and volunteers), termination of ice privileges (for professional staff) and/or dismissal from role (for Program Directors or Board of Directors).
- SECTION 6 CONFLICT OF INTEREST: Should one of the parties involved in a conflict be a Program Director or member of the Board of Directors, then that party would be excluded from participation in the investigation, proposed resolution and/or overriding authority processes as outlined herein.

**ARTICLE XVI  
AMENDMENT OF THE BY-LAWS**

- SECTION 1 ADOPTION: Except as otherwise provided herein with respect to greater voting requirements, if any, these By-Laws may be adopted, amended, restated or repealed by two-thirds (2/3) of the voting membership.
- SECTION 2 INSPECTION OF BYLAWS: The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Club for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

