

**BYLAWS**  
**- OF -**  
**GREAT FALLS FIGURE SKATING CLUB**

Member Club of  
The United States Figure Skating Association

Adopted: September 29<sup>th</sup> 2022

**ARTICLE I**

**NAME AND SEAL**

**Section 1. NAME:** The name of this Corporation, which is a nonprofit corporation organized and existing under the laws of the State of Montana, is "GREAT FALLS FIGURE SKATING CLUB" and is sometimes referred to herein as the "Club."

**Section 2. SEAL:** The Corporation shall have a seal, in form, words, and figures as shown by the imprint on this page of these bylaws.

SEAL

**ARTICLE II**

**PURPOSE**

**Section 1. PURPOSE:** The purposes of the Club are to encourage the instruction, practice, and advancement of the members in any or all of the disciplines of figure skating and to carry out the general policies and objectives of the United States Figure Skating Association.

**ARTICLE III**

**OFFICERS AND AGENTS**

**Section 1. OFFICERS:** The officers of the Club shall be president, vice-president, secretary and treasurer. The offices of secretary and treasurer may be combined at the board's discretion. All officers must be registered members of the USFSA who have designated the Club as their home club. All officers shall be directors and shall serve as the officers of the board of directors.

**Section 2. ELECTION:** The president, vice-president, secretary and treasurer shall be elected at the annual organization meeting of the board of directors and shall hold office until their successors are chosen.

**Section 3. SUBORDINATE OFFICERS:** The board may appoint or employ from time to time an executive secretary and other officers as the business of the Club may require,

either from the club membership or outside of the club membership on such terms as the board may consider advisable. The total number of board members, including officers and directors, shall not exceed 12.

## **ARTICLE IV**

### **DUTIES OF OFFICERS**

**Section 1. DUTIES OF PRESIDENT:** It shall be the duty of the president to take charge of the Club and to preside at all meetings of the club. As the chief executive officer of the Club, the president shall have the following powers: 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 bylaws or regulations of the club, pending the approval of the board; and to call special meetings and club meetings. The president, as presiding officer at board of directors' meetings, shall not be entitled to vote; provided, however, the president shall be authorized to vote in the event of a tie.

The president, together with another designated officer, shall sign all agreements and contracts made by the club, upon approval of the board of directors.

**Section 2. DUTIES OF VICE-PRESIDENT:** It shall be the duty of the vice-president to assist the president in the discharge of his duties and in his absence to assume his duties and officiate in his stead.

**Section 3. Duties of the Treasurer:** The treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report of income and expense to the board of directors at each regular meeting, to the president whenever called for and a year end financial report to the membership. All bills shall be submitted for approval at the monthly board meeting. No disbursements shall be made without board approval. The board of directors has the power, whenever they deem it necessary, to appoint an acting treasurer. The funds shall be deposited in the name of the Club in a bank approved by the board of directors, or in securities approved by the board of directors. All disbursements by check shall be signed by the treasurer or other designated officer or member of the board of directors. The fiscal year shall run July 1-June 30.

**Section 4. Duties of the Secretary:** It shall be the duty of the secretary to keep the "minutes of the meeting" of the Club and of the board of directors, and to supervise all reports and documents concerning the business of the club.

As soon as practical after March 1 of each year, the secretary shall cause to be posted on the Club bulletin board and/or Club website a list of all voting members of the Club

The secretary shall supervise the correspondence of the Club and prepare and issue notices of all meetings of the Club and the board of directors, unless someone else is designated to do so. The secretary shall perform, in addition, such other duties as may be prescribed by the board of directors.

## **Article V**

## Board of Directors

**Section 1. Qualification:** Directors must be voting members of the Club who have designated the Club as their home club under the applicable rules of the United States Figure Skating Association. Directors are required to attend 75% of yearly board meetings. Additionally, if a director fails to attend two meetings in a row, the remaining board members must vote to dismiss or retain the missing director.

**Section 2. Term of Office:** One third of the board shall be elected each year at the regular meeting of the membership, and they shall serve for a period of three years.

A director who has served a full term of three years shall be eligible for reelection for one additional term of three years. A former director, who has not served as such for at least one year, shall again be eligible to serve as a director. Should a director serve two consecutive 3-year terms and no other eligible replacements are nominated or accept nominations, the previous director may serve subsequent 3 year terms until a qualified replacement is voted on as outlined in the GFFSC By-laws. If a director is appointed to replace a director who has resigned, that appointed director will serve only until the next annual meeting.

## Nominating Committee

**Section 3. (i) Number of Members:** There shall be a nominating committee of five persons appointed by the president at a meeting of the board of directors in March of each year. The committee shall consist of no more than three present directors, whose terms are not next due to expire, and two voting members of the Club at large.

**(ii) Duties:** The nominating committee shall present and nominate at least one qualified candidate for each vacancy on the board of directors to be voted upon at the annual election. On or before the first Tuesday of April, the nominating committee shall make its report to the secretary, who shall immediately cause a list of those candidates nominated to be posted on the Club bulletin board and/or the Club website.

**(iii) Other Nominations:** Any five or more voting members of the Club desiring to make additional nominations for any vacancy on the board of directors to be voted upon at the annual election may, at any time prior to the third Tuesday in April, send such nominations, in writing, signed by them, to the secretary, who shall immediately post same on the Club bulletin board and/or the Club website. No candidate shall be elected unless they have been nominated as herein provided and have consented to such nomination.

## Elections

**Section 4. (i) Board of Directors:** The successors to the directors whose terms have expired shall be elected by the voting members of the Club at the annual meeting.

**(ii) Officers:** Within a reasonable time, not to exceed thirty days, following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officer of the Club, and the transaction of other business.

**(iii) Method of Voting:** Voting shall be by ballot, and the candidates receiving the greatest number of votes shall be elected.

**Section 5. Resignation:** A director may resign by written or oral notice to the president

## **Article VI Powers and Duties of the Board of Directors**

**Section 1. Powers and Duties:** The business and affairs of the Club including, but not limited to, all financial obligations shall be controlled by the board of directors in accordance with the Articles of Incorporation, these bylaws, and the laws of the state of Montana.

**Section 2. Meetings:** The board of directors shall meet at least monthly during the skating season and shall hold no less than 9 meetings during the calendar year. Notification of the date, time, and location of meetings shall be given by a designated board member prior to each meeting.

Special meetings of the board may be called by the president or by three (3) or more members of the board upon written notice to all the members of the board of directors at least seven (7) days prior to the meeting. The notice shall state the date, time, and location of the meeting, the purpose for which the meeting is called, and the names of the members requesting the meeting.

Any action required or permitted to be taken at a board meeting may be taken without a meeting if a consent in writing (or counterparts thereof) that sets for the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and received by the board. Such consent (which may be signed in counterparts, including electronic signatures via email) shall have the same force and effect as a unanimous vote. The record date for determining members entitled to take action without a meeting is the date the club first receives a writing upon which the action is taken. All signed written instruments necessary under this provision shall be filed with the minutes of the membership meetings.

**Section 3. Quorum:** One half of the board shall constitute a quorum.

**Section 4. Proceedings:** All business transacted by the board of directors shall be reported to the membership in accordance with the laws of the State of Montana.

**Section 5. Rules, Regulations and Policies:** The board shall adopt such rules, regulations, and policies as they deem proper with respect to the skating program, property of the Club, admission of nonmembers, conduct of the board of directors and the committees.

All policies, rules and regulations adopted by the board of directors must be stated in the minutes of the meeting at which they were determined and adopted. The policies, rules and regulations then in effect, including reference to the date adopted and thereafter amended, shall be kept and maintained in two separate Records of Policies, Rules and Regulations; one

kept by the secretary and one kept and maintained on the Club website. These shall be made available for review by all persons who participate in the activities of the Club

All newly adopted or amended policies, rules, and regulations shall be posted on the Club bulletin board and/or the Club website for a minimum of two (2) weeks following their adoption. The rule(s) goes into effect after being posted for two (2) weeks following their adoption. They may likewise be distributed to the membership in such manner as the board or any of the officers deem necessary and appropriate.

**Section 6. Fees:** The annual membership dues shall be in such amount as determined from time to time by the board of directors. The annual dues include a Skating Magazine, distributed to households according to the policy of the USFSA.

**Section 7. Appropriations:** All appropriations from the funds of the Club shall be made by the board of directors.

**Section 8. Audits:** The board shall have the authority to audit the books and records of the secretary, the committees, and the treasurer. They shall appoint or secure the services of a qualified individual to audit any and all books and records if such need arises.

**Section 9. Indebtedness:** Payment of dues is mandatory for membership in the Club.

**Section 10. Standing Committees:** The board shall have the authority to appoint interim and/or standing committees as the need may arise.

**Section 11. USFSA Delegate:** The board shall appoint from its registered eligible members a number of delegates in proportion to the total number of registered members of the club during the preceding fiscal year as specified in the USFSA Bylaws Article VII. The delegate(s) shall be representative(s) between the Club and the Association and shall attend the USFSA Governing meeting, either in person or by proxy. The Club shall file a certificate of such appointment with the Association and the certificate shall be provided by the Association.

**Section 12. Clerical Assistance:** The board shall have authority to make, in its discretion, appropriations for clerical assistance to the secretary and/or treasurer.

**Section 13. Expenditures and Revenue:** The board, in cooperation with the treasurer, shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same. A report of the actual revenues and expenditures of the preceding year shall also be presented to the annual meeting.

## **Article VII Membership**

**Section 1. Eligibility:** All persons who reside within the bounds of the United States Figure Skating Northwest Pacific Region are eligible for membership upon application and payment of fees and dues fixed by the board of directors. Once an application is received,

the application will be reviewed at the next board of directors meeting. The application needs a (2/3) passing vote from the board of directors. Learn to skate participants are exempt from the application approval process based on a coach's recommendation for club membership. In the event a learn to skate participant does not receive a recommendation, an application for membership can be submitted to the board for approval. Persons residing outside the Northwest Pacific Region who are seeking membership must submit a written affidavit stating that they will not compete at the Northwest Pacific Regional Championships.

**Section 2. Classes of Membership:** The Corporation shall have the following classes for members:

**(i) Active Voting Member:** Any person age sixteen or older, who is active in the Club and its activities, who has paid his current dues.

**(ii) Associate Voting Member:** Any person age sixteen or older, who is inactive in the Club for reasons of distance or other, who has paid his current dues.

**(iii) Junior Member:** Any person under the age of sixteen. Junior members are classified as nonvoting members.

**(iv) Honorary Members:** Any person elected to honorary membership in the Club by a 2/3 vote of the membership at the annual meeting. An honorary member shall be free from all dues and assessments. Such persons may represent the Club in competitions and exhibitions under the same rules governing active members.

**Section 3. Arrears for Dues Restrictions:** No member in arrears for dues, or other indebtedness, shall be eligible to hold office or entitled to vote, or to enter in any club tests or competition.

**Section 4. 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 by the board of directors. The skater must be a member in good standing in the Club.

**Section 5. Termination and Suspension of Membership:** Membership may be terminated or suspended by the board of directors for failing to pay dues or other indebtedness to the Club or for violating the articles of incorporation, bylaws, or rules and regulations of the Club. Membership may be terminated or suspended due to behavior injurious to the club, members and/or its affiliates.

**Section 6. Voting Rights:** Each voting member of the Club, as set out in Section 2 above, shall be entitled to one vote. All voting shall be in accordance with Montana law, and voting by proxy shall not be allowed.

**Section 7. Membership Year:** All membership shall be for the twelve month period set by United States Figure Skating.

## **Article VIII Club Meetings**

**Section 1. Annual Meeting:** An annual meeting of the members shall be held during May of each year.

**Section 2. Special Meetings:** The secretary shall call special meetings at the direction of the president, or upon the written request of five club members in good standing.

**Section 3. Quorum:** Ten percent (10%) of the members eligible to vote, or fifteen (15) members eligible to vote, whichever is the lesser, shall constitute a quorum for the transaction of business.

**Section 4. Notices:** Notices of regular and special meetings shall be mailed, emailed and/or posted on the Club website by the secretary to every member at least ten (10) days in advance thereof and shall be posted on the club bulletin board and/or the Club website for the same length of time.

**Section 5. Special meeting Limitation:** No business shall be transacted at a special meeting except that of which notice was given.

## **Article IX Discipline**

**Section 1. Termination:** The board of directors shall have the power to terminate or suspend membership in the Club in accord and policy and procedures set forth in the bylaws.

**Section 2. Complaints:** Any member or members having complaint against another member for the infraction of any law or rule, or for conduct injurious to the Club, members and/or affiliates may report the same, in writing, to the board of directors. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the board of directors shall be held as soon as practicable to investigate. The complaint(s) and the member complained against shall be given copies of any written statements regarding the complaint and shall be notified at least seven (7) days prior to a hearing date.

**Section 3. Hearing:** The board of directors shall set a hearing date and give all parties at least seven (7) days written notice prior to such date. The board of directors shall establish rules of procedure for such hearing which will be provided to all parties at least five (5) days prior to the hearing. Both the complainant and the person complained against will have the right to present evidence. The board of directors will vote within 24 hours of such hearing on any action to be taken. The decision of the board shall be reduced to writing and shall provide reasons for the decision. The decision of the board will be final.

## **Article X Other**

**Section 1. Contracts:** The Board of directors may authorize any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Club, and such authority may be general or special. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Club.

**Section 2. Professional Instructors:** All instructors who teach on ice purchased by the Club must maintain the appropriate coaching credentials as set forth by United States Figure Skating.

**Section 3. Rules and Regulations:** The board of directors will have the power to determine the policy, rules, and regulations pertaining to the operation of the Club and the skating membership, to include, but not limited to, the following:

1. Skating Program
2. Fees, dues, assessments
3. Indebtedness
4. Candidates for membership
5. Suspension or expulsion
6. Readmission to membership
7. Standing committees
8. Classes of skaters
9. Tests and judging

## **Article XII Amendments**

**Section 1. Power of Directors:** Subject to the right of the members as hereinafter provided, the board of directors may adopt, amend, or repeal the bylaws. Any bylaws may be adopted, amended, or repealed by a vote for two thirds (2/3) of the entire number of directors of the club at any regular meeting of such board, or by written assent of two thirds (2/3) of the entire number of directors of the Club.

**Section 2. Power of Members:** New bylaws may be adopted, or these bylaws may be amended or repealed by a vote of two thirds (2/3) of the voting members of the club at a meeting duly pursuant to the bylaws, or by written assent of two thirds (2/3) of the voting members of the Club.

## **Article XIII Order of Business**

**Section 1. Sequence:** All annual meetings, board meetings, and special meetings will be conducted in an orderly fashion. "Roberts Rules of Order Newly Revised" may be used as a guide. At stated and special meetings, the following order of business shall be observed.

- a. Roll Call
- b. Reading of minutes of previous meetings
- c. Reports of officers
- d. Reports of committees
- e. Election of officers
- f. Unfinished business
- g. New business
- h. Adjournments