

FILE

BYLAWS of MOSINEE SILVERBLADES FIGURE SKATING CLUB, INC.

ARTICLE I NAME; EXISTENCE; OFFICES

Section 1.1 Name. The name of this organization is the Mosinee Silverblades Figure Skating Club, Inc (hereinafter referred to as "Club").

Section 1.2 Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the State of Wisconsin (hereinafter referred to as "State") and shall be governed by the Nonprofit corporation law of the state (hereinafter referred to as "Nonprofit Law").

Section 1.3 Memberships in U.S. Figure Skating. The Club has been formed to be a member of The United States Figure Skating Association (hereinafter referred to as "U.S. Figure Skating"), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.

Section 1.4 Offices. The principal office/headquarters of the Club shall be located at 709 11th Street in Mosinee, Wisconsin. The registered office of the Club required by the Nonprofit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

ARTICLE II

PURPOSES

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objects and purposes of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

The Club is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

MEMBERS

Section 3.1 Classes of Membership.

a) **Senior Members:** Senior Members shall be 18 years of age or over and shall enjoy all privileges of the club. In addition to the privileges authorized in the United States Figure Skating Constitution, they shall have the right to vote and hold office.

b) **Junior Members:** Junior Members shall be under the age of 18 years of age and shall enjoy all privileges of the Club except voting or holding office.

c) **Senior Non- Skating Members:** Senior Non-Skating Members shall be 18 years of age or older and must be a legal parent or guardian of Junior Member of the Club. They shall enjoy all privileges of the Club except skating. In addition to the privileges authorized in the U.S. Figure Skating Constitution, they shall have the right to vote and hold office.

The Club shall have members who are interested in the objects and purposes of the Club and who are registered with U.S. Figure Skating. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 3.2 Dues. The Board of Directors may establish, as it deems necessary and appropriate, such periodic membership dues along with other assessments and procedures for the manner of payment and collection thereof.

Section 3.3 Arrears for Dues. Any member in arrears for dues, or other indebtedness, shall be notified by mail by the Secretary at his/her last known address of the amount due. If the amount is not paid in full within one month thereafter, the Secretary shall report the name of the delinquent to the

Board at the next meeting. The Board of Directors may remove such member from the Club due to the delinquency. Upon payment of the amount due, and at the discretion of the Board, the member may be reinstated to full membership.

Section 3.4 Arrears for Dues Restrictions. No member in arrears for dues or other indebtedness may be eligible to hold office or entitled to vote.

Section 3.5 Resignation. Any member not in arrears for dues or other indebtedness may tender a written resignation of their membership to the Secretary, who shall report the resignation to the Board of Directors at the next meeting.

Section 3.6 Board Approvals for Competitions or Exhibitions. No member or members of the Club shall make entry in any competition or exhibition in the name of the Club except with the approval of the Board of Directors, or someone given this authority. The rule is from the U.S. Figure Skating Constitution and all rules therein apply. Non-compliance with said U.S. Figure Skating rules could result in loss of amateur status for the skater.

ARTICLE IV
OFFICERS

Section 4.1 Officers. Elected Officers of the Club shall be President, Vice-President, Secretary, and Treasurer. The Board of Directors may also appoint such other officers, assistant officers, and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in these Bylaws.

Section 4.2 Election and Terms of Office. The Board of Directors at each annual meeting of the Club shall elect the Officers of the Club. If the election of Officers is not held at the annual meeting, the election shall be held as soon as possible thereafter. Each Officer shall hold office until the successor Officer has been duly elected or until the Officer's earlier death, resignation, or removal.

Section 4.3 Compensation. Officers shall not receive compensation for their services, although the reasonable expenses of Officers may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 4.4 Resignation. An Officer may resign any time by providing written notice of resignation to the Club. The resignation is effective when the Club receives the notice unless the notice specifies a later effective date.

Section 4.5 Removals. Any Officer may be removed by the Board of Directors whenever the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 4.6 Vacancies. A vacancy in any office, however occurring, may be filled by an appointment of a new officer by the Board of Directors for the un-expired portion of the term.

Section 4.7 Authority and Duties of Officers. The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified above and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

ARTICLE V
DUTIES OF OFFICERS

Section 5.1 Duties of the President. It shall be the duty of the President to take charge of the Club and to preside at all meetings of the Club and the Board of Directors. The President can call special Board meetings and special membership meetings. The President along with the Secretary shall sign all agreements and contracts made in the name of the Club as authorized by a resolution by the Board of Directors. The President does not participate in any voting of the Board unless there is a tie and the President then will cast the deciding vote.

Section 5.2 Duties of the Vice-President. It shall be the duties of the Vice-President to assist the President and shall perform such duties as may be assigned to it by the Board of Directors or the President. The Vice-President shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions placed on the President.

Section 5.3 Duties of the Secretary. It shall be the duties of the Secretary to keep the minutes of the meetings of the membership and of the Board of Directors and to supervise all reports and documents connected with the business of the Club. The Secretary shall maintain copies of the minutes in the permanent Club files. The Secretary shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the membership and the Board of Directors. The Secretary along with the President will sign all agreements and contracts made in the name of the Club.

Section 5.4 Duties of the Treasurer. The Treasurer shall be in charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report monthly or as requested by the President or the Board of Directors. An annual financial report shall be completed and

displayed at the Annual Meeting of the entire membership. Disbursements shall be made only in accordance with the budget approved by the Board of Directors or items specifically authorized by that body. The funds shall be deposited in the name of the Club in a bank approved by the Board of Directors. The Treasurer shall sign all disbursements by check.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1 Number of members. There shall be a Board of Directors composed of nine (9) Senior Members and/or Senior Non-Skating Members of the club.

Section 6.2 Terms of Office. The Board of Directors shall be elected each year at the Annual Meeting of the Membership. Each Board Member shall serve a period of three (3) years, taking office on May 1 of the year elected. The terms of the Board Members shall be staggered so that no more than three (3) Board Members leave office in the same year. No Board Member may serve more than two (2) consecutive terms (exclusive of temporary appointments).

Section 6.3 Qualifications. A Board Member must be at least eighteen (18) years old, must be a Senior Member or a Senior Non-Skater Member of the Club.

Section 6.4 Board Nominations and Elections.

a) The Nomination Committee shall be composed of three (3) retiring Board Members. If there are not three members retiring, the President may appoint additional members to reach three. The Nominating Committee shall:

1. Inform the membership that candidates are being sought for vacancies on the Board of Directors.

2. Insure at least two nominees for each vacancy (if possible);

3. Run the election, report the results to the membership, and relinquish custody of the ballots and final complete elections results to the Secretary to be retained until the next election.

b) Nominations from the floor are always in order.

c) Election shall be by ballot and the three receiving the highest number of votes shall serve for three years, taking office at the beginning of the fiscal year.

d) Un-expired terms of Directors shall be filled by appointment until the next regular election, at which election the person receiving the fourth highest number of votes shall be elected to the position held by the appointee. The un-expired term of a Professional Member of the Board who is unable to complete his/her term shall be filled by a Professional Member of the Club.

e) If a Director fails to attend three (3) consecutive regular monthly meetings in a twelve month period without an adequate excuse, the Director may be removed by the Board of Directors and (d) above would be enacted. Removal of a Director shall take a three-fourths vote of remaining Directors.

Section 6.5 Limitations on Liability. A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a director or officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

Section 6.6 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 6.7 Resignation. A Director may resign at any time by providing a written notice of resignation to the Club. The resignation is effective when the Club receives the notice unless the notice specifies a later effective date.

Section 6.8 Removals. Directors may be removed as follows:

a) The voting members may remove one or more directors elected by them with due cause.

b) If a voting group elects a Director, only that voting group may participate in the vote to remove that Director.

c) A director may be removed only if the number of votes cast to remove that director would be sufficient to elect the director at a meeting to elect directors.

d) A director may be removed only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of a director.

e) A director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the Bylaws; except that a director elected by the Board of Directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors.

Section 6.9 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by vote of the members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 Meetings.

a) The Board of Directors shall meet once every month. The date of such meetings shall be stated by the President, or in his/her absence by the Vice-President.

b) Any four (4) members of the Board may call a Board meeting by advising the President and then notify either in writing or by telephone all of the members of the Board of Directors at least three (3) days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the four (4) members requesting the meeting. The quorum rule applies in order to conduct business or be considered a valid meeting. Results of a special meeting under this section should be posted for membership at the principal location of membership.

c) No business can be conducted at a special meeting that was not stated unless all nine (9) Board Members are present.

d) Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board consent to the action being taken with a meeting in writing. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board of Directors for all purposes.

Section 7.2 Authority. The Board of Directors shall have entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and power connected therein shall be vested in the Board of Directors.

Section 7.3 Rules. The Board of Directors shall maintain the rules of the Club, changing as they deem proper, respecting the use of the Club's property; prescribing rules for the admission of

strangers; fixing penalties for offenses against the rules, and making rules for their own government and for the government of the committees appointed by them. The rule changes and/or revisions shall be distributed to the membership by posted memo at the rink or electronic mail.

Section 7.4 Appropriations. The Board of Directors shall make all appropriations from the funds of the Club.

Section 7.5 Audits. The Board of Directors shall audit records of the Secretary, Treasurer, and Committees.

Section 7.6 Suspend or Expel. The Board of Directors shall have the power to expel any member for violations of the Code of Conduct and By-Laws or conduct which they shall deem improper.

Section 7.7 Standing Committees. The President shall recommend to the Board of Directors the chairperson for the Standing Committees and the Board shall appoint a chairperson for all Standing Committees. The chairperson shall have full authority over the Standing Committee. The Board of Directors may create other committees as it deems necessary.

Section 7.8 Expenditures and Revenue. The Board of Directors shall prepare and submit at the Annual Meeting of the Club a report providing a list of anticipated expenditures for the coming year and proposals of sources of revenue to meet the expenditures.

ARTICLE VIII
CLUB MEETINGS

Section 8.1 Notice of Meetings. Notice shall be given to each member entitled to vote in a fair and reasonable manner. Notice may be given by written memo at the rink, electronic notification on the Club's Website, and/or by local newspaper. These notifications shall be posted at least ten (10) days in advance.

Section 8.2 Special Meetings. The Secretary shall call special meetings at the direction of the President, or upon written request of five (5) Club members in good standing.

Section 8.3 Special Meeting Limitations. No business can be transacted at a special meeting except that of which notice was given.

Section 8.4 Adjournment of Meeting. When a meeting is adjourned to another date, time or place, notice need not be given of the new date, time or place if the new date, time or place of such meeting is announced before adjournment of the meeting at which the adjournment is taken. At the adjourned meeting the Club may transact any business that may have been transacted at the original meeting. If a new records date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

Section 8.5 Quorum. Ten (10) percent of the active membership shall constitute a quorum for transactions of business.

Section 8.6 Proxy. A member in good standing and eligible to vote at a Club meeting is entitled to authorize another person to act for the member by proxy for a limited purpose or purposes stated in proxy. The member shall sign such proxy. A proxy is not valid after the expiration of one (1) year from

its date unless otherwise provided in the proxy. Votes cast by proxy shall be taken into consideration in determining a quorum.

Section 8.7 Annual Meeting. The Club shall hold an Annual Meeting of its members for the purpose of electing Directors and for the transaction of the Annual Financial Statement. The Board of Directors shall choose a time and place for the meeting and provide notices to all members.

ARTICLE IX
STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 9.1 General. Each Board Member and Officer shall perform their duties as a Board Member or officer, including without limitation their duties as a member of any committee of the Board:

- a) In good faith
- b) In a manner the Board Member or Officer reasonably believes to be in the best interest of the Club and with the care that an ordinary prudent person in a like position would exercise under similar circumstances.
- c) A Board Member or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE X
CONFLICTS OF INTEREST

Section 10.1 Disclosure. Any conflict of interest on the part of any member of the Board should be disclosed to other Board Members and made a matter of record, either when the interest becomes a matter of Board action or as part a periodic disclosure to be established by the Board.

Section 10.2 Director May State Position. The foregoing requirements should neither be construed as preventing a Board Member from stating his or her position on the matter nor from answering pertinent questions of other Board Member since his or her knowledge may be a great assistance.

Section 10.3 Duty of Good Faith. The Officers of the Club shall exercise the utmost good faith in all transactions touching upon their duties to the Club and its property. In their dealings with and on behalf of the Club they shall be held to a strict rule of honest and fair dealing between themselves and the Club. They shall not use their position or knowledge gained therefrom in such a way that a conflict might arise between their own interest and that of the Club.

Section 10.4 Loans. The Club shall make no loans to its Board Member or Officers. Any Board Member or Officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until the repayment thereof.

ARTICLE XI
CONFLICT RESOLUTION

If any club member(s) has a complaint against another member(s) for a violation of any Bylaw or rule other than skating rules, the member(s) may file such complaint in writing to the Board. Such complaint will be investigated according to the conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE XI

METHOD OF PROCEDURE FOR DISCIPLINE

Any member(s) having a complaint against another member(s) for the violation of any law or rule, other than skating rules, as for conduct injurious to the welfare of the Club, 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 possible to investigate it. The complainants and the member complained of shall receive at least seven (7) days notice of such meeting and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary, and he/she shall mail copies thereof to the complainant (s), and to the member thereof. An appeal from the decision of the Board may be taken to the Club within seven (7) days thereafter, by serving upon the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case, and a two-thirds vote by the members shall be necessary to reverse the decision of the Board of Directors.

ARTICLE XIII
MISCELLANEOUS

Section 13.1 Financial Statements. Upon the written request of any member, the Club shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 13.2 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 13.3 Amendments. These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise.

ARTICLE XIV
AMENDMENTS AND RULES OF ORDER

Section 14.1 Amendments. Amendments to the Constitution must be read and approved by two-thirds (2/3) majority vote at a stated meeting of the Club membership, after having been read at a Club membership meeting at least thirty (30) days prior to vote.

Section 14.2 Robert's Rule of Order. Robert's Rules of Order shall be used in conducting business in Club membership meetings and Board of Directors.

IN WITNESS WHEREOF, the Board of Directors of the Mosinee Silverblades Figure Skating Club, Inc. have hereunto set their hands to evidence their adoption of these Bylaws as of this ___ day of ___, 2007.

By: <u>[Signature]</u>	By: <u>[Signature]</u>
By: <u>[Signature]</u>	By: <u>[Signature]</u>
By: <u>[Signature]</u>	By: <u>[Signature]</u>
By: <u>[Signature]</u>	By: _____

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of Mosinee Silverblades Figure Skating Club, Inc and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

Dated this ____ day of the month of ____ 2006.

Name: Nicole Schwartz
Print

N. Schwartz
Sign