

BYLAWS
OF
MID-WEST FIGURE SKATING COUNCIL

ARTICLE I
NAME, EXISTENCE, OFFICES

Section 1.1 *Name.* The name of this organization is the Mid-West Figure Skating Council (referred to in these Bylaws as the “Council”).

Section 1.2 *Incorporation.* The Council is incorporated as a nonprofit corporation under the laws of the state of Missouri (the “State”) and shall be governed by the nonprofit corporation law of the state (the “Nonprofit Law”).

Section 1.3 *Membership in U.S. Figure Skating.* The Council has been formed to be a member of The United States Figure Skating Association (“U. S. Figure Skating”), to exist for the purposes specified in Article II of these Bylaws. As such, the Council 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.

ARTICLE II
PURPOSES

The purpose of the Council shall be:

- A. To improve, encourage, and advance figure skating for the community served by the Council and cultivate a spirit of fraternal feeling among the ice skating clubs within the Council.
- B. To provide a forum for the exchange of information among its Member Clubs for their mutual benefit.
- C. To provide a means for cooperative activities which will further the objectives of the Council. Such cooperative activities may include, but are not limited to, the holding of competitions, tests, exhibitions, judge’s schools, and other figure skating activities and the publication and dissemination of information concerning figure skating by all appropriate means. The Council has no authority or power to interfere with the rights of its members as Member Clubs of United States Figure Skating, herein referred to as the USFS.

ARTICLE III MEMBER CLUBS

Section 3.1 *Members.* The Council shall have members who are interested in the objects and purposes of the Council and who are registered with U. S. Figure Skating, with voting rights and any other legal rights or privileges in connection with the governance of the Council, in accordance with such provisions and criteria pertaining to qualifications, classification, privileges, application and acceptance of members established from time-to-time by the Board of Directors. Members of the Council 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 as well as the Council Bylaws and Operating Guidelines.

Section 3.2 *Admission of New Member Clubs.* Admission as a Member Club shall be by majority vote of the current membership of the Council. The procedure for accepting new Member Clubs is further outlined in the Operating Guidelines.

Section 3.3 *Member Club Representation.* Member Clubs shall be entitled to three voting directors selected by their respective club boards who shall be members in good standing of that Member Club, one of which is a Board member of their respective club.

Section 3.4 *Dues.* All Member Clubs shall pay annual membership dues to the Council in such amounts and in such a manner as the Board of Directors determines. Each year the Board of Directors shall specify a date and give members prior written notice of the amount and date membership dues are payable.

Section 3.5 *Termination, Expulsion or Suspension.* No Member Club may be expelled or suspended from the Council, and no membership may be terminated or suspended, except as follows: The Member Club and/or Director shall be given not less than thirty (30) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The Member Club and/or Director shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than ten (10) days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the Member Club and/or Director shown on the Council's records. Any Member Club and/or Director expelled or suspended shall be liable to the Council for dues, assessments or fees incurred or commitments made prior to expulsion. The provisions of this Section 3.5 apply to a Member Club's and/or Director's membership in the Council and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

ARTICLE IV MEETINGS

Section 4.1 *Meetings.* Meetings of the Council shall be held at a minimum quarterly, or four times within the fiscal year of the Council. Meetings shall be held at a convenient place

within the area served by the Member Clubs. Meetings shall include at least one (1) annual meeting for the purpose of the election of new officers. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Council or invalidate any action taken by the Board of Directors or Officers of the Council.

Section 4.2 *Special Meetings.* Special Meetings of the Council may be called by one-third of the Directors. Notice of such meetings shall be given a minimum of five (5) days prior to the meeting. Such requests shall state the purpose of the meeting. Business transacted at the meeting shall be limited to the purpose stated in the notice.

Section 4.3 *Quorum and Voting.* A majority, (fifty-five percent (55%)) or more of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the vote of a greater number of votes is required by law or the Council's Articles of Incorporation. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors. If a club is not represented at the meeting then the club can request for any issue or vote to be tabled until the next meeting . This procedure can only occur one time per issue.

Section 4.4 *Meetings by Telecommunications.* Any or all of the members may participate in a special meeting of the Directors by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 *General Powers and Qualifications.*

- (a) *Powers.* The business and affairs of the Council shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Council's Bylaws and Operating Guidelines.
- (b) *Contracts.* The Board of Directors may authorize any officer or officers of the Council, in addition to the officers so authorized by these Bylaws, to negotiate any contract or agreement, on behalf of the Council, and such authority may be general or confined to specific contracts or agreements. Any such contract or agreement must have majority approval of the Board following negotiations. After final approval by the Board, said contract or agreement must be signed by two (2) Officers of the Council to be fully executed. Signing Officers must represent different clubs.

- (c) *Qualifications.* Directors must be (i) at least twenty-one (21) years old, (ii) registered with U. S. Figure Skating and (iii) home club members of the Club in accordance with provisions of applicable rules of U. S. Figure Skating. In addition, Directors of the Council must be eligible persons, as defined in the eligibility rules of U. S. Figure Skating. (See, U. S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).

Section 5.2 *Term of Directors.* Directors shall serve a term of 1 year. Each Member Club will submit their list of Directors for the upcoming year each April.

Section 5.3 *Termination.* The following events or happenings are grounds for immediate termination:

- a. If the Director and/or Member Club is convicted of a felony offense;
- b. The Member Club is voluntarily or involuntarily dissolved;
- c. A voluntary or involuntary petition in bankruptcy is filed by or against the Member Club;
- d. The Member Club fails to pay its membership dues within ninety (90) days after such Member Club's dues were payable;
- e. The Member Club's or director's membership in the USFSA is voluntarily or involuntarily terminated;
- f. If a Director changes their home-club membership; or
- g. If the Director and/or Member Club refuses to act or abdicates the performances of his/her responsibilities.
- h. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Council will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.4 *Vacancies.* A vacancy of any Officer or Director, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by a Director from the same Member Club for the unexpired portion of the term.

Section 5.5 *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 Council. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Council in any other capacity.

Section 5.6 *Committees.* Committees may be formed by the Board of Directors from time to time to carry out special programs or functions of the Council. The Board has the

responsibility to define the purpose and function of the committees. These committees shall submit to the Board of Directors their suggestions, recommendations, and/or plans on such matters and must be approved by the Board. The Board shall designate the names, duties, and recording requirements of such committees as it deems necessary. Committee members and chairs do not have to be Board members. A list of such Committees can be found in MWFSC's Operating Guidelines.

ARTICLE VI OFFICERS

Section 6.1 *Number and Qualifications.* The elected officers of the Council shall be a President (who shall also serve as the Chairman of the Board), Vice-President, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary. Officers must be Directors of the Council and, therefore, must meet the qualifications of Directors as set forth in Section 5.1(d) of these Bylaws. USFS Approved Coaches are not eligible to hold an Officer position within the Council. All New Member Clubs will have a one-year waiting period before Directors can serve as an officer of the Council.

Section 6.2 *Election and Term of Office.* The elected Officers of the Council shall be elected by the Board of Directors at each regular annual meeting of the Council. If the election of Officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each Officers' term shall be for 1 year(s) or until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal. No two (2) Officers shall be from the same Member Club when there are four (4) or more Member Clubs. If there are less than four (4) Member Clubs, the President and Secretary shall not be from the same Member Club.

Section 6.3 *Compensation.* Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by the Council. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Council in any other capacity.

Section 6.4 *Resignation.* An Officer may resign at any time by giving written notice of resignation to the Council. The resignation is effective when the notice is received by the Council unless the notice specifies a later effective date.

Section 6.5 *Removal.* Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Council will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 6.6 *Vacancies.* A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term. Appointment to such office vacancy must adhere to Section 6.2 above.

Section 6.7 Authority and Duties of Officers. The Officers of the Council shall have the authority and shall exercise the powers and perform the duties specified below 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.

- (a) *President.* The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the president and chairman.
- (b) *Vice-President.* The Vice-President shall assist the President and shall perform such duties as may be assigned to them 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 on the President.
- (c) *Secretary.* The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the Council records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.
- (d) *Treasurer.* The Treasurer shall (i) be the principal financial officer of the Council and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the Council, and pay out of the funds on hand all bills, payrolls and other just debts of the Council of whatever nature upon maturity; (iii) be the principal accounting officer of the Council and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Council and the results of its operations at each regularly scheduled meeting; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

ARTICLE VII STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 7.1 General. Each Director and Officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Council and (iii) with the care an ordinarily prudent person in a like position

would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Council or with respect to any property held or administered by the Council including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 7.2 *Reliance on Certain Information and Other Matters.* In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Council whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 7.3 *Limitation on Liability.* A Director or Officer shall not be liable to the Council 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.

ARTICLE VIII CONFLICTS OF INTEREST

Section 8.1 *Definition.* As used in this Section 8.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Council and a Director of the Council, or between the Council and a party related to a Director, or between the Council and an entity in which a Director of the Council is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

Section 8.2 *Procedure; Action; Disclosure.* No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Council, solely because the conflicting interest transaction involves a Director of the Council or a party related to a Director or an entity in which a Director of the Council is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Council's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if: (i) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting

interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Council. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 8.3 Loans. No loans shall be made by the Council to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Council for the amount of such loan until the repayment thereof.

ARTICLE IX CONFLICT RESOLUTION

If any member of the Council has a complaint against another member of the Council for an infraction of any Bylaw, rule, policy or procedure of the Council, other than skating rules, they may file a complaint in writing to the Board of Directors of the Council. Such complaints will be investigated and resolved according to the Council's conflict resolution policy that the Council is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE X INDEMNIFICATION

The Council shall indemnify any Director, Officer or agent of the Council to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Council's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Council's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Council may not indemnify a person either (i) in connection with a proceeding by the Council in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Council or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Council was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Council only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of

directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XI MISCELLANEOUS

Section 11.1 *Records.* The Council shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of members, the Board of Directors or any committee. The Council shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) all written communications within the past three (3) years to members; and (vii) all financial statements prepared for periods during the last three (3) years that a member of the Council could have requested under the State law.

Section 11.2 *Inspection and Copying of Council Records.* Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the Council records identified in Section 10.1 of this Article, a member, their agent or attorney is entitled to inspect and copy such records during regular business hours at the Council's principal office. The Council may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the Council upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (i) the member must have been a member at least three (3) months immediately preceding the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws.

Section 11.3 *Conveyances and Encumbrances.* Property of the Council may be assigned, conveyed or encumbered by such Officers of the Council as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Council shall be authorized only in the manner prescribed by applicable statute.

Section 11.4 *Fiscal Year.* The fiscal year of the Council should, but is not required to, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

Section 11.5 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 11.6 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 Directors present at any meeting of the members at which a quorum is present, and not otherwise.

Section 11.7 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of and on behalf of the Council, shall be signed by such officer or officers of the Council and in such manner as outlined in the Operating Guidelines.

Section 11.8 Deposits. All funds of the Council shall be deposited to the credit of, and in the name of, the Council in such banks, trust companies or other depositories as the Board of Directors may select per the Operating Guidelines.

Section 11.9 Gifts. The Board of Directors may accept on behalf of the Council any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Council.

Section 11.10 Dissolution. Upon dissolution of the Council, any funds, indebtedness, or properties shall be divided equally among the Member Clubs at the time of dissolution per the Operating Guidelines. Upon dissolution of the MWFSC for any reason whatsoever, any remaining property shall be distributed to Member Clubs currently qualified by 501(c)3 of the Internal Revenue Code. Assets shall not be distributed to any individual Director.

Section 11.11 Limitations on Debt. No debt shall be incurred by the Council beyond the accounts payable incurred by it as a result of its ordinary operating expense, nor shall any evidence of indebtedness be issued in the name of the Council unless authorized by a two-thirds (2/3) vote of the Directors.

Section 11.12 Financial Obligation of Member Clubs. This Council cannot and shall not create financial obligations for Member Clubs without prior written approval and consent by Member Clubs.

Section 11.13 Usurpation of Activities of Member Clubs. The Council shall do nothing to usurp the activities of the Member Clubs.

Section 11.14 Events. Each member club will submit a annual club calendar of their events/activities.

BYLAWS CERTIFICATE

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

Date: _____

Name: Julie C. Rowell

Secretary: Mid -West Figure Skating Council