

# BYLAWS OF THE GREATER GRAND RAPIDS FIGURE SKATING CLUB

## ARTICLE I NAME AND PURPOSES

### **Section 1. NAME**

This Club shall be known as the Greater Grand Rapids Figure Skating Club (GGRFSC or the Club).

### **Section 2. INCORPORATION**

This Club was incorporated under the laws of the State of Michigan on July 3, 1985.

### **Section 3. PURPOSE**

This Club is organized exclusively for educational and charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954, and amended; and, more specifically, to receive and administer funds for the following purposes:

- A. To encourage the instruction, practice and advancement of Moves In The Field, Free Skating, Pairs Skating, Ice Dancing and all other types of Figure Skating.
- B. To encourage a spirit of fraternal feeling among ice skaters.
- C. To sponsor or produce amateur ice exhibitions, shows, test sessions, and competitions on a non-profit basis. Sanctions will be obtained as necessary according to the USFSA guidelines.
- D. To receive and hold money and other property, tangible or intangible, real or personal, to carry on any business activity allowed by law for organizations exempt under Section 501(C)(3) of the International Revenue Code and to engage in any and all activities in furtherance of the above-stated purposes.

In furtherance of these purposes only, this Club shall have the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real or personal, tangible or intangible, or any undivided interest in such property without limitation as to amount or value, and to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income from such property in such a manner as, in the judgment of the Board, will best promote the purpose of the Club without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these articles of incorporation, the Bylaws of this Club or any applicable laws.

This Club has not been formed for pecuniary profit or financial gain. No part of the net earnings of this Club is distributable to, or will inure to the benefit of members, governors or officers of this Club, except that the Club shall be authorized and empowered to pay reasonable compensation for service rendered and to make payment and distribution in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Club shall be carrying on of propaganda, or otherwise attempting, to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. This Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any future United States Internal Revenue Law).

This Club may engage in any activity in connection with the above-stated purposes for which non-profit corporations may be organized under the non-profit corporation laws of the state of Michigan, being at 162 of the public Acts of 1982.

## **ARTICLE II**

### **BOARD OF GOVERNORS**

#### **Section 1. POWERS AND DUTIES**

The property, business and affairs of the corporation shall be under the direct and control of the Board of Governors.

A). Bequests, Gifts, or Grants. The Board of Governors shall have the power to accept or refuse any bequest, gifts or grants which are proposed to be made to this Club based upon the direction and judgment of the Board, taking into consideration the nature of the proposed gift and conditions or restrictions placed upon the gift and the appropriateness of such gift to the educational purpose of this foundation.

B). Make Bylaws. The Board shall have the power to make and alter any Bylaw or Bylaws.

C). Elect Officers. The Board shall select a President, one or more Vice Presidents, a Secretary and a Treasurer.

D). Appoint other Officers and Agents. The Board shall have the power to appoint such other officers and Agents as it shall deem necessary for transaction of the business of the Club.

E). Removal of Officers and Agents. Any Officer or Agent may be removed by the Board whenever in its judgment the interest of the Club shall be served by such removal.

F). Fill Vacancies. The Board shall have power to fill any vacancies in any office occurring for any reason whatsoever.

G). Approve Members. The Board shall have the power to approve the Membership of the Club.

H). Removal of Members. Any member may be suspended or expelled from the Club by the Board for violation of the articles or Bylaws or for improper conduct.

I). Assess Dues. The Board shall have the power to establish dues.

J). Rules. The Board shall have the power to make such rules as they deem proper respecting the use of the Clubs property, prescribe rules for the admission of strangers, fix penalties for offense against the rules, and make rules for their own government.

K). Readmittance of Membership. The Board shall have the power to readmit to membership any former member whose resignation has been fully accepted. Such readmission shall be by ballot and a majority vote shall constitute a readmission. No rejected candidate shall be again proposed for reinstatement within six months after rejection.

L). USFS Delegate. The Board shall elect a delegate to the United States Figure Skating Association. The club Secretary shall inform the Association's Secretary, in writing, of name and address of the Delegate elected. The USFSA Delegate should be the representative between the Club and the Association and shall attend the Association's meeting either in person or by proxy.

## **Section 2. INITIAL GOVERNORS**

The initial Board of Governors of the Club shall be as specified in the Certificate of Incorporation and they shall hold office until their successors shall have been duly elected and qualified.

## **Section 3. NUMBER AND TERMS OF GOVERNORS**

The business, property, and affairs of this Club shall be managed by a Board of Governors composed of nine (9) Governors. At the first Annual Meeting of the Board of Governors, three Governors shall be designated to serve a term of one year, three Governors shall be designated to serve a term of two years and three Governors shall be designated to serve a term of three years. At each Annual Meeting there after three Governors shall be elected by the eligible membership for a term of three years to succeed the three Governors whose terms then expires. Each Governor shall serve until his successor is duly elected and qualified and may vote in the election of his successor; provided nothing herein shall be construed to prevent the election of a governor to succeed himself. One of the members of the Board of Governors shall be a GGRFSC Club pro.

**Section 4. REMOVAL**

Any Governor may be removed from office for cause by a quorum vote. Any Governor who fails to attend three (3) consecutive regular monthly Board Meetings will be deemed to have resigned from the Board of Governors.

**Section 5. RESIGNATION**

Any Governor may resign at any time by giving written notice of such resignation to the Secretary of the Club. The resignation shall become effective upon the date specified in the notice, or, if no date as specified, upon receipt of the notice to the Secretary. Acceptance shall not be necessary to render the resignation effective.

**Section 6. VACANCIES**

In the event of a vacancy in the Board due to any cause, the remaining Governors of the Board, by majority vote, may elect an individual to fill the vacancy until the next Annual Meeting and until a successor shall have been duly elected and qualified.

**Section 7. ELIGIBILITY**

Members of the Board of Governors must have reached the age of eighteen 18 and must be, or become upon election, a Club Member, provided that a seat on the Board does not violate any rules and regulations of the United States Figure Skating Association.

**ARTICLE III**  
**MEETINGS OF THE BOARD**

**Section 1. ANNUAL MEETINGS**

The Annual Meeting of the Board, to elect officers, and transact such other business as may be appropriate, shall be held at such place and hour as the Board shall determine.

**Section 2. REGULAR AND SPECIAL MEETINGS**

Regular Meetings of the Board may be held from time to time as the Board may determine. Special Meetings may be conveyed at any time by majority vote of the Board, or at the request of the President or any one Governor.

**Section 3. QUORUM**

At any Meeting of the Board, a majority of the entire number of such Board shall comprise a quorum for the transaction of business.

**Section 4. PLACE AND NOTICE OF MEETINGS**

Meetings may be held within or without the state of Michigan. Written or verbal notice shall be given of any Special Meeting of the Board the notice shall specify the date, place and hour of the meeting and the purpose or purposes for which it is conveyed.

**Section 5. WAIVER OF NOTICE**

Attendance without objection at any meeting shall constitute a waiver of notice of that meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.

**Section 6. VOTING**

At all Meetings of the Board when a quorum is present, the affirmative vote of a majority of those present and voting on the question shall, except where a larger vote may be required under the Bylaws or by statute, decide any question brought before meeting.

**Section 7. ACTION WITHOUT MEETING**

Any action required to be taken at a Meeting of the Board may be taken without a meeting if written or verbal consent is given, such action must become part of the minutes of the next meeting and have full approval of all Governors who are entitled to vote with respect to such action.

**ARTICLE IV  
OFFICERS**

**Section 1. PRINCIPAL OFFICERS**

The principal officers of the Club shall consist of a President, a Vice President, a Secretary and a Treasure, and such additional officers as the Board may from time to time deem desirable. The officers shall be elected annually by the Board at their Annual Meeting and shall serve one (1) year terms. Any two (2) offices except those of President and Vice President may be held by the same person.

**Section 2. PRESIDENT**

The President shall be selected from the membership of the Board of Governors, shall be chief executive of the Club and shall preside over all meetings of the membership and the Board. The President shall perform such other duties as may be specified from time to time by the board. The President together with the Secretary shall sign all agreements and contracts made by the club, upon approval of the Board of Governors.

**Section 3. VICE PRESIDENT**

One Vice President shall be selected from the membership of the Board of Governors and shall perform the duties and exercise the powers of the President during any absence or disability of the President.

#### **Section 4. TREASURER**

The Treasurer shall have custody of the funds and other property of the Club; shall keep accurate records of all property, receipts and disbursements of the Club in financial books to be maintained for that purpose; and shall deposit all assets in the name and to the credit of the Club with such depository or depositories as shall be designated by the Board. The Treasurer does not have to be selected from the Board of Governors.

All books, records and vouchers of the Club shall be open to the inspection of any Governor. The Treasurer shall, at least once a year, and whenever requested by the Board, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the corporation and the changes, if any, since the last report of the Treasurer. The Treasurer shall perform such other duties as may be specified from time to time by the Board.

#### **Section 5. SECRETARY**

The Secretary shall be elected from the membership of the Board of Governors. The Secretary shall give notice of each Meeting of the Board or membership of the Club as to which notice is required; Shall record minutes of each such meeting in books kept for that purpose; shall have custody of the records of the Club; shall supervise the keeping of the membership roll and shall perform such other duties as may be specified from time to time by the Board.

#### **Section 6. REMOVAL**

Any officer of the Club may be removed at any time, with or without cause, by vote of two-thirds (2/3) of the Board then holding office.

#### **Section 7. VACANCIES**

Any vacancy in any office of the Club may be filled for the unexpired portion of the term by majority vote of the Board present at a meeting of the Board called for such purpose. If any officer is absent or unable to perform the duties assigned to that office, the Board may delegate the power and duties of that office, during the period of such absence or disability, to another person.

#### **Section 8. RESIGNATION**

Any officer may resign such office at any time by giving written notice of such resignation to the Secretary of the Club. The resignation shall become affective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

## **ARTICLE V** **MEMBERSHIP**

### **Section 1. CLASSES OF MEMBERSHIP**

All members must be approved by the Board of Governors; and all members, except Honorary Non-Skating members, must have a current USFS membership. All members must sign and abide by the Greater Grand Rapids Figure Skating Club "Rules of Conduct." The classes of membership are as follows:

#### A). Skating Memberships

i). Skating Member: Any person who is an amateur skater, as defined by USFS rules, and who is not a full member of any other USFS sanctioned skating club may become a Skating Member. Skating members must be coached, on ice, by an approved GGRFSC skating coach. In addition, these members must also contract a minimum number of sessions as determined by the Board, unless a member's failure to meet the minimum contracting requirement is approved by the board prior to the contracting deadline. Skating members shall enjoy all privileges of the Club at the discretion of a coach and the Board of Governors. All Skating Members have the right to vote and are eligible to run for the Board of Governors provided that the member has reached the age of eighteen (18). A parent or legal guardian of a Skater Member who has not reached the age of eighteen (18) has the right to vote or run for the Board of Governors.

ii). Associate Member: Any person who is a member of another Club sanctioned by the USFS and has declared that Club as his/her home Club may become an Associate Member of GGRFSC. Associate Members may contract for ice but cannot vote or cannot serve on the Board of Governors. The availability of any other privileges shall be at the discretion of the Board of Governors. The Board in its discretion may approve a reduced rate for any associate member who is here for a limited time.

#### B). Non-Skating Memberships

i). Non-Skating Members: Any person who is not an amateur skater as defined by USFS rules may become a Non-Skating Member. Non-Skating Members shall have the right to vote and are eligible to run for the Board of Governors provided that the member has reached the age of eighteen (18) and no USFS rules have been violated by said election. Voting by Non-Skating Members who have not reached the age of eighteen (18) will be done by their parent or legal guardian. Non-Skating Members may be paid compensation by the Club only for service rendered to the Club.

ii). Club Officers/Board Member: Any person who after being duly elected or appointed to the Board of Governors and has not selected another form of membership must obtain a Board Membership.

iii). USFSA Official/Officer: Any person who after being duly elected or appointed as a USFS officer or who has become a USFS official and has not selected another form of membership may obtain a USFS Official/Officer Club Membership.

## **Section 2. APPLICATION FOR MEMBERSHIP**

Application for Membership must state applicant's name, address, phone number and age (if under eighteen (18)). The Application must contain an agreement to abide by the Rules and Bylaws of (1) the United States Figure Skating Association and (2) the Club.

## **Section 3. ARREARS FOR DUES**

Any member in arrears for dues, or other indebtedness, shall be notified by mail by the Secretary at the member's last known address. If the amount is not paid in full within one month thereafter, the name of the delinquent member shall be reported by the Secretary to the Board of Governors at their next meeting. The Board of Governors may drop from the roll the name of such delinquent member. A member dropped from the roll for non-payment of dues, or other indebtedness, may, upon payment of same, at discretion of the Board of Governors, be reinstated to full membership.

## **Section 4. ARREARS FOR DUE 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 5. VOTING RIGHTS**

Only regular, club pros, non-skating members and current Board Members shall be entitled to vote. One parent or legal guardian is entitled to vote for above members who have not attained the age of eighteen (18).

## **Section 6. RESIGNATION**

Any member not in arrears for dues or other indebtedness, may tender a written resignation of his/her membership to the Secretary, who shall report the same to the Board of Governors, at their next meeting, for their action.

## **Section 7. 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 8. BOARD OF APPROVAL FOR COMPETITION AND EXHIBITION**

No member or members of the Club shall make entry in the name of the Club in competitions or exhibitions except with the approval of the Board of Governors or someone given authority by them.



**ARTICLE VI**  
**MEETING OF MEMBERSHIP**

**Section 1. REGULAR MEETINGS**

There shall be two (2) annual stated Club Membership Meetings each year. The meetings shall be held at such place and shall be designed by the Board, at such time and date as the Board shall determine.

**Section 2. SPECIAL MEETINGS OF MEMBERS**

A Special Meeting of the Club Membership may be called at any time by the Board, by the President, by any two (2) Governors or by twenty-five (25%) of the persons entitled to vote. Upon receipt of a specification in writing setting forth the time, place and purpose of such proposed special meeting signed by the appropriate persons, The Secretary shall prepare, sign and mail noticed requisite to such meeting.

**Section 3. NOTICE OF MEETINGS OF MEMBERS**

At least ten (10) days and not more than sixty (60) days prior to the date fixed for the holding of any Meeting of Members, written notice of the time and place such meeting shall be given personally, by e-mail or by mail, to each person in good standing entitled to vote at such meeting.

**Section 4. NOTICE AND MAILING**

Every mailed notice shall be deemed given when communicated via newsletter, written notice in individual club mailbox, email, phone, fax, or mail.

**Section 5. WAIVER OF NOTICE**

Notice of the time, place and purpose of any Meeting of the Members may be waived by fax, e-mail, other written forms or verbally, either before or after such meeting has been held.

**Section 6. QUORUM OF MEMBERS**

Ten (10%) of the membership, including quorum of Board of Governors, present or represented shall constitute a quorum at any Meeting of Members, but members present or represented at a meeting at which less than ten (10%) of the members are present may adjourn the meeting for not more than thirty (30) days.

**Section 7. MAJORITY VOTE**

Except as otherwise provided, all actions of membership shall be determined by a majority vote. Members or representatives of members may vote in person, by proxy or absentee ballot.

## **ARTICLE VII COMMITTEES**

### **Section 1. GENERAL**

The Club shall have such committees as the Board may from time to time determine and the Board may appoint, or authorize the President to appoint, the members of such committees. Any such committees shall have such powers and perform such duties as the Board may from time to time determine.

## **ARTICLE VIII FINANCES**

### **Section 1. FUNDS**

It shall be the duty of the Board of Governors to provide adequate funds for the operations of the Club by means consonant with the tax-exempt status of the Club.

### **Section 2. EXPENSES**

All proper expenses of the corporation are subject to the approval of the Board of Governors. Upon such approval, the expenses shall be paid from the funds of the Club.

### **Section 3. BOOKS AND RECORDS**

Books and records of the corporation shall be set up in a manner which shall produce proper records for reports to the Government and to the Board of Governors and enable an accurate audit of the finances of the Club.

### **Section 4. FISCAL YEAR**

The fiscal year of the Club shall be set by the Board of Governors.

### **Section 5. CHECKS, ETC.**

All checks, drafts and orders for payment of money shall be signed in the name of the Club by such Officer or Officers or Agent or Agents as the Board of Governors shall from time to time designate for that purpose.

**ARTICLE IX**  
**CONFLICT RESOLUTION POLICY**

**Section 1. CONFLICT RESOLUTION**

Any member or members having complaint against another member for the infraction of any Bylaw or rule, other than skating rules, or for conduct injurious to the welfare of the Club or its members, may report the same in writing to the Board of Governors. Such complaints shall be set forth the facts of the incident(s) and the approximate date(s) together with the names of witnesses, if any, and other information pertinent to the issue.

**Section 2. INFORMAL RESOLUTION**

After receiving such complaint, the Board shall appoint a committee of three (3) of its Board Members to review the complaint and meet with the complainant(s) and the member(s) complained of to resolve the issue presented, if possible. The committee shall report its results to the Board of Governors within seven (7) days of its meeting with the complainant(s) and member(s) complained of.

**Section 3. HEARING BEFORE BOARD**

If the issue is not resolved among the committee, complainant(s) and member(s) complained of, a meeting of the Board of Governors shall be held as soon as practical to investigate same. The complainant(s) and member(s) complained of shall receive at least seven (7) days notice of such meeting, and may be heard with their witnesses and may present such evidence as is available concerning their positions on the matter.

**Section 4. BOARD DECISION**

The Board of Governors shall decide the issue, and its decision, along with a summary of the statements and evidence, shall be reduced to writing and filed with the Secretary, who shall deliver or mail copies to the complainant(s) and the member(s) complained of.

**Section 5. APPEAL**

An appeal from the decision of the Board of Governors maybe taken within seven (7) days thereafter, by serving the Secretary of the Board a written notice of such appeal. A Special Meeting shell thereupon be called for the consideration of the case and decision, but a two-thirds (2/3) vote of the members present at the Special Meeting shall be necessary to reverse the decision of the Board of Governors.

**Section 6. CONFLICT OF INTEREST**

Should the complainant be, or the complaint be directed against, a member of the Board of Governors, such Governor shall not serve on the committee (in section 2 above) or vote on the decision in section 4 above.

**ARTICLE X**

## **AMENDMENTS**

### **Section 1. GENERAL**

These Bylaws may be amended by majority vote of the Board then holding office at any duly constituted meeting of the Board of Governors, provided that the substance of the amendment has been stated in the notice of such meeting or in a duly completed waiver of notice of such meeting.

## **ARTICLE XI DISSOLUTION**

### **Section 1. DISSOLUTION OF CLUB**

A dissolution of the Club shall be authorized by the affirmative vote of a majority of the Board then in office. Notice of the meeting to authorize the dissolution shall be given to each Governor then in office not less than ten (10) days before the meeting and shall state the purpose of the meeting is to vote on dissolution of the Club. The notice shall include a copy or summary of the plan of dissolution of assets.

If the dissolution is approved, the Club shall cease to conduct its affairs except as may be necessary for the closing out of the Club. It shall immediately cause a certificate of dissolution to be executed and filed setting forth: (a) The name of the corporation; (b) the date and place of the meeting of the Board approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of the Board.

### **Section 2. DISTRIBUTION OF ASSETS**

In event of dissolution, all assets of the Club, real and personal, shall be distributed to such organizations as agreed to by a majority of the Board of Governors and as are qualified as tax-exempt under section 501(c)(3) of the Internal Revenue code or other corresponding provisions of a future United States International Revenue law.

## **ARTICLE XII CLUB PROFESSIONALS**

### **Section 1. CLUB PRO DEFINITION**

A club Pro is an eligible coach, as defined by USFS Rule ER 1.03, who is given permission by the Board to teach private or group figure skating lessons during Club ice time. A Club Pro must be a member of the USFS and obtain a GGRFSC club membership.

**Section 2. REVOKING OF PRIVILEGES**

The privilege of a Club Pro status, i.e., to teach on Club ice, may be revoked at any time by a majority vote of the Board of Governors, with or without cause.

**Section 3. HEAD CLUB PRO**

One Club Pro may be designated Head Club Pro at the discretion of the Board of Governors. The Head Club Pro shall have authority over all other Club Pros in so far as no Club Bylaws are violated, or the powers of the Board are not usurped.

*Revised 11/8/2017 (Article V, Section 1, A, i)*