

BY-LAWS OF BISMARCK FIGURE SKATING CLUB, INC.

ARTICLE I - PURPOSE

Section 1.1 Purpose: The purposes of the Club are to encourage the instruction, practice, and advancement of student members in the disciplines of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, produce, or cooperate in the production of amateur ice carnivals and shows; to carry out the general policies and objectives of the United States Figure Skating Association (USFSA); and generally to do and perform such other acts as may be necessary, advisable, proper or incidental to the realization of the objectives and purposes of this organization.

Section 1.2 Principal Office: The principal office of the Club shall be located in the VFW All Seasons Arena at 1200 N. Washington Street, Bismarck, North Dakota.

Section 1.3 Books and Records: The club shall keep correct and complete books and records of account and shall keep minutes of the meetings of the members, the board of directors and the committees having any of the authority of the board of directors; and shall keep at its principal office a record of the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member, or a member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE II - OFFICERS

Section 2.1 Number: The offices of the Club shall be a president, a vice-president, a secretary, and a treasurer. No member shall be eligible to be an officer of the Club if that person has designated another figure skating Club as the person's "Home Club" with the USFSA. All officers shall register with the USFSA as required by the rules of the USFSA. No member who is an "Ineligible Person" of the USFSA shall be eligible to be an officer of the Club.

Section 2.2 Election and Term of Office: The officers of the Club shall be elected from the membership of the Club by the voting members of the Club at the spring annual meeting and take office at subsequent monthly meeting. Each officer shall hold office for a period of two years and until a successor is duly elected and qualified, with president and secretary terms expiring in even years and vice-president and treasurer expiring in odd years. Vice-president and treasurer will hold a one year term the first election. Officers may serve for two consecutive terms at any position and then must take a leave for at least one year.

Section 2.3 Removal and Vacancies: An office may be removed by a majority vote of the voting members of the Club at a meeting called in the manner provided herein. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 2.4 Duties of the President: The president shall be the principal executive officer of the Club and, subject to the control of the directors, shall in general supervise and manage the business and affairs of the Club. The president, when present, shall preside over all meetings of the members and of the directors. The president may sign, with the secretary or any other officer of the Club authorized by the directors, any agreements, contracts or other instruments which the directors have approved. The president shall have the power to temporarily suspend any member for violating the by-laws or regulations of the Club pending action by the board of directors; the power to call special meetings of the members or the directors, and in general the power to perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

Section 2.5 Duties of the Vice-President: The vice-president shall assist the president in the discharge of the president's duties and assume the duties of the president and to officiate in the absence of the president. The vice-president shall oversee fundraising and advanced USFSA membership registration.

Section 2.6 Duties of the Treasurer: The treasurer shall have charge of the funds of the Club and shall keep a record of all income and expenses and shall render a standard accounting report at each meeting of the board of directors. There shall be an audit done at the end of the treasurer's term or when requested by the board of directors. The board of directors shall have 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 or in securities approved by the board of directors. All disbursements by check shall be signed by the treasurer and the president or designated officer or member of the board of directors. The treasurer shall perform all duties incident to the office of treasurer and such other duties as may be assigned by the president or the board of directors.

Section 2.7 Duties of the Secretary: The secretary shall keep the minutes of the meetings of the Club and the Board of Directors and supervise all reports and documents connected with the business of the Club. The secretary shall supervise keeping a roll of members. The secretary shall supervise the correspondence of the Club, publish a newsletter at least bimonthly, prepare and issue all notices of all meetings of the Club and the board of directors, be custodian of the corporate records of the Club, and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or the board of directors.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1 General Powers: The business and affairs of the corporation shall be managed by the board of directors which shall have all such powers of the corporation and shall do all such lawful acts and things as are permitted by law and not inconsistent with these by-laws. All members of the board of directors shall register with the USFSA as required by the rules of the USFSA.

Section 3.2 Number: The board of directors shall be composed of four members of the Club elected at large, the officers of the club who shall be ex officio members with full voting rights on the board, and the immediate past president of the Club who shall have full voting rights on the board for a term of one year. The Director of Bismarck Parks & Recreation shall appoint an employee of the Bismarck Parks & Recreation Department to the Bismarck Figure Skating Club Board of Directors. This position will include all rights and privileges of an elected board member.

Section 3.3 Election and Term of Office: Two directors elected at large shall be elected from the voting membership of the Club at each spring annual meeting. Each director shall hold office for two years and until a successor is duly elected and qualified. A director may serve two consecutive terms at any position and then must take leave for at least one year. Candidates for the board of directors may be nominated by a nominating committee appointed by the board of directors and may also be nominated from the floor. Voting shall be by a ballot and the persons receiving the greatest number of votes shall be elected. Cumulative voting for directors shall not be allowed.

Section 3.4 Removal and Vacancies: A director may be removed by a vote of the voting members of the Club at a meeting called in the manner provided herein. If a director shall be convicted of a felony, the director will be dismissed. If a director shall be absent from three (3) or more meetings in any twelve (12) consecutive months, the board of directors may declare the office of such director vacant.

Section 3.5 Meetings: The board of directors shall meet at bimonthly. The directors may set the time and place for such regular meeting without further notice. If the directors fail to set such a regular meeting, the time and place of the meeting shall be set by the president with notice at least three (3) days prior to the meeting. Special meetings of the board of directors may be called by the president or by three or more directors. Notice of any special meeting shall state the time and place of the meeting and shall be given at least three (3) days prior to the meeting.

Section 3.6 Quorum: A majority of the board of directors shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by law, the articles of incorporation, or these by-laws.

Section 3.7 Suspend or Expel: The board of directors shall have the power to suspend or expel any member for violations of the by-laws of the Club or rules adopted by the board of

directors or for conduct which the directors or for conduct which the directors deem improper, but no member shall be expelled or suspended without the right to a hearing before the board of directors. The board of directors may reinstate any member previously suspended or expelled.

Section 3.8 Standing Committees: The board of directors by resolution adopted by a majority of directors may appoint such standing and other committees of the board of directors, each which shall consist of two or more committee chairpersons, as it deems appropriate with full authority over them. The committees, to the extent provided in the resolution and except as prohibited by law, shall have and exercise the authority of the board of directors in management of the Club. The appointment of any such committees and the delegation of authority thereto shall not relieve the board of directors, or any individual director, of any responsibility imposed by law. The board of directors may also appoint such other committees of the directors or the members as the board deems useful and appropriate to assist in carrying out the functions and activities of the Club.

Section 3.9 USFSA Delegate: The board of directors shall appoint from its registered members eligible, 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 DSFSA by-laws or rules. The delegate(s) shall be representative(s) between the Club and the USFSA and may attend the USFSA Governing Council meeting, either in person or by proxy. The Club shall file a certificate of such appointment with the USFSA.

Section 3.10 Expenditures and Revenue: The board of directors shall prepare and submit to the members at the spring annual meeting a projection of anticipated expenditures for the coming year together with proposals for sources of revenue to meet the projected expenditures.

ARTICLE IV - MEMBERSHIP

Section 4.1 Classes of Membership: The membership of the Club shall consist of junior members and adult members.

Section 4.2 Junior Members: Each person who was registered in one of the Club's skating sessions during the previous twelve(12) months and who is less than eighteen(18) years of age shall be a junior member of the Club. Junior members cannot hold office, be a member of the board of directors, or vote on matters submitted to a vote of the members.

Section 4.3 Adult Members: The following shall be adult members of the Club. 1. Each person who was registered in one of the Club's skating sessions during the previous twelve(12) months and who is eighteen(18) years of age or older; 2. Each parent or legal guardian of a junior member; may hold office and is entitled to vote on each matter submitted to a vote of the members. 3. Each person who is currently a coach, director or instructor of one of the Club's skating programs and who is eighteen(18) years of age or older; may not hold office but is entitled to vote on each matter submitted to a vote of the

members. 4. Any person eighteen (18) years of age or older elected as an associate member by two-thirds (2/3) vote of the board of directors. Adult members may hold office and are entitled to vote on each matter submitted to a vote of the members.

Section 4.4 Resignation: Each person who would otherwise be a member of the Club is entitled to decline or resign such membership. The person shall notify the secretary in writing to exercise a decision to decline or resign membership in the Club.

Section 4.5 Arrears for Fees: Any member in arrears for fees or other indebtedness to the Club shall be notified by mail by the treasurer at their last known address. If the amount in arrears is not paid within one month thereafter, the name of the delinquent member shall be reported by the treasurer to the USFSA and the board of directors at their next meeting. The board of directors may automatically suspend the delinquent member who shall be reinstated upon payment in full of the delinquent amount. Suspension shall not relieve the suspended member from the obligation to pay any fees or other amounts due the Club.

Section 4.6 Membership Suspension: No person whose membership has been suspended by the board of directors pursuant to these by-laws shall be entitled to vote or hold office.

Section 4.7 Voting: Each adult member shall be entitled to one vote on each matter submitted to a vote of the members. Voting by proxy or absentee ballot shall not be permitted.

Section 4.8 Meetings: There shall be at least one Club membership meeting each year. The annual meeting shall be held within one month after the skating season opens in the fall or within one month after the skating season closes in the spring. Special meetings of the members may be called by the president, by the board of directors, or upon the written petition of not less than ten percent (10%) of the adult members. All meetings of the members shall be held at the principal office of the Club. The following order of business shall be observed when applicable at annual meetings of the membership. 1. Minutes of the previous annual meeting; 2. Reports of officers; 3. Reports of committees; 4. Election of officers and directors; 5. Unfinished business; 6. New business; and 7. Adjournment.

Section 4.9 Quorum: At least 20 members who are entitled to vote shall constitute a quorum of the membership for the transaction of business. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless a greater portion is required by law, the articles of incorporation or these bylaws.

Section 4.10 Notices: Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered to each adult member not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member's address as it

appears on the records of the Club, postage prepaid. No business may be transacted at a special meeting of the Club except that for which notice was given.

Section 4.11 Discipline: The board of directors shall have the power to suspend or terminate a membership in the Club based upon a complaint in accord with the procedure in this section. Any member(s) having a complaint against another member for the infraction of any law or rule, or for conduct injurious to the Club, may state the complaint including the names of any witnesses. After receiving such complaint, the board of directors shall hold a meeting as soon as practicable to investigate the matter. The complainant(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 by written notice. Both the complainant and the member complained against shall have the right to appear at the meeting and present a statement or evidence to the board. The decision of the board shall be in writing and state the reasons for the decision. The decision of the board shall be final.

Section 4.12 Competitions and Exhibitions: No member of the Club shall make entry in the name of the Club in a competition or exhibition without the approval of the board of directors or someone given the authority to approve such entry by the board of directors.

ARTICLE V - RULES OF ORDER

Section 5.1 Order of Motions: When a question is before the meeting, no motion shall be entertained except: 1. To adjourn; 2. To lay on the table; 3. The previous question; 4. To postpone; 5. To commit; or 6. To amend. Several such motions shall have precedence in the above order and the first three (3) shall be decided without debate.

Section 5.2 Yeas and Nays: If any two members shall request, the yeas and nays shall be called upon any question, whereupon each voting member present shall vote as the member's name is called, without debate, unless excused from voting by the meetings, and the vote so taken shall be recorded in the minutes.

Section 5.3 To Reconsider: A motion to reconsider must be made by a member who voted with the majority and at the same or succeeding meeting.

Section 5.4 Majority Vote: Except as otherwise provided herein, all questions shall be determined by a majority vote. The chair may vote only in case of a tie except when the yeas and nays are ordered in which case the chair shall vote when the chair's name is called. If the result is then a tie, the motion shall be declared lost.

Section 5.5 Robert's Rules of Order: All questions of parliamentary procedure not provided for in these by-laws shall be determined in accordance with Robert's Rules of Order, Newly Revised.

ARTICLE VI - AMENDMENT OF BY-LAWS

Section 6.1 Amendment: These by-laws may be amended by a two-thirds (2/3) vote of the voting members present at duly called meeting of the Club when the proposed amendment has been sent out in the notice of such meeting.

The foregoing by-laws of the Bismarck Figure Skating Club, Inc. were duly adopted as the by-laws of the corporation at a meeting held on April 6^th, 2004.

