

BY LAWS

of

THE GREATER GREEN BAY FIGURE SKATING CLUB, INC.

(as amended on February 2018)

ARTICLE I

NAME AND INCORPORATION

Section 1.1 Name. The organization shall be known as: GREATER GREEN BAY FIGURE SKATING CLUB, INC.

Section 1.2 Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the state of Wisconsin on January 28, 1976 and shall be governed by the nonprofit corporation law of the state.

Section 1.3 Membership in U.S. Figure Skating. The Club 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 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 This Club shall have its headquarters at the DePere Ice Arena at DePere, Wisconsin.

Section 1.5 The fiscal year of this corporation shall be ended on April 30 on each year.

ARTICLE II

PURPOSE

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.

ARTICLE III

MEMBERSHIP

Section 3.1 Members. Membership shall be open to any individuals 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 Membership Fees. Membership fees will be assessed yearly on or about July 1st. The membership fees will cover membership in U.S. Figure Skating and club costs as established by The Board of Directors as it deems necessary and appropriate.

Section 3.3 Voting Rights. A member, whose home club is Greater Green Bay Figure Skating Club and has paid the required fees, will be eligible to vote on club matters. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. Members who have not reached the legal age of majority (18) shall automatically transfer voting rights to a parent or legal guardian. Families with more than one skating member younger than 18, shall have only one vote.

Section 3.4 Annual Meeting. The Club shall hold an annual meeting of its members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting at a time, date, and place stated in or fixed in accordance with a resolution of the Board of Directors. The meeting shall be held at the Club's principal office or at such a place as the Directors may designate, during the annual Skater Recognition Banquet. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

The President or, in his absence, the Vice President or, in both their absences, any person chosen by the members present shall call the meeting of the members to order and shall act as chairman of the meeting, and the Secretary shall act as secretary of the meeting, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting

Section 3.5 Special Meetings. The Secretary shall call special meetings at the direction of the President, or upon written request of the Club's membership (but not less than 5 members). No business shall be transacted at a special meeting except that of which notice was given. Written notice or notice by electronic mail stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called shall be delivered no less than 10 days nor more than 15 days before the date of the meeting, either personally or by mail or electronic mail by the Secretary to each member of record entitled to attend or vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the record books of the corporation, with postage thereon prepaid.

Section 3.6 Notice of Meetings. Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice of the meeting shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting to each member on record entitled to vote at the meeting. When giving notice of an annual, regular or special meeting of members, the Club shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

Section 3.7 Methods of Notice. Notice shall be given personally or by mail, facsimile or other form of wire or wireless communication by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting.

Section 3.8 Voting List. After a date is fixed for a membership meeting or for determining the members entitled to vote, the Secretary shall make a complete list of the members entitled to be given notice of such meeting or any adjournment thereof. The list shall be arranged in

alphabetical order and shall show the name, address of each member and number of votes to which each member is entitled. Such list shall be available for inspection on written demand by any member or the member's agent or attorney during regular business hours and during the period available for inspection.

Section 3.9 Proxies. A member entitled to vote may do so in person or by proxy appointed in writing by the person entitled to vote. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after sixty days from the date of its execution. The Board of Directors shall have the authority as to the validity and sufficiency of proxies.

Section 3.10 Club's Acceptance of Votes. If the name signed on a vote, consent, waiver, proxy appointment or proxy appointment revocation corresponds to the name of a member, the Club, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation and give it effect as the act of the member. If the name signed on a vote, consent, waiver proxy appointment of proxy appointment revocation does not correspond to the name of the member, the Club, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment or proxy appointment revocation if to do so is proper under rules established by the corporation that are not inconsistent with this Section. No member under the age of 18 shall be entitled to vote.

Section 3.11 Quorum and Manner of Voting. Ten percent (10%) of the votes entitled to be cast by the members on a matter shall constitute a quorum for action on the matter. 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 Club's Articles of Incorporation.

Section 3.12 Termination, Expulsion or Suspension.

(a) Suspension. A member can be suspended for conduct that conflicts with the objectives or By-laws of the organization. Suspensions shall be a minimum of one week and up to a maximum of the time until the date of the next regularly scheduled meeting of the board of directors. Suspended members may not attend or participate in Club or U.S. Figure Skating activities other than the scheduled review of the suspension while under suspension.

(b) Expulsion. A member can be expelled for grievous conduct that conflicts with the objectives or By-laws of the organization. Expulsion shall mean permanent removal of the individual from participation in the activities of the organization.

(c) Procedure for Redress. Any suspension shall be reported to the President and to the Membership Committee within 48 hours of such action. All suspensions shall be reviewed by the Board at its next regularly scheduled meeting. The suspended member may request an earlier review if submitted in writing to the President or Secretary within 72 hours of suspension; such review shall then be scheduled within seven working days of such request.

During the review session, any and all Club members (or parents of minor members) may attend, non-members may be present only by invitation of the Board for a specified purpose; e.g., to verify factual circumstances.

The Board of Directors may:

- 1) Exonerate the suspended member and remove any detrimental statements in his records.
- 2) Uphold the original suspension as appropriate.
- 3) Extend the suspension for up to 6 months.
- 4) Expel the previously suspended member.

The decision of the Board of Directors is final. Application for reconsideration will be considered only if new factual information is forthcoming. Expelled members may not reapply for membership for a minimum of 12 months.

Section 3.13 Outstanding Financial Obligations: Any member who has an overdue outstanding financial obligation will be reported to U.S. Figure Skating and may be dropped from the membership roll for non-payment. They will therefore not be eligible to hold office, vote, or enter any Club tests or competitions. Upon payment of the same and at the discretion of the Board of Directors, they may be reinstated at full membership.

Section 3.14 Resignation. Any member who has no outstanding financial obligations may submit a written resignation of their membership to the Secretary, who shall report the same to the Board of Directors at their next meeting for their action.

Section 3.15 Board Approval for Competition or Exhibition. No member or members of the Club shall make entry in the name of the Club in competition or exhibition except with the approval of the Board of Directors or their designated representative.

Article IV BOARD OF DIRECTORS

Section 4.1 General Powers and Eligibility.

(a) Powers. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the Nonprofit Law, the Club's Articles of Incorporation, or these ByLaws.

(b) Eligibility. All Directors must be (i) at least 18 years old, (ii) registered with U.S. Figure Skating, and (iii) home club members of the club. In addition, club coaches may serve as Directors of the club so long as they do not collectively constitute a majority of the Board of Directors.

Section 4.2 Number, Term, and Election of Directors.

(a) Number of Directors. The number of Directors on the board shall equal 10 percent of club voting members at time of election, but shall not be less than five or more than twelve. The membership number to calculate the number of directors will include all Full Members, Introductory Members, and Collegiate Members. Any action by the board to change the number

of board members shall constitute an amendment of these Bylaws and shall require approval by club members per these Bylaws.

(b) Term of Office. One-half of the Boards Directors shall be elected each year at the regular meeting of the membership, and each shall serve for a period of two years. The immediate past president shall automatically be a member of the board as an advisor for one year.

(c) Nomination and Election of Directors. The candidates for the Board of Directors shall be nominated by a Nominating Committee appointed by the Board of Directors. Write in candidates may also be added to ballots. Votes may be submitted electronically or by written ballot submitted via mail. The candidates receiving the most votes by ballot shall serve for two years. In the event of a tie vote, a majority vote of the entire sitting Board shall break the tie, except that a director standing for reelection shall not vote on his or her own seat. The newly elected Board of Directors shall be announced at the Annual Meeting.

Section 4.3 Resignation. A Director may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 4.4 Removal. Directors elected by voting members or by directors may be removed as follows: (i) The voting members may remove one or more directors elected by them for cause; and (ii) The Directors may remove a director for lack of attendance at meetings.

Section 4.5 Vacancies. Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of such Director's predecessor in office.

Section 4.6 Meetings. The Board of Directors shall meet monthly. The date of such meeting shall be scheduled on a recurring basis; e.g., the second Tuesday of each month. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any two Board members. Each Director shall be entitled to a 48-hour notice of any special meeting. The President, and in his absence, the Vice President, and in both their absences, any director shall call the meeting of the Board of Directors to order and act as chairman of the meeting.

Section 4.7 Attendance. Attendance by members of the Board of Directors at regularly scheduled meetings of the Board of Directors is mandatory. However, failure to attend may be excused provided a reasonable explanation is provided. Any member of the Board of Directors that has three unexcused absences or fails to attend 70% of board meetings shall lose their directorship.

Section 4.8 Proxies: Members of the Board of Directors who cannot be present for all or any portion of a meeting of the Board of Directors may assign their voting rights to any other member of the Board of Directors. Such assignment shall be made in writing or by electronic mail, bearing the date authorized, identification of the meeting affected by the assignment, and the signature of the assignor. Notification of such assignment shall be submitted at the beginning of the meeting to the Secretary or Officer in Charge at the meeting. All proxy assignments received shall be announced to the members of the Board of Directors when received.

Notwithstanding the written notification requirements stated above, if a member of the board of Directors is present at a meeting but unable to stay until the meeting is adjourned, that Director may assign their voting rights to another member of the Board of Directors by verbal communication to the board members present prior to departing.

Each assignment of voting rights shall be limited to the specific meeting identified when the assignment is made.

Section 4.9 Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. 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.

Section 4.10 Action Without a Meeting. Any action required by the ByLaws to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Directors, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Club with a complete copy of the document including a copy of the signature.

Section 4.11 Audits. The Board of Directors may appoint a qualified agent to conduct an annual audit of the records of the Club. An audit shall be required if requested by any three members of the Board or 10 percent (but not less than 5 individuals) of the general membership.

Section 4.12 Expenditures and Revenue. The Board of Directors shall prepare and submit to the annual meeting a program of anticipated expenditures for the coming year together with proposals of revenue to meet the same.

Section 4.13 Standing Committees. The Board of Directors shall appoint all standing committees with full authority over them and shall appoint such other committees as shall seem to them necessary.

Section 4.14 Review of ByLaws. Not less than every three years, the Board of Directors shall review, or cause to be reviewed, the Bylaws of the Club.

Section 4.15 Delegates to the U.S. Figure Skating Governing Council. Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section 1 of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representatives of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE V
OFFICERS

Section 5.1 OFFICERS. The officers shall be President, Vice President, Secretary, and Treasurer each of whom shall be members of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors. No two offices may be held by the same person.

Section 5.2 Election and Term of Office. The principal officers of the club shall be elected annually at the first meeting of the Board of Directors held after the clubs annual meeting.

Section 5.3 Authority and Duties of Officers.

(a) President. It shall be the duty of the President to take charge of the Club, to preside at all meetings of the Club and the Board of Directors. The President shall develop a master plan for the activities of the club for the term of office; call and adjourn meetings on schedule using an agenda for each meeting, appoint committee chairmen and instruct them as to their responsibilities, unify the work of all committees by cooperative planning and issue a newsletter no less frequently than quarterly for the membership.

(b) Vice President. It shall be the duty of the vice president to be prepared to substitute for the president at all times, assume the office of president in the event of resignation or death and carry out responsibilities as assigned by the president.

(c) Secretary. It shall be the duty of the secretary to keep minutes of the board meetings and those of the Club and make them available to the membership, to notify members and officers of all Club meetings, answer correspondence as necessary or as directed, address and mail newsletters when directed, and to preserve all previous records of the club and pass them on to his successor.

The Secretary shall keep and maintain a complete and accurate copy of the club By-laws and any and all other rules, regulations, and requirements of the Club. A duplicate copy of these documents shall be provided to each member of the Board of Directors as they assume office. Any member of the Club in good standing shall be entitled to inspect these documents, and upon paying a reasonable duplication fee, to receive a copy of any or all of them.

(d) Treasurer. It shall be the duty of the treasurer to protect and care for all funds accurately, keep an accurate record of members, addresses, payment of dues to the Club; to prepare and give a financial report at club meetings, notify members of their responsibilities regarding payment of dues and to pay all bills as requested by a statement.

The Board of Directors may delegate the duties of any officer to any other officer or to any other person designated by it for that purpose. The Board of Directors may authorize an officer or agent to enter into any contract in the name of or on behalf of the corporation, and such authorization shall be confined to specific instances and times.

ARTICLE VI
STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 6.1 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 Club 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 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.

Section 6.2 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 Club 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 6.3 Limitation 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.

ARTICLE VII
CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's 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 VIII
MISCELLANEOUS

Section 8.1 Records. The Club 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 Club 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) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 8.2 Fundraising. The Board of Directors may engage the Club in a variety of fund raising activities to benefit the Club and its members or specific programs overseen by the Club. When these activities are intended to be of benefit to all Club members, failure to participate in such activities or submit payment in lieu of participation shall incur the same penalty as the non-payment of fees.

Section 8.3 Amendments. The By-laws may be amended by a two-thirds vote of the Board of Directors at any regularly constituted meeting therefore when the amendment is listed on the agenda.

Section 8.4 Emeritus Designation. Individuals that have devoted long and outstanding service to the Club may be designated by the Board of Directors as members of the Board – Emeritus. Such membership shall entitle the individual to all rights available to other Club members except the right to vote. Such designation shall be for a term of one year.

ARTICLE IX INDEMNIFICATION

The Club shall indemnify any Director, Officer or agent of the Club 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 Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club'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 Club may not indemnify a person either (i) in connection with a proceeding by the Club 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 Club 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 Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club 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 X
DISSOLUTION

Section 10.1 Method of Approval. Upon the recommendation of a majority of the Board of Directors to dissolve the Club, a Special Membership Meeting shall be called and a final approval by two-thirds (2/3) of the members present shall be required.

Section 10.2 Liquidation of Assets. In the event of the dissolution of the Greater Green Bay Figure Skating Club, the Board of Directors is empowered to act as trustees and supervise the liquidation of the Club's assets.

Section 10.3 Distribution of Assets. The assets of the Club shall be donated to the United States Figure Skating Association for furtherance of skating. The donation shall be made in the name of the Greater Green Bay Figure Skating Club, Inc.

Section 10.4 Final Report. A final report of such liquidation and distribution of assets, as outlined above, shall be made to a Special Membership Meeting within sixty (60) days of the date of disposal of the assets of the Club.

BYLAWS CERTIFICATE

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

Date: _____

Name: _____