

**CONSTITUTION AND BYLAWS
OF THE
SKATING CLUB OF NOVI**

Adopted: October 29, 1998
Last Revised: September 14 , 2009

**ARTICLE I
NAME; EXISTENCE; OFFICES**

Section 1. Name: The name of this non-profit, amateur athletic and educational organization shall be the The Skating Club of Novi.

Section 2. Incorporation: The Club was incorporated under the laws of the State of Michigan, October 28, 1998.

Section 3. Membership in U.S. Figure Skating: The Club has been formed to be a member of the U.S. Figure Skating (“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 4. Officers of Incorporation: The five (5) officers of the Club shall be the four officers of incorporation.

Section 5. Corporate Seal: The corporate seal shall include the name “Skating Club of Novi”.

Section 6. Location: This Club shall have its headquarters in the Novi Ice Arena at 42400 Arena Drive, Novi, Michigan 48375.

**ARTICLE II
PURPOSE**

Section 1. Purpose: The purposes of the Club are to encourage the instruction, practice, and advancement of the members in free skating, pair skating, dancing, and all

types of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; to sponsor, to produce, or cooperate in the production of amateur ice shows and generally to do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objects and purposes of this organization; and to carry out the general policies of the U.S. Figure Skating.

ARTICLE III BOARD OF DIRECTORS

Section 1. Number of Members: There shall be a Board of Directors composed of ten (10) regular members of the Club.

Section 2. Term of Office: Three (3) members shall be elected each year at the regular March Board of Directors meeting. The term of office will be three (3) years.

Section 3. Board Nominations and Election: The candidates for the Board shall be nominated by a Nominating Committee elected by the Board of Directors as well as by nomination at the regular February Board of Directors meeting. Nominees may post information about themselves and their qualifications on the Club Bulletin Board at least one month prior to the election. The Nominating Committee shall be appointed at the January Board of Directors meeting. The Board of Directors election will be held the day of the regular March Board of Directors meeting. The Board of Directors Officer election will be held at the regular March Board of Directors meeting.

Section 4. Method of Voting: Vote shall be by ballot, and the one receiving the greatest number of votes shall be elected.

Section 5. Eligibility Requirements: For all elections prior to 2002, any candidate for the Board of Directors must have been a voting member in good standing prior to the election. For all elections in the year 2002 and thereafter, any candidate for the Board of Directors must have been a voting member in good standing at the previous election. If the candidate has a family member that is a skater that is a member of the U.S. Figure Skating, one skater in the family must list the **Skating Club of Novi** as his/her first club with the U.S. Figure Skating. Only one family member may be on the Board of Directors at any one time. Only one professional skater may be on the Board of Directors at any one time, but the professional may not hold an office on the Board.

ARTICLE IV OFFICERS

Section 1. Officers: The officers shall be President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. These officers will be regular members of the Board of Directors and have the same privileges as the Board of Directors. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers must be Directors of the Club and, therefore, must meet the qualifications of Directors as set forth in Article III, Section 5 of these Bylaws.

Section 2. Term of Office: Officers shall be elected for a one year term at the regular March Board of Directors meeting. No Officer may be elected to the same office for more than four (4) consecutive terms.

Section 3. Officer's Election: The Board of Directors will elect the Officers. The President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer will be elected during the regular March Board of Directors meeting.

Section 4. Method of Voting: Vote shall be by ballot, and the one receiving the greatest number shall be elected.

Section 5. Eligibility Requirements: Any candidate for office must be a current member of the Board of Directors.

ARTICLE V DUTIES OF OFFICERS

Section 1. Duties of the President: It shall be the duty of the President to take charge of the Club: to preside at all general membership and Board of Directors meetings. He/She shall have the entire supervision and management of the Club and its property, pending the actions of the Board of Directors; the power to suspend any member for violating the Bylaws or Regulation of the Club, pending the approval of the Board; to call special meetings and Club meetings. The President together with the Secretary shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

Section 2. Duties of the Vice-President: It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties and in his/her absence to assume his/her duties and officiate in his/her stead.

Section 3. Duties of the Treasurer: The Treasurer shall have charge of the funds of the Club and shall keep a record of all receipts and disbursements and shall render a written report monthly, and when requested by the President or a member of the Board of Directors. Disbursements shall be made only upon vouchers approved by the Board of Directors. The Board of Directors shall have the power whenever they deem it necessary to appoint an acting treasurer. All funds shall be deposited in the name of the Club in a bank approved by the Board of Directors or in securities approved by the Board of Directors. All disbursements by check under \$250 shall be signed by the Treasurer or the President. All disbursements by check over \$250 must be signed by the Treasurer and the President. The reason for any disbursement shall be noted on the memo line of all disbursement checks.

It shall be the responsibility of the "Chairman" of an event, at the conclusion of the event, to provide the Treasurer with a written request for all disbursement checks associated with the event, setting forth the name(s) of such payee(s) and the amount each payee is to be compensated.

Moneys shall be set aside, not to exceed \$100, as a discretionary fund for the daily operational expenses of the Club.

Section 4. Duties of the Recording Secretary: It shall be the duty of the Recording Secretary to keep the Minutes of the meeting of the Club and the Board of Directors, and to supervise all reports and documents connected with the business of the Club, and to supervise keeping of a roll of membership together with dates of their election and a record of all members elected, deceased, suspended or expelled.

Section 5. Duties of the Corresponding Secretary: It shall be the duty of the Corresponding Secretary to supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and Board of Directors, to notify the membership after each election of Officers and report to USFS any amendments to the Bylaws and shall notify the USFS of the results of the election of the Board of Directors and the Club's Officers within thirty (30) days thereafter. The Corresponding Secretary shall preserve the records of an election for at least one (1) year.

Section 6. Vacancies: If any of the foregoing offices become vacant by reason or death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term.

Section 7. Removal: Any Officer or Director may be removed from office by the unanimous vote of the Directors voting at a special meeting called for this purpose, except the Director under consideration for removal shall not vote.

ARTICLE VI STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 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 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 3. Limitation of 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 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors possesses all of the power of the governing body of a non-profit corporation under the general laws of the State of Michigan Non Profit Corporation Act of 1982 and General Corporation Act of 1931.

Section 1. Meetings: The Board of Directors shall meet at least once in every month during the skating season. The date of such meetings shall be stated by the President, or in his/her absence, by the Vice-President. Any four (4) members of the Board may call a board meeting upon written notice to all the members of the Board of Directors, at least three (3) days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the four (4) members requesting the meeting.

Section 2. Quorum: Five (5) members shall constitute a quorum.

Section 3. Authority: They shall have entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them.

Section 4. Rules: They shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of strangers; rules for allocation of Club ice; fix penalties for offenses against the rules, and make rules for their own government and for the government of the committees appointed by them.

Section 5. Appropriations: All appropriations from the funds of the Club shall be made by the Board of Directors. No part of the Skating Club of Novi's net earnings will benefit members, trustees, officers or other private persons except reasonable compensation for services rendered.

Section 6. Audits: At their discretion, the Board of Directors shall appoint an independent auditor to audit records of the Recording Secretary, Corresponding Secretary and Treasurer, or the Committees.

Section 7. Indebtedness: They shall have power to limit the indebtedness to the Club of a Club member.

Section 8. Suspend or Expel: They shall have the power to suspend or expel any member for violations of the Constitution and Bylaws or for conduct which they shall deem improper, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing.

Section 9. Readmit to Membership: They may at a regular meeting readmit to membership, without the payment of a second initiation fee, any former member whose resignation has been fully accepted. Such readmission must be by ballot and two negative votes shall reject. No rejected candidate shall be again proposed for reinstatement within six months after rejection.

Section 10. Drop and Reinstate to Membership: They may as hereinafter provided, drop from the roll any delinquent member and also may reinstate such members as hereinafter provided.

Section 11. Standing Committee: They shall appoint all standing committees with full authority over them except as hereinafter provided and shall appoint such other committees as shall deem necessary.

Section 12. USFS Delegate: They shall elect a delegate or delegates to the U.S. Figure Skating. The Corresponding Secretary shall inform the Association's Secretary, in writing, of the name and address of the Delegate(s) elected. Such Delegate(s) shall be the representative between the Club and Association and shall attend the Association's meetings, either in person or by proxy. The Board may as it sees fit, pay the traveling expenses of the Delegate(s) to the Association meetings. If the Delegate(s) is not a member of the Board of Directors, and is seeking reimbursement of travel expenses, the Delegate(s) will be asked to attend a Board Meeting, subsequent to an Association meeting, to present a report summarizing pertinent information gained by the Delegate(s) at an Association meeting.

Section 13. Clerical Assistance: They shall have authority to make, in their discretion, appropriations for clerical assistance to the Recording Secretary and the Corresponding Secretary.

Section 14. Expenditures and Revenue: They shall prepare and submit to the stated Fall meeting, a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same.

Further, prior to the Fall Meeting and in accordance with the “Chairman’s Planning Guide”, the chairman of an event, where applicable, will be responsible, with the assistance of the Treasurer, to prepare and present a budget for the event stating the potential income and expense of such an event.

Section 15. Board Member Limitation: The office of the Board Member shall be *ipso facto* vacated.

1. If he/she becomes bankrupt or suspends payments or compounds with his/her creditors or makes an authorized assignment or is declared insolvent.
2. If he/she is found to be a lunatic or becomes of unsound mind.
3. If he/she is convicted of a criminal offense.
4. If by notice in writing to the Club he/she resigns from office.
5. If he/she is no longer a member of the Club.
6. If he/she misses three consecutive regular Board of Directors meetings.

Section 16. Compensation: All members of the Board of Directors will volunteer their services, unless it is otherwise decided by the Board of Directors.

ARTICLE VIII STANDING COMMITTEES

Section 1. Names: The Standing Committees shall be:

1. Membership Committee;
2. Club Ice Committee;
3. Test Committee;
4. Fund Raising Committee;
5. Skater’s Advisory Committee;
6. Ice Show Committee;
7. Competition Committee;
8. Such other committees as the Board of Directors may deem necessary.

They shall be appointed annually by the Board of Directors at their regular meeting after the annual election.

It shall be the duty of each standing committee chairman, where applicable, to appoint a member of their standing committee to keep Minutes of all Meetings of his/her standing subcommittee.

It shall be the responsibility of the "Chairman" of an event, at the conclusion of the event, to provide the Treasurer with a written request for all disbursement checks associated with the event, setting forth the name(s) of such payee(s) and the amount each payee is to be compensated.

Section 2. Membership Committee: The Membership Committee shall be chaired by a member of the Club. The chairman shall determine the size of the Committee. The Committee's duties include greeting new members, furnishing adequate descriptions of member categories and associated ice programs to the prospective members, and keeping current membership lists with the Corresponding Secretary and Treasurer. Preparing and distributing membership application forms, collect membership fees and distributing copies of the Bylaws to new members.

Section 3. Club Ice Committee: The Club Ice Committee shall consist of three (3) or more members. They shall make rules and arrangements for the conduct of the Club members during the sessions where the Club rents the ice, and divide the ice time into sections corresponding to the requirements of the Club. The Committee is also responsible for collecting the funds from members for the ice and paying the rink for ice rental. Those rules and regulations shall be approved by the Board of Directors and then posted on the Club Bulletin Board.

Section 4. Test Committee: The Test Committee shall be chaired by a member of the Club. The chairman shall determine the size of the Committee. They shall schedule and conduct USFS tests, obtain approved USFS judges, determine skater's eligibility, collect applications and fees, establish test rules and guidelines for test sessions, supervise all test sessions and provide food for judges on test days, prepare all required papers, reports to various USFS officials as required, keep appropriate records of members test, order and distribute awards, and submit a financial report to the Board of Directors after each test session at the next regularly scheduled Board meeting.

The Test Committee shall encourage Club members to train as judges, keep appropriate records of their activities, and assist the President in submitting requests for appointments.

Section 5. Fund Raising Committee: The Fund Raising Committee shall consist of three (3) or more members. This committee will be responsible for any fund raising ventures. All money-making projects must be approved by the Board of Directors, before initiating the project. Funds raised must be reported to the Treasurer.

Section 6. Skater's Advisory Committee: The Skater's Advisory Committee shall consist of at least four (4) members and one (1) Board Member as a liaison. The members of this Committee shall be active skaters of age eleven (11) or greater. They will provide the opinion of skaters to the Board of Directors at each meeting. There will be two (2) new members each year. The first committee shall be formed via solicitation of volunteers.

Section 7. Ice Show Committee: The Ice Show Committee shall consist of at least three (3) members who will act as chairmen of such subcommittees as the Ice Show Chairman may designate. The members of the subcommittees should be appointed by the Ice Show Committee Chairman but approved by the Board of Directors.

Section 8. Competition Committee: The Competition Committee shall be chaired by a member of the Club. The Competition Committee shall consist of at least three (3) members who will act as chairmen of such subcommittees as the Competition Committee Chairman may designate. The members of the subcommittee should be appointed by the Competition Committee Chairman but approved by the Board of Directors. They shall schedule and conduct competitions in accordance with the USFS. They will obtain approved USFS judges, determine skater's eligibility, collect applications and fees, establish rules and guidelines for the competitions with the Referee, supervise all competitions and provide hospitality for judges.

Section 9. Board Meetings: The Chairmen of the Standing Committees are encouraged to attend all Board meetings and may be asked by the President to attend specific meetings of the Board of Directors. The President shall give the Chairmen seven (7) days prior written notice of such request. They may enter into and take part in all discussions, but may not vote.

Section 10. Chairman's Planning Guide: Every Chairman of every committee must submit a "Chairman's Planning Guide" both before as well as after an event has taken place. It should include the following: the purpose of the project, the goals and objectives of the project. A written follow-up of the project should include: a financial statement if applicable, recommendations for future projects relating to this project, and steps taken (in chronological order) that were needed to complete the project.

It shall be the duty of every Chairman of every committee to appoint a member of his/her standing committee to keep Minutes of all meetings of each standing committee.

ARTICLE IX MEMBERSHIP

Section 1. Geographical Scope: Membership shall not be restricted to any designated vicinity.

Section 2. Classes for Membership:

- **Full USFS Membership:** Adult members shall be eighteen (18) years of age or over and First Club USFS members, and shall enjoy all privileges of the Club. In addition to the privileges authorized in the USFS Constitution, the member shall have the right to vote, if over the age of eighteen (18), at the Board of Director's Election.
- **Additional Skater Membership:** Additional skating members shall be under the age of eighteen (18) years of age and First Club members, and shall enjoy all privileges of the Club except voting and holding office.
- **Second Club Membership:** Second Club members eighteen (18) years of age or over, shall enjoy all privileges of the Club. In addition to the privileges authorized in the USFS Constitution, the member shall have the right to vote. If less than eighteen (18) years of age, Second Club members shall enjoy all privileges of the Club except voting and holding office.
- **Coach/Associate Membership:** Associate members are nonskating members. An Associate member shall be eighteen (18) years of age or older and First Club USFS members and shall enjoy all privileges of the Club including the right to vote and hold office on the Board of Directors except as restricted by the USFS Constitution and Article III, Section 5 of this document.
- **Collegiate Membership:** Collegiate members are High School Graduate skating members who will be freshmen at college in the fall of the renewing year. A Collegiate member shall be a First Club USFS Member and shall enjoy all privileges of the Club including the right to vote, if over the age of eighteen (18), but not the right to hold office. This membership will last for four (4) consecutive years.
- **Special Membership:** All membership needs not covered by the above shall be brought to the Board of Directors on a case by case basis.

Section 3. Application for Membership: Applications for membership must be subscribed by the candidate, must state their name and address and include an

agreement to comply with the Constitution and Bylaws. All applications should be sent to the Membership Committee.

Section 4. Arrears for Dues: Any member in arrears for dues, or any other indebtedness shall be notified by mail by the Corresponding Secretary at their last known address. Their name with the amount due and any additional indebtedness, shall be posted on the Club Bulletin Board as delinquent. If the amount posted is not paid in full within one (1) month thereafter, the name of the delinquent member shall be reported by the Corresponding Secretary to the Board of Directors at their next meeting. The Board of Directors may drop from the roll any 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 the discretion of the Board of Directors, be reinstated to full membership.

Section 5. Arrears for Dues Restrictions: No member in arrears of dues, or other indebtedness, shall be eligible to hold office, or be entitled to vote, or enter in any Club tests or competition.

Section 6. Resignation: Any member not in arrears for dues, or other indebtedness, may tender a written resignation of their membership to the Recording Secretary, who shall report the same to the Board of Directors, at their next meeting for their action.

Section 7. Honorary Membership: Honorary members may be elected at any meeting of the Club after recommendations by the Board of Directors, but with three negative votes they shall be rejected.

An Honorary Member shall be free from initiation fees, dues and/or assessments. They may represent the Club in exhibitions and attend ice skating sessions under the same rules governing active members. He/She shall not be nominated or elected to office or a member of the Board of Directors to fill a vacancy, where, only, he/she shall have a vote. Honorary members have no vote unless otherwise provided. They shall have no claim on the assets or property of the Club. He/She shall not represent the Club in competitions.

Section 8. 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 9. Board Approval for Competition and 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 someone given this authority by them.

Section 10. Non Discrimination: Membership in the Skating Club of Novi and participation in the Skating Club of Novi activities is open to all persons, regardless of gender, ethnicity, race, color, national origin, religion, age or sexual orientation. All Skating Club of Novi members must uphold this standard. Any person not upholding this standard may be subject to termination as outlined in Article X, Section 2.

ARTICLE X CLUB MEETINGS

Section 1. Time: There shall be one (1) annual stated Club Membership meeting each year. A Stated Meeting shall be held within one (1) month after the skating season opens in the fall.

Section 2. Special Meetings: The Corresponding Secretary shall call special meetings at the direction of the President, or upon the written request of seven (7) club members in good standing.

Section 3. Quorum: Twenty percent (20%) of voting members in good standing shall constitute a quorum for the transaction of business.

Section 4. Notices: Notices of *Stated* and *Special Meetings* shall be mailed by the Corresponding Secretary to every member at least ten (10) days in advance thereof, and/or shall be posted by the Corresponding Secretary for the same length of time on the Club Bulletin Board.

Section 5. Special Meeting Limitations: No business shall be transacted at a special meeting except that of which notice was given.

ARTICLE XI CONFLICT OF INTEREST

Section 1. Duality of Interest: A qualified person shall not be prevented from serving on the Board because of a duality of interest.

Section 2. Disclosure: Any duality of interest or possible conflict of interest on the part of any member of the Board shall be disclosed to the other Board Members and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board.

Section 3. Voting: Any Board Member having a duality of interest or possible conflict or interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The minutes of the meeting should reflect that disclosure was made, that the interested Board Member abstained from voting and that his or her presence was not counted in determining a quorum.

Section 4. Board Member May State Position: The foregoing requirements should not be construed as preventing a Board Member from stating his or her position on the matter, nor from answering pertinent questions of other Board Members since his or her knowledge may be of great assistance.

Section 5. Duty of Good Faith: The Officers of the Club shall exercise the utmost good faith in all touching upon their duties to the Club and its property. In their dealings with and on behalf of the Club they shall be held to a strict rule of honest and fair dealing between themselves and the Club. They shall not use their position, or knowledge gained there from, in such a way that a conflict might arise between their own interest and that of the Club.

ARTICLE XII CONFLICT RESOLUTION

Section 1. Grievance and Arbitration Committee: The Club's Officers and Board Members shall act as a Grievance and Arbitration Committee to hear and render opinions on such grievances as may be submitted to it for decision. In the event the grievance involved an action or the absence of an action by the Board, either collectively or individually, a special committee comprised of the Parliamentarian plus four (4) senior club members shall be appointed to act as the Grievance and Arbitration Committee. In the event the grievance involves an action or the absence or an action by the Parliamentarian, the Board shall select an uninvolved Officer or Board Member to substitute for the Parliamentarian on the Grievance and Arbitration Committee.

Section 2. Procedures: Any Club member may file a written grievance to the Club Corresponding Secretary as to any matter within the cognizance of the Club and alleging a violation of any provision of these Bylaws. Such grievance must be signed by the Club member submitting the grievance.

Section 3. Hearings: Normally grievances will be heard by the Grievance and Arbitration Committee at regular Board meetings. Grievances of an urgent nature will be heard within fourteen (14) days of receipt. The decision of the Grievance and Arbitration Committee shall be considered final.

ARTICLE XIII DISCIPLINE

Section 1. Method of Procedure: Any member or members having complaint against another member for the infraction of any law or rule, other than skating rules, as for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held as soon as practicable to investigate same. The complainant or complainants, and the member complained of, shall receive at least seven (7) days notice, of such meeting, and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Corresponding Secretary, and he/she shall mail copies thereof to the complainant or complainants and to the member complained of. An appeal from the decision of the Board of Directors may be taken to the Club within seven (7) days thereafter, by serving upon the Corresponding Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case, and a two-thirds (2/3) vote shall be necessary to reverse the decision of the Board of Directors.

Section 2. Termination of Membership Vote: The Board of Directors may, by a two-thirds (2/3) vote, terminate any person's membership if the Board of Directors determines, in its sole judgment, such member is not acting in the best interest of the Skating Club of Novi. The Board of Directors must provide written notification, to the person, specifying the grounds of the proposed termination, at least thirty (30) days prior to the meeting for the termination vote. That person may appear before and be heard at the termination meeting.

ARTICLE XIV FEE, DUES AND ASSESSMENTS

Section 1. Fees, Dues and Assessments: Shall be set at the discretion of the Board of Directors.

Section 2. Subscription to Skating Magazine: One (1) subscription per family living at the same address is included in the registration fees and increases general interest in the sport if read by all members.

Section 3. Guests: A visiting skater from an out of town member club of USFS may skate on Club ice providing a designated fee is paid. Guest skaters may be denied access to any skating session if said session appears hazardous and/or overcrowded.

ARTICLE XV GENERAL PROVISIONS

Section 1. Amendments to the Bylaws: These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise.

Section 2. Fiscal Year: The fiscal year of the Skating Club of Novi will run from July 1 to June 30.

Section 3. Limitations:

3.1 Exempt Activities: Notwithstanding any other provision of these Bylaws, no Board Member, Officer, employee or representative of the Skating Club of Novi shall take any action or carry on any activity by or on behalf of the Skating Club of Novi which is not permitted to be taken on by an organization exempt from Federal income tax under Section 501(a), as an organization described in Code Section 501(c)(3) of the Internal Revenue Code.

3.2 Prohibition Against Sharing Corporate Earnings: No Board Member, Officer or employee of the Skating Club of Novi or other persons connected with the Club, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from operation of the Club, provided that payment to any such

person of reasonable compensation for services rendered to or for the benefit of the Club or for the reimbursement of expenses incurred by any such person on the behalf of the Club, and no such person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Club. All such persons shall deem and have expressly consented and agreed upon such dissolution or winding up of the affairs of the Club, whether voluntary or involuntary, the assets of the Club, after all debts have been satisfied, then the remaining assets in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over in such amount that the Board may determine, or as determined by court of competent jurisdiction upon application by the Board.

Section 4. Dissolution: In the event of the termination, dissolution, or winding up of the Skating Club of Novi, in any manor or for any reason, its remaining assets, if any, shall be distributed by the Board of Directors to another 501(c) (3) organization in accordance with Section 501(c) (3) of the Internal Revenue Code and the State of Michigan Non Profit Corporation Act of 1982, Section 855. Said organization shall have the purpose of promoting the sport of figure skating and shall be selected at a meeting of the Board of Directors.

In accordance with Act No. 222, Public Acts of 2008, of the State of Michigan, in the event of the dissolution of the Skating Club of Novi, the Skating Club of Novi shall provide notice of the dissolution to the Attorney General of the State of Michigan within sixty (60) days of an automatic dissolution under section 922. The Skating Club of Novi is required to obtain written approval from the Attorney General before disposing of any of its assets.

Section 5. Limitations on Use of Membership List: Unless the Board of Directors gives its consent, the Club's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election by the corporation, (iii) used for any commercial purpose; or (iv) sold or purchased by any person.

Section 6. Liability and Indemnification: Members of the Skating Club of Novi shall not be individually or personally liable for debts, liabilities, or obligations of the Skating Club of Novi or for monetary damages for action, or failure to take action, unless the breach or failure to perform constitutes fraud, self-dealing or willful misconduct.

BYLAWS CERTIFICATE

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

DATED: August 17, 2009

Cheryl Kelley

BY-LAWS

ARTICLE I ORDER OF BUSINESS

Section 1. **Sequence**: At *Stated* and *Special* meetings, the following order of business shall be observed:

1. Roll Call
2. Reading of the Minutes of the previous meetings
3. Reports of Officers
4. Reports of Committees
5. Election of Officers
6. Unfinished Business
7. New business
8. Adjournment

ARTICLE II RULES OF ORDER

Section 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
6. To amend

Which several motions shall have precedence in the order above given, and the first three shall be decided without debate.

Section 2. **Yeas and Nays**: If any two members shall request, the *Yeas* and *Nays* shall be called upon any question, whereupon each member present shall vote as their name

is called, without debate, unless excused from voting by the meetings, and the vote so taken shall be recorded in the Minutes.

Section 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 4. **Majority Vote**: Except as otherwise provided, all questions shall be determined by a majority vote.

The Chairman may vote only in case of a tie, except when the *yeas* and *nays* are ordered in which case the Chairman shall vote when his/her name is called. If the result be then a tie, the motion shall be declared lost.

Section 5. **Robert's Rules of Order**: All questions of parliamentary practice not herein provided for shall be determined in accordance with *Robert's Rules of Order*.

Date Revised	Revisions	Date Approved	Recorder
10/16/01	Changes to comply with IRS requirements For a non-profit corporation status.	10/16/01	Magan Flynn
8/4/04	Addition of Conflict of Interest (Article X), and Conflict Resolution (Article XI)	8/4/04	Mary Lynn Swinton
10/20/04	Changes to Article III, Section 5, Eligibility Requirements; Article VIII, Section 2, delete Booster Members and Ice Show Membership	10/20/04	Mary Lynn Swinton
1/4/05	Article VII, Section 2, Membership Committee	1/4/05	Mary Lynn Swinton
10/8/07	Changes to Article I, Section 3, Membership in U.S. Figure Skating; Article V, Section 3, Duties of the Treasurer; Section 4, Duties of the Secretary; Article VI, Section 14, Expenditures & Revenue; Article VII, Standing Committees; Section 1, Names; Section 2, Membership Committee, Section 8, Competition Committee; Article VIII, Membership, Section 2, Classes for Membership	10/8/07	Paula Imirzian
9/14/09	Art. I, Sec. 4 expand Board to 5 officers; Art. III and throughout ByLaws Change Board of Governors to Board of Directors, Art. III, Sec. 1 increase Board Members from 9 to 10; Art. IV, addition of Sec. 1; revise Sec. 2 placing 4 year term limit on officers' positions; Art. V addition of Sec. 4, 5, 6 & 7, Art. VI addition of new article, Art. VIII, Sec. 2 change Membership Committee to be chaired by a member of the club; Sec. 4 change Test Committee to be chaired by a member of the club; Sec. 8 change Competition Committee to be chaired by a member of the club; addition of Sec.9; Art. IX Addition of collegiate membership; Art. XV addition of Sec. 1, additional wording to Sec. 4 to comply with State of Michigan's new	9/14/09	Cheryl Kelley

5. Please attach a proposed, detailed budget and request for the allocation.

