

BYLAWS
OF
EASTERN IOWA FIGURE SKATING CLUB

ARTICLE I. Name and Incorporation

Section 1. Name. The Corporation shall be known as "EASTERN IOWA FIGURE SKATING CLUB" (the "Club").

Section 2. Incorporation. The Corporation was incorporated under the laws of the State of Iowa on the 27th day of July, 1999. The Club was established prior to incorporation on May 19, 1999.

Section 3. Officers of Corporation. The four officers of the Club shall be the four officers of the Corporation.

Section 4. Corporate Seal. The Corporation shall have no corporate seal.

Section 5. Headquarters. The Corporation shall have its headquarters at the Coral Ridge Ice Arena, Coralville, Iowa, 52241.

ARTICLE II. Purposes

The purposes of the Corporation are: to encourage the instruction, practice and advancement of the members in any or all of the disciplines of figure skating; to encourage and cultivate a spirit of fraternal feeling among ice skaters; and to carry out the general policies and objectives of the United States Figure Skating Association ("USFSA").

ARTICLE III Officers

Section 1. Titles. The officers shall be the President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined. All officers must be registered member of the USFSA who have designated the Corporation as their home Club. The officers shall be elected by the Board of Directors, and must meet the qualifications set forth in Article IV, Section 2 and Article VI, Section 1.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until death, or until he/she shall resign or shall have been removed in the manner hereinafter provided. All terms shall be for one (1) year.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. In general, he or she shall perform all duties as may be prescribed by the Board of Directors from time to time. The

President shall have the entire supervision and management of the Corporation and its property pending the action of the Board of Directors; the power to suspend any members for violating the Bylaws or regulations of the Corporation, pending the approval of the Board; and the power to call special meetings and Club meetings. The President, together with the Secretary, shall sign all agreements and contracts made by the Corporation upon the approval of the Board of Directors.

Section 6. The Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in a book provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall: (a) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors; (b) keep a record of all receipts and disbursements and render a written report at each Board meeting; (c) disburse funds of the Club only upon vouchers approved by the Board of Directors; (d) deposit all funds of the Club in the name of the Club in a bank approved by the Board of Directors or in securities approved by the Board of Directors; (e) withdraw funds of the Corporation only upon checks co-signed by the President or another designated officer or member of the Board of Directors; (f) not withdraw from the Club's savings account or other investment any funds earned in a prior year except upon the vote of a majority of the Board of

Directors; (g) prepare a yearly financial report and budget for presentation at the Annual Meeting; and (h) make an annual financial report to the accountant for preparation of all year end filings for all government agencies where required.

ARTICLE IV. Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Qualifications. Directors must be voting members of the Corporation who have designated the Corporation as their home Club under the applicable rules of the USFSA.

Section 3. Number of Members. The Board of Directors shall consist of no fewer than nine (9) nor more than twelve (12) members of the Club, as determined at each Annual Meeting of the Club.

Section 4. Term of Office. Each Director shall hold office until the next Annual Meeting of the Club and until his or her successor shall have been elected and shall have qualified, or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 5. Vacancies. Any position on the Board of Directors shall be deemed to be vacated if (a) he/she is found to be mentally incapacitated; (b) he/she is convicted of a felony; or (c) he/she resigns such position. In the event of a vacancy on the Board of Directors, it shall be filled by a vote of the remaining directors by an eligible member of the Club. Such appointed Director shall fill the unexpired term of the vacated Director position.

Section 6. Quorum. A majority of the total membership of the Board of Directors shall constitute a quorum.

Section 7. Meetings. The Board of Directors shall meet at least once in every month during the skating season, with no fewer than nine (9) meetings during the calendar year. The date of such meetings shall be designated by the President or, in his or her absence, by the Vice President. Any four (4) members of the Board of Directors may call a meeting of the Board upon written notice to all members of the Board at least seven (7) days prior to the meeting. The Notice shall state the date of meeting, the purpose of which the meeting is called and the names of the four members requesting the meeting.

Section 6. Authority. The Board of Directors shall make such rules as it deems proper respecting the use of the Club's property and for the admission of strangers; shall fix penalties for offenses against the rules; and shall make rules for the Board's own governance and for the governance of the committees appointed by the Board of Directors. The Board shall appoint a membership chair, a test chair, and other committee chairs as the Board may choose to create from time to time, together with the members of such Committees.

Section 7. Financial Duties. All appropriations from the funds of the Club shall be made by the Board of Directors. The Board of Directors shall audit the records of the Secretary, Treasurer and committees. They shall prepare and submit to each Annual Meeting a program of anticipated expenditures for the coming year together with proposals for sources of revenue to meet these expenditures. The Board shall be responsible for filing federal and state income tax returns yearly and perform any other duties deemed necessary. The Board shall have the power to limit the indebtedness owing the Club by any member.

Section 8. USFSA Delegates. The Board shall appoint from among its registered eligible members 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 USFSA Bylaws, Article XV. The delegate or delegates shall be the representative or representatives between the Club and USFSA and shall attend the USFSA governing council meeting, either in person or by proxy. The Club shall file a Certificate of such appointment with the USFSA and the Certificate shall be provided by the USFSA.

Section 9. Reimbursement. The Board, by affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, may establish reasonable reimbursement of all directors for expenses incurred on behalf of the Club Directors, officers or otherwise, or may delegate such authority to an appropriate committee.

Section 10. Presumption of Assent. A director of the Alliance who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or the Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Directors then in office.

ARTICLE V. Elections

Section 1. Time. Elections shall be held at least one month before the beginning of the fiscal year for which such officers and directors are chosen.

Section 2. Nominating Committee. Each year a nominating committee shall be appointed by the Board of Directors at least sixty (60) days in advance of the annual election. This Committee shall consist of two (2) members of the Board of Directors and one (1) member of the Club who is not a member of the Board of Directors. The names of the candidates selected by the Nominating Committee shall be mailed to each member in the form of a ballot at least four (4) weeks prior to the Annual Meeting.

Section 3. Voting. Ballots shall be mailed to all members at least twenty (20) days before the date set by the Board of Directors for counting such ballots. Members may cast their ballots by mail addressed to the Secretary or in person at a meeting held solely for the purpose of counting the ballots. Ballots not received in the mail in time to be counted shall be invalid. This meeting shall be open to all members, though the actual counting of the ballots shall be conducted under the supervision of the Secretary or such other person as the Board of Directors may designate.

Section 4. Records. The Secretary shall preserve the records of an election for at least one (1) year.

ARTICLE VI. Membership

Section 1. Classes of Membership. The Club shall have the following classes of membership: (a) active members who shall have all privileges of membership; (b) associate members who shall have all privileges of membership except for skating; (c) junior members who shall be under the age of eighteen (18) years and shall have all privileges except those of voting and of holding office; (d) professional members who shall have all privileges except those of voting or holding office; (e) non-home Club members who shall have all privileges except voting and holding office; (f) honorary members who shall have all privileges. The members, at any Annual Meeting or at any Special Meeting called for the purpose may, upon recommendation of the Board of Directors, name any person who has rendered important or distinguished services to the Club as an honorary member for

his/her life, or for such time or period of years as the members shall deem appropriate. Such honorary member shall be exempt from payment of any annual subscription, but in all other respects shall be subject to the Bylaws, rules and regulations of the Club.

Section 2. Application for Membership. Applications for admission, with appropriate fees, shall be submitted to the membership chairman and the membership chairman shall submit all applications to the Board of Directors for approval. Membership application shall be voted on by the Board within sixty (60) days following receipt. No person shall be elected a member if three or more members of the Board of Directors object to the election of such person. Rejection may not be discriminatory as to race, age, national origin or religious preference. Each new member shall be notified by the Membership Chairman.

Section 3. Termination and Suspension of Membership. Any member's membership may be terminated by a majority vote of the Board of Directors. Notice shall be given to said member by registered or certified United States Mail at his or her address as it appears on the Club records within ten (10) days of the termination. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments or fees arising from contract or otherwise. Appeal rights shall be as governed by the USFSA rules and Bylaws.

Section 4. Voting Rights. The Board of Directors shall determine, consistent with these Bylaws, the rights, privileges, preferences, restrictions and conditions applicable to each class of membership. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions.

ARTICLE VII. Club Meetings

Section 1. Time. There shall be at least 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 or within one (1) month after the skating season closes in the spring.

Section 2. Special Meetings. The Secretary shall call special meetings at the direction of the President, or upon the written request of ten percent (10%) of the Club members in good standing.

Section 3. Quorum. Twenty percent (20%) of all members who are entitled to vote and are 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 Secretary to every member at least ten (10) days in advance thereof and/or shall be posted by the Secretary for the same length of time on the Club bulletin board.

Section 5. Special Meeting Limitation. No business shall be transacted at a Special Meeting except that of which notice was given.

ARTICLE VIII. Discipline

Complaints. If any member or members having a complaint against another member for the infraction of any law or rule, or for conduct injurious to 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 the same. The complainants 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 the hearing date.

ARTICLE IX. Fees, Dues and Assessments

Fees. The annual dues payable to the Club shall be in such amounts as determined from time to time by the Board of Directors.

ARTICLE X. Fiscal Year


The fiscal year of the Club shall run from September 1 of each year through August 31 of the following year until such time as the Board of Directors adopts a different fiscal year.

ARTICLE XI. Membership in the USFSA

The Club shall maintain its membership in the USFSA and conduct its affairs in a manner consistent with the bylaws of that Association. Members shall conduct themselves in a manner consistent with the codes and ethics as stated in the USFSA and the United States Olympic Committee.

ARTICLE XII. Amendment to Bylaws

These Bylaws may be amended by a two-thirds vote at a regular Annual Meeting of the members, provided a thirty (30) day notice of the general nature of the proposed amendment has been mailed to all voting members. Proxies may be used for voting purposes.


Secretary