

**AMENDED BYLAWS  
OF  
SEVEN RIVERS FIGURE SKATING CLUB, INC.  
a Wisconsin Non-Profit Corporation, as of May 5<sup>th</sup>, 2024**

**I. Name.**

The name of the corporation ("Corporation") shall be Seven Rivers Figure Skating Club, Inc.

**II. Purpose.**

A. The purpose of this corporation shall be to encourage instruction, practice,<sup>1</sup> and advancement of its members in all types of figure skating; to foster and promote local, regional, national and international amateur figure skating skills and competition with such organizations as the United States Figure Skating Association, the International Skating Union, and any other bodies that have similar goals as the club, to generally do and perform such other acts as may be necessary, advisable, proper or incidental in the realization of the objective and purposes of this club, and to organize and operate exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

B. To assure that control of this Corporation remains vested in the Board of Directors, this Corporation shall not accept any contributions or subsidy from any municipality (or county). Any monies received from any municipality (or county) shall be for service rendered.

C. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on other activities not permitted:

1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law);
2. By a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

D. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

E. The purpose of the Corporation shall be in addition to the above any other purposes approved by the board of directors or members and authorized by Chapter 181 of the Wisconsin Statutes.

### **III. Members.**

A. **Membership.** Membership in the Corporation is open to anyone willing to abide by the purposes of this Corporation and the payment of dues established by the Board.

B. **Classes, Restrictions, Voting And Dues.** The Corporation's Board of Directors ("the Board") shall determine membership classes, age restrictions, voting privileges, and dues.

C. **Voting members.** Only freestyle skating members shall be voting members. Voting members shall each be entitled to one vote per freestyle skating family on any matter requiring a vote of the members of the Corporation. Proxy voting shall not be permitted.

D. **Non-voting members.** Basic skills skating members and members who have paid the dues prescribed by the Board shall be non-voting members. Non-voting members shall be entitled to receive publications, attend meetings, and have any other privileges as may be granted by the Board, but they shall not be entitled to vote.

E. **Removal of members.** Upon a recommendation by a vote of a majority of the Board constituting a quorum, and after providing the member(s) who are the subject of a removal vote notice and an opportunity to be heard by the Board, members of the Corporation may be removed by a vote of two-thirds of all voting members (notwithstanding whether all members are present at a meeting to vote on such removal). The president, or the president's designee, must give member(s) who are the subject of a removal vote at least two weeks notice before such removal vote.

### **F. Meetings of members.**

1. **Annual meeting.** In each calendar year, an annual meeting of members shall be held during the month of June. The Board shall give at least 10 business days prior notice of an annual meeting to each member.
2. **Special meetings.** The president or three or more Board members may call a special meeting of the members. Special meetings shall

be on two days written notice to all voting members, which shall describe generally the business to be transacted at the meeting.

3. **Place of meetings.** All meetings of members shall be held within the state of Wisconsin.
4. **Procedure.** Meetings shall be conducted pursuant to Robert's Rules of Order unless some other procedure is approved by a two-thirds vote of voting members present and voting.
5. **Adjournment.** Meetings of members may be adjourned from time to time without further notice.

#### **IV. Directors.**

- A. **Eligibility.** To qualify for election to the Board or to serve on the Board, the person must be a member of the Corporation in good standing, not be an employee, and not be associated with interests adverse to the Corporation.
- B. **Number.** The management of the Corporation shall be vested in a Board consisting of no more than nine and no less than three persons.
- C. **Powers of directors.** Members of the Board of Directors ("Directors") shall be granted the authority to manage the Corporation to the extent provided by Wisconsin law.
- D. **Term.** The term of each Director shall be two (2) years.
- E. **Nominations.** Between ten and ninety days before the annual or special meeting the president or the nominating committee chair shall solicit and receive names from other Directors, members, staff, or the public of possible nominees for Director positions. If the president's term is slated to expire, and the president intends to stand for election, the vice-president, or other Director selected by the Board shall solicit and receive such nominees. The nominees shall be reported to the Board before the annual or special meeting.
- F. **Election.** Election of Directors shall take place at the annual or special meeting of voting members. Each voting member may cast one vote for each Director position open for election at such meeting. The nominee(s) receiving the greatest number of votes shall be the new Directors.
- G. **Vacancies.** In the event of a vacancy on the Board due to death, resignation, or temporary leave of absence, the nominating committee may present

to the Board for approval by consent of a majority of the remaining Board members constituting a quorum, a successor to fill the vacancy. If a Director is absent from any three meetings in any twelve-month period, that Director may be deemed to have resigned from the Board by a valid board vote.

#### **H. Meetings of directors.**

1. **Annual meeting.** There shall be an annual organizational meeting of Directors held during the month of June. The Board may change the date of the annual organizational meeting and shall give at least 10 business days written notice of the annual meeting.
2. **Regular meetings.** The Board shall determine its regular time and place of meetings, but shall in no event have less than six regular meetings each year.
3. **Special meetings.** The president or at least three Directors may call a special meeting of the Board. Special meetings shall be with two business days prior written notice to the entire Board, which shall describe generally the business to be transacted at the meeting.
4. **Place of meetings.** All meetings of the Board shall be held within the state of Wisconsin.
5. **Formal action by the Board; voting.** The act of a majority of the Board members present in person or by telephone at a meeting at which a quorum is present shall constitute the act of the Board, unless otherwise required or limited by statute, the articles of incorporation or these bylaws. Proxy voting shall not be allowed.
6. **Procedure.** Meetings of the Board shall be conducted pursuant to Robert's Rules of Order unless some other procedure is approved by a two-thirds vote of Directors present and voting.

#### **I. Alternate voting procedures.**

1. After establishing quorum, and upon consent of the majority of Directors present in person or by telephone, meetings may be conducted electronically to the extent and under the conditions permitted by law.
2. At the discretion of the Executive Director in urgent or emergency circumstances, action permitted or required to be taken by the Board may occur without a meeting of the Board upon two thirds

written consent of the Board. The action must be evidenced by one or more written consents describing the action taken, signed and dated by the required Directors, and delivered to the secretary of the Corporation for inclusion in the minutes. Written consent may be obtained by e mail, with a copy of the e-mail containing an original signature to be sent to the Board president.

**J. Compensation.** Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the Board.

**K. Indemnification.** As provided in Section VIII of these bylaws, Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

**L. Committees.** The Board may establish any standing or special committees, as it deems appropriate, if such committees do not exercise the powers of the Board. Every Director should serve on at least one assigned committee.

## **V. Officers.**

**A. In General.** The officers of the Corporation shall consist of a president, vice president, secretary, and treasurer.

**B. Election and terms.** The Board shall elect the President, Vice-President, Secretary and Treasurer. The election shall occur at the annual meeting or at any other meeting as need requires, from a slate of officers presented to the directors by the nominating committee. No one person can be nominated for more than one position. Each officer shall serve a term of two (2) years, and until a successor is elected and takes office. The Board may remove an officer at any time by a two-thirds vote of the board.

**C. Duties.** The duties of each officer shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer, as the president deems appropriate.

1. **President.** The president shall preside at all meetings of the Board and members.

2. **Vice President.** The vice president shall exercise the duties of the

president in the absence or incapacity of the president. If the president should die, resign, or be removed from office, the vice president shall succeed to the office of the president.

3. **Secretary.** The secretary shall maintain all records of the corporation and shall prepare minutes of all meetings of the Board and members.

5. **Treasurer.** The treasurer shall approve the accounting firm who prepares the financial statements and other reports for the Corporation. The treasurer shall report to the president and members on the financial status of the Corporation. The treasurer shall review the monthly financial statements, the annual financial report and all financial reports required by the Internal Revenue Service and Wisconsin State Department of Revenue.

D. One person may hold not more than one of the above offices, except that (1) the offices of president and vice president, and (2) the offices of president and secretary may not be combined.

E. All officers of the Corporation shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office.

## **VI. Miscellaneous.**

A. **Fiscal Year.** The fiscal year of the Corporation shall end on December 31.

B. **Unbudgeted Expenses.** Any unbudgeted special expenses over \$1,000 shall be approved by the Board.

C. **Fundraising and Development.** All fundraising activities of this Corporation shall be clearly publicized as being for the Seven Rivers Figure Skating Club, Inc. No contribution shall be accepted if by so accepting, any real or potential limitations will be placed on the ability of the Board to direct the activities, policies and administration of this Corporation as it deems necessary and proper.

D. **Authority to Execute Documents.** In addition to any other powers provided herein or by law, the Board may authorize one or more officers or employees of the Corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the Corporation, make or obtain loans, and sell, assign, or pledge securities.

- E. **Notice.** Whenever these bylaws require written notice to members, the president or the president's designee, shall mail such notice to each member of the Corporation by regular first class mail to the member's address as shown on the records of the Corporation. Whenever these bylaws require written notice to Directors, the president or the president's designee, shall mail such notice to each Director by certified mail, return receipt requested, to the Director's address as shown on the records of the Corporation. Each member and Director shall be responsible for advising the Corporation of his, her, or its current mailing address. In all cases, notice shall be deemed given on the date of mailing.
- F. **Quorum.** A simple majority of the filled seats of the Board present in person or by telephone shall constitute a quorum of any regular or special meeting of the Board. Once a Director is present, in person or by telephone, at a meeting, other than for the purpose of objecting to the meeting, that Director shall be considered present for purposes of determining whether a quorum exists for the remainder of the meeting.
- G. **Conflict of Interest.** No Director, officer or employee of the Corporation shall have or acquire any interest, direct or indirect, in any project which the Corporation is operating or promoting, or in any contract relating to any such project of the Corporation without making written disclosure to the Corporation of the nature and extent of his or her interest. No Director who has had such interest shall vote on any matter relating to it. Further, no Director, officer or employee of the Corporation shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Wisconsin Statutes 181.225 or its successors thereto.

## VII. Indemnification.

### A. Indemnification of the Directors and Others.

1. **Definitions.** For purposes of Article VIII of these Bylaws, the following terms shall have the following meanings:

a. **"Indemnified Officeholder"** means any of the following:

- (1) A natural person who is or was director or officer of the Corporation;
- (2) A natural person who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, or member of any governing board or decision-making committee of

another corporation or foreign corporation, limited liability company, partnership, joint venture, trust or other enterprise; or

- b. **“Expenses”** means fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with any Proceeding, as hereafter defined.
- c. **“Liability”** means the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit assessed with respect to any employee benefit plan and reasonable expenses related thereto.
- d. **“Party”** means a natural person who was or is, or who is threatened to be made, a named defendant to respondent in a Proceeding.
- e. **“Proceeding”** means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

2. **Indemnification by Corporation.** In addition to indemnification to be provided pursuant to Section 4 below, the Corporation shall indemnify an Indemnified Officeholder against Liability incurred by such person in a Proceeding to which such person is or was a party by reason of the fact that such person was an Indemnified Officeholder, unless Liability was incurred because such person breached or failed to perform a duty owed to the Corporation and the breach or failure to perform constitutes any of the following:

- a. A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the person has or had a material conflict of interest;
- b. A violation of criminal law, unless such person had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that such conduct was unlawful;
- c. A transaction from which the person derived an improper



benefit; or

d. Willful misconduct.

3. **No Presumption.** The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that indemnification a person is not required under this section.
4. **Successful Defense.** To the extent that a person who was a Party to a Proceeding by reason of the fact that such person was an Indemnified Officeholder has been successful on the merits or otherwise in the defense of such Proceeding or in the defense of any claim, issue, or matter therein, such person shall be indemnified against all reasonable Expenses incurred in connection therewith.
5. **Authorization of Indemnification.** Any indemnification of a person under this section, unless ordered by a court, shall be made by the Corporation only after written request for indemnification has been made by such person to the Corporation and a determination has been made that indemnification of the person is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 2 above and is otherwise eligible to be indemnified under this section. Such determination shall be made by any of the following means, as selected in each particular case by the Board:
  - a. By majority vote of a quorum of that portion of the Board consisting of directors not at the time Parties to the same or related Proceedings, or if such a quorum is not obtainable, by majority vote of a committee duly appointed by the Board (by majority vote, including trustees who are Parties to the same or related Proceedings, but not including the person seeking indemnification) and consisting solely of two (2) or more directors not at the time Parties to the same or related Proceedings.
  - b. By independent legal counsel selected by a quorum of the Board or its committee in the manner set forth in subsection "a" immediately above or, if such quorum is unobtainable and such committee is not appointed, by a majority vote of the full Board, including directors who are Parties to the same or related Proceedings, but not including the person to be indemnified.

- c. By a panel of three (3) arbitrators including one (1) arbitrator selected by those directors entitled under subsection “b” immediately above to select independent legal counsel, one (1) arbitrator selected by the person seeking indemnification and one (1) arbitrator selected by the two (2) other arbitrators.

6. **Advances for Expenses.** Upon the written request by an Indemnified Officeholder who is a Party to a Proceeding, the Corporation may pay or reimburse such person’s reasonable Expenses as incurred in connection with such Proceeding, if such person provides the Corporation with all of the following:

- a. A written affirmation of such person’s good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation in connection with the Proceeding for which indemnification is sought;
- b. A written, signed undertaking to repay the amount advanced by the Corporation and, if required by the Corporation, to pay reasonable interest on such amount, to the extent it is ultimately determined (pursuant to Section 5 above) that such person is not entitled to be indemnified by the Corporation under this section, unless indemnification is ordered by a court of competent jurisdiction. Such undertaking shall be an unlimited general obligation of the person seeking indemnification and may be accepted without reference to such person’s ability to pay the allowance. Such undertaking may be secured or unsecured, as required by the Board.

7. **Non-Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to indemnification or advancement of expenses to which a person may be entitled under the Corporation’s Articles of Incorporation, other provisions of these Bylaws, a written agreement between such person and the Corporation, a resolution approved by a majority of the Corporation’s disinterested directors, or otherwise; provided, however, that regardless of the existence of any such additional right, the Corporation shall not indemnify any person, or permit any person to retain any advancement of Expenses unless it is determined by or on behalf of the Corporation that such person did not breach or fail to perform a duty owed by that person to the Corporation constituting conduct described in the Corporation constituting conduct described in Section 2 above. A director, governor or officer who is a Party to the same or related

Proceeding for which indemnification or an advance of Expenses is sought shall not participate in any determination under this Section 7.

8. **Indemnification Not Required.** The foregoing rights to indemnification shall not apply:
  - a. To the extent limited by the Corporation's Articles of Incorporation; and
  - b. To the extent that the person claiming indemnification has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same Proceeding.
9. **Survival of Rights.** The foregoing rights to indemnification of any person by the Corporation shall survive the death of such person and shall inure to the benefit of such person's estate or personal representative.
10. **Indemnification of Other Persons.**
  - a. By contract, general or specific action of the Board, or otherwise, the Corporation may indemnify and advance the reasonable expenses of any employee, agent or volunteer of the Corporation who is not an Indemnified Office holder to a lesser or greater extent that is provided for in this section with respect to Indemnified Officeholders.
  - b. The Corporation may pay or reimburse expenses incurred by a director, governor, officer, agent, employee or volunteer of the Corporation.
11. **Insurance.** The Corporation may, upon resolution of its Board duly adopted, purchase and maintain insurance on behalf of any person who is an Indemnified Office holder, employee or agent of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, regardless of whether the Corporation would have the power to indemnify or advance Expenses to such person against such Liability under this section of these Bylaws or Wisconsin law.

## **VIII. Amendment.**

These Bylaws may be amended by a majority vote of the voting members of the corporation present and voting at a meeting duly called for such purpose. Written notice of the meeting, including the text of the proposed bylaw amendment, must be given to each voting member at least 10 days before the date of the meeting.

## **IX. Dissolution.**

In the event of dissolution, a trust shall be created (if not previously in existence) which shall be administered by Trust Point, Inc., or any other trustee(s) designated by the Board, whose purpose shall be to hold all assets in trust for the benefit of a fund, foundation, or corporation organized and operated exclusively to provide humane activities for at least all of the territory within Monroe County, Wisconsin, and which corporation shall be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).