

**CONSTITUTION AND BYLAWS OF THE
MERRILL ICE REFLECTIONS FIGURE SKATING CLUB, INC.**

Member Club of
The United States Figure Skating Association

ADOPTED: Month: September Day: 28 Year: 1995
REVISED: Month: May Day: 7 Year: 2023

**ARTICLE I
NAME AND INCORPORATION**

Section 1. NAME: The organization shall be known as Merrill Ice Reflections Figure Skating Club, Inc.

Section 2. INCORPORATION: The Club was incorporated under the laws of the State of Wisconsin on September 28, 1995.

Section 3. OFFICERS OF INCORPORATION: The four (4) officers of the Club shall be the four (4) officers of incorporation.

Section 4. CORPORATE SEAL: The Corporation has no seal.

**ARTICLE II
PURPOSE**

Section 1. PURPOSE: The purpose of the Club shall be educational. The Club's primary goals are to encourage the instruction, practice, and advancement of all types of figure skating; to encourage and cultivate good sportsmanship; to sponsor, produce or cooperate in the production of amateur ice shows; to pursue other educational goals; and to carry out the general policies of the United States Figure Skating Association ("USFSA").

The organization is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III
OFFICERS**

Section 1. OFFICERS: The officers shall be a president, vice-president, secretary and treasurer. The offices of secretary and treasurer may be combined.

**ARTICLE IV
DUTIES OF OFFICERS**

Section 1. DUTIES OF 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 Governors. The president shall have the entire supervision and management of the Club and its property pending the action of the Board of Governors; 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 the agreements and contracts made by the club, upon the approval of the Board of Governors.

Section 2. DUTIES OF THE VICE-PRESIDENT: It shall be the duty of the vice-president to assist the president in the discharge of their duties and in their absence to assume their duties and officiate in their 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 when requested by the president or Board of Governors. Disbursements shall be made only upon vouchers approved by the Board of Governors. The Board of Governors have the power, whenever they deem it necessary, to appoint an acting treasurer. The funds shall be deposited in the name of the Club in a bank approved by the Board of Governors or in the securities approved by the Board of Governors. All disbursements by check shall be signed by the treasurer and the president, or another designated officer or member of the Board of Governors.

Section 4. DUTIES OF SECRETARY: It shall be the duty of the secretary to keep the minutes of the meeting of the Club and of the Board of Governors and to supervise all reports and documents connected with the business of the club; 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.

The secretary shall receive all applications for membership and shall notify the applicant of their election or rejection and shall furnish them with the Bylaws and rules of the Club, if elected.

The secretary shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and Board of Governors.

ARTICLE V BOARD OF GOVERNORS

Section 1. NUMBER OF MEMBERS: There shall be a Board of Governors composed of nine (9) regular members of the Club. The Board may choose two (2) skating club members and all Pros to be members of the Board of Directors ex-officio with the right to attend and take part in all Board meetings, but with no right to vote.

Section 2. TERM OF OFFICE: One-third (1/3) of the Board shall be elected each year at the regular meeting of the membership and they shall serve for a period of three (3) years.

Section 3. CANDIDATES: The candidates for the Board shall be nominated by the nominating committee, elected by the Board of Governors, and confirmed by nomination in regular meetings of the membership. At the first meeting of the membership, candidates will be nominated from the floor and the three (3) candidates receiving the most votes shall serve for three (3) years, the next three (3) highest candidates shall serve for two (2) years, and the next three (3) shall serve one (1) year. Thereafter, three (3) governors will be elected each year to replace those whose terms expire. If a governorship becomes vacant, the Board shall appoint a Club member as governor for the balance of a year. At the next regular meeting of the membership, a governor shall be elected for the unexpired term, if any.

Section 4. OFFICERS: The president, vice-president, secretary and treasurer (which offices may be combined at the Board's discretion) shall be elected by the Board of Governors at their first regular meeting, by ballot and shall hold office for one (1) year or until their successors are chosen. The Board may elect members of the Board to fill any or all offices, or elect a member who is not on the Board, in which case, such officer will become a member of the Board ex-officio with right to attend and take part in all Board meetings, but with no right to vote. The Board may appoint an assistant secretary-treasurer (one office), either from the Club membership or outside of the Club membership on such terms as the Board may consider advisable, to assist the secretary and treasurer in their duties.

**ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF GOVERNORS**

Section 1. **MEETINGS:** The Board of Governors shall meet at least once in every month, during the skating season, with no less than nine (9) meetings during the calendar year. The date of such meetings shall be stated by the president, or in their absence, by the vice-president. Board members will attend all meetings or contact the president, or in their absence, the vice-president. If three meetings are missed the board will take action to find a replacement. Acceptable absences apply to health, work, or religious reasons.

Any four (4) members of the Board may call a board meeting upon written notice to all the members of the Board of Governors 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:** One-half (1/2) of the Board shall constitute a quorum.

Section 3. **AUTHORITY:** The Board of Governors shall have the 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:** The Board of Governors shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make the rules for their own government and for the government of the committees appointed by them.

Section 5. **APPROPRIATIONS:** All appropriations for the funds of the Club shall be made by the Board of Governors.

Section 6. **AUDITS:** The Board of Governors shall audit records of secretary, treasurer and of the committees.

Section 7. **INDEBTEDNESS:** The Board of Governors shall have the power to limit the indebtedness of a member of the Club.

Section 8. **CANDIDATES FOR MEMBERSHIP:** The Board of Governors shall elect to membership in the Club as hereinafter provided, such candidates, as they consider acceptable. Such elections must be by majority vote at a regular meeting of the Board. No rejected candidate shall be eligible to membership within six (6) months after rejection. Rejection may not be discriminatory as to race, age or religious preference.

Section 9. **SUSPEND OR EXPEL:** The Board of Governors 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 without the right to a hearing.

Section 10: **READMIT TO MEMBERSHIP:** The Board of Governors may at a regular meeting readmit to membership, without the payment of second initiation fee, any former member whose resignation has been fully accepted. Such readmission must be by ballot and two (2) negative notes shall reject. No rejected candidate shall be again proposed for reinstatement with six (6) months after rejection.

Section 11: **DROP AND REINSTATE TO MEMBERSHIP:** The Board of Governors may as hereinafter provide drop from the roll any delinquent member and also may reinstate such members as hereinafter provided.

Section 12: **STANDING COMMITTEE:** The Board of Governors shall appoint all standing committees with full authority over them, except as hereinafter provided, and shall appoint such other committees as shall seem to them necessary.

Section 13. **USFSA DELEGATE:** The Board of Governors shall appoint from among its registered members eligible, a number of delegates in proportion to the total number of registered members of such member club during the preceding fiscal year as specified in the USFSA Bylaws, Article IX. The delegate or delegates shall be the representative (s) between the Club and the Association and shall attend the Governing Council meeting, either in person or by proxy. Said club shall file a certificate of such appointment with the Association and certificate shall be provided by the Association.

Section 14. **PUBLICATION ADVISORY COMMITTEE MEMBER:** The Board of Governors should appoint an active member of the Club to act as Skating Magazine representative. Said magazine is the official organ of the USFSA. It shall be the duty of this person to furnish news items of the Club's activities to "Skating", and encourage the writing of instructive articles of lasting interest for "Skating". It is suggested that this member also manage the Club's newsletter and public relations.

Section 15. **CLERICAL ASSISTANCE:** The Board of Governors shall have authority to make, in their discretion, appropriations for clerical assistance to the secretary and/or treasurer.

Section 16. **EXPENDITURES AND REVENUE:** The Board of Governors shall prepare and submit to the stated annual meeting a program of anticipated expenditures for the coming year, together with proposals of sources of revenue to meet it.

Section 17. **BOARD MEMBER LIMITATIONS:** The office of the Board member shall be ipso facto vacated.

1. If they are found to be of unsound mind.
2. If they are convicted of a criminal offense.
3. If they are guilty of malfeasance or misfeasance of office as to their Club position
4. If by notice in writing to the Club they resign their office.
5. If they are no longer a member of the Club.

ARTICLE VII STANDING COMMITTEES

Section 1. **NAMES:** The standing committees shall be: Membership Committee; Rules and Ice Committee; Test and Competition Committee; Junior Membership Committee; Show Committee Public Relations Committee; Scholarship Committee; SkateSafe Committee; Website/Social Media Committee; Fundraiser Committee; Learn to Skate Committee; and such other committees as Board of Governors may deem necessary. They shall be appointed annually by the Board of Governors at their regular meeting after the annual election.

Section 2. **MEMBERSHIP COMMITTEE:** The Membership Committee shall consist of one (1) or more members. They shall investigate and pass upon the qualifications of all candidates for membership and report their conclusions to the Board of Governors.

Section 3. **RULES AND ICE COMMITTEE:** The Rules and Ice Committee shall consist of five (5) or more members. They shall make rules and arrangements for the conduct of the Club members during the regular skating sessions, and divide the ice time into sections corresponding to the requirements of the Club. Those rules and regulations shall be approved by the Board of Governors and then posted on the Club bulletin board. This committee and or the Board of Governors shall follow the established rules regarding crossover class instructor criteria, internship criteria, advanced skater criteria, and junior and pro coach qualifications as stated in the Club Handbook.

Section 4. TEST AND COMPETITIONS COMMITTEE: The Test and Competitions Committee shall consist of three (3) or more members who shall have complete charge of giving USFSA tests, of setting dates and obtaining approved USFSA judges for the tests. They shall have complete charge of all Club and inter-club competitions. The decision shall rest with this committee as to persons eligible to enter any such test and competition.

Section 5. JUNIOR MEMBERSHIP COMMITTEE: The Junior Membership Committee shall consist of three (3) or more members who shall have complete charge of the junior group sessions. They shall have complete charge of the junior group session. They shall make rules and regulations governing membership, conduct on the ice and division of the ice time for all junior group sessions, pending approval of the Board of Governors. They may ask for and receive help and advice from other standing committees of the Club.

Section 6. SHOW COMMITTEE: The Show Committee shall consist of five (5) or more members who will act as chairmen of such sub-committee as the Board of Governors may designate. The members of the sub-committee should be appointed by the chairman of the sub-committee, but approved by the Board of Governors. The Show Committee shall attempt to follow the basic criteria when planning and assigning advanced skaters to the different performance lines as noted in the Club Handbook.

Section 7. PUBLIC RELATIONS COMMITTEE: The Public Relations Committee shall consist of three (3) members who will be responsible for coordinating all aspects of public relations for the Club including publicity and promotion. The primary goal of their public relations efforts will be to create awareness and encourage the growth and development of the Club.

Section 8. SCHOLARSHIP COMMITTEE: The Scholarship Committee shall consist of five (5) members who will be responsible for receiving applications for club scholarships. Committee members must be appointed at the first regularly scheduled Board meeting following the annual meeting. The Committee shall follow established guidelines when reviewing and approving applications for eligibility as stated in the Club Handbook. Recommendations for the Club scholarships must be forwarded to the Board of Governors for approval no later than 60 days before the regularly scheduled annual meeting. Funds must be kept in a separate account and must show up as a separate line item on the treasurer's statement each month.

Funding sources:

1. \$10,000 bank CD. Only the interest earned on this amount is eligible to be used. Average amount \$500 per year.
2. 50/50 fundraiser proceeds from the MIRFSC skating show. Average amount \$300 per year.
3. 30% of silent auction proceeds from the MIRFSC skating show. Average amount \$200 per year.
4. Any gifts or endowments given to the Club and designated for scholarship activities. If this occurs this amount would be added to the bank CD unless otherwise specified by the donor.

Scholarship award amount:

1. If all eligibility requirements are met, then the scholarship amount is set at \$500.
2. The Committee can recommend a skater(s) for an exceptional achievement award of an additional \$100. A silent, simple, majority vote decides who should receive this award. In the event of a tie, both nominated skaters should receive the award. Depending on funding levels, the committee is authorized to recommend more than one skater for this

award. The Committee is instructed to treat this as a true Exceptions achievement award and should only award this to the best of the best.

3. If the scholarship account should fall below the \$10,000 (plus designated endowments) threshold of the committee shall decide on reducing the fixed amount of the scholarship. It is the intent of the Board of Governors who founded this scholarship that the \$10,000 CD set aside will be distributed as scholarship monies. If the Club folds or is disbanded, then the \$10,000 CD will revert back to regular Club assets.
4. All scholarship recommendations and the amounts must be approved by the full Board of Directors and the monies disbursed to the applicant and their parent or guardian per that skater's school district's scholarship distribution policy.

Section 9. SKATESAFE COMMITTEE: The SkateSafe Committee shall consist of one (1) or more members. They will verify all required SafeSport training and background checks have been completed by all board members, coaches, skaters 18+ years old and volunteers. They will serve as the Club's primary SafeSkate contact for U.S.F.S.A. and oversee the implementation of SkateSafe® educational programs for all Club Members.

Section 10. WEBSITE/SOCIAL MEDIA COMMITTEE: The Website/Social Media Committee shall consist of one (1) or more members. They will update the Club's website and social media accounts.

Section 11. FUNDRAISER COMMITTEE: The Fundraiser Committee shall consist of one (1) or more members. They will plan and coordinate fundraisers for the club.

Section 12. LEARN TO SKATE COMMITTEE: The Learn to Skate Committee shall consist of one (1) or more members. They will organize learn to skate classes, update rosters, assign coaches to each class and input passed levels into the Learn to Skate website.

Section 13. BOARD MEETING: The chairman and the standing committees may be requested by the president to attend special meetings of the Board of Governors. They may enter into and take part in all discussions, but may not vote.

ARTICLE VIII FINANCIAL ADVISORY BOARD

Section 1. This addendum requires the establishment of a Financial Advisory Board, from here after to be referred to as (FAB), by the Governing Board of Merrill Ice Reflections Figure Skating Club. The FAB should be made up of, no less, than three (3) previous Governing Board members, each to be appointed to a five (5) year term by the MIRFSC Governing Board. If a member of the Financial Advisory Board (FAB) should resign their position, a new member should be appointed by the MIRFSC Governing Board to complete the term. Members of the FAB shall be appointed to serve no longer than a total of three (3) consecutive terms. The FAB is required to have one meeting a year to coincide with the first full meeting of the MIRFSC Board after the annual meeting. It is required that the MIRFSC Governing Board submits the financial reports, treasurer's report, checking accounts, and records to the FAB at least 14 days prior to said meeting.

Section 2. DUTIES:

1. The FAB should meet once a year to audit the financial results of MIRFSC and report those findings to the Governing Board along with any recommendations as to financial performance of that audited year.
2. The FAB is to manage MIRFSC scholarship fund based on recommendations from the MIRFSC Governing Board along with the other CDs that the Club owns. The Governing Board can request use of funds at any time and if deemed necessary the FAB will release funds from the account.

3. The FAB members are to be authorized by the MIRFSC Governing Board to be signatories (for viewing only) at the respective bank that the funds are kept.
4. The FAB will determine the operating capital needs for the Club for the next fiscal year and will recommend adding to or reducing the operating checkbook balance. These decisions are to be based on information and future operating needs given to the FAB by the MIRFSC Governing Board.

ARTICLE IX MEMBERSHIP

Section 1. **GEOGRAPHICAL SCOPE:** Membership shall not be restricted by geographical place of residence.

Section 2. **CLASSES OF MEMBERSHIP:**

1. Full Club Membership
2. Introductory Membership
3. Associate Membership
4. Additional Family Member Membership
5. Learn to Skate Membership
6. Collegiate Membership
7. Non-Skater Membership (Board Members)

Section 3. **APPLICATION FOR MEMBERSHIP:** Memberships shall run on an annual basis concurrently with the membership year determined by the Club, and membership applications must be submitted by all new and existing members on an annual basis. On an annual basis, Club members must also sign the Expectations sheet for skaters, and the skater's parent(s) (if the skater is under 18 years of age) must also sign the Expectation sheet for parents (such signatures may be submitted electronically), in order to maintain a current membership with the Club.

Section 4. **ARREARS FOR DUES:** Any member in arrears for dues, or other indebtedness, shall be notified by mail by the secretary at their last known address. If the amount is not paid in full within one (1) month thereafter, the name of the delinquent member shall be reported by the secretary to the Board of Governors at their next meeting. The Board of Governors may drop from the roll a 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 Governors, be reinstated to full membership.

Section 5. **ARREARS FOR DUES RESTRICTIONS:** No member in arrears for dues, or other indebtedness, shall be eligible to hold office, or entitled to vote, or to 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 his membership to the secretary, who shall report the same to the Board of Governors, at the their next meeting for their action.

Section 7. **HONORARY MEMBERS:** Honorary members may be elected at any meeting of the Club after recommendations by the Board of Governors, by two-thirds (2/3) majority.

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. They shall not be nominated or elected to office or a member of the Board of Governors, but may be appointed by the Board to fill a vacancy, where, only they 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. They 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(s) of the Club shall make entry in the name of the club in competition or exhibition, except with the approval of the Board of Governors, or someone given this authority by them.

ARTICLE X 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 five (5) Club members in good standing.

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

Section 4. NOTICES: Notices of stated and special meetings shall be e-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 and website.

Section 5. SPECIAL MEETING LIMITATION: No business shall be transacted at a special meeting, except that of which notice was given.

ARTICLE XI CONFLICT RESOLUTION

Section 1. PROCESS OF CONFLICT RESOLUTION: Any member(s) 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 Governors. 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 Governors shall be held as soon as practicable to investigate it. The complainant(s) 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 secretary and they shall mail copies thereof to the complainant(s) and to the member complained of. An appeal from the decision of the Board of Governors may be taken to the Club within seven (7) days thereafter, by serving upon the 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 Governors.

**ARTICLE XII
FEES, DUES AND ASSESSMENTS**

Section 1. GUESTS: A visiting skater from an out of town member club of USFSA may skate two (2) total sessions at a current fee. Subsequent sessions would require purchase of a club membership.

**ARTICLE XIII
ADOPTION OF CONSTITUTION AND BYLAWS**

Section 1. NEW CLUB PROCEDURE: An acting chairman shall call the Club together and request the adoption of the embodied Constitution and Bylaws.

Nomination shall be requested from the floor for Board members. Method of voting shall be as herein provided for.

Section 2. EXISTING CLUB PROCEDURE: The president shall call the Club together and request the adoption of the embodied Constitution and Bylaws.

**ARTICLE XIV
AMENDMENTS TO BYLAWS**

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the membership, in person or by proxy, at any regularly constituted meeting thereof.

**ARTICLE XV
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 previous meetings
3. Reports of Officers
4. Reports of Committees
5. Election of Officers
6. Unfinished business
7. New business
8. Adjournment

Section 2. 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

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.

ARTICLE XVI
VOTING

Section 1. 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, he/she shall vote when their name is called. If the result then were a tie, the motion shall be declared lost.

Section 2. YEAS AND NAYS: If any two (2) members shall request, the Yeas and Nays shall be called upon any questions, whereupon each member present shall vote as his name is called, without debate, unless excused from voting by the meetings, and the vote so taken shall be recorded in the Minutes.

ARTICLE XVII
Dissolution

Section 1. Dissolution: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Funds will be equally distributed between area clubs that are still in existence. These could include: Tomahawk Figure Skating Club, Timberline Figure Skating Club, Mosinee Silverblades, Merrill Youth Baseball Association, Merrill Youth Soccer Association, Merrill Youth Softball Association, Cub Scouts, Girl Scouts, and 4-H Clubs.