

BYLAWS
OF THE
MISSOULA FIGURE SKATING CLUB, INC.
A NON-PROFIT CORPORATION

MODIFIED JANUARY 30, 2009

TABLE OF CONTENTS

| | |
|---|----|
| ARTICLE I – NAME | 1 |
| ARTICLE II – AUTHORITY AND PURPOSE | 1 |
| ARTICLE III – BOARD OF DIRECTORS | 1 |
| SECTION 1 NUMBER OF DIRECTORS AND ELIGIBILITY | 1 |
| SECTION 2 TERMS OF OFFICE | 2 |
| SECTION 3 ELECTION OF BOARD OF DIRECTORS | 2 |
| SECTION 4 VACANCIES | 2 |
| SECTION 5 POWERS OF DIRECTORS | 2 |
| SECTION 6 COMPENSATION | 3 |
| SECTION 7 RESIGNATION OR REMOVAL | 3 |
| SECTION 8 PLACE AND TIME OF BOARD MEETINGS | 3 |
| SECTION 9 QUORUM | 3 |
| SECTION 10 NON-LIABILITY OF DIRECTORS | 3 |
| SECTION 11 PROCEEDINGS PUBLIC | 3 |
| SECTION 12 MFSC FINANCES | 3 |
| SECTION 13 AUDITS | 4 |
| SECTION 14 USFSA GOVERNING COUNCIL DELEGATE | 4 |
| SECTION 15 PUBLICITY OFFICER | 4 |
| SECTION 16 OFFICERS, AGENTS AND EMPLOYEES | 4 |
| SECTION 17 PERSONNEL | 4 |
| SECTION 18 CONTRACTS | 5 |
| SECTION 19 GIFTS | 5 |
| ARTICLE IV – OFFICERS..... | 5 |
| SECTION 1 DESIGNATED OFFICERS..... | 5 |
| SECTION 2 ELECTION OF OFFICERS | 5 |
| SECTION 3 DUTIES OF OFFICERS..... | 5 |
| SECTION 4 RESIGNATION OR REMOVAL..... | 7 |
| SECTION 5 VACANCIES | 7 |
| SECTION 6 NON-LIABILITY OF OFFICERS | 7 |
| ARTICLE V – MEMBERS | 7 |
| SECTION 1 ELIGIBILITY FOR MEMBERSHIP | 7 |
| SECTION 2 TYPES OF MEMBERSHIP | 7 |
| SECTION 3 VOTING MEMBER..... | 8 |
| SECTION 4 NON-RESIDENT MEMBERS..... | 8 |
| SECTION 5 MEMBERSHIP FEES | 8 |
| SECTION 6 RIGHTS OF MEMBERS..... | 8 |
| SECTION 7 SUSPENSION, EXPULSION AND LOSS OF MEMBERSHIP PRIVILEGES | 8 |
| SECTION 8 CONFLICT RESOLUTION..... | 9 |
| SECTION 9 CODE OF CONDUCT | 9 |
| SECTION 10 MEMBERSHIP RECORD | 9 |
| ARTICLE VI - MEETINGS OF MEMBERS | 9 |
| SECTION 1 ANNUAL AND SPECIAL MEETINGS | 9 |
| SECTION 2 PLACE OF MEETING | 9 |
| SECTION 3 NOTICE OF ANNUAL AND SPECIAL MEETINGS | 10 |
| SECTION 4 QUORUM | 10 |
| SECTION 5 WAIVER OF NOTICE..... | 10 |
| ARTICLE VII – COMMITTEES | 10 |
| SECTION 1 TEST AND COMPETITION COMMITTEE | 10 |

| | |
|---|----|
| SECTION 2 JUNIOR MEMBERSHIP COMMITTEE..... | 10 |
| SECTION 3 OTHER COMMITTEES | 11 |
| ARTICLE VIII – RULES, REGULATIONS, POLICIES, AND PROCEDURES | 11 |
| SECTION 1 ADOPTION OF RULES, REGULATIONS AND POLICIES | 11 |
| SECTION 2 MEETING RULES AND PROCEDURES..... | 11 |
| ARTICLE IX - AMENDMENTS..... | 11 |
| SECTION 1 POWER OF DIRECTORS | 12 |
| ARTICLE X – FISCAL YEAR AND REQUIRED ACCOUNTING..... | 12 |
| SECTION 1 FISCAL YEAR..... | 12 |
| SECTION 2 REQUIRED ACCOUNTING, REPORTS AND TAXES..... | 12 |
| ARTICLE XI – NON-LIABILITY AND INDEMNIFICATION | 12 |
| SECTION 1 NON-LIABILITY | 12 |
| SECTION 2 INDEMNIFICATION | 12 |
| ARTICLE XII - ORDER OF BUSINESS | 13 |
| SECTION 1 SEQUENCE | 13 |

BYLAWS
OF
MISSOULA FIGURE SKATING CLUB, INC.
A NONPROFIT CORPORATION

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ARTICLE I – NAME

The name of this corporation shall be “MISSOULA FIGURE SKATING CLUB, INC.” (hereinafter referred to as “MFSC”).

ARTICLE II – AUTHORITY AND PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. The corporation is organized to foster and develop the sport of national or international amateur ice skating competition, national or international amateur figure skating competition and national or international winter sports within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation is organized within the meaning of 501(c)(3) to cooperate, participate and compete with other organizations having similar purposes to this corporation. The corporation is organized within the meaning of (501)(c)(3) to do all further acts which are consistent with the rules and regulations of the United States Figure Skating Association so that citizens in the Missoula, Montana vicinity may be eligible to participate in the various activities, programs and competitions conducted, sponsored, sanctioned and participated in and otherwise recognized and approved by the United States Figure Skating Association. This corporation is formed for public benefit and does not contemplate pecuniary gains, profits or dividends to the members thereof.

ARTICLE III – BOARD OF DIRECTORS

Section 1 NUMBER OF DIRECTORS AND ELIGIBILITY

The Corporation shall not have fewer than five Directors and collectively they shall be known as the Board of Directors “The Board.” The Board shall be composed of voting Home Club members who are at least 18 years old, who have designated MFSC as their Home Club, and

who are USFSA members. No two members of the same immediate family may serve on the Board at the same time.

The number of Directors may be changed by amendment of these Bylaws, or, by repeal of these Bylaws and adoption of new Bylaws, as provided for in these Bylaws; however, there shall never be fewer than five Directors, as stated in the Articles of Incorporation.

Section 2 TERMS OF OFFICE

Each Director shall serve a term of two years or until the next Annual Meeting at which their successor is elected whichever occurs first. Directors shall be eligible to succeed themselves and there shall be no limit to the length of time a Director may serve.

Section 3 ELECTION OF BOARD OF DIRECTORS

One-half of the Board (or the odd-numbered half in the case of having an odd number of Board members) shall be elected in odd-numbered years and shall serve a term of two years. One half of the Board (or the even numbered half in the case of having an odd number of Board members) shall be elected in even-numbered years and shall serve a term of two years. Elections shall take place during the annual MFSC meeting of the membership.

Nomination procedures shall be established by the Board. Vote shall be by ballot, and the person(s) receiving the majority vote of all votes cast by eligible voters shall be elected. Signed absentee voting ballots are allowed.

Section 4 VACANCIES

The power to fill vacancies for unexpired terms shall be vested in the majority vote of the remaining Directors then in office. Each appointed Director shall hold office for the remainder of the unexpired term.

A vacancy or vacancies on the Board exists in the case of death, retirement, resignation, or removal of any Director, or by suspension, expulsion or loss of membership in accordance with these Bylaws, or if the authorized number of Directors is increased by amendment to these Bylaws, or if the members fail, at any annual or special meeting of members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at any such meeting.

Section 5 POWERS OF DIRECTORS

Subject to the limitations provided by law, the Articles of Incorporation, and these Bylaws, the powers of MFSC shall be exercised, its property controlled, and its affairs conducted by its Board.

The Board shall elect officers, consisting of the President, Vice President, Treasurer, and Secretary.

Section 6 COMPENSATION

Directors shall serve without compensation for their services.

Section 7 RESIGNATION OR REMOVAL

Any Director may resign by giving written notice to the Secretary. Any Director may be removed by a majority vote of the Directors.

Absence from three (3) consecutive meetings without excuse, or a total of four (4) absences during a fiscal year, shall be grounds to bring a motion to remove a Board member.

Section 8 PLACE AND TIME OF BOARD MEETINGS

Regular and Special Board meetings shall be held at such places, on such dates and at such times as determined by the Board.

Special meetings of the Board may be held at the direction of the MFSC President or any three Directors. At least four days written or oral notice of each special meeting stating the time and place of the meeting shall be given to each Director. Neither the business to be transacted at, nor the purpose of any meeting of the Board need be specified in the notice unless required by these Bylaws. Any Director may waive notice of any meeting.

Section 9 QUORUM

A simple majority of the directors "a Quorum" must be present in order that business can be legally transacted by the Board. The vote of a majority of the total number of Directors voting shall be the act of the Board, except as otherwise specified by these Bylaws. If all the voting members agree in writing to any action to be taken by MFSC, such action shall be considered valid as though it had been authorized by the Board.

Section 10 NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of MFSC.

Section 11 PROCEEDINGS PUBLIC

Regular meetings of the Board shall be open to the public with the exception of personnel issues.

Section 12 MFSC FINANCES

The Board will prepare, adopt and operate on an annual budget. Directors may submit receipts to the MFSC Treasurer for reimbursement of expenses less than \$100 incurred in connection with their duties. Allowable expenses shall include stamps, paper, office supplies, phone calls,

photography and video supplies, printing supplies or other costs approved by the Board. Expenditures less than \$300 may be approved by the President. Single expenditures over \$300 must be pre-approved by the Board. A petty cash fund may be established by the Board for use by the Treasurer.

Section 13 AUDITS

The Board or its designee shall audit the records of the Secretary, Treasurer and of the committees.

Section 14 USFSA GOVERNING COUNCIL DELEGATE

The Board shall appoint from among its eligible members, a number of delegates in proportion to the total number of registered members of MFSC during the preceding fiscal year as specified in the USFSA bylaws. The Delegates shall be the representatives between MFSC and USFSA and shall attend the Governing Council meeting, either in person or by proxy. MFSC shall file a certificate of such appointment with USFSA.

Section 15 PUBLICITY OFFICER

The Board may appoint an active member of MFSC to act as Publicity Officer. The Publicity Officer may also hold a Director position, but not another elected Officer position. The Publicity Officer is responsible for all publicity, marketing, and media representation regarding MFSC activities.

Section 16 OFFICERS, AGENTS AND EMPLOYEES

The Board may from time to time appoint such officers, agents, and employees as the Board may deem necessary or advisable, each of whom shall hold office or employment for such period, have such authority and perform such duties as the Board may from time to time determine. The Board may also authorize a committee to appoint such officers, agents and employees as the Board and/or committee deems necessary and provide the committee with powers to govern the officers, agents and employees.

Section 17 PERSONNEL

17(a) USFSA “Learn to Skate” Basic Skills Program Coordinator - The Board may employ a “Learn to Skate” Basic Skills Coordinator who shall be the chief operating and administrative officer of MFSC’s Basic Skills Program. The duties of the Coordinator may include, but not necessarily be limited to, program organization, day-to-day operations, hiring and supervising staff, and overseeing testing and competition procedures related to running the USFSA’s “Learn to Skate” Basic Skills Program. In general, he or she shall perform all duties incidental to the position of Program Coordinator and such other duties as may be assigned by the Board. The Board shall fix compensation for such office.

17(b) Other Personnel - The Board may also employ such other personnel and retain consultants as may be deemed necessary to attain the objectives of MFSC.

Section 18 CONTRACTS

The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of MFSC, and such authority may be general or confined to specific instances. Unless authorized by the Board, no officer, agent or employee shall have any power or authority to bind MFSC by any contract or engagement or to pledge its credit to render it liable for any purpose or for any amount.

Section 19 GIFTS

The Board may accept on behalf of MFSC any contributions, gifts, bequests, or devises for the general purpose or any special purpose of MFSC.

ARTICLE IV – OFFICERS

Section 1 DESIGNATED OFFICERS

MFSC shall have four officers: President, Vice-President, Secretary and Treasurer.

Section 2 ELECTION OF OFFICERS

The President, Vice-President, Secretary and Treasurer of the Board shall be elected or appointed by the Board, at the next meeting of the Board following the annual meeting of the MFSC membership. The office of President shall be filled by a person who has been a Board member for a minimum of one year. Officer's terms of office shall be one year or until their successors are elected.

Section 3 DUTIES OF OFFICERS

3(a) President – The President shall be the chief executive officer of MFSC and shall, subject to the Board, have general supervision, direction and control of the business and the remaining officers of MFSC. The President shall be an ex-officio member of all committees and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. It shall be the duty of the President to take charge of MFSC and to preside at all meetings of MFSC and of the Board. The President shall supervise and manage MFSC and its property pending the action of the Board. The President may suspend any member for violating the Bylaws or Regulations of MFSC. The President may call special meetings. The President together with the Secretary shall sign all agreements and contracts made by MFSC, with consent of the Board.

3(b) Vice-President – The Vice-President shall assist the President in the discharge of his or her duties. In the absence or disability of the President, the Vice-President shall perform all the duties of the President. The Vice-President shall have other such powers and perform other such duties may be prescribed for him or her respectively by the Board or the Bylaws.

3(c) Treasurer – The Treasurer, either in person or through assistants, shall receive, give, receipt for, and keep all monies, dues and other credits belonging to or coming to MFSC; shall keep regular, full and true accounts of all receipts and disbursements; and shall make detailed reports to the Board at each regular meeting and to the President whenever called for. He or she shall pay all MFSC debts by MFSC check and shall perform such other duties in connection with the administration of the financial affairs of MFSC as the Board or the President shall assign to the Treasurer. All moneys of MFSC shall be kept in the financial institution or institutions, or in certificates of deposit, or in such other investments, as approved by the Board. All disbursements by check shall be signed by the Treasurer, President or Vice President. The Board may appoint an acting Treasurer.

All checks, drafts or other orders for payment of money, notes or other instruments of indebtedness, issued in the name of, or payable to, MFSC shall be signed or endorsed by such person or persons and in such manner determined by the Board.

3(d) Secretary – The Secretary shall keep a book of minutes of all meetings of Directors and of the Executive committee and of the members, with the time and place of holding, whether Regular or Special, and if Special, how authorized, the notice thereof given, the names of those present at Directors' meetings and at Executive committee meetings, the number of members present at members' meetings, and the proceedings thereof. He or she shall give, or cause to be given, notice of all meetings of the members and of the Board required by the Bylaws, to be given. As soon as practical after March 1 of each year, the Secretary shall cause to be posted on the MFSC bulletin board and furnished to each Director a list of all voting members of MFSC. The Secretary shall also maintain or cause to be maintained all correspondence and records of MFSC other than financial records. It shall be the duty of the Secretary to supervise all reports and documents connected with the business of MFSC; to supervise keeping of a roll of membership together with dates of their acceptance; and to keep a record of all members accepted, deceased, suspended or expelled. The Secretary shall receive all applications for membership and shall notify the applicant of the Board's decision approving or denying his or her application.

3(e) Executive Committee - An Executive Committee consisting of the President, Vice President, Treasurer, and Secretary, shall, in the intervals between meetings of the Board possess all the powers and duties necessary or desirable for the management of all the affairs of MFSC except that the Executive Committee shall not have the power to amend the Bylaws or to appoint officers of MFSC. All actions of the Executive Committee must be ratified by the Board at its next meeting. Meetings of the Executive Committee shall be called by the President, or in his or her absence, by the Secretary of MFSC. The presence of two (2) or more Executive Committee members shall constitute a quorum for the transaction of business.

Section 4 RESIGNATION OR REMOVAL

Any Officer may resign by giving written notice to another Officer. Any Officer may be removed from office for failure to perform the duties of the office by a majority vote of the Board members.

Section 5 VACANCIES

The power to fill vacancies for unexpired terms of Officer' positions shall be vested in the majority vote of the Board. Each appointed Officer shall hold office for the remainder of the unexpired term or until his or her successor is elected.

Section 6 NON-LIABILITY OF OFFICERS

The Officers shall not be personally liable for the debts, liabilities, or other obligations of MFSC.

ARTICLE V – MEMBERS

Section 1 ELIGIBILITY FOR MEMBERSHIP

Members of MFSC and USFSA must: a) further the objectives and purposes of MFSC; b) pay a specified fee per year; and c) abide by the rules and regulations of MFSC and USFSA. The Board reserves the right of approval of membership to MFSC. Those persons a) who are financially indebted to MFSC, b) who are dependents of persons who are financially indebted to MFSC, or c) who have dependents who are financially indebted to MFSC, shall not be eligible for membership except upon payment of all such indebtedness and dues, or upon action and approval of the Board. Those members interested in passing various skating tests as prescribed by USFSA and participating in the skating functions of MFSC shall conform to the definition of an eligible person specified by the Rules, Constitution and Bylaws of USFSA.

Section 2 TYPES OF MEMBERSHIP

There shall be four types of membership in MFSC. All memberships shall be for the twelve month period defined by USFSA as July 1 through June 30. Application for membership, including full name, residence address, and type of membership desired must be signed by the applicant and sent to the Secretary accompanied by the prescribed dues for that particular classification.

1. **Full Home Club Member:** a member who has designated MFSC as their principal home club. A full home club member has full privileges of membership and has all rights afforded to them by MFSC and USFSA.
2. **Associate Member:** a member who has designated another USFSA club as their principal home club. An associate member has full privileges of membership with MFSC

but will not be registered by MFSC with USFSA, is not eligible to serve on the Board of Directors and is not entitled to vote on MFSC issues.

3. **Professional Member:** a member who is a coach or professional as defined by USFSA. A professional member shall be full home club or associate member of MFSC with the corresponding rights and privileges. A professional member using MFSC ice to coach must be approved by the MFSC Board and is subject to the MFSC Coaches' Policy.
4. **Honorary Home Club Member:** a member elected by a majority vote at any general membership meeting of MFSC after recommendation by the Board. An honorary home club member shall be free from initiation fees, membership dues or assessments and shall be annually registered as a member of MFSC and USFSA

Section 3 VOTING MEMBER

A voting member is someone who: a) is current in her or her membership dues; b) has been a member of MFSC for a minimum of three months during the current membership period; c) is not financially indebted to MFSC and does not have dependents financially indebted to MFSC; d) is 18 years or older; e) is not suspended; and f) is not listed as non-voting in the above categories.

Section 4 NON-RESIDENT MEMBERS

No competitive skater may designate MFSC as their home club for competition purposes without establishing residence in the Missoula area and participating in MFSC activities. This provision may be overridden by a 2/3 majority of the MFSC Board.

Section 5 MEMBERSHIP FEES

All membership fees shall be established by the Board no later than the annual MFSC meeting.

Section 6 RIGHTS OF MEMBERS

Every voting member in good standing shall be entitled to one vote at MFSC meetings. Membership may not be transferred, and members shall have no property rights in the property of MFSC.

Section 7 SUSPENSION, EXPULSION AND LOSS OF MEMBERSHIP PRIVILEGES

The Board may suspend, continue a suspension, or expel any member for cause. A suspended or expelled member shall have a right to appeal to the Board within twenty (20) days of the Board action. Within twenty (20) days thereafter, the Board shall hear such appeal in any manner it may determine. The member shall have the opportunity to answer such charges, to be heard and to present any defense thereto. The decision of the Board after appeal is final.

Section 8 CONFLICT RESOLUTION

Any member requesting Board action regarding another member's infraction of any law, rule, or policy; other than skating rules, or for conduct injurious to the welfare of MFSC, must report the violation in writing to the Board. The written complaint must set forth the facts of the complaint, together with the names of witnesses. After receiving a complaint, the Board, or a designated committee of the Board, shall investigate and attempt to resolve the complaint in such manner as it may determine. The member(s) shall have a right to appeal the decision of the Board within twenty (20) days of the Board action. Within twenty (20) days thereafter, the Board shall hear the appeal in any manner it may determine. The member shall have the opportunity to answer such charges, to be heard and to present any defense thereto. The decision of the Board appeal is final. Any appeal of the Board's final decision must be made to USFSA in accordance with its grievance procedures set forth in the USFSA bylaws.

Section 9 CODE OF CONDUCT

Members of MFSC must comply with MFSC rules and must exemplify the highest standards of behavior and good sportsmanship in their relations with others. Any member(s) whose acts, statements or conduct are determined by the Board to be detrimental to the welfare of MFSC or USFSA is subject to the loss of the privilege of membership in MFSC.

Section 10 MEMBERSHIP RECORD

MFSC shall keep a record of membership, containing the name, address and phone number of each member, together with the date on which each membership commenced, and whether such member is a voting or nonvoting member. In any case where the member has been suspended or expelled as provided in Article V Section 7 herein, such fact, together with the date and duration, shall be recorded in the membership record. If the membership record is maintained electronically, a paper copy of the membership record will be made available to members upon request.

ARTICLE VI - MEETINGS OF MEMBERS

Section 1 ANNUAL AND SPECIAL MEETINGS

An annual meeting of the MFSC membership shall be held in the month of May or June each year to elect the Board and receive reports from committees and officers. The annual meeting shall be held on the date and at the time and place as determined by the Board and stated in the notice of the meeting.

Special meetings of members may be called at any time by the President, the Board, the Secretary, or on written request of one-tenth (1/10th) or more of MFSC voting members.

Section 2 PLACE OF MEETING

All annual and special meetings of members shall be held at such place as determined by the Board. The meeting place will be designated in the notice of such meeting.

Section 3 NOTICE OF ANNUAL AND SPECIAL MEETINGS

Notices of annual or special meetings shall be mailed, emailed or personally delivered to the members and posted by the Secretary at least ten (10) days prior to each meeting. The notice shall state the place, day and hour of such meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called.

Section 4 QUORUM

The presence in person of twenty percent (20%) of the members eligible to vote, or fifteen (15) members eligible to vote, whichever is the lesser, shall constitute a quorum for the transaction of business.

Section 5 WAIVER OF NOTICE

The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though they had occurred at a meeting duly held after regular call and notice, if a quorum be personally present, and if, either before or after the meeting each member present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with MFSC's records or made a part of the minutes of the meeting.

ARTICLE VII – COMMITTEES

Section 1 TEST AND COMPETITION COMMITTEE

The Board shall appoint a Test and Competition Committee (T&CC). The T&CC shall consist of one (1) or more members who shall have complete charge of giving USFSA tests, of setting dates and obtaining approved USFSA judges for the tests. The T&CC shall have complete charge of MFSC and inter-club competitions. The T&CC shall determine eligibility to enter tests and competitions. Appeals of any decision made by T&CC shall be made to the Board. Test sessions and competitions that are held as part of the USFSA "Learn to Skate". Basic Skills program shall be governed by T&CC, in conjunction with the Basic Skills Program Coordinator, or by any other person(s) appointed by the Board.

Section 2 JUNIOR MEMBERSHIP COMMITTEE

The Board may appoint a junior membership committee, based on MFSC membership levels and member participation. The junior membership committee shall consist of three (3) or more members who shall have complete charge of the junior group sessions. They shall make rules and regulations governing membership, conduct on the ice and division of the ice time for all

junior group sessions, subject to Board approval. They may ask for and receive help and advice from other standing committees of MFSC.

Section 3 OTHER COMMITTEES

At the regular Board meeting following each annual meeting of the membership, the President shall appoint committees of MFSC as required by current or projected needs; to include but not limited to Finance, Fund Raising, Professional Contract, Corporate and Legal Affairs, Show or Exhibition, Competition, Grievance, Music, Ice Scheduling, Membership and Registration, Publicity, Public Relations, Nominating, Rules, Entertainment, Testing, and Dance. The Board, by resolution adopted by the majority of Directors in office, may designate and appoint any one or more of such committees to have and exercise all of the authority of the Board to the extent allowed by law. The President shall designate a chairperson of each committee. Special committees appointed by the President shall serve for such period as the President designates.

ARTICLE VIII – RULES, REGULATIONS, POLICIES, AND PROCEDURES

Section 1 ADOPTION OF RULES, REGULATIONS AND POLICIES

The Board shall determine the policies of MFSC and may adopt such rules, regulations and guidelines, as it may deem advisable, not inconsistent with these Bylaws or the Articles of Incorporation.

All policies determined, and rules and regulations adopted, by the Board, must be set forth in the Board meeting minutes. The Secretary shall keep and maintain a record of policies, rules and regulation in effect. Rules and regulations shall be made available for review by members of MFSC. The record shall reflect the date of each policy, rule and regulation was adopted or thereafter amended. No policy, rule or regulation adopted shall be enforceable unless and until published, kept and maintained in such separate records and until posted.

All newly adopted and amended policies, rules and regulations shall be posted, during the skating season, for a minimum of two (2) weeks following their adoption in a conspicuous place or places at or near the rink facilities regularly used by MFSC for its skating activities. The policies, rules and regulations shall also be posted on the MFSC website.

Section 2 MEETING RULES AND PROCEDURES

The rules contained in Robert's Rules of Order, Revised, in spirit, if not in precise practice, shall govern all meetings of the members, the Board, and the Executive Committee in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws.

ARTICLE IX - AMENDMENTS

Section 1 POWER OF DIRECTORS

Bylaws may be adopted, amended or repealed by a vote or written consent of two-thirds (2/3) of the entire number of Directors at any regular Board meeting.

ARTICLE X – FISCAL YEAR AND REQUIRED ACCOUNTING

Section 1 FISCAL YEAR

The fiscal year of MFSC shall begin on the first day of July in each year.

Section 2 REQUIRED ACCOUNTING, REPORTS AND TAXES

The Treasurer of MFSC is responsible for completing or making provisions to complete, subject to Board approval, all the required accounting, financial reports, tax forms, and other related financial responsibilities for MFSC, as provided for in these Bylaws and / or in accordance with local, state and federal laws.

ARTICLE XI – NON-LIABILITY AND INDEMNIFICATION

Section 1 NON-LIABILITY

No member of MFSC and no contributor to MFSC shall be liable for the acts of MFSC, its members, Board, agents, officers, employees or representatives.

Section 2 INDEMNIFICATION

MFSC shall indemnify any Director, Officer, agent or employee conducting MFSC business who is a party to any threatened or pending action; except to the extent that such actions, suits, or proceeding arises by virtue of willful misconduct or gross negligence.

ARTICLE XII - ORDER OF BUSINESS

Section 1 SEQUENCE

At stated and special meetings, the following order of business shall be observed.

1. Roll Call
2. Approval of the Minutes of Previous Meetings
3. Public Comment
3. Reports of Officers
4. Reports of Committees
5. Unfinished Business
6. New Business
7. Adjournment