



# Great Falls Community Ice Foundation Bylaws

Amended and In Effect May 2024

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## ARTICLE 1

### OFFICE

#### Section 1.1 Mission Statement

The mission of the Great Falls Community Ice Foundation is: to provide affordable hockey, figure and recreational ice skating, **in addition to providing programming for other ice sports such as broomball and curling. The GFCIF shall strive to welcome all potential users while operating efficiently and promoting growth in order to maximize ice usage** for the greatest number of citizens, young and old, and for all skill levels. The purpose for which this corporation is organized is to carry on and engage in any lawful activity exclusively for charitable 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. Exempt organizations include, but are not limited to, Great Falls Amateur Hockey Association and Great Falls Figure Skating Club. The Great Falls Community Ice Foundation is a 501(c)(3) non-profit foundation.

#### Section 1.2 Business Office

The mailing address of the Foundation shall be P.O. Box 2869, Great Falls, MT 59403. The principal office shall be located in Great Falls, Cascade County, Montana. The board of directors shall identify a temporary office when the need arises. The secretary of the foundation shall maintain a physical copy of the records in the Manager's office at the ice arena.

#### Section 1.3 Registered Office

The foundation's registered office shall be located within the city of Great Falls, at the address of the registered agent. The board of directors may change the registered address of the registered office, upon filing the appropriate statement with the Secretary of the State.

## ARTICLE II



## **MEMEBERSHIP MEMBERSHIP**

### **Section 2.1 GFCIF Membership**

- (1) An active GFCIF member is (A) ONE parent, step parent, guardian of a person (under age 18), or other person who pays at least one dollar toward the fee of participation in any user group **How do we confirm membership (i.e. public skate attendee?)**; or (B) any other interested person who pays a membership fee determined by the Board.
- (2) Each active member must be (A) at least 18 years of age; and (B) a member for at least three months; and (C) in attendance at the Annual Meeting, shall be entitled to one vote per registered player by secret ballot in the election of members to the Board of Directors.
- (3) The term of membership is the fiscal year of the Foundation. Funds contributed to the operation of fundraising activities of the Foundation or any ice program does not entitle the contributor to the benefits of membership.
- (4) Any member may at any time voluntarily resign his/her membership in the Foundation. Such resignation shall be in writing and shall become effective upon its receipt by the Secretary of the Foundation. A membership of any member may be terminated through two-thirds vote of the Board of Directors present and voting upon that member's failure to subscribe to the aims and purposes of the Foundation of for other good cause as determined by the Board of Directors.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **Section 3.1 General Powers**

All foundation powers shall be exercised by or under the authority of the Board of Directors. The business affairs of the foundation shall be managed under the direction of the Board of Directors. The Board of Directors shall hire, terminate and oversee the duties of the facility



manager. The Board of Directors includes the President, Vice President, Secretary, Treasurer, Past President, Great Falls Americans, Fundraising Chair, Great Falls Amateur Hockey, Figure Skating Association, Men’s Hockey, Women’s Hockey League, and a Community Representative.

### **Section 3.2 Lifetime Board Positions**

The following founding organizations hold one position on the board for the life of the ice foundation, and cannot be terminated unless the program disbands: Great Falls Amateur Hockey, Figure Skating Association, **Adult Hockey** (both Men’s Hockey, and Women’s Hockey) League. Note: The Boosters disbanded in 2014 and were removed ~~for~~ from the board. The Boosters may approach the board to have their position reinstated.

### **Section 3.3 Representation**

It is the foundation’s duty to maintain equal representation on the board, despite the size or hours of ice used by the individual user groups. ~~This is unnecessary language and is outdated. Time for the GFCIP to be run like a business in order to be able to grow and have future success.~~ In addition to the President, Vice President, Secretary, Treasurer, and Fundraising chair, each of the following user groups will hold one position on the Board of Directors: Great Falls Amateur Hockey Association, Figure Skating, **Men’s Hockey, Women’s Hockey**, ~~consolidated to Adult Hockey to follow USAH structure~~ Great Falls Americans, and “the community”. Additional programs may be added to the Board upon two-thirds Board approval. These programs will be subject to yearly review at the annual meeting. The Community Representative (or their immediate family) shall not be associated with any of the other user groups. This board position is intended to be a neutral party and does not need to pay the membership fee outlined in Section 2.1.

### **Section 3.4 Election of Directors**

- (1) The nominating committee will present the slate of Executive Officers to the Board of Directors which will include: President, Vice President, Secretary ~~and~~ Treasurer, and Fundraising chair at the regular board meeting in March. A final election will take place at the April Annual meeting with officers taking office at the May meeting. All nominees must be an active Great Falls Community Ice Foundation member in accordance with Section 2.1.

- (2) Each user group (such as Great Falls Amateur Hockey Association, Figure Skating, Men's Hockey, Women's Hockey, Americans, and University of Providence) is responsible for appointing their own representative to the Board of Directors. Any one person from a user group in attendance at a Board of Directors meeting may vote on behalf of that user group.

### **Section 3.5 Restricted Nomination**

Any removed Board member shall be prohibited from holding any Board position for a consecutive three (3) years from date of removal.

### **Section 3.6 Number, Tenure, and Qualifications**

- (1) The number of directors shall not be less than five (5) and not more than nineteen (19).
- (2) Each director, with the exception of the President, shall have one vote on any matter that comes before the Board. The President will vote in the event of a tie.
- (3) Each Executive Officer will serve a term of three (3) years or until removed in accordance with section 3.7. More specifically, the terms of Executive Officers will be as follows: President for two (2) years with a one (1) year term as Past President to follow with voting rights reinstated; Vice President, Treasurer and Secretary will also each serve a three (3) year term.
- (4) The term for User Group representatives shall be decided by each individual user group. A User Group representative may be removed in accordance with section 3.7. The User Group is then responsible for appointing a new representative.
- (5) The Community Representative and Fundraising Chair terms shall be for 3 years.

### **Section 3.7 Removal of Directors**

~~An Executive~~ A Director may be removed for cause by a two-thirds (2/3) vote of the Board of Directors. If the President, Vice President, Secretary, or Treasurer miss more than three regular

meetings in a twelve-month period without a Board approved valid reason, the Board of Directors shall vote by secret ballot to retain or dismiss the absent member during the fourth absence. If User Group representatives are absent at three or more meetings in a twelve-month period, the President will advise the program director of their representative's absences.

### **Section 3.8 Termination of Directors**

Any member of the Board of Directors, including User Group representatives, may be terminated by resignation, mental incapacity, death or as stated in Section 3.7.

### **Section 3.9 Vacancies**

(1) If a vacancy occurs in an Executive Officer position, the nominating committee shall (A) contact a member listed in Section 2.1 for a replacement and present the person(s) to the Board for a vote. A simple majority of the Board of Directors is required for the new Executive Officer to get on the board. If a person is replacing a director he/she will fulfill the position until the Annual Meeting when he/she will be presented for a full term. When a member's term expires, he/she may be presented to the board for an addition term.

(2) User Groups are responsible for recruiting a member from their program. The election process does not pertain to the User Group representatives.

### **Section 3.10 Meetings of the Board and Notice**

The Board will meet monthly at a designated time and place. The annual meeting will be in May. Special meetings may be called by the presiding officer of the Board, the president or three (3) of the directors in office. The Secretary shall give reasonable notice of the meeting either verbally or in writing.

### **Section 3.11 Quorum**

A quorum shall be 50% of the filled positions of the Board of Directors. When all positions are filled, the Board of Directors consist of President, Vice President, Secretary, Treasurer, Past President, Fundraising Chair, Community Representative, and representatives for Great Falls Amateur Hockey Association, Figure Skating, Men's Hockey, Women's Hockey, Great Falls Americans, and University of Providence.

### **Section 3.12 Compensation**

Directors of the Board shall not receive any compensation however may be reimbursed for incurred expenses as approved by the Board.

### **Section 3.13 Limited Liability**

No Board of Director shall be liable in any manner for any debts or obligations of the Foundation and shall not be subject to any manner of assessment by virtue of his/her membership.

## **ARTICLE IV**

### **VOTING**

#### **Section 4.1 Majority vote**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, provided enough members are present to constitute a quorum.

#### **Section 4.2 Electronic Voting**

- 1) The Board of Directors may vote on issues via email or other electronic voting system. Electronic voting (i.e., by email) is intended to only be used on time sensitive matters, not to replace regular board meetings.
- 2) The ballot must set forth each proposed action.
- 3) The ballot must provide an opportunity to vote for or against each proposed action.
- 4) ~~Approval will require input from a majority of voting members of the Board of Directors, with no dissenting votes.~~ **Approval by ballot will be valid with a majority vote of the members of the Board of Directors.**
- 5) If the motion does not pass via the electronic vote, it can be proposed again in person at the next official Board of Director Meeting.
- 6) Votes that require a secret ballot might be accomplished using an anonymous, password protected online survey or some other means of tracking the number of votes cast without tying each response back to the person who made it.

## **ARTICLE V**

### **OFFICERS-COMMITTEES**

#### **Section 5.1 Bonds**

The Treasurer, members of the Executive Committee and any employee having custody or access to funds and/or property will be bonded. The Foundation shall absorb the cost of such bond.

#### **Section 5.2 Conduct of Director Meetings**

The President shall preside, or in the President's absence, the Vice President, then the Secretary. The Secretary shall act as secretary of all board meetings, but in the Secretary's absence a member of the Board may be appointed to record the minutes. Meetings of the Foundation shall be conducted in accordance with Robert's Rules of Order.

#### **Section 5.3 Standing**

Standing committees shall be: the Executive Committee, Finance Committee, Nominating Committee, Building/Facility/Equipment Committee, Marketing Committee, and Fundraising Committee.

#### **Section 5.4 Ad Hoc Committees**

Special committees may be appointed by the Board when deemed necessary for the operation and success of the Foundation.

#### **Section 5.5 The Executive Committee**

The Executive Committee shall be President, Past-President, Vice President, Secretary, Community Representative, and Treasurer. Nominees for these positions are presented to the Board at the April meeting by the nominating committee, and the Board of Directors and the





General Membership will vote on the nominees at the annual meeting in May. Officers will attend the regular meeting of the Board in June but not take office until July 1<sup>st</sup>.

### **Section 5.6 Administrative Policy and Procedures**

The job description and duties of the Board are outlined in the attached “Administrative Policy and Procedure” and are subject to change upon a majority vote of the Board.

## **ARTICLE VI**

### **CONTRACTS, LOANS, CHECKS, DEPOSITS, SPECIAL CORPORATE ACTS**

#### **Section 6.1 Contracts**

- 1) The Board of Directors may authorize the Executive Committee to enter into any contract or deliver any instruments in the name of and on behalf of the Great Falls Community Ice Foundation. Such authorization may be general or confined to specific instruments.
  
- 2) All contracts must have signatures from two of the Executive Directors.
  
- 3) All active contracts must be attached to the Policies and Procedures document.

#### **Section 6.2 Loans**

The Great Falls Community Ice Foundation shall not permit anyone to borrow equipment or funds without prior written permission from the Board.

#### **Section 6.3 Checks, Drafts, Deposits**

The Treasurer of the Foundation, or a person designated by the Board shall deposit all funds in a secured financial institution. All financial accounts of the foundation must have two signatures on all financial documents. The President, Vice President and the Treasurer shall be signatories



on all financial accounts. All accounts receivable shall be deposited as follows: Cash within seven (7) days and checks within three (3) weeks of receipt.

#### **Section 6.4 Conflict of Interest**

No part of the net earnings of the Great Falls Community Ice Foundation shall inure to the benefit of, or be distributable to its Board of Directors, its members, or other private persons, except that the GFCIF shall be authorized and empowered to pay reasonable compensation for services rendered and to take payments and distributions in furtherance of the purposes set forth in these bylaws. The GFCIF shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of the bylaws the GFCIF shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of the corresponding section of any future federal tax code.

Notwithstanding any other provision of the bylaws, this corporation shall to except not engage in any activities of exercise any powers that are not in furtherance of the purposes of the Great Falls Community Ice Foundation. A yearly Financial Statement will be done, with an audit performed within the organization or by contracted entity approved by the Board of Directors.

#### **Section 6.5 Operations Checking Account**

This account was created for the purpose to pay operating bills and to receive ice rental/concessions revenue. This account was started with \$50,000. The GFCIF Treasurer, President and Vice-President will be authorized to sign checks.

Expenditures to be paid out of this account are: all utility bills, all bank loan payments, all concession expenses, and incidental expenses under ~~\$250~~ \$500.

All other expenses must have GFCIF Board Approval.

Any excess revenues (exceeding \$50,000) at the end of each skating season may be transferred back to the GFCIF capital account.

### **ARTICLE VII**



## **DISTRIBUTION ON DISSOLUTION**

### **Section 7.1**

Upon winding up and dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **FISCAL YEAR**

### **Section 8.1**

The fiscal year of the foundation shall be the calendar year, commencing on July 1 and ending on June 30 of each year.

## **ARTICLE IX**

### **AMENDMENTS**

### **Section 9.1**

The Board of Directors shall have the power to make, alter, amend and repeal these by-laws by a 2/3 majority vote, based on occupied Board positions. Any proposal to do so must be presented to the Board at a regular Board meeting for discussion. Action on any changes may occur at the following regular Board meeting.



**ARTICE X**

**ASSENT TO BYLAWS**

**Section 10.1**

We the Undersigned being Directors of the Great Falls Community Ice Foundation, a Montana non-profit 501(c)(3) corporation, do hereby assent to and adopt the foregoing as by-laws of this organization.

IN WITNESS THEREOF, we have hereto subscribed our names this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Community Representative

\_\_\_\_\_  
Amateur Hockey (GFAHA)



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Figure Skating

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Great Falls Americans Hockey

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Men's Hockey

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Women's Hockey

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University of Providence