

# ELKADER FITNESS BY-LAWS

November 1, 2008 (revision #2)

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## **I. Name and Purpose**

### 1.1 Name and Location

We shall be known as Elkader Fitness and shall be incorporated under the states of the State of Iowa. Our principle location shall be Elkader, Iowa.

### 1.2 Articles of Incorporation

The provisions of the Articles of Incorporation of this corporation are hereby made part of these by-laws.

### 1.3 Mission Statement

Our mission is to provide recreational, social and educational enrichment opportunities through quality programs and services at a reasonable cost to our members and to the wider community. We make every effort to protect all users' right of access to the facility, to ensure health, peace and safety of all guests and staff.

### 1.4 Purposes

To provide facilities for the benefit of the membership, to offer these goods to the membership on a not-for-profit basis, to educate members and the public about the nature, benefits, and potentials of good health, and to conduct any other business for the benefit of the membership.

## **II. Membership**

### 2.1 Open Membership

Without discrimination, membership shall be open to any individual, couple, family or organization able to use its services and willing to support its cooperative organization, purposes, and principles. Individual, couple, family and corporate memberships shall be offered.

### 2.2 Individual Membership

Individual memberships shall be offered. Fees, deposits, rates, and privileges shall be determined by a vote at a board meeting.

### 2.3 Household Membership

Household memberships shall be offered for a group of people residing at the same street address. Fees, deposits, rates, and privileges shall be determined by a vote at a board meeting.

#### 2.4 Corporate Membership

Corporate memberships shall be offered. Fees, deposits, rates, and privileges shall be determined by a vote at a board meeting.

#### 2.5 Application for Membership

New members shall be required to complete a membership agreement, which shall include a Waiver and Release Form and a Liability Waiver.

#### 2.6 Responsibilities of Members

Responsibilities of members include: supporting the fitness center by doing business with it, paying dues on time, updating membership information in co-op records, and abiding by policies and procedure properly adopted by the board.

#### 2.7 Fees, etc.

Membership fees, membership deposits, and membership discount structure shall be proposed and approved by the Board

#### 2.9 Termination of Membership

The Board may terminate the membership of any member for the following reasons: theft, vandalism, or failure to observe policies or procedure. No membership shall be terminated without reasonable attempt to notify the member. A member may appeal their termination at a membership meeting.

#### 2.10 Cessation of Membership

Upon voluntary cessation of membership, membership fees shall not be returned.

### **III. Membership Meetings**

#### 3.1 General Membership Meetings

The Elkader Fitness shall hold a general membership meeting no less than once a year for the purposes of electing Board members, presenting reports on the state of the center, and making membership decisions. These meetings, shall be convened by the Board of Directors who shall also be responsible for forming the agenda of these meetings.

#### 3.2 Notice

Public notice of the time and place of each general membership meeting shall be given no less than ten days and no more than twenty-five days before the meeting.

#### 3.3 Elections

The election and voting process shall be conducted by a temporary committee of members who are not candidates for the Board. This committee shall be chosen by a majority vote of the Board of Directors, and shall conduct the election in a manner approved by the Board.

#### 3.4 Quorum

Those members present at a membership meeting constitutes a quorum.

#### 3.5 Voting

Each member who has satisfied the requirements of membership is entitled to one and only one vote on each question. An organization with a membership may send one delegate to represent the organization. Voting by proxy is not allowed. Decisions shall be made by a simple majority vote of those members present at the meeting.

### 3.6 Special Meetings

If a petition of twenty persons from the membership is presented to the Board, a time and place for a special meeting shall be posted within a week.

### 3.7 Parliamentary Authority

The board shall adopt a process by which meetings will be conducted. In the event of a dispute, Robert's Rules of Order shall be followed.

## **IV. Board of Directors**

### 4.1 Qualifications

Any person holding an individual, couple or family membership and is a member in good standing may be elected to the Board of Directors.

### 4.2 Number

There shall be a minimum of 5 and a maximum of 7 members on the Board of Directors.

### 4.3 Vacancies

If the number of board candidates does not exceed the number of positions available, the Board may appoint these members to the Board, unless a vacancy occurs within two months before a general membership meeting.

### 4.4 Terms

A board member's term is 1 years; elections shall be staggered so that no more than 2 terms expire each year.

### 4.5 Removal

The Board may remove a director for cause or non-participation with a majority vote. The Board is responsible to air the grievance to the Board member and give the board member in question the opportunity to respond before a secret vote is held.

### 4.6 Quorum

A majority of Board members shall constitute a quorum, which must be present for any voting decisions to take place.

### 4.7 Voting

Decisions shall be made by an affirmative vote of majority of Board members present.

### 4.8 Compensation

Board members shall be considered volunteers and given the privileges of participating in the volunteer program. The Board of Directors shall serve without pay.

## **V. Board Duties**

### 5.1 Overall Responsibilities

The Board is responsible for the direction and management of Elkader Fitness.

### 5.2 Membership Meetings

The Board shall call, solicit agenda items, set the agenda for, and report to the membership at one or more membership meetings each year.

### 5.3 Budget

The Board shall create or have created and shall approve an annual or semi-annual budget and monitor its implementation.

### 5.4 Financial Reviews

The Board shall provide for a review of Elkader Fitness finances annually by a competent and disinterested auditor or accountant.

#### 5.5 Long Range Plan

The Board shall approve, modify, and monitor the implementation of a long range plan.

#### 5.6 Management

The Board shall be responsible for the employment, evaluation, compensation, and removal of all employees. The Board will also maintain a current written job description for the all employees.

#### 5.7 Revision of By-laws and Policy Documents

The Board shall annually review and propose revisions (if deemed necessary) to the membership of these by-laws and other policy documents of Elkader Fitness

#### 5.8 Committees

In order to fulfill its responsibilities, the Board may establish, appoint members, and delegate the authority of various committees. These committees may include Board members and non-Board members.

#### 5.9 Executive Committee

The executive committee shall consist of the president/, vice-president, treasurer and secretary. This committee is granted the authority to make emergency decisions between Board meetings.

#### 5.10 General Powers

The Board shall adopt such policies, rules, and regulations not inconsistent with these by-laws, the articles of incorporation, or law as it may deem advisable.

### **VI. Officers**

#### 6.1 Officers

Officers shall be chosen by election of a majority of the Board.

#### 6.2 President

The president is responsible for establishing meeting times and agendas. The president shall also be responsible for the orientation of new Board members.

#### 6.3 Vice-president

The vice-president shall assume the responsibilities of the president in the event that the president is not able.

#### 6.4 Secretary

The secretary is responsible for getting written minutes of Board and membership meetings taken and distributed.

#### 6.5 Treasurer

The treasurer is responsible to meet with the bookkeeper concerning budgeting and financial reporting.

### **VII. Finances**

#### 7.1 Capital Transfer and Retirement

#### 7.2 Borrowing

The Board may approve borrowing.

#### 7.3 Investment

The Board may approve investment of the assets in an interest-bearing account.

#### 7.4 Capital Expenditures

Capital expenditures in excess of \$500.00 are to be approved by a majority vote of the Board.

#### 7.5 Fiscal Year

The fiscal year shall begin on January 1 and end on December 31.

### **VIII. Dissolution**

#### 8.1 Dissolution

The decision to dissolve, merge, or make a partnership shall be made by a 2/3rds affirmative vote of the Board.

#### 8.2 Distribution of assets

In the event of dissolution, winding up, or other liquidation of assets of Elkader Fitness, any surplus shall be distributed to non-profit institutions, or organizations as may be designated by the Board of Directors.

### **IX. By-laws**

#### 9.1 Amendments to By-laws

These by-laws may be adopted, amended, or repealed by a majority vote of the members voting.

#### 9.2 Severability

If any section, clause, provision, or portion of these by-laws is adjudged unconstitutional or invalid by a court of competent jurisdiction, the remainder of these by-laws shall not be affected thereby.

### **X. Indemnification**

This corporation will indemnify and hold harmless each Board member and employee and defend its agents when they are acting on its behalf. This does not apply to negligence or willful misconduct.