

**BYLAWS
OF
SKATE COMPANY SKATING CLUB**

**ARTICLE I
NAME; OFFICES; EXISTENCE**

- Section 1.1** **Name.** The name of this organization is Skate Company Skating Club (referred to in these Bylaws as the “Club”).
- Section 1.2** **Incorporation.** The Club is incorporated as a 501(c)3 corporation under the laws of the state of Michigan (the “State”) and shall be governed by the nonprofit corporation law of the state (the “Nonprofit Law”).
- Section 1.3** **Membership in U.S. Figure Skating.** The Club has been formed to be a member of The United States Figure Skating Association (“U.S. Figure Skating”), to exist for the purposes specified in Article II of these Bylaws. As such, the Club and its members shall be subject to and abide by the Bylaws and Official Rules of U.S. Figure Skating, as in existence and amended from time-to-time by U.S. Figure Skating.
- Section 1.4** **Offices.** The principal office/headquarters of the Club shall be located at 3525 Dix, Lincoln Park, Michigan, 48146. The registered office of the Club required by the Non-profit Law to be maintained in the State may be, but need not be, the same as the principal office/headquarters of the Club, and the address of the registered office may be changed from time to time by the Board of Directors or by the Officers of the Club.

**ARTICLE II
PURPOSES**

- Section 2.1** The principal purpose of the Club is to encourage instruction, practice, and advancement in the sport of figure skating; encourage a compassionate friendly spirit among skaters through a Learn To Skate program and various activities; to sponsor, produce, or cooperate in the production of amateur ice shows and competitions sanctioned by U. S. Figure Skating; and collaborate with the Ice Show Committee and Director. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating in accordance with the provisions of the U.S. Figure Skating Bylaws and Official Rules. The Club shall maintain its membership in U.S. Figure Skating and conduct its affairs in a manner consistent with the Bylaws, Official Rules, policies and procedures of U.S. Figure Skating.

**ARTICLES III
MEMBERS/MEMBERSHIP**

- Section 3.1** **Membership.** Any person/family, who has the promotion and betterment of figure skating and the ice show at heart, shall be eligible for membership.

A family membership shall be limited to family members living at the membership address listed on the annual membership application, but may

also include other family members not living at the membership address including only and limited to:

(a): the legal parent or guardian of a minor child member living at the membership address.

(b): the legal minor child of a member living at the membership address.

All eligible members under a family membership must be listed on the membership application to be considered a club member.

Section 3.2 **Dues.** The Board of Directors may establish, as it shall deem necessary and appropriate, such periodic membership dues and classifications, and other assessments and procedures for the manner of payment and collection thereof. Dues are payable to the club annually.

Section 3.3 **Members.** The Club shall have members who are interested in the objects and purposes of the Club with voting rights and any other legal rights or privileges in connection with the governance of the club, in accordance with such provisions and criteria pertaining to qualifications, classifications, privileges, application and acceptance of members established from time to time by the Board of Directors. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with the Bylaws, Official Rules, policies, procedures, code of conduct, and code of ethics and principals of ethical behavior of U.S. Figure Skating.

Section 3.4 **Voting Privileges.** One vote per family membership, to be voted by one adult (over 18) family member listed on the family membership application; must be designated at least 30 days prior to voting. Membership chair is responsible for maintaining membership forms and designated voter list. However, it will be the sole responsibility of the member to make sure their designated voter is recorded by the membership chair.

Section 3.5 **Annual Meeting.** The Club shall hold an annual meeting of its members for electing Officers and Directors and for the transaction of such other business as may come before the meeting at a time, date and place stated in or fixed in accordance with a resolution of the Board of Directors. If no place is stated, the meeting shall be held at the Club's principal office. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

Section 3.6 **Special Meetings.** Special meetings of the members may be called at any time by the Board of Directors, the President or by written demand of the members; stating the purposes for calling the meeting signed and dated by members holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date the first of such demands is received by the Club, whichever is later. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to a Club Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and at home offices.

Section 3.7 **Notice of Meetings.** Notice shall be given to each member entitled to vote at a meeting in a fair and reasonable manner. Notice may be given as set forth below or by other means when all the circumstances are considered.

Written notice by first-class mail or email or website of any annual, regular or special meeting stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. If notice is mailed by other than first-class or registered mail, no less than thirty (30) days notice must be provided. Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Notice of an annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Incorporation or Bylaws of the Club; (ii) a merger; (iii) a sale, lease, exchange, or other disposition other than in the usual and regular course of business, of all or substantially all of the property of the Club; or (vi) the dissolution and liquidation of the Club. When giving notice of an annual, regular or special meeting of members, the Club shall give notice of a matter a member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the Secretary or President at least ten (10) days before the Club gives notice of the meeting.

Section 3.8 **Methods of Notice.** Notice shall be given personally or by mail, facsimile or other form of wire or wireless communication by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. Such notice shall be deemed to be given and effective at the earliest of: (i) the date received; (ii) five (5) days after deposit in the United States mail, properly addressed to the member at the member's address as it appears in the Club's current record of members, with first-class postage prepaid; (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first-class, registered or certified postage affixed. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address, or email address shown in the Club's current list of members, or in the case of members who are residents of the same household and who have the same address in the current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

Section 3.9 **Waiver of Notice.** A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the Club for filing with the Club records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, by attending a meeting either in person or by proxy, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting because of lack of notice or defective notice. By attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter now within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

Section 3.10 **Voting List.** A complete list of eligible members entitled to vote at the annual meeting will be prepared by the Membership Chair 45 days prior to annual meeting. The list shall be arranged in alphabetical order and posted at a public location within the rink and/or sent out to via the Club's newsletter.

The list shall be kept at the principle office of the Club and with the Secretary. If changes are made to the voting list after the initial posting, a revised list will be posted 29 days prior to the annual meeting. Such list shall be available for inspection on written demand by any member or the member's agent or attorney at any reasonable agreed upon time.

Section 3.11 Adjournment of Meeting. When a meeting is adjourned to another date, time or place, notice need not be given of the new date, time or place if the new date, time or place of such meeting is announced before adjournment of the meeting at which the adjournment is taken. At the adjourned meeting the Club may transact any business that may have been transacted at the original meeting. If a new records date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting as of the new record date.

Section 3.12 Quorum and Manner of Voting. 25% of the votes entitled to be cast by the members on a matter shall constitute a quorum for action on the matter. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the vote of a greater number of votes is required by law or the Club's Articles of Incorporation.

Section 3.13 Meetings by Telecommunications. Any or all of the members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 3.14 Action Without a Meeting.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing (or counterparts thereof) that sets forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and received by the Club. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members. Action taken under this Section is effective as of the date the last writing necessary to affect the action is received by the Club, unless all of the writings specify a different effective date, in which case such specified date shall be the effective date for such action. The record date for determining members entitled to take action without a meeting is the date the Club first receives a writing upon which the action is taken. Any member who has signed a writing describing and consenting to action taken pursuant to this Section may revoke such consent by a writing signed by the member describing the action and stating the member's prior consent is revoked, if such writing is received by the Club before the effectiveness of the action. All signed written instruments necessary under this provision shall be filed with the minutes of the membership meetings.

(b) By Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Club delivers either a written or electronic ballot to every member entitled to vote on the matter. Ballots shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action.

Approval by ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equal or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received by the Club in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision.

Section 3.15 **Termination, Expulsion or Suspension.** No member may be expelled or suspended from the Club, and no membership may be terminated or suspended, except as follows. The member shall be given not less than fourteen (14) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, by the Board of Directors, not less than 10 days before the effective date of the expulsion, suspension or termination by the Board of Directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the Club's records. Any member expelled or suspended shall be liable to the Club for dues, assessments or fees incurred or commitments made prior to the expulsion. The provisions of this Section 3.15 apply to a member's membership in the Club and not to membership in U.S. Figure Skating, the latter of which is subject to applicable provisions of the Bylaws and Official Rules of U.S. Figure Skating pertaining to expulsion or suspension of membership privileges in U.S. Figure Skating.

Section 3.16 **Delegates to the U.S. Figure Skating Governing Council.** Delegates to the U.S. Figure Skating Governing Council must be registered members of the Club and must meet the qualifications as set forth in Article VII, Section I of the U.S. Figure Skating Bylaws. The Club's Board of Directors shall appoint from among the Club's registered members the requisite number of delegates to the Governing Council as determined in accordance with Article VII, Section 2 of the U.S. Figure Skating Bylaws. The Club's delegates shall be representative of the Club at the Governing Council meeting for which they are appointed as delegates and shall attend said meeting, either in person or represented by proxy. The Club will file a certificate of appointment of its delegates with the Secretary of U.S. Figure Skating, duly signed by an authorized Officer of the Club.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 **General Powers and Qualifications.**

- (a) **Powers.** The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the 501(c)3 Law, The Club's Articles of Incorporation or these Bylaws.
- (b) **Authority.** The Board of Directors shall have the entire authority in the management of affairs and finances of the Club and shall have general

control of all its property. The Board of Directors shall prepare a written program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same, for approval by the Board of Directors. All finances above \$500.00 must have approval by vote of the Board of Directors and all finances above \$1,000.00 must have approval of the General Membership.

- (c) Qualifications. Directors must be (i) at least eighteen (18) years old, (ii) registered with U.S. Figure Skating and (iii) home club members of the Club in accordance with provisions of applicable rules of U.S. Figure Skating and (iv) voting members of the Club. In addition, Directors of the Club must be eligible persons, as defined in the eligibility rules of U.S. Figure Skating; provided, however, that one restricted person, one ineligible person and coaches with eligible status may serve as Directors of the Club so long as they do not collectively constitute a majority of the Board of Directors and, further provided, that eligible coaches may serve as Directors of the Club so long as collectively they do not constitute a majority of the total number of Directors of the Club (see, U.S. Figure Skating Membership Rule 4.00, as may be amended from time-to-time).

Section 4.2

Number, Term, and Election of Directors.

- (a) Number of Directors. The number of directors of the Club shall be determined by the number of membership families. 1 director for every 15-member families. The number of directors and officers must always equal an odd number. If using this formula causes an even number, then an additional director shall be elected or appointed.
- (b) Term of Directors: Directors shall serve a term of three (3) years. New Directors shall assume their duties on June 1 of the election year.
- (c) Nominations. At a time reasonably in advance of each Annual meeting of the Club, the President shall appoint a nominating committee chairperson who shall appoint a nominating committee consisting of no less than three (3) of the Director's whose terms are not scheduled to expire at the upcoming annual meeting and two members from the general membership. If and only if, due to the number of current board members running for positions or whose terms are up does not leave three (3) Directors available to be on committee, it is agreed the five (5) member nominating committee may consist of at least one (1) board member. The nominating committee shall not consist of any relatives of any member running for a board position, nor should any members of the nominating committee be related to one another. The nominating committee shall determine and present to the members at a time reasonably in advance of the annual meeting:
 - 1) a list of nominees to stand for election as President, Vice President, Treasurer and Secretary, and a list of nominees to stand for election as Directors to fill the positions of those Directors whose terms shall expire at the annual meeting.

The nominating committee shall contact each eligible member and ask if they are interested in running for a board position. The nominating committee shall maintain the nominating list and post at deadline. The nominations will be closed after they are officially posted. The nominees shall be listed in the

club's newsletter, posted on the club's website and/or be posted in a public location at the rink prior to the annual meeting. All nominees shall be members in good standing as defined in 4.2(d) . The nominees may submit a letter of intent to the nominating committee 7 days after posting for distribution to the membership.

The members shall, by the affirmative vote as required by the provisions of Section 3.12 of these Bylaws, elect the requisite number of Directors and Officers from among the list of nominees. The elections will be conducted by the Chairman of the nominating committee and shall follow the club's most recent Voting Guidelines and Procedures and shall proceed as follows: President, Vice-President, Secretary, Treasurer, and Board of Directors. Votes may be taken by either written or electronic ballot.

- (d) Member in Good Standing. A member in good standing shall pay annual dues and indebtedness and attend at least one general membership meetings.

Section 4.3 **Resignation.** A Director may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 4.4 **Removal.** Directors elected by voting members, or directors elected by the Board of Directors to fill the vacancy of a director may be removed as follows: (i) The voting members may remove one or more directors elected by them with or without cause unless the Bylaws provide that directors may be removed only for cause; (ii) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director; (iii) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors; (iv) A director may be removed only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director; (v) An entire Board of Directors may be removed under paragraphs (i) to (iv) above; and (vi) A director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the Bylaws; except that a director elected by the Board of Directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors.

Section 4.5 **Vacancies.** Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the members, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal. In the event of a vacancy of an elected Officer, the Club Officers will appoint a Board Member to fulfill the vacancy until the end of the elected term.

Section 4.6 **Regular Meetings.** Regular monthly meetings of the Board of Directors shall be held during the months of September through June at a time and place determined by the Board and for the transaction of such other business

as may come before the meeting. The Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 4.7 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each director in person, or by either e-mailing, group messaging, or mailing such notice at least seven (7) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting. The purpose of any special meeting of the members shall be stated in such notice. Only business within the purpose described in the notice may be conducted at a special meeting of members.

Section 4.8 **Quorum and Voting.** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. The President may vote only in case of a tie. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of Directors.

Section 4.9 **Electronic Meetings.** Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications system by which all persons participating in the meeting can communicate with each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.10 **Action Without a Meeting.** Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting if every member of the Board in writing either; (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. The action shall only be effective if there were writings, which describe the action, signed by all Directors, received by the Club and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Club with a complete copy of the document including a copy of the signature. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Club receives a writing satisfying the requirements hereof that has been signed by the Director and not revoked as provided below. Actions taken shall be effective when the writings set forth a different date. Any Director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Club before the last writing necessary to affect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 4.11 **Compensation.** Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors of attendance at board meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 4.12 **Executive and Other Committees.** By one or more resolutions adopted by the Board of Directors, the Board may designate from among its Directors an executive committee of the Board, as well as one or more other committees of the Club, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority delegated by the Board of Directors, except as prohibited by the 501(c)3 Law. Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

ARTICLE V OFFICERS

Section 5.1 **Number and Qualifications.** The elected officers of the Club shall be the President (who shall also serve as the Chairman of the Board), one or more Vice-Presidents, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Officers must have served as a Director of the Club for one full term before serving as an Officer of the Club. Officers must be Directors of the Club, and therefore, must meet the qualifications of Directors as set forth in Section 4.1(c) of these Bylaws.

Section 5.2 **Election and Term of Office.** The Offices of President, Vice President, Secretary and Treasurer will be decided by a vote of the General Membership at an annual meeting according to Section 4.2(c)

If the election of officers shall not be held at such event, such election shall be held as soon as convenient thereafter. Each Officer shall hold office until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's earlier death, resignation or removal. Officers are elected yearly and serve a one-year term. They can serve no longer than three consecutive years in the same position.

Note: If a Director's position is vacated due to the director being elected to an Officer position by the membership, their director position shall be filled by election or appointment.

Section 5.3 **Compensation.** Officers shall not receive compensation for their services as such, although the reasonable expenses of Officers may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 5.4 **Resignation.** An Officer may resign at any time by giving written notice of resignation to the Club. The resignation is effective when the notice is received by the Club unless the notice specifies a later effective date.

Section 5.5 **Removal.** Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in itself create contract rights.

Section 5.6 **Vacancies.** A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term according to Section 4.5.

Section 5.7 **Authority and Duties of Officers.** The Officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) **President.** The President shall be the Chairman of the Board, shall preside at all meetings of the Board of Directors, and shall perform all other duties incident to the office of the president and chairman.
- (b) **Vice President.** The Vice-President shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors or the President. The Vice-President shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.
- (c) **Secretary.** The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors and membership meetings; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the Club records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.
- (d) **Treasurer.** The Treasurer shall (i) be the principal financial officer of the Club and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and a quittances for monies paid in an account of the Club, and pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity; (iii) be the principal accounting officer of the Club and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors monthly statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

ARTICLE VI
STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 6.1 **General.** Each Director and Officer shall perform their duties as a Director or Officer, including without limitation their duties as a member of any committee of the Board, (i) in good faith, (ii) in a manner the Director or Officer reasonably believes to be in the best interests of the Club and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to the Club or with respect to any property held or administered by the Club including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6.2 **Reliance on Certain Information and Other Matters.** In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more officers or employees of the Club whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 6.3 **Limitation on Liability.** A Director or Officer shall not be liable to the Club or its members for any action the Director or Officer takes or omits to take as a Director or Officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.1 **Definition.** As used in this Section 7.1: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Club and a Director of the Club, or between the Club and a party related to a Director, or between the Club and an entity in which a Director of the Club is a director or officer or has a financial interest, and (ii) a "party related to a director" means a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which the party related to a Director is a Director, Officer, or has a financial interest.

Section 7.2 **Procedure; Action; Disclosure.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Club, solely because the conflicting interest transaction involves a Director of the Club or a party related to a Director or an entity in which a Director of the Club is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Club's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose.

ARTICLE VIII CONFLICT RESOLUTION

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating.

ARTICLE IX INDEMNIFICATION

The Club shall indemnify any Director, Officer or agent of the Club to the fullest extent permitted by the 501(c)3 Law and any other applicable laws of the State if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of a Director acting in his or her official capacity, that his or her conduct was in the Club's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Club's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Club may not indemnify a person either (i) in connection with a proceeding by the Club in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of a person's duty to the Club or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involved action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Club was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Club only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE X MISCELLANEOUS

Section 10.1 **Records.** The Club shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors or any committee. The Club shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation (if applicable), and Bylaws; (iii) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members, if any (iv) a list of the names and business or home addresses of its current Directors and Officers; (v) a copy of its most recent corporate report delivered to the State; (vi) a record of its members which permits preparation of a list of the name

and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (vii) all written communications within the past three (3) years to members; and (viii) all financial statements prepared for periods during the last three (3) years that a member of the Club could have requested under the State law.

Section 10.2 **Conveyances and Encumbrances.** Property of the Club may be assigned, conveyed or encumbered by such Officers of the Club as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Club shall be authorized only in a manner prescribed by applicable statute.

Section 10.3 **Assets Disbursement.** In the event of the dissolution of the Club, all monies and property will be donated to another nonprofit or government agency.

Section 10.4 **Fiscal Year.** The fiscal year of the Club should, but is not required to, correspond with the fiscal year of U.S. Figure Skating (i.e., beginning on July 1 and ending on June 30).

Section 10.5 **Severability.** The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 10.6 **Amendments.** These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise. Notice will be given in the newsletter, posted in a public place at the rink, and/or posted on the club's website at least one week prior to the meeting.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of Skate Company Skate Club and that he/she is authorized to execute this certificate on behalf of said Club and the foregoing is a complete and correct copy of the presently effective Bylaws of the Club.

s/Cindi Socull
**Skate Company Skating
Club Secretary**

Tuesday, February 19, 2019
Date