



DIAMOND EDGE

FIGURE SKATING CLUB

BYLAWS

2002; Rev. 2005; Rev. 2006, Rev. 2008, Rev. 2010, Rev.
2012, Rev. 2014

Diamond Edge Figure Skating
Club

P.O. Box 242662
Little Rock, Arkansas
72223-2662

A member club of the
U.S. Figure Skating Association

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ARTICLE I.

Name and Affiliation

Section 1.1 Name. The name of the corporation shall be Diamond Edge Figure Skating Club, Inc. and is referred to herein as the “Club.”

Section 1.2 Affiliation. 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 III 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, which are not in conflict with any of the bylaws of the Club or the applicable laws of the State of Arkansas.

ARTICLE II.

Offices

Section 2.1 Business Office. The registered office of the Club shall be 1311 S. Bowman Road, Little Rock, AR 72211. The mailing address of the Club shall be as directed by the Board of Directors. The Club may have such other offices, either within or outside Arkansas as the Board of Directors of the Club may designate or as the affairs of the club may require from time to time.

Section 2.2 Registered Office. The registered office of the Club required by the laws of the State of Arkansas to be maintained in that State may be, but need not be, the same as the Club’s principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III.

Purpose

The principal purpose of the Club is to foster figure skating on ice. In order to do so, the Club has been organized to exist as a member club of U.S. Figure Skating and, therefore, seeks to assist in carrying out the objectives and purpose of U.S. Figure Skating in accordance with the provision 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.

Section 3.1 To foster regional, national, and international amateur figure skating sports competitions;

Section 3.2 To welcome all persons in the full participation in the sport of figure skating, regardless of race, color, religion, age, gender, sexual orientation, or national origin, and to improve and advance amateur figure skating in all its forms;

Section 3.3 To remain affiliated with U.S. Figure Skating (USFS), and to utilize the resources and rules of USFS in the coaching, training, practicing, and competing of all members of the Club;

Section 3.4 To take all steps necessary to promote amateur figure skating on ice throughout Central Arkansas and the mid South Region, including the raising of funds to support the activities of the Club by dues, the sale of publications, the conduct of competitions, carnival assessments, sanction fees and any other lawful means, provided that none of the income of the Club inures to the private profit of any of its members;

Section 3.5 To organize and sponsor competitions and exhibitions for the purpose of stimulating interest in figure skating on the part of all persons, and to assist financially or otherwise, in accordance with the rules of USFS, the participants traveling to and from and attending such competitions, who otherwise would be unable to participate therein;

Section 3.6 To educate and inform the public, and particularly the youth of Central Arkansas, through the use of all media regarding figure skating, with emphasis upon its pleasure, healthful aspects, and its value as an activity which contributes to the development of fitness and character of all in the area;

Section 3.7 To collect, publish, display and disseminate information concerning figure skating by bulletin, paper, book, magazine, electronic means, or otherwise;

Section 3.8 To provide an equal opportunity to eligible athletes, coaches, trainers, managers, and officials to participate in eligible athletic competition without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin, and with fair notice and an opportunity for a hearing to any such individual before declaring such individual ineligible to participate;

Section 3.9 To support, by contributions and services from the Club, other charitable and educational organizations which are themselves exempt from taxation under Section 501 (c) 3 of the Internal Revenue Code of 1986, as from time to time amended; and

Section 3.10 To insure that the foregoing objects are within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1986, as from time to time amended, and that the activities of the Club, both direct and indirection, are exclusively in furtherance of these objects.

ARTICLE IV.

Fiscal Year

Section 4.1 The fiscal year of the Club shall begin on June first of each year and end on May thirty-first of the following year.

ARTICLE V.

Members

Section 5.1 Membership. Membership in the Club shall be open to all individuals actively engaged in or wishing to support and further regional, national, or international amateur figure skating sports competition.

Section 5.2 Classes of Membership. There shall be ten classes of membership.

- (1) Full Members
- (2) Parent or Guardian Members
- (3) Non-skating Family Members
- (4) Collegiate Members
- (5) Coach Members
- (6) Intern Members
- (7) Honorary Members
- (8) Supporting Members
- (9) Sponsors
- (10) Lifetime Members

The Board of Directors shall have complete control of changes of Membership class and shall have the power to change the class of any member.

Section 5.2 (1) Full members. Full members age 18 or older shall have the right to vote and hold office. All members at this level will be allowed to skate at the club social ice sessions. Membership with U.S. Figure Skating is included. Full members are eligible each year for the Competitor's Assistance to go towards competitions in locations outside of Little Rock. Each Full member also has a corresponding Member Savings Account (MSA) set up. Full members are allowed to test on DEFSC sanctioned test sessions. There are 4 types of Full members:

- A. Youth Full Member: a youth member and one non-skating parent member
- B. Adult Full Member: a skating member 18 years or older
- C. 2nd (Additional) Skating Family Member (s): for each additional skating family member. This category can include sibling, child, and/or spouse of Primary Full or Coach member
- D. Out-of-state Resident's Full Member

Section 5.2 (2) Parent or Guardian members/Second Party members. One non-skating parent/other family member is included in the Youth Full Membership. Parent/Guardian family member must be 18 years of age and have an immediate family member who is under 18 years of age or a full-time student. Parent/Guardian members can vote and can hold office. These

memberships do not include access to club ice. Membership with U.S. Figure Skating is included.

Section 5.2 (3) Non-skating family members. Note that one non-skating parent/other family membership is included in the Youth Full Membership. Additional non-skating family memberships are available at this level. Members at this level who are age 18 or older may vote and hold office. These memberships do not include access to club ice. Membership with U.S. figure Skating is included.

Section 5.2 (4) Collegiate members. Members at this level are college students who receive a 4-year consecutive U.S. Figure Skating membership and carry the same privileges as a Full member. A Collegiate member can sign up any time they are in college.

Section 5.2 (5) Coach members. Members at this level are afforded the opportunity to coach on club ice session. Members at this level must be in a contractual obligation to the Arkansas Skatium, be 18 years of age, registered with U.S. Figure Skating as a coach, and be a member of the Professional Skater's Association (PSA). Coach members can vote and hold office. These members also will have access at a fee to attend seminars and other educational opportunities offered by DEFSC. Membership with U.S. Figure Skating is included.

Section 5.2 (6) Intern members. Members at this level are learning to skate and have not tested in U.S. Figure Skating. This membership is designed to encourage the growth of our Learn to Skate skaters and provide an entry level cost of joining DEFSC. Intern members may skate at the club social sessions. They also may participate in club-sponsored seminars, ice shows and other events at member rates, if the events/seminars are skating level appropriate. Intern membership does not include a membership with U.S. Figure Skating. Intern members are not eligible for Competitor's Assistance, Member's Saving Accounts, or Testing privileges (member can test for Basic Skill levels through Learn to Skate).

Section 5.2 (7) Honorary members. Honorary membership is given to anyone who belongs to another club and has made special contributions to skating (and/or the Club) and is voted unanimously by the Board to be honored with honorary membership to the Club. Honorary members are eligible to participate in regularly scheduled club activities at any time free of charge. Honorary members have no voting privileges and cannot hold office.

Section 5.2 (8) Supporting membership. Members at this level are either eligible skaters who are USFS members at another club but want to receive the DEFSC newsletter and affiliation or non-skating contributory members. This level of membership does not include a membership with USFS but does allow those members access at a fee to attend club ice sessions, seminars and other educational opportunities offered by DEFSC.

Section 5.2 (9) Sponsors. Sponsors are individuals or corporations who provide financial support, directly or in kind, to the organization.

Section 5.2 (10) Lifetime Members. Lifetime Club members are members who have made significant contributions to the Club or to the sport of figure skating. Lifetime membership

requires a unanimous vote of the Board of Directors. Lifetime members may represent the club in exhibitions and competitions, participate in all club activities and exercise voting and all other rights available to full home club members. Lifetime members are free from club dues, but not from other club fees, including club ice time.

Section 5.3 Application for Membership. Each candidate for membership must apply online. Application for membership must be subscribed by the candidate, must state his/her name, occupation, and address, and include an agreement to comply with the Constitution and Bylaws. USFS ineligible members may be members of the Club and can hold office. Persons banned from USFS are not eligible for membership.

Section 5.3 (a) Membership Class Change. A member request for Membership Class Change must be submitted, in writing or by e-mail, to the Membership Chairperson. The member requesting the change will be given notice of the action.

Section 5.4 Dues. The Board of Directors of the Club may establish periodic dues and other assessments payable by members of the Club (in addition to any registration fees and dues established by USFS), which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and proration of refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate.

Section 5.5 Membership Year. The membership year begins on June first and ends of May thirty-first of the following year.

Section 5.6 Right to Vote. As provided in Section 5.2, adult (meaning 18 and older) full, lifetime, parent or guardian, non-skating adult family member, collegiate and coaching members shall have the right to vote, and are referred to herein as “voting members”. Voting members shall be entitled to vote only in the election of the Board of Directors of the Club and on such other matters as may be submitted to their vote by the Board of Directors or as may be required by law to be submitted to their vote. Each voting member shall have one vote. Non-voting members shall have no vote but may attend and be heard at meetings of the membership of the Club. All action taken by the membership of the Club shall be by affirmative vote of the majority of members present at a meeting of the membership who are entitled to vote thereon, except in those instances where a greater percentage is required by these Bylaws, as amended from time to time, or by state law.

Section 5.7 Semi-Annual Meetings. A meeting shall take place during the Winter Quarter to form a nominating committee and conduct other timely business. The Board of Directors shall designate the time and place of each of the meetings. The election of Directors shall occur at the annual meeting in the Spring Quarter. Failure to hold an annual meeting as required by the Bylaws 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.

Should the Board of Directors or President fail to call an annual meeting to hold elections in a timely manner, 25% of the voting members of the general membership may call a meeting for the purpose of such elections.

Section 5.8 Special Meetings. Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors of the Club, and shall be called by the president at the request of members having at least 25% of the votes entitled to be cast at such meetings.

Section 5.9 Place of Meetings. Each meeting of the membership shall be held at such place, either within or outside the State of Arkansas, as may be designated in the notice of the meeting, or, if no place is designated in the notice, at the Arkansas Skatium, Little Rock, Arkansas.

Section 5.10 Notice of Meetings. Except as otherwise prescribed by statute, written notice of each meeting of the membership stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than seven (7) nor more than thirty (30) days before the date of the meeting, either personally, (or) by first-class mail, or by email by or at the direction of the President, or the Secretary, or the other office or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at his/her address as it appears in the records of the Club, with postage thereon prepaid. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.11 Proxies. Voting by proxy will be allowed at meetings of the memberships. Members serving as proxy holders must register with the secretary of the Club prior to the beginning of the meeting.

Section 5.12 Quorum. Except as otherwise required by the laws of the State of Arkansas, no specific number of members is required to constitute a quorum at each meeting of the membership. A majority of the members present may adjourn the meeting from time to time for a period not to exceed sixty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally notified. The affirmative vote of the majority of members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the laws of the State of Arkansas or their Bylaws.

Section 5.13. 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 1 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 representatives 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 VI.

Board of Directors

Section 6.1 General Power. The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in the statutes of the State of Arkansas, the Club's articles or incorporation of these Bylaws.

Section 6.2 Number, Election, Tenure, and Qualifications. The number of Directors shall be seven to nine, all of whom shall serve 3 year terms. Elections for directors will occur on a rotational basis, i.e., only 3 new directors elected per year. Subsequent terms of the directors shall be for 3 years. Directors shall 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. Directors are elected at the annual meeting of the membership and each director shall hold office until the end of this term and thereafter until a successor shall have been elected and qualified or until his/her earlier death, resignation or removal. Directors need not be residents of the State of Arkansas. Directors shall be removable in the manner provided by the statutes of Arkansas or these Bylaws.

Section 6.3 Removal. Any director may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby by a 2/3 majority vote by the Board of Directors. Any director missing three consecutive meetings of the Board without notice shall be considered for removal by the Board.

Section 6.4 Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the Club. The resignation shall be effective immediately unless otherwise specified. The acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of 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 remainder of the term of his/her predecessor in office.

Section 6.5 Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the membership or as soon as practical thereafter at the time and place, either within or outside of Arkansas, determined by the

Board, for the purpose of electing officers and for the transaction of such other business s may come before the meetings.

Section 6.6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place, within or outside Arkansas, for holding any special meeting of the Board called by them.

Section 6.7 Notice. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given at least five days prior thereto by the mailing of written notice by first class mail, or email, or at least two days prior thereto by personal delivery of oral or written notice or by telephonic or electronic notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. If electronically mailed, such notice shall be deemed to be delivered when sender is notified that the message has been received. Any director may waive notice of any meeting before, at or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice.

Section 6.8 Presumption of Assent. A director of the Club who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he/she files his/her written dissent to the action with the person acting as the secretary of the meeting before adjournment, or forwards such dissent by registered mail to the secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.9 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. 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. 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 is present.

Section 6.10 Compensation. Directors shall not receive compensation for their services. Reasonable out-of-pocket expenses incurred in furtherance of the Club's business and on its behalf may be paid or reimbursed by the resolution of the Board of Directors.

Section 6.11 Meetings by Telephone. 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 equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6.12 Action Without a Meeting. To the extent permitted or authorized by statute, any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by a majority of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterpart) shall have the same force and effect as a vote of the directors or committee members at a regularly called meeting. **This includes the use of electronic means to vote.**

ARTICLE VII.

Executive Committee

Section 7.1 By one or more resolutions, the Board of Directors may designate from among its members an executive committee to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors except as prohibited by statute. The delegation of authority to this committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Rules governing procedures shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 7.2 Executive Committee Composition. The Executive Committee shall be comprised of the officers of the Club, namely the President, Vice President, Secretary, and Treasurer or any officers as elected or appointed by the Board of Directors. Members of the executive committee do not have to be members of the Board, but must meet the eligibility requirements as listed in Article VIII.

Section 7.3 Executive Committee Meetings. The Executive Committee will meet as necessary to conduct business of the Club.

ARTICLE VIII.

Officers and Agents

Section 8.1 Number and Qualifications. The officers of the Club shall be a president, one or more vice presidents, a secretary and a treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, including a Chairman of the Board, an executive director, a controller, assistant secretaries and assistant treasurers, 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 need not be Directors of the Club, but shall have previously served on the Board of Directors for a year; however, a waiver of this restriction may be made by the Board of Directors with a two-thirds (2/3) majority vote. All officers must be at least eighteen years of age.

Section 8.2 Election and Term of Office. The elected officers of the Club are to be elected by the Board of Directors at the regular annual meeting in the Spring Quarter. If the election of

officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until his/her successor shall have been duly elected or until his/her death, resignation, or removal. The failure of the Board of Directors to elect new officers when an officer's term has expired does not relieve the officer of his/her duties.

Section 8.3 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expense 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 way.

Section 8.4 Removal. Any officer or agent may be removed by a 2/3 majority vote of the Board of Directors whenever in its judgment the best interest of the Club will be served thereby. Specifically, any officer missing three consecutive meetings of the Board without notice shall be considered for removal by the Board.

Section 8.5 Vacancies. Any officer may resign at any time, subject to any right or obligations under any existing contracts between the officer and the Club, by giving written notice to the president or to the Board of Directors. An officer's resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the remaining portion of that term.

Section 8.6 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 president, 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.

Section 8.7 (a) President. The president shall, subject to the direction and supervision of the Board of Directors, (i) be the chief executive officer of the Club and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the membership of the Club and, unless there is a Chairman of the Board, of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to him/her by the Board of Directors.

The President together with the Secretary shall sign all agreements and contracts made by the Club, upon the approval of the Board of Directors.

The term of office for the President shall be two years, with a limit of two consecutive terms.

Section 8.7 (b) Vice President. The vice president(s) shall assist the president and shall perform such duties as may be assigned to them by the president or by the Board of Directors, or if there not be such designation, then the vice president(s) in order of their election shall, at the request of the president, or in his/her 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 upon the president.

In the event of a vacancy in the office of President, the Vice President will fill that vacancy until the next annual election. The office of the vice president will then be filled by the Executive Committee at a meeting called for that purpose.

Section 8.7 (c) Secretary. The secretary shall (i) keep the minutes of the proceedings of the membership of the Club, the Board of Directors and any committees of the Board; (ii) be custodian of the corporate records and of the seal of the Club; (iii) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors; (iv) oversee the keeping of a roll of membership together with dates of their election and a record of all members elected, deceased, suspended or expelled; and (v) supervise the correspondence of the Club, prepare and issue notice of all meetings of the Club and Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

Section 8.7 (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, evidence of indebtedness and other personal property and deposit the same in accordance with the instruction of the Board of Directors; (ii) receive and give receipts and acquaintances for moneys paid in on account of the Club, and pay out of the funds on hand bills, payrolls and other just debts of the Club of whatever nature upon maturity; (iii) and be responsible for the collection thereof; (iv) unless there is a controller, be the principal accounting officer of the Club and, keep complete books and records of account according to GAAP, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain a system of internal audit, and prepare and furnish to the president and Board of Directors statement of account showing the financial position of the Club and the results of its operations; (v) upon request of the Board, make such reports to it as may be required at any time, verbally or in writing; and (vi) perform all other duties incident to the office of treasurer and such other duties from time to time may be assigned to him/her by the President or Board of Directors. Assistant Treasurer shall have the same duties and powers, subject to supervision by the Treasurer.

Section 8.8 Surety Bonds. The Board of Directors of the Club may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his/her duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Club.

ARTICLE IX.

Standard of Conduct for Directors and Officers

Section 9.1 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 9.2 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 a 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 reasonable believes to be within such person' professional or expert competence; (iii) a committee of the Board of Directors on which the Director of Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 9.3 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 X.

Committees

Section 10.1 Finance Committee. The Finance Committee shall be composed of the Treasurer, the Assistant Treasurer, the President, the Vice President and a Club member appointed by the President who is accustomed to acting on financial matters. The finance committee shall prepare the budget and establish Club dues for the following year, using reports submitted by the Club officers and Chairpersons as guidelines. The budget shall be submitted to the Board of Directors for approval.

The Finance Committee will meet as required by the Treasurer to discuss and make recommendations to the Board of Directors on purchases, and other financial questions.

The Finance Committee shall follow the recommendations concerning finances with are included in A Guide Book for Member Clubs, published by USFS.

Section 10.2 Membership. The Membership Chairperson shall be appointed by the President following the annual election of Officers. The Chairperson shall form a committee of members to plan and execute membership drives.

The Membership Chairperson will review all applications for membership and shall inform the applicant of her/his election or rejection and shall inform her/him that the Bylaws and Rules of

the Club are available on the Club website. She/he shall issue notices of dues and fees payable. All dues are payable at the time of membership application online.

The Membership Chairperson is primarily a liaison between the Club and USFS. The Membership Chairperson shall handle all correspondence regarding USFS membership and oversee all USFS members. A list of addresses and email addresses will be maintained for mailing/e-mailing purposes which will be available to the Secretary, Newsletter Chairman, and other committees.

The Membership Committee shall plan and organize events in coordination with the Education, Fundraising and Hospitality Committees in an effort to increase the membership of the Club.

Section 10.3 Fundraising. The Fundraising Chairperson shall be appointed by the President following the annual election of Officers. The Chairperson shall form a committee to meet the proposed fundraising needs of the Club.

The Fundraising Committee shall plan and organize fundraising events. The schedule of events for the year, along with a short proposal describing the methods of each fundraising event, with the dates, times and locations, shall be presented to the Board of Directors for approval.

The person responsible for chairing each Fundraising event shall be responsible for keeping accurate financial records and filing a financial report on completion of the fundraising event.

The Fundraising Committee shall follow the recommendations concerning fundraising, marketing, and publicity which are included in A Guide Book for Member Clubs, published by USFS.

Section 10.4 Education Committee. The Education Chairperson shall be appointed by the President following the annual election of Officers. The Chairperson shall form a committee of members to meet the proposed needs of the Club.

The Education Committee will prepare a plan for educational programs for club members, parents and prospective club members and parents to include but not be limited to workshops or seminars, club ice activities and exhibitions. Budgets for programs will be submitted in writing to the Board prior to implementation of any activity requiring an outlay of Club funds. The Education Committee shall coordinate all planned activities with Membership, Club Ice, Fundraising, Newsletter, and Hospitality chairpersons.

Section 10.5 Test. The Test Chairperson shall be appointed by the President following the annual election of Officers. The Chairperson shall form a committee of members to meet USFS testing needs of the Club and present this list to the Board at the July Board meeting.

All Test Sessions will be held in accordance with USFS rules. The Test Chairperson shall determine the need of holding these sessions through contact with the Professional Instructors. The dates of USFS tests shall be determined by need, availability of ice, and availability of the

necessary judges. The Test Chair shall keep records of all members' test achievements. The Chairperson shall coordinate with the other committees and will keep each Test Session as financially balanced as possible. Financial records for each Test Session shall be filed with the financial records of the Club.

Section 10.6 Hospitality Committee. The Hospitality Chairperson shall be appointed by the President following the annual election of Officers. The Chairperson shall form a committee of members to meet the needs of the Club. The Hospitality Committee shall provide refreshments and offer hospitality in coordination with functions planned by other committees and as directed by the Board of Directors.

Section 10.7 Newsletter. The Newsletter Chairperson shall be appointed by the President following the annual election of Officers. The newsletter is to inform the club membership of planned activities, events, and achievements of member skaters. A budget of expected expenses is to be submitted to the Finance Committee before the April Board meeting.

The Newsletter Chairperson shall follow the recommendations concerning marketing and publicity which are included in A Guide for Member Clubs, published by USFS.

Section 10.8 Bylaws/Rules Committee. A Bylaws/Rules Chairperson and Committee shall be appointed by the President following the annual election of officers and shall be charged with keeping the Bylaws up to date with a minimum of an annual review.

A committee of Club members shall review the standing Club rules on an annual basis and submit any recommended changes to the rules to the Board of Directors. Once adopted by the Board, rule changes will be posted in the newsletter and on the bulletin board in the rink and members will receive an updated copy upon membership renewal.

Section 10.9 Nominating. The Nominating Committee shall be formed at the winter General Meeting through nominations from the floor. The nominating committee shall consist of three members of the Club who are not presently on the Board of Directors or an Officer. They shall select their own Chairperson. The duty of the nominating committee is to select candidates to fill the expiring terms of Board members. The list of candidates is to be presented to the general membership **in an issue of the Club newsletter prior to the vote** at the annual meeting. Members of the nominating committee are ineligible to be nominated to fill a position on the Board.

Section 10.10 Publicity. The Publicity Chairperson shall be appointed by the President following the annual election of officers. The Chairperson may appoint a committee to assist with notification of Club activities to the media and other interest parties. The Publicity Chairperson will be responsible for keeping the Club banner with listed sponsors current.

Section 10.11 Sanctions. The Sanctions Chairperson shall be appointed by the President following the annual election of officers. The Chairperson shall be responsible for filing sanctions for any skating activities involving eligible skaters with U.S. Figure Skating in a timely manner thus avoiding sanctions fees.

Section 10.12 Ad Hoc Committees. The Board of Directors may create such standing or ad hoc committees as are appropriate to further the purposes and objectives of the Club, as set forth in the Articles of Incorporation and these Bylaws.

The Chairpersons of these ad hoc committees shall be appointed from time to time by the President of the Club, with the advice and consent of the Board of Directors of the Club. These committees shall have jurisdiction of and responsibility for all matters incident to their respective titles or as may from time to time be assigned to them by the President or Board of Directors. All action and recommendations of the ad hoc committees shall be reported to the President and the Board of Directors of the Club at such times, and in such manner as the President or the Board may request, and shall be subject to approval, adoption, revision, modification, rejection, or cancellation at the discretion of the Board of Directors.

ARTICLE XI.

Indemnification

Section 11.1 Indemnification of Directors, Officers, etc. The Club hereby declares that any person who serves at its request as a director, officer, employee, chairperson or member of any committee, or on behalf of the Club as a director, trustee or officer of another corporation, whether for profit or not for profit, shall be deemed the Club's agent for the purposes of this Article and shall be indemnified by the Club against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonable incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except as provided in Section 10.2 and 10.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he/she reasonably believed to be in the best interests of the Club or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his/her conduct was unlawful.

Section 11.2 Indemnification Against Liability to the Club. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 10.1 shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Club unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 11.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 10.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 11.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other right to which any person may be entitled under the Articles of Incorporation, any agreement, any other provision of these Bylaws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office.

Section 11.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue to any indemnified party who has ceased to be a director, officer, employee or agent of the Club and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right of indemnification of such person, with respect to any acts or omission which occurred prior to such repeal or amendment.

Section 11.6 Insurance. By action the Board of Directors, notwithstanding any interest of the directors in such action, the Club may, subject to Section 10.8, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person itemized hereunder against any liability asserted against him/her and incurred by him/her in his/her capacity of or arising out of his/her status as an agent of the Club, whether or not the Club would have the power to indemnify him/her against such liability under applicable provision of the law. The Club may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Club against any liability, including without limitation, any liability for the indemnification provided in this Article.

Section 11.7 Right to Impose Condition to Indemnification. The Club shall have the right to impose, as condition to any indemnification provided or permitted in this Article, such reasonable requirement and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Club; (b) that the Club shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified or threatened against the person to be indemnified; and (c) that the Club shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such right of subrogation to the Club.

Section 11.8 Limitation of Indemnification. Notwithstanding any other provision of these Bylaws, the Club shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Club as an organization described in Section 501 (c) 3 of the Internal Revenue Code.

ARTICLE XII.

Miscellaneous

Section 12.1 Account Book, Minutes, Etc. The Club shall keep correct and complete books and records of account and shall also keep minutes of proceedings of its Board of Directors and committees. All books and records of the Club may be inspected by any director or his accredited agent or attorney, for any proper purpose at any reasonable time.

Section 12.2 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 the manner prescribed by the Article of Incorporation and applicable law.

Section 12.3 Designated Contributions. The Club may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation of the Club. As so limited, donor-designated contribution will be accepted for special funds, purposes or uses, and such designation generally will be honored. However, the Club shall reserve all right, title and interest in and to control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Club shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Club's Internal Revenue Code 501 (c) 3 tax-exempt purposes.

Donors may deduct contributions to the Club as provided in section 170 of the IRS Code 501 (c) 3. Contributions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Revenue ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

Section 12.4 Conflict of Interest. If any person who is a director or officer of the Club is aware that the Club is about to enter into any business transaction directly or indirectly in which he, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Club of his/her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability

of such transaction from the standpoint of the Club, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 12.5 Loans to Directors and Officers. No loans shall be made by the Club to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until it is repaid.

Section 12.6 References to Internal Revenue Code. All reference in the Bylaws to provision of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provision of any subsequent federal tax laws.

Section 12.7 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.

ARTICLE XIII.

Conflict Resolution

Section 13.1 Conflict Resolution. Any member or members having complaint against another member for the infraction of any law or rule, other than skating rules, as for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Directors. Such complaint shall set forth the facts of the case together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held as soon as practical to investigate same. The complainant or complainants, and the member complained of, shall receive at least seven (7) days notice of such meeting and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary, and he/she shall mail copies thereof to the complainant or complainants and to the member complained of. An appeal from the decision of the Board of Directors may be taken to the Club within seven (7) days thereafter by serving upon the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case and a two-thirds vote shall be necessary to reverse the decision of the Board of Directors.

ARTICLE XIV

Amendments

Section 14.1 Amendments. The power to alter, amend or repeal these Bylaws and adopt new Bylaws shall be adopted by a vote of the two-thirds (2/3) of the full Board of Directors. Members of the Club will be notified of any changes to bylaws by the posting of a notice on the Club bulletin board and on the Club website.